

BY-LAWS

OF

THE PLUMERIA SOCIETY OF AMERICA, INC.

ARTICLE I

NAME AND PURPOSE

1.1 Name

The name of the Corporation is THE PLUMERIA SOCIETY OF AMERICA, INC. (Hereafter referred to as "PSA" or "Corporation")

1.2 Purpose

This Corporation is organized exclusively for research, educational and registration purposes, that is, for research into the history and development of plumerias (also known by the name "frangipani"), for learning more about plumerias, their culture and propagation, and to provide a register for identifying, naming and recording new types of plumerias. More specifically, the Corporation is created solely as an organization described in Section 501 (c) (3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 or corresponding provisions hereafter in effect. The Corporation shall be operated exclusively for such purposes, no part of its net income shall inure to the benefit of any private member, director or individual; it is understood that a portion of regular membership dues may be used for certain PSA group activities when approved by the Board of Directors (hereafter referred to as "Board"); no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Specific goals of the Corporation shall be to:

(1) Promote interest in and increase knowledge of hybridization, propagation and culture of plumerias.

(2) Share this knowledge with hobbyists interested in plumerias.

(3) Provide a register for recording, identifying and classifying by name new types and varieties of plumerias.

ARTICLE II

ELECTION OF OFFICERS AND DIRECTORS

2.1 Election

The general membership shall elect the officers and directors of this Corporation biannual.

2.2 Officers

Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, who shall also serve as directors.

2.3 Directors

In addition to the officers serving as directors three additional directors shall be elected by the general membership.

2.4 Qualifications of Office:

- a. Nominees for officers must have been an active member, in good standing, for the past two (2) years.
- b. Nominees for the additional directors must have been active members for the last year.

2.5 Term of Office

All officer and directors whose term of office shall have expired may be elected for a second consecutive term, but may serve no more than two (2) consecutive terms in the same office.

2.6 Voting Method & Qualification

Voting shall be by written ballot sent to all members in good standing as of October 31 of the year preceding the election. Only ballots received by the PSA by December 31st will be accepted. The Election results will be published in the next newsletter, announced at the January general meeting and posted on the PSA website.

2.7 Nominating Committee

A nominating committee, appointed by the President, with the approval of the Board, shall:

- a. Consist of three members in good standing for the prior two years.
- b. Include a past president.
- c. Be appointed at the July meeting.
- d. Present a slate of officers and directors with their qualifications and with Board approval at the October meeting.

Prior to the October meeting of each year. This 3 member nominating committee shall have at least one past president as a member. They shall present to the Board at the October meeting a slate of candidates for each office and three (3) director positions to be filled at that time, along with a summary of their qualifications.

ARTICLE III

BOARD OF DIRECTORS

3.1 Number, Tenure, Election and Vacancies

The direction and management of the affairs of the Corporation and the control and management of and disposition of any properties and funds shall be vested in a Board, which shall consist of not less than seven (7) persons and the immediate past president who will serve as a nonvoting ex officio member.

The Board shall consist of the officers (President, Vice President, Secretary and Treasurer and Directors

so elected by the general membership). Each officer and director shall serve for a term of two (2) years.

3.2 Vacancies

A vacancy shall be declared upon the death or resignation of any Director or upon any Director's inability to perform required responsibilities in the management and affairs of the Corporation. Should such vacancy occur, the Board shall appoint a successor to fill the unexpired term.

3.3 Annual Meeting

The annual meeting of the Board shall be held in the month of January of each calendar year, contingent upon meeting location availability. The Secretary of the Corporation will give ten (10) days notice of such meeting to each member of the Board.

3.4 Special meetings

Special meetings of the Board may be held whenever called by the Secretary of the Corporation upon the direction of the President or upon written request of any four (4) Directors; and it shall be the duty of the Secretary to give 10 days notice of such meetings.

3.5 Quorum for meetings (of the Board)

A majority of the Officers and Directors shall constitute a quorum for the transaction of business of all meetings of the Board convened according to these by-laws.

