

The Hardy Plant Society of Washington Constitution

Article I – Name

The name of this organization shall be the Hardy Plant Society of Washington (HPSW).

Article II – Purpose

1. This organization is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. These purposes include:
 - a. The study of hardy herbaceous plants and their companions;
 - b. The education of gardeners both within and outside the organization through lectures, seed exchanges, plant trials, garden visits, garden projects, the dispersal of both information and plants, and the use of sustainable practices;
 - c. The promotion of herbaceous perennial use in contemporary garden practice;
 - d. Conservation of rare, old, and lesser-known hardy herbaceous plants.
2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by
 - a. An organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or
 - b. An organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Article III – Membership

1. Membership is open to any person, independent of race, nationality, political position, gender, age, religious belief, handicap, or sexual preference.
2. A member in good standing is current with annual dues.
3. Any Organization seeking affiliation with HPSW may subscribe as an Affiliate Member, with approval of the Board, by mutual exchange of newsletters, to be renewed annually.
4. Each member in good standing, shall be qualified to hold office, vote at general meetings, to propose or second motions, to attend Board meetings, and to participate in all matters pertaining to the HPSW.

Article IV – Finances

1. The fiscal year of the HPSW shall end December 31st.
2. Dues in the amount determined by the Board shall be payable in January.
3. Dues confer upon a member one vote and all other benefits. Joint or Business memberships are acceptable and function as though they are one voting member.

Article V – Board Members and Terms of Service

1. The Board shall be comprised of four officers and five members-at-large, who serve from the end of Annual General Meeting in September through the Annual General Meeting of the following year.
2. A quorum for Board meetings shall be two-thirds of the members of the Board.
3. The officers of this organization shall be President, Vice-President, Treasurer, and Secretary and are elected by the membership.
4. Officers hold a one year term of service and must be elected to that position each year, up to a maximum of three consecutive years.
5. The members at large are also elected by the membership.
6. No member shall serve on the board, either as an officer or a member-at-large, more than a total of six consecutive years.
7. The Board may fill any vacancy that occurs in their number to serve for the remainder of the year.

Article VI – Committees

1. The Board, at any official Board meeting, shall appoint committee chairs for standing committees to whom it may delegate duties, as needed. These standing committees shall have power to select additional members. These standing committees shall keep records of their proceedings, submit an annual budget, and report regularly to the Board.
2. These standing committees may be:
 - a. Programs
 - b. Classes
 - c. Garden Projects
 - d. Garden Tours
 - e. Communications
 - f. Fund Raising
 - g. Membership
 - h. Volunteers
 - i. Seed Exchange
 - j. Finance
 - k. Plant Sales
 - l. Nominations
3. *Ad Hoc* Committees may be appointed or dissolved at the discretion of the Board as needed.
4. Current officers cannot chair a committee, but they may participate. Members at large may chair committees.

Article VII – Meetings

1. Regular meetings shall be called quarterly in January, April, September, and November.
2. Additional regular meetings shall be held and members shall be notified with a minimum of 21 days.
3. Members shall be notified 14 days in advance of the Annual General Meeting in September, at which:
 - a. The Treasurer shall present financial statements;
 - b. The President shall present an annual report;
 - c. Officers and members at large shall be elected and commence their duties;
 - d. Members may bring matters before the general membership.

Article VIII – Elections

1. Each member shall exercise one vote. Individuals sharing dues under Finances, above, are considered one vote.
2. Officers and members-at-large shall be nominated from the floor, or by the Nomination Committee at the Annual General Meeting.
3. The Nomination Committee is appointed by the Board in April of each year, to identify a slate of officers.
4. The Nomination Committee shall consist of three members and cannot contain current HPSW Officers.
5. The Nomination Committee shall be dissolved following the presentation of that slate of officers to the general membership at the Annual General Meeting.

Article IX – Amendments

1. Amendments to this constitution may be voted upon at the Annual General Meeting, or at a Special Meeting, as called by the Board.
2. Members must be informed of the full text of the amendment(s) with a minimum of 21 days advance notice.
3. Amendments must pass with a two-thirds majority of all votes received, whether in person or by proxy as recorded by the Secretary.

Article X – Rules of Order

Robert's Rules of Order, Newly Revised, 10th Edition, shall govern the proceedings of the Hardy Plant Society of Washington.

Article XI – Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII – Indemnification

To the full extent permitted, the HPSW shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (whether brought by or in the right of the HPSW or otherwise) by reason of the fact that he or she is or was a member of the Board acting with Board approval, or is or was serving at the request of the Board as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding: and the Board may, at any time, approve indemnification of any other person which the HPSW has the power to indemnify. HPSW indemnification shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The HPSW may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

Article XIII – Certification

I, _____, Secretary of the Hardy Plant Society of Washington, hereby certify that the foregoing Constitution was duly adopted by the HPSW membership on _____
_____.

Article XIV – Addendae

The purpose of this policy is to protect this tax-exempt organization. If any of our Board or membership is aware of a conflict of interest, as it concerns funds, we expect them to make a full disclosure to HPSW, and HPSW will follow all state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The Board will then determine what is the best way to resolve this conflict of interest, and will fully disclose to our full membership. The Board will then ask for a vote from the membership to resolve the conflict. Any person who is engaged in a conflict of interest will not have a vote for that matter. The most important aspect of this policy for the HPSW is that the full membership has access to all of the information.