

The Bylaws of the International Aroid Plant Society, Inc.

Approved 1/4/2025

Article I. Name

The name of this organization shall be the International Aroid Plant Society, Inc.

Article II. Mission

The objective of this society shall be to study aroids and to stimulate interest in these plants.

Article III. Society Membership

Section 1. Eligibility

Membership in this society shall be open to any person interested in its mission. All applications for membership shall be deemed accepted unless specifically rejected by the Board of Directors.

Section 2. Dues

Application for membership shall be accompanied by annual dues. Annual dues are nonrefundable after 60 days. A member who has paid their dues for the current year is considered to be a society member in good standing (also known as a current member). The amount of the dues shall be set by the Board of Directors, subject to approval by a vote of the current members (see Article III, section 3). Dues shall be delinquent when unpaid 60 days after the previous year's membership has expired.

Section 3. Voting by Current Members

For any vote by the society membership, 10 percent of the current members shall constitute a quorum. Voting by members may take place via e-mail using online ballots. Such a vote conducted via e-mail is only valid when at least a minimum number of members to reach a quorum submit their online ballots. Any ballot with fewer than the maximum number of possible votes (including zero votes) will be treated as a valid ballot where the "missing" votes will be counted as active abstentions, and such a submitted ballot will still count toward quorum.

Section 4. Honorary Society Membership

Upon the recommendation of one current member and the approval of the majority of the Board of Directors, honorary membership to the society may be conferred upon an individual who has rendered notable service to the society or who has made outstanding contributions to the study of the family Araceae. An honorary member shall not be required to pay dues to remain a current member but shall be entitled to all the privileges of membership. Such honorary membership shall be continuous unless rescinded by the Board of Directors.

Article IV. Meetings

Section 1. Meetings of Society Members

Meetings of the society shall be held at dates and times determined by the Board of Directors. At least one such meeting should be convened each calendar year. Meetings should be scheduled to accommodate as many current members as possible.

Section 2. Special Meetings

Special meetings may be called by the president, by a majority of the members of the Board of Directors, or by written request of two percent of the current members.

Section 3. Meeting Procedures

Voting shall follow the procedure and criteria described in Article III, section 3.

Meeting minutes shall be taken by the secretary (Article VII, Section 5) or their designee and submitted to the Board of Directors for approval.

Information about all meetings shall be posted on the society website and other communication venues (e.g., social media) and distributed by email to all current members at least 14 days prior to the meeting. Any meeting of the society may be canceled by a 2/3 vote of the elected members of the Board of Directors at least 5 days prior to the scheduled meeting date.

Article V. Board of Directors

Section 1. Purpose of the Board

The Board of Directors is the governing body of the society. It manages all assets and affairs of the society, including formulation of its policies and programs, subject to the articles of incorporation and these bylaws. The Board of Directors shall transact the affairs of the society and shall not take any action or carry out any activity not permitted for a tax-exempt organization operating under Section 509(a)(2), of the Internal Revenue Code.

Section 2. Duties of the Board of Directors

The Board of Directors is made up of directors (i.e., members of the board) and shall:

- a. Comply with the bylaws of the society.
- b. Elect officers from the elected members of the board.
- c. Promote and manage the affairs of the society in line with the society's mission.
- d. Schedule meetings of the board and of the society.
- e. Formulate, execute, and uphold the policies of the society.
- f. Elect from the general membership a replacement for any vacancy that may occur on the board (Article V, section 9).
- g. Consider and approve or disapprove any expenditures exceeding \$1,000. For committees and individuals with a board-approved budget, consider and approve or disapprove expenditures more than \$1,000 greater than the approved budget.
- h. Oversee the activities of all standing and special committees.
- i. Approve the annual financial report, the annual society budget (Article VII, Section 4), and any committee budgets.
- j. Amend these bylaws as necessary (Article XIII).

Section 3. Board Composition

The Board of Directors shall consist of 15 current society members elected by the society membership and also may include the immediate past president (see below) and any honorary board members (Article V, Section 10). Each year, 5 new board members shall be elected for a three-year term. At any given time, the board shall consist of 5 members serving a one-year term; 5 members serving a two-year term; and 5 members serving a three-year term. After serving a three-year term, a member is not eligible for re-election to the board until at least one year has elapsed. A one-year hiatus is not required for a

board member who has filled a vacancy and served less than 18 months on the board.