3.6 Liability

A Director shall not be liable to the Corporation or its members for monetary damages for an act or omission in the Director's capacity as a Director, except that this does not authorize the elimination of limitation of the liability of a Director to the extent the Director is found liable for:

- a. A breach of the Director's duty of loyalty to the Corporation or its members.
- b. An act or omission not in good faith that constitutes a breach of duty of the Director or an act

or omission that involves intentional misconduct or a knowing violation of the law.

c. A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office.

d. An act or omission for which an applicable statute expressly provide the liability of an Officer or Director.

ARTICLE IV

4.1 Officers

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer.

4.2 Duties and Responsibilities

The President, and in his absence the Vice-President, shall call meetings of the to order and shall act as chairperson of such meetings; and the Secretary of the Corporation shall act as secretary of all such meetings. In the absence of the Secretary, the chairperson may appoint any person present to act as secretary of the meeting.

The principal duties of the officers are as follows:

4.3.1 President the President shall be Chief Executive Officer of the Corporation and preside at all meetings. The President shall have general charge and supervision of the administration of the affairs and business of the Corporation under the authority and direction of the board. The President shall:

- a. See that all orders and resolutions of the Board are carried into effect.
- b. Sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him from time to time by the Board.
- c. Have the power to appoint and remove committee members including committee chairpersons with the approval of the Board.

- d. Have the power to appoint ad hoc and special committees as needed.
- e. Submit to the Board plans and suggestions for the work of the corporation and shall direct its general correspondence and present recommendations to the Board.

4.3.2 Vice-President The Vice-President shall discharge the duties of the President in the event of the President's absence and shall perform such additional duties as may be prescribed from time to time by the Board. The Vice-President shall be responsible for the Corporation's personal property. The Vice-President shall also be responsible for the historical records for the Corporation.

4.3.3 Secretary The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President, and shall:

- a. be custodian of the seal of the Corporation:
- b. give notice of and attend all meetings.
- c. take and keep true minutes of All Meetings
- d. discharge such other duties as shall be assigned by the President or the Board.

4.3.4 Treasurer The Treasurer shall keep account of all monies, securities and property of the Corporation and shall:

- a. have custody of all the funds and securities of the Corporation.
- b. deposit the same in such banks or depositories, as the Board shall designate.
- c. keep proper books of account of the Corporation and all such books shall be open at all times to the inspection.
- d. submit a report of the accounts and financial condition of the Corporation at each meeting of the Board.
- e. under the direction of the Board, disburse all monies and other instruments drawn on or payable out of the funds of the Corporation.
- f. co-sign all checks with the President or Vice-President. -

4.3.5 Immediate Past President. Following completion of a term of office, the President, as immediate Past President, shall serve as an ex officio member of the Board for the next

term.

ARTICLE V

OTHER APPOINTMENTS

5.1 The Board may appoint such agents, as may be deemed necessary, who shall have authority and perform such duties as shall from time to time be prescribed by the Board. All appointive agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such agents.

ARTICLE VI

STANDING COMMITTEES AND DUTIES

6.1 **Standing Committees** of the Corporation shall be Publicity, Activity, Membership, Publication, Registration, Research and Social. The chairpersons shall be appointed by the President, with the approval of the Board of Directors, at the first general meeting of the Board following the annual general membership meeting. Committee chairpersons shall report to designated individual Board members as directed by the Board. Committee chairpersons shall be responsible for selection the members in good standing from the general membership to serve on each respective committee. Each chairperson shall submit to their designated director a report prior to every Board meeting. A written annual report is to be submitted for inclusion into the January Newsletter by each committee chairperson. The President shall be an ex officio member of all standing committees and of all other committees except the Nominating Committee.

6.2 Standing Committee Duties are as follows:

6.2.a The **Publicity Committee** shall be responsible for:

1. promoting activities of the Corporation.

2. providing information concerning the PSA to the media and membership.

6.2.b The **Activities Committee** shall consist of three subcommittees:

1. The **Program Committee** shall have the responsibility of developing programs for the regular meetings, yard tours, educational tours and seminars.
2. The **Fund Raising Committee** shall have the responsibility of planning, organizing and directing the two plant sales annually and any other fundraisers organized by the PSA.
3. The **Social Committee** shall have the responsibility of planning and directing designated social functions within the PSA.

