

SHADES OF GREEN HOSTA SOCIETY BYLAWS

ARTICLE 1 NAME

This organization shall be known as the Shades of Green Hosta Society of Southeast MN, Inc., aka Shades of Green Hosta Society, hereinafter referred to as the “Society.”

ARTICLE II PURPOSE

Section A. The Society was organized exclusively as a non-profit educational association formed to educate members about hosta selection, cultivation and nomenclature, new and improved varieties, uses in the home landscape, and to promote interest in the genus Hosta.

Section B. The Mission shall be supported through the publication of a Hosta Society Newsletter, educational programs, garden tours, a web page and other group activities throughout the year.

Section C. The Society shall engage only in activities consistent with organizations that are exempt from federal income tax and whose contributions are deductible under Internal Revenue Code provisions.

ARTICLE III MEMBERSHIP

Section A. The membership of the Society shall be divided into the following classes: 1. Individual 2. Family 3. Honorary.

Section B. The dues of all classes, unless otherwise specified herein, shall be set by the Executive Board. Dues are payable by the calendar year, becoming due and payable by January 1. Dues shall not be prorated.

Section C. Honorary Membership is bestowed upon those members deemed to have performed extraordinary service for the Society as approved by the Executive Board. Honorary Memberships may be given annually or they may be given for life. Dues are not required of Honorary Members.

Section D. The honor of Charter Membership is bestowed upon all members who joined the Society prior to June 1, 2006.

Section E. All classes of memberships are open to the public, without reservation, upon application for membership and payment of the applicable membership dues.

ARTICLE IV FINANCE

Section A. The Fiscal Year of the Society shall be from January 1 to December 31.

Section B. This Society shall be supported by membership dues, donations, plant auctions and other fund raising activities.

Section C. No funds of the Society shall be used for salaries or other compensation for officers or directors.

Section D. Necessary expenses incurred by members of the Executive Board in the discharge of their duties to the Society, shall be paid by the Treasurer, subject to the approval of the President. Expenses of any other member must have preliminary approval of the President **or** the Treasurer prior to any expenditure.

Section E. In the event of the dissolution of the Society, all assets remaining after payment of legitimate expenses shall be contributed to the Minnesota Hosta Society, or to The American Hosta Society should the Minnesota Hosta Society no longer be in existence.

ARTICLE V MEETINGS

Section A. The annual meeting of the Society shall be held the first Thursday of February, or such other time set by the Executive Board with at least 14 days' notice to members. The schedule for the annual meeting shall include: approval of annual reports and an educational presentation. A quorum of 20% of the membership shall be required to conduct business.

Section B. Election of officers shall occur at the last general membership meeting of the year. The newly elected Executive Board will be installed at the end of the meeting by the President. A quorum of 20% of the membership shall be required to conduct business.

Section C. Subsequent meetings shall be held according to a schedule to be determined by the Executive Board.

Section D. Meetings of the Executive Board may be held at a date, time and location to be determined by the President or by a majority vote of the members of the Executive Board. Written notice is to be given to each member of the Executive Board at least 14 days in advance. A quorum of 2/3 of Board members shall be required to conduct business.

Section E. Robert's Rules of Order will be used as necessary unless otherwise specified herein.

Section F. Executive committee may conduct business on the internet, via email, including electronic discussions and votes, outcomes of which shall be read into the minutes at the next scheduled Board meeting. A quorum of 2/3 of Board members shall be required to conduct business.

ARTICLE VI OFFICERS

Section A. The Executive Board of the Society shall consist of the following elected officers: President, (1st) Vice President – Tours, (2nd) Vice President – Programs/Education, (3rd) Vice President – Membership, Recording Secretary, Treasurer, Annual Hosta Sale Director, Member Fundraisers Director, Newsletter Editor, Webmaster and Hostality Director. These officers shall constitute the voting members of the Executive Board. The immediate Past President shall act in an advisory role to the Board; this is not a voting position.