The immediate past president shall remain on the board for one year as a nonvoting member, if their term as an elected director has concluded, and as a voting member, if they complete their term as president before their term as an elected director has concluded.

Section 4. Eligibility and Requirements

- a. A nominee for the Board of Directors must:
 1. Be a current member when nominated and agree to remain a current member during their tenure on the board.
 2. Agree to perform the duties required of board members (Article V, Section 4b).
 3. Uphold the integrity of the election. Any candidate who has been found by the nominating committee to violate the principles of a fair election shall be disqualified. Such actions may include intentionally trying to vote more than once, exchanging compensation or favors in exchange for votes from others, attempting to obtain additional ballots aside from one's own, and/or performing any other actions deemed dishonest or disruptive to a fair election outcome. In addition to disqualification, the board may choose to bar this individual from being eligible to serve on the Board of Directors in the future.
- b. A member of the Board of Directors must:
 1. Be a current member during their tenure on the board.
 2. Perform the duties of director:
 - i. Attend all board meetings unless excused by the president.
 - ii. Contribute to fulfilling the duties of the board (Article V, Section 2).
 - iii. Serve as a member of at least one standing committee if not serving as an officer of the society.
 3. Comply with the bylaws of the society.

Section 5. Nominating Committee

A nominating committee of at least three current members shall be appointed and approved by a majority of the Board of Directors no later than August 15. Current officers and those who plan to seek an officer position in the upcoming year may not serve on the nominating committee. It shall be the duty of this committee to name for nomination at least five candidates to be offered for election. A request for nominations shall be communicated to the current members at least 60 days prior to the election. Nominations by current members (including self-nominations) should be communicated to the chair of the nominating committee, providing the previous consent of the nominee has been obtained. Prior to finalizing the list of candidates, the nominating committee will present a list of prospective nominees to the board for discussion. The nominating committee shall have the authority to accept or reject any individual nomination and determine the final list of candidates. Following the successful conclusion of the election, the nominating committee will constitute the officer election committee (Article VI, section 2), which will be announced at the last board meeting in December. After the officer election committee has been formed and approved by a simple majority of the Board of Directors, the nominating committee will be disbanded.

Section 6. Elections

The election for board members shall be by ballot at the annual meeting (Article IV, Section 1) after members have been given the opportunity to make nominations via the

nominating committee. Alternatively, the nominating committee may choose to conduct the election via e-mail and online ballots made available to all current members when sufficient steps have been taken to assure that an opportunity to nominate oneself and others has been offered to the entire current membership (Article V, section 5). Such an election via e-mail is only valid when ballots are received from at least a minimum number of members to reach a quorum. Any ballot with fewer than five votes (including zero votes) will be treated as a valid ballot where the “missing” votes will be counted as active abstentions, and such a submitted ballot will still count toward determination of quorum. Newly-elected board members should begin their terms on January 1 following the successful completion of the nomination and election processes described herein.

Section 7. Resignation of Board Members

Any board member may resign at any time by providing written notice to the president, who shall forward this to the board. Unless there is an objection from a majority of the board members, such resignations shall be accepted.

Section 8. Removal of Board Members

A board member shall be eligible for removal from the board if any one of the following situations occurs:

- a. Their membership has lapsed and not been renewed within 7 days of its expiration.
- b. They do not perform the duties of board members (Article V, Section 4b).
- c. They miss more than two board and/or society meetings in a one-year period without being excused by the president.
- d. They do not serve actively as a member of at least one standing committee or as an officer of the society.
- e. They violate the code of conduct (Article VIII).
- f. Two-thirds of the elected board members vote to remove the member from the board.

For criteria a-d, the president shall notify the board member that they are eligible for removal and, if the situation is not resolved within a reasonable time period, the member shall be removed from the board immediately.

Vacancies on the board shall be filled by the procedure described in Article V, Section 9. A member who is removed from the board for any reason is not eligible for re-election to the board until at least three years have elapsed.

