

HAWAII ISLAND PALM SOCIETY (HIPS)

Chapter Bylaws: As revised were approved by HIPS Membership on [[Date of next annual meeting]]

Article I: Name and Purpose

- A. The Society name shall be the Hawaii Island Palm Society and shall be affiliated with the International Palm Society.
- B. Our purpose shall be the scientific and/or educational study of palms, their propagation, care, culture and development.
- C. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee or contributor, other than in payment of reasonable compensation for personal services actually performed.
- D. The Society shall at no time conduct or participate in any activity whatsoever which a totally tax-exempt organization is not permitted to carry on under the provisions of the Internal Revenue Code then in effect.
- E. Should the Society be dissolved at any time, its assets and all income accrued thereon shall thereupon be distributed to a similarly tax-exempt society, organization or institution or such of them whose purpose the Board of Directors or Trustees on dissolution shall determine is most closely related to the purpose of this Society.

Article II: Membership

- A. Anyone interested in palms shall be eligible for membership, subject to rejection only by a majority vote of the Board of Directors, provided such rejection is not based on age, gender, race, religion or political persuasion.
- B. Dues shall be determined by the Board of Directors.
- C. Members who fail to pay dues within a reasonable time, or those to whom mail and/or e-mail is undeliverable, may be dropped from the membership rolls.
- D. The Board of Directors may, by majority vote, elect as an Honorary Member any person who has rendered unusual or outstanding service in the field of palms in Hawaii. Honorary Membership confers lifetime paid membership with full membership privileges unless otherwise stipulated by the Board.

Article III: Meetings

- A. Board meetings shall be held quarterly on the date determined by the President with Board agreement.
- B. Special meetings may be called at such times and places as the President or a majority of the Board may direct.

Article III: Meetings, Continued

C. If a decision must be approved by the Board of Directors before the next scheduled meeting, the President may require a vote by electronic method. A Quorum for purposes of electronic voting will be a majority of the current Board members.

Article IV: Officers

A. The President shall be the chief executive officer of the Society, shall preside at all meetings of the members and be chairperson of the Board of Directors. With the approval of the majority of the Board, the President may appoint committees as he/she deems fit and necessary. The President shall sign and make all contracts and agreements in the name of the Society with the approval of a majority of the Board of Directors.

B. The Vice-president shall act with the powers and duties of the President in the absence or incapacitation of the President, and shall act as an assistant to that officer.

C. The Treasurer shall receive, disburse and have the care and custody of all funds and securities of the Society and deposit such funds in the name of the Society in an appropriate bank. The Treasurer shall sign, make and endorse in the name of the Society all checks and orders for payment of money. The Treasurer shall obtain, from another Officer, a written authorization of expenditure prior to signing a check. The Treasurer shall maintain accounts of such receipts, authorizations, and disbursements, which shall be subject to the inspection of any officer or Director at all reasonable times, and shall render biannual reports to members. Annually, a Board member or a 3rd party, approved by the Board, shall review the books and transactions of the past year.

D. The Secretary shall keep a record of the proceedings of the Society and the Board of Directors, maintain a membership roll, serve all notices that may be required and attend to the correspondence of the Society as directed by the Executive Committee or the Board.

E. Officers may serve no more than four consecutive terms in the same office; the term of office shall be for one year. The Officer's term runs from Annual Membership meeting to Annual Membership meeting.

F. The immediate past President shall automatically become a member of the Board of Directors for the following two (2) years after the expiration of his/her term of President.

Article V: Board of Directors

A. The Board of Directors shall consist of the Executive Committee members and other Directors as appointed by the President and approved by the Executive Committee. The President will nominate and present the slate of Directors for approval to the Executive Committee prior to the first quarterly HIPS Board meeting after the Annual Membership Meeting. A quorum shall be a majority of the Board of Directors.

Article VI: Nominations and Elections

- A. The following officers shall be elected by members in good standing: President, Vice-president, Treasurer and Secretary. Elected officers form the Executive Committee and are also members of the Board of Directors.
- B. The President shall appoint a three (3) member Nominating Committee with approval by the majority of the Board. The committee shall consist of present or past Officers and Board members.
- C. By the 30th of September, the President shall send a notification to the membership listing the open officer position(s) and calling for any member interested in being considered for these positions by the nominating committee, to submit in writing, their name and office of interest to the President, no later than October 30th. The names of the Nominating Committee shall also be included in this notification.
- D. After October 30th, the Nominating Committee shall develop a qualified slate of Officers, taking into consideration names submitted (if any) and other Society members in good standing. The slate of Officers should be presented to the President in time for Board approval at the December Board meeting. Publication of the slate of officers would be included in the Newsletter announcing the Annual Membership Meeting and Election. Officers shall be elected by a majority of the members in good standing at this scheduled membership meeting, provided due notice has been given. No nominations from the floor are accepted at the Annual Membership meeting.

Article VII: Amending Bylaws

- A. Proposed amendments to Bylaws shall be distributed to members at least two weeks prior to a vote. The vote is held at a regularly scheduled meeting or by electronic ballot, as determined by the Board of Directors. Bylaws shall be amended by majority of votes cast, with all members in good standing (current, paid up members) eligible to vote.

Article VIII: Parliamentary Authority

- A. These bylaws are the supreme authority for the functioning of the Hawaii Island Palm Society. *Robert's Rules of Order, Revised will guide where HIPS' Bylaws are silent.*