Section B. The offices of the Society are filled as follows: 1. Regular terms of office are referred to the Nominating Committee. The Nominating Committee shall secure nominations for the offices, present same to the Executive Board for its approval and to the membership at the last General Business Meeting for election. Additional nominations may be made from the floor by any member in good standing, provided the nominee has agreed to serve. 2. Vacancies other than the Presidency occurring between meetings shall be filled with members in good standing by appointment of the President. If, for some reason the President is unable to make such appointments, that responsibility transfers to the Executive Board. Should the President vacate the position or is unable to fill the position, the (1st) Vice President shall become interim President until the next elections of the Society. If the (1st) Vice President declines or is unable to fill the position, then the order of succession is as follows: (2nd) Vice President – Programs/Education, (3rd) Vice President –

Membership, Recording Secretary, Treasurer, Annual Hosta Sale Director, Member Fundraisers Director, Newsletter Editor, Webmaster and Hostality Director.

Section C. A Nominating Committee shall be appointed by the President in August or a later date as deemed appropriate each year.

ARTICLE VII DUTIES OF OFFICERS

Section A. The President shall preside over all meetings of the Executive Board. The President shall fill all vacancies occurring between meetings as expeditiously as possible. The President shall appoint all Committee Chairpersons, shall serve as ex-officio member of all committees except the Nominating Committee, and shall perform such duties as the advancement of the interests of the Society may require. The President shall report on the State of the Society to the membership at the annual meeting and in the publications of the Society. He/she shall ensure preparation of a summary of the actions of the Board meetings as approved by the Executive Board for publication on the Society's website.

Section B. The (1st) Vice President – Tours – Shall preside in the absence of the President. The 1st Vice President shall serve as Chair for the (optional) Tours Committee and report the committee actions to the Board. The Tours Committee will be responsible for arranging and coordinating garden and other educational tours. The (1st) Vice President shall serve as Interim President should the President vacate or cannot serve the position.

Section C. The (2nd) Vice President - Programs/Education - shall serve as Chair for the (optional) Programs/Education Committee and report the committee actions to the Board. The Programs/Educations Committee will be responsible for planning educational programs and developing educational materials for the membership according to the meeting schedule in Article V Meetings.

Section D. The (3rd) Vice President – Membership - shall serve as Chair for the (optional) Membership Committee and report the committee actions to the Board. The Membership Chair shall be responsible to launch and coordinate all aspects of the annual membership enrollment and renewal process. This process shall include the receipt of all membership payments and enrollment forms. Dues collected shall be submitted to the Treasurer. The Committee Chair shall update and maintain the membership list.

Section E. The Treasurer shall be responsible for all Society funds and maintain adequate financial records. He/she shall prepare and render an annual financial report and budget to the Executive Board before its annual meeting and authorize publication of the annual financial report to the general membership subsequent to Board approval. The books of the Treasurer shall be made available to the Executive Board before the annual Society meeting and at any other time as determined by the President. Upon resignation of the Treasurer, or other schedule approved by the Executive Board, the President shall appoint an Internal Audit Committee of at least 2 and not more than 3 members to review the books, records and accounts of the society and report their findings to the membership at the annual meeting.

Section F. The Secretary shall record the minutes of Board meetings and the Society business meetings. The Secretary shall send correspondence on behalf of the Society to a member and/or their families in the event of a member's (or their immediate family's) illness or death in the form of a Get Well/Sympathy card and in the event of a death, an appropriate memorial of \$50.00 value. The Secretary shall maintain an archive of all Society Board and business meetings minutes and forward minutes to the Webmaster for archiving on the Society website.

Section G. The Newsletter Editor is responsible for publishing the official Society Newsletter. The Newsletter shall contain material that is of interest to all members of the Society and such material shall be in keeping with the purpose and intent of the Society.

Section H. The Annual Hosta Sale Director is responsible for chairing the Annual Hosta Sale and reporting the committee actions to the Executive Board. This committee shall be responsible for planning and coordinating all aspects of the annual hosta sale. This will include securing a location, establishing a date for this event, and Membership commitment for donations and volunteer service to ensure a successful fundraiser.