Section 9. Filling Vacancies on the Board

If a vacancy occurs, the president shall appoint and chair a special nominating committee that includes two additional, elected board members. The special nominating committee shall solicit nominations from board members and present recommendations to the board for approval.

New board members must be eligible (Article V, Section 4) and approved by a simple majority of the elected board members. Any board member elected to the board to fill a vacancy shall be considered an elected board member.

Section 10. Honorary Board Membership

Upon the recommendation of one member and the approval of two-thirds of the elected members of the Board of Directors, honorary non-voting membership to the board may

be conferred upon an individual who is rendering notable service to the society. An honorary board member must be a current member. Honorary board membership may be conferred for up to three years and may be rescinded at any time by a vote of two-thirds of the elected board members.

Section 11. Accountability

No board member shall be relieved of accountability until they have turned over all IAPS property, including material items and data (e.g., login and password information), to the president.

Section 12. Board Meetings

Meetings of the board shall be held at dates and times determined by the Board of Directors. At least four such meetings should be convened each calendar year. Meetings should be scheduled to accommodate as many board members as possible. A majority of the board members shall constitute a quorum.

Article VI. Officers

Section 1. Enumeration

The officers of this society shall be a president, a vice-president, a chief operating officer, a treasurer, and a secretary. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the society (Article XI).

Section 2. Nomination and Election of Officers

The officers shall be nominated and elected from and by the elected members of the Board of Directors at the first board meeting in January (Article V, Section 6). The officer nomination and election process will be overseen by the officer election committee. This committee will consist of three current and former board members who will not serve on the following year's board. At least one member must not be on the current year's board. After being constituted, the committee members will select a chair. The committee gathers self-nominations from all those interested in serving as officers during the following year and ensures that at least one person is interested in each officer position. At the initial board meeting in January, the committee chair will oversee the election process. The elections will occur in the sequence of officers listed in these bylaws (Article VII, sections 1-5), with nominations accepted at any time prior to the start of the voting process. A brief discussion period is available prior to the start of the voting process, and any candidate up for discussion shall excuse themselves while the discussion is taking place. The content of such discussions is strictly confidential and should not be shared with anyone who does not participate in the discussion. Following the discussion, votes by elected board members will occur by secret ballot and will be counted for each position and reported by the chair of the officer election committee to the board members in attendance before moving to the next position. A simple majority of the elected board members is required to elect an officer. In case of a tie vote, a brief discussion period shall be held, after which a new vote will be taken. Incumbent officers will remain in their roles until the election of new officers has been completed. After the conclusion of the election, the officer election committee shall be disbanded.

Section 3. Term of Office

The term of office for the officers shall be one year or until a successor is elected, and the term of office shall begin immediately upon their election. No board member shall hold more than one office at one time.

Section 4. Accountability

No officer shall be relieved of accountability until they have turned over all IAPS property, including material items and data (e.g., login and password information), to the president. This transition of records and property must be completed within 30 days after leaving office unless otherwise approved by the Board of Directors.

Section 5. Orderly Transition

Each outgoing officer shall help the incoming officer to assume their duties and shall complete or make provisions for the completion of all work in progress.

Section 6. Resignations

Any officer may resign at any time by giving written notice to the president, who shall forward this to the board and oversee the process of filling the resulting vacancy following the nomination and election procedure described in Article VI, Section 2. The board shall accept such resignations subject to the accountability provisions described in Article VI, Section 4.

Article VII. Duties of Officers

Each officer shall maintain and update as necessary a “handbook” of protocols, procedures, contacts, etc., that are utilized in carrying out their role.

Section 1. President

The president shall:

- a. Preside at all meetings of the society and of the Board of Directors.
- b. Create special committees, as necessary (see Article VIII, Section 2).
- c. Appoint or endorse the chairs of all standing committees and special committees except the nominating committee. The president may not serve as chair of any standing committee but may serve as chair of special committees, except the nominating or election committee.
- d. Be an *ex officio* member of all committees except the nominating committee.
- e. Fill chair vacancies on all committees except the nominating committee.
- f. Ensure that all board members and officers are fulfilling their duties and complying with the provisions described in Articles V, VI, and VII.
- g. Oversee, with the treasurer and chief operating officer, all the society’s funds, including authorization of any expenditures that do not require board approval.

