

# THE AMERICAN BOXWOOD SOCIETY BYLAWS

## ARTICLE I – Membership

Section 1. Membership in The American Boxwood Society (ABS) is open to those persons who are interested in the cultivation and scientific aspects of boxwood; its use in the landscape; and in the education of the public regarding boxwood, its history, and its uses.

Section 2. Categories of membership shall be: Individual, Family, Business, Student, Public Facility and Honorary. The subscription dues for the categories shall be reviewed by the Board of Directors periodically, and may be modified by the Board. They shall be published annually in the Spring issue of *The Boxwood Bulletin* and elsewhere as the Board may direct.

Section 3. The membership year shall be from May 1 to April 30. Dues are payable by May 1 of each year. Members failing to pay dues by July 1 shall be dropped from the membership rolls.

## ARTICLE II – Officers

Section 1. The Officers of the ABS shall be: President, Vice President, Second Vice President, Secretary and Treasurer. The office of Secretary and that of Treasurer may be combined by majority vote of the Board.

Section 2. The Officers of the ABS shall be elected by the membership by majority vote at every other annual meeting, after a slate of recommended nominees has been presented by a nominating committee and any nominations from the floor are accepted.

Section 3. The term of office for Officers shall be two years. Vacancy occurring in any office except that of President shall be filled by the Board until the next meeting of the Society when the annual election is held. In the event of death or resignation of the President; the Vice President and thereafter the Second Vice President, shall serve as President for the unexpired term.

## ARTICLE III – Board of Directors

Section 1. The Board of Directors (The Board) shall be composed of the following: all the Officers of the Society; nine Directors; the International Registrar; the Director of Blandy Experimental Farm, *ex officio*; and the immediate past President of the ABS, *ex officio*.

Section 2. The term of office for each of the nine Directors shall be three years. They shall serve on a rotating basis as determined by the Board so as to avoid a complete change of all Directors at the same time. Elections for expired terms will be a part of the general nominating process and annual election. Any unexpired term will be filled by the Board, with said appointee remaining eligible for two subsequent elected terms. Directors may serve two successive terms and shall be eligible for re-election after a one-year hiatus from serving on the Board.

Section 3. The International Registrar shall be appointed by the Board of Directors every three years with the ability to be reappointed indefinitely provided The American Boxwood Society is the International Registration Authority for boxwood.

Section 4. The Board shall govern the property, affairs and business of the Society. It shall have the power to hire an executive director or other administrative agents. Official actions of the Board shall be by majority vote at a meeting in which a quorum is present. A quorum shall consist of a majority of the positions that compose the Board.

Section 5. All legal documents that bind the Society, shall be executed by the President, and attested by the Secretary and/or Treasurer.

Section 6. Each year, the Board shall meet in regular session prior to the annual meeting and immediately following the annual membership meeting. The Board will also conduct two additional meetings during the year at a time and place determined by the Board. At the call of the President or Secretary, special meetings may be held upon at least 14 days prior notification. A quorum of the Board shall have the power to act between regular meetings pursuant to telephone, FAX, postal or electronic means.

Section 7. The Board, at their meeting immediately following the annual meeting shall elect one Director to serve on the Executive Committee with the Officers of the Society. If the offices of Secretary and Treasurer have been combined, then two Directors shall be elected to serve on the Executive Committee.

Section 8. Resignations from the Board shall be by letter to the President of the Society; resignations shall be accepted without comment.

Section 9. A quorum of the Board may remove another Board member, with or without cause, by a two-thirds majority vote.

#### ARTICLE IV –Executive Board

Section 1. The Executive Board shall be composed of the Officers. The Executive Committee shall be composed of the Executive Board plus one Director elected annually directly following the Annual Meeting (or two Directors if the offices of Secretary and Treasurer are combined).

Section 2. The Executive Committee shall be empowered to transact incidental operational business of the Society between meetings of the Board. Such business may be transacted in meetings; or alternatively by telephone, FAX, postal or electronic means, provided all Executive Committee members are included by prior notification. Four members of the Executive Committee shall constitute a quorum.

#### ARTICLE V – Nominations and Elections

Section 1. The Executive Board shall annually appoint a Nominating Committee of three members, any of whom may be on the Board of Directors, but excluding those who currently serve as Officers of the Society. This Nominating Committee shall present a slate of Directors, whose willingness to serve has been determined, to the members at the annual meeting and a slate of Officers, whose willingness to serve has been determined, at every other annual meeting (Officers are elected on a two-year cycle). Nominations made by this committee do not preclude nominations from the floor. A majority of the votes of the membership present shall constitute election.

Section 2. The Nominating Committee will present the slate of candidates to the Board prior to the annual meeting at which elections are held. Such report to be received without comment.

#### ARTICLE VI– Meetings and Minutes

Section 1. An Annual Meeting of the membership shall be held in the Spring, on a date set by the Board; and a call to that meeting must appear in the two prior issues of *The Boxwood Bulletin*; and published by other means as the Board may direct. Meetings of the members shall be held at such other times as called by the Executive Board, the Board of Directors or through signed petition of one-fifth of the members in good standing. At least 60 days advanced notice of such special meetings shall be given to the membership.

Section 2. The order of business at meetings of the members shall be as follows:

Call to Order

Reading and approval of the minutes of the last membership meeting

Reports of Officers and Registrar

Reports of Standing Committees

Reports of Special Committees

Unfinished Business

New Business

Section 3. Meetings of the members, the Board and the Committees shall be governed by Robert's Rules of Order Newly Revised.

Section 4. It shall be the duty of the Board to read, correct and approve the minutes of the meetings of the membership and of their own body.

#### ARTICLE VII– Amendments

Section 1. New bylaws and amendments to the existing bylaws may be proposed by the Executive Committee, the Board, or the members. Proposals must be submitted in writing, to the Board, at least 90 days in advance of the annual meeting. Such proposals will be referred to the Bylaws Committee and reviewed for

consistency, grammar and continuity. The Board will review the proposals, and then publish them to the membership 60 days prior to the annual meeting by appropriate means.

Section 2. The membership may approve or disapprove such proposals by a two-thirds vote of those present at the annual meeting. Accepted changes will be published to the membership via *The Boxwood Bulletin* and as directed by the Board.

*This record contains the complete By-Laws of The American Boxwood Society as amended at the 2018 Annual Meeting and published in the Spring 2018 issue of The Boxwood Bulletin on pages 54 and 55 previously reflecting the amendments published in the Spring 2013 Boxwood Bulletin subsequently approved at the Annual Membership Meeting on May 21, 2013. Prior to that time, in 1996, the By-Laws were revised and appeared in the January 1996 issue of The Boxwood Bulletin on the inside front cover (page 59); the proposed 2006 revisions were published in the April 2006 issue of The Boxwood Bulletin on page 177.*