

**Swarthmore Horticultural Society Bylaws**  
*October 2015- Proposed Revision*

**Article I – Name**

Swarthmore Horticultural Society (“Society”)

**Article II – Mission**

To create and maintain high quality horticultural gardens in public spaces in order to beautify Swarthmore and to promote an understanding of the value of plants and the environment within our community.

The assets and income of the organization shall be applied solely in furtherance of its above named mission and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

**Article III – Membership**

General membership is open to anyone who supports the Society’s mission. Voting is restricted to active members. Active members are those who contribute financially or in time over the course of the year.

**Article IV – Officers**

Officers shall consist of a President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and Immediate Past President. Officers shall serve for a two-year term of office and no more than two consecutive terms in that position. Notwithstanding the provisions of the preceding sentence, the terms of the Treasurer, Recording Secretary, and Corresponding Secretary who are serving at the time of the 2015 Annual Meeting, shall be extended to a three- year term, ending on December 31, 2016, in order to institute a process for the staggered terms of Officers.

The terms of the Officers shall be staggered so that the terms of President, Vice-President and Past President shall expire at the end of odd-numbered years and the terms of the Recording Secretary, Corresponding Secretary and Treasurer shall expire at the end of even-numbered years.

This change institutes the start of staggered terms for Officers so that all Officers are not replaced in the same year.

**Article V – Meetings**

The Annual Meeting of the Society shall be held in the fall of each year. Notice of the meeting shall be sent to all active members of the Society two weeks prior to the meeting.

Change from requirement of 1 month notice

**Article VI – Board of Directors**

In addition to the above-named Officers, the Board of Directors shall consist of a representative of the Cresson Horticultural Trust and six Directors-at-Large. At-large members of the Board of Directors shall serve no more than two consecutive three-year terms. Each year two Directors-at-Large shall be replaced.

Each Director-at-Large shall chair a Board committee. Committee chairs are responsible for selecting members to serve on their committees as may be necessary.

**Article VII – Committees**

The following are the standing committees of the Society:

**Finance Committee:** Chaired by the Treasurer, and composed of the President, Vice President, Immediate Past President, Horticulture Chair, Events Chair and one other Board member of the Treasurer's choosing, the Finance Committee shall create a budget for the next year to be approved by the Board no later than the first Board meeting of the following year.

Codifies procedures for Finance Committee

**Nominating Committee:** Chaired by the Immediate Past President, the Nominating Committee shall include two Garden Managers selected by the Horticulture Committee and two members from the active membership, selected by the Chair. Members of the Nominating Committee shall serve for a two-year term of office, and may serve no more than one consecutive term on the Committee.

In the event the Immediate Past President is not available, the Vice President will assume the duties of the Nominating Committee Chair. If the Vice President is also not available, the Board will appoint a Nominating Committee Chair to serve until such time as the Past President or Vice President shall be available to serve.

Procedure created to fill vacancy in office of Nominating Comm. Chair

Yearly the Nominating Committee shall recommend a slate of candidates for Officers and for Directors-at-Large whose terms expire at the end of the year. The proposed slate of candidates shall be posted on the Society's website two weeks prior to the election, which shall be held during the Society's Annual Meeting. Nominations shall also be accepted from the floor at the Annual Meeting.

Notice to members changed from 1 month and can be via Website

To be elected, a candidate must receive the vote of a majority of active members who either vote in person or by proxy at an Annual Meeting.

Change from 2/3 vote

In the event of a Board vacancy, the Nominating Committee shall meet and submit a candidate to fill the vacancy to the Board as soon as possible.

Procedure for mid-term Bd. vacancy

**Horticulture Committee:** Chaired by a Director-at-Large, the Horticulture Committee shall oversee the creation and maintenance of the Society's gardens. Its membership shall include, but is not limited to, Garden Managers, each of whom is responsible for designing, planting, and maintaining one of those gardens.

**Membership Committee:** Chaired by a Director-at-Large, the Membership Committee shall recruit and integrate new members into the Society and its work. It shall also maintain a database of active members and assist the Vice President in soliciting renewals of annual memberships. It will provide an updated membership database, listing joining and renewal dates and all contact information, to the Board prior to each Board meeting. Such information may be provided to the Board in printed or electronic form.

Clarifies work of Membership Committee

One member of the Committee shall be present at all Society sales and events to promote the work of the Society.

**Publicity Committee:** Chaired by a Director-at-Large, the Publicity Committee shall be responsible for keeping members and the community informed about the Society’s activities and promoting special events. It shall also be responsible for maintaining the website and any other social media used by the Society.

Clarifies work of Publicity Comm.

**Archives Committee:** Chaired by a Director-at-Large, the Archives Committee shall be responsible for collecting and maintaining the Society’s records, including images, meeting minutes, agendas, financial & fundraising reports, invitations, correspondence, maps, handouts and reports of events. The Committee shall take all necessary steps to preserve such records so that they are accessible to future Board and Society members.

Clarifies work of Archives Comm.

**Events Committee:** Chaired by a Director-at-Large, the Events Committee shall be responsible for organizing activities not otherwise assigned to another standing committee, including sales, trips, parties, promotional activities, tours of the Society’s gardens and Annual Meetings.

Shifts fundraising duties to Events Comm.

**Volunteer Coordination Committee:** Chaired by a Director-at-Large, the Volunteer Coordination Committee shall use the Membership database to compile and regularly update a list of volunteers available to the Society, and shall assist the Garden Managers, the Events Committee, and the Board in assigning volunteers to specific tasks within the Society. It will provide a list in printed or electronic form of all current and available volunteers to the Board prior to each Board meeting, listing date of volunteering and other pertinent information.

Establishes & describes Volunteer Coordination Comm.

**Article VIII – Parliamentary Authority**

Robert’s Rules of Order shall govern the proceedings of the Society wherever they are applicable and not inconsistent with these Bylaws and the Society’s Standing Rules.

**Article IX – Amendments**

With previous notice to the membership of the proposed amendment, these Bylaws can be amended by majority vote of the active members who either vote in person or by proxy at an Annual Meeting of the Society or a special meeting called for that purpose.

Change from 2/3 vote requirement

**Article X- Dissolution**

In the event of the organization being dissolved, the funds that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes, which is not carried on for the profit or gain of its individual members.

**Standing Rules**

Standing Rules shall establish the details of the administration of the Society. Standing Rules shall be adopted by a majority vote at any Board meeting and amended by a majority vote at any Board meeting with two weeks’ advance notice of the Board meeting and the agenda.