6.2.c The **Membership Committee** shall be responsible for all matters involving membership.

6.2d The **Publication Committee** shall have the responsibility for:

1. setting up and maintaining the PSA web site.
2. writing, editing, publishing and distribution of all printed and electronic information to the membership.
3. publishing the newsletter prior to each general membership meeting. All members of the Board are expected to provide information for publication.

6.2.e The **Registration Committee**:

1. The PSA under the Authority granted by the International Society for Horticultural Science is the International Registration Authority, for Plumeria cultivars.

The Chairperson of this committee shall be the designated Registrar for the PSA and, as Registrar, shall be responsible for maintaining a list of all registered names,

associated names and descriptions.

2. The Registrar shall accept all new cultivars for registration with the proper documentation.

6.2.f The **Research Committee** shall:

1. Provide care bulletins for the membership.
2. Conduct external research programs sponsored by the PSA or coordinate with other plumeria research activities.
3. Coordinate all internal research projects.
4. Provide periodic results of various research activities.

6.3 All collateral information and/or materials, compiled and/or developed by standing or other committees with the approval of the originator, will become the property of the PSA. Use of such materials and/or information outside of the PSA, must have written board approval prior to its release and or use.

ARTICLE VII

MEMBERSHIP, MEETINGS AND DUES

7.1 Membership in the PSA shall consist of:

7.1.a Regular membership shall be a person, couple or business which may hold one regular membership with payment of annual dues and shall be entitled to only one (1) vote each and shall receive all publications and benefits of the PSA.

7.1.b Associate membership shall be a person, couple or business who, with payment of annual dues, will receive all publications of the PSA but will have no voting rights.

7.2 International Membership shall be available to persons, couples or businesses outside of the U.S.A. as regular or associate members, depending upon their selection of regular or associate

membership and upon payment of appropriate dues.

7.3 Honorary Memberships shall be a membership in the Corporation awarded by the Board of Directors for exceptional service to the PSA or meritorious work in plumerias.

7.4 Chapter Membership shall be available to those groups who are bona fide groups who want to become associated with the PSA under rules established by the Board

7.5 Renewal of Membership shall be made annually in December of each year.

7.6 Meetings. There shall be at least five (5) general membership meetings each year.

7.7 Quorum. A quorum for regular business membership meetings of the Corporation shall consist of at least 30 members present and voting in good standing, except for the election of officers and directors and amendments to the Corporation's By-laws, a quorum for which shall be established by the Board.

7.8 Annual Dues. Annual dues for Regular Membership, Associate Membership International Membership and Chapter Membership shall be determined by the Board.

7.9 Voting Body. The voting body of the Corporation shall be all regular members in good standing.

ARTICLE VIII

AMENDMENTS

8.1 These by-laws may be amended by the affirmative vote of a majority of the members of the Corporation at any meeting of the members, provided that notice of the proposed amendment shall have been mailed to each member at least ten (30) days prior to such meeting.

ARTICLE IX

PARLIAMENTARY PROCEDURE

9.1 Parliamentary procedure of the Corporation shall be based on the by-laws as herein set forth, and the rules contained in Robert's Rules of Order, Newly Revised.

ARTICLE X

DISSOLUTION

10.1 In the event of the dissolution of the PSA, the assets of the Society remaining after the satisfaction of debts and claims against it shall be distributed, transferred, and delivered as soon as practical only for tax exempt purposes to one or more organizations which are exempt under §501 (c)(3), Internal Revenue Code of 1954 (26 U.S.C. §501 (c)(3), or its successor statute, or which are described in §§170 (c)(1) or (2), Internal Revenue Code of 1954 (26 U.S.C. §170 (c)(1) or (2), or its successor statute. No part of the Society's assets will inure to the benefit of any individual.

ARTICLE XI

CHAPTERS

11.1 Chapters of the PSA may be established with the approval of the Board of the Corporation, and providing their by-laws remain in compliance with the PSA.

These By-Laws supersede any and all previous By-Laws in governing of the PSA.

Approved by the Board of Directors on:

January 9, 2004

Signed by: Eulas Stafford