Section I. The Member Fundraisers Director is responsible for coordinating special fundraising promotions. He/she shall be responsible for collecting monies due and for distribution of items upon fulfillment of orders.

Section J. The Webmaster is responsible for maintaining the website of the organization, including posting minutes, a calendar of events, and details for upcoming meetings and events.

Section K. The Hostality Director is responsible to secure door prizes and coordinate member socials and other events as directed by the Executive Board.

Section L. The Executive Board is responsible for all operations of the Society, making policy and conducting the business of the Society which extends to any matter not specifically defined in the Bylaws of the Society.

ARTICLE VIII INSTALLATION

Immediately after the election of officers at the last general meeting of the year, the President shall install, or cause to be installed, the officers for the ensuing terms into their respective offices.

ARTICLE IX COMMITTEES

Section A. In addition to the Standing Committees chaired by the Executive Board or other persons who are members in good standing, the President may appoint as needed, Chairpersons for special committees (i.e. Nominating, etc.) with terms not to exceed one year.

Section B. The Chairpersons of each committee shall, with the advice and consent of the President, select such other persons who are members in good standing, to serve on their respective committee. Each Executive Board member and standing committee Chairperson shall file an annual written report. The report shall review the duties and responsibilities of the position, detail activities of the committee and include any budgetary requests. The President shall compile the annual year-end reports and forward to the Webmaster for archiving on the Society website. The Secretary shall maintain as a record the minutes of all Society Board and business meetings and forward to the webmaster for archiving on the Society website for future reference.

ARTICLE X TERMS OF OFFICE

Section A. The term for the following Executive Board positions shall be two years, with a two-term limit for each office: in odd-numbered years elections will be held for President, (2nd) Vice-President, Secretary,

and Annual Hosta Sale Director; in even-numbered years elections will be held for (1st) Vice President, (3rd) Vice President, Member Fundraisers Director, and Hostatality Director. There are no term limits for the following positions: Treasurer, Newsletter Editor, and Webmaster. If an officer resigns his/her position before the term expires, the President shall appoint a replacement to complete the term. In the case of resignation of the Treasurer, Newsletter Editor or Webmaster, the President shall appoint a permanent replacement to be confirmed by election at the last general business meeting of the year.

Section B. The Committee Chairpersons are to serve at the appointment of the President. The President can appoint and disband committees as required for best functioning of the Society.

ARTICLE XI AMENDMENTS

Section A. These Bylaws shall be amended when an amendment is submitted in writing to the Executive Board, is approved by the Executive Board and subsequently published in a Society publication for a final vote of the membership, or orally read and subsequently voted upon at the annual membership meeting. Either procedure is to be approved by a two thirds vote of members in attendance.

Section B. These Bylaws shall be reviewed every 5 years or as needed to assure they reflect any changes in the mission or operations of the Society.

ARTICLE XII VERIFICATION

The President shall certify the date these Bylaws were approved, or amended, and have them reproduced and distributed to the executive Board, and annually published to the membership.

I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were approved on the 6th day of October, 2005, and adopted on the 2nd day of February, 2006.

/s/ Cindy M. Tomashek
President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 2-----
I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 5th day of April, 2007.

/s/ Cindy Tomashek
President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 3-----
I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 11th day of September, 2010.

/s/ Linda Orleff
President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 4-----
I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the _____ 8th _____ day of November, 2012.

/s/ Kim Greene

President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 5-----

I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 9th day of February, 2017.

/s/ Cindy Tomashek

President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 6-----

I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 6th day of December, 2018. /s/ Kathy Rustad

President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 7 -----

- I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 4th day of April, 2024. /s/ Kathy Rustad

President, Shades of Green Hosta Society of Southeast MN, Inc.

Version 8 -----

- I hereby certify that the Shades of Green Hosta Society of Southeast MN, Inc. Bylaws were amended and approved as amended on the 2nd day of October, 2025.

/s/ Jan Gerke

President, Shades of Green Hosta Society of Southeast MN, Inc.