Section 2. Vice-President

The vice-president shall:

- a. Preside in the absence of the president or inability of the president to perform their duties.
- b. Perform other duties as may be assigned to them by the president or by the Board of Directors.
- c. Become the president for the unexpired part of the term in case of a vacancy in that office.

Section 3. Chief Operating Officer (COO)

The chief operating officer shall:

- a. With the treasurer, coordinate the accurate reporting and accounting of all funds received and expended by the society and its committees.

- b. Oversee, with the treasurer and president, all the society's funds, including authorization of any expenditures that do not require board approval.
- c. With the president, communicate with committee chairs, as necessary, to maintain committee accountability and transparency, to support collaboration between committees, and to facilitate the work of society committees.
- d. Coordinate and serve as the primary society point of contact for the acquisition, maintenance, and, when necessary, termination of subscriptions and memberships to external organizations that provide goods and services to the society. In this role, liaise with other officers and with committee chairs to ensure clear and timely coordination.

Section 4. Treasurer

The treasurer shall:

- a. Oversee, with the president and chief operating officer, all the society's funds, including authorization of any expenditures that do not require board approval.
- b. Build the Society's annual operating budget for the coming fiscal year in coordination with all committee chairs in November for presentation to the board at the society's December meeting.
- c. Keep an accurate, complete record of the society's finances, including all funds received and expended.
- d. Deposit funds in the name of the society in a depository approved by the Board of Directors.
- e. Present at each meeting or within two weeks of any request by the board a detailed account showing the exact financial condition of the society.
- f. Furnish to the secretary before each board meeting a summary report of all financial transactions since the previous meeting of the board.
- g. Ensure, in coordination with the society's accountant, that all federal and state filings required for the society are properly submitted.

Section 5. Secretary

The secretary shall:

- a. Coordinate and schedule all board and member meetings, ensuring that calendar invitations are sent to all appropriate attendees in a timely manner.
- b. Record the minutes of all board and member meetings.
- c. Compile and send out a draft of all meeting minutes for board approval at least five days before the next meeting.
- d. Maintain a complete, organized, and accessible record of all approved meeting minutes.
- e. Oversee all membership administration and related correspondence for the society, which includes responding to member inquiries, maintaining membership data, and addressing membership status questions or concerns.
- f. Manage and assess member volunteer submissions, ensuring that prospective volunteers are appropriately matched with their areas of interest and promptly directed to the relevant committee chairs or officers for integration into society activities.
- g. Attend to general administrative correspondence, including managing the society's inbox, forwarding communications to the appropriate officer or committee, and ensuring timely, professional responses to inquiries.
- h. Maintain and update email lists for the board and for society committees.

Article VIII. Code of Conduct

Members of the Board of Directors, members serving on society committees, and any honorary society members are expected to adhere to the highest standards of ethical behavior and professionalism.

Section 1. Ethical Behavior and Professionalism

- a. **Respect and Integrity:** All such individuals are expected to act with respect for others, demonstrating personal integrity and professionalism in all interactions within and outside the society.
- b. **Fairness:** All such individuals shall treat other society members, guests, vendors, and visitors with fairness and courtesy, maintaining an atmosphere of inclusivity and mutual respect.
- c. **Compliance with Laws and Ethical Standards:** Such individuals shall not participate in or condone illegal or unethical behavior and shall report any violations to the Board of Directors.
- d. **Confidential and Proprietary Information:** Such individuals must maintain strict confidentiality regarding any nonpublic society information, including but not limited to member data and proprietary society documents. They shall not disclose or share any confidential information without proper authorization or use it for any purpose unrelated to their official society duties.
- e. **Reputation of the Society:** Such individuals must conduct themselves in ways that enhance and uphold the positive reputation of the society, its mission, and its activities.

Section 2. Conflicts of Interest

- a. **Disclosure of Conflicts:** All such individuals must promptly disclose to the officers any potential conflicts of interest, including financial, familial, or personal interests that could influence their ability to act in the best interests of the society.
- b. **Recusal:** Such individuals with a conflict of interest are required to recuse themselves from any votes, discussions, or committee activities related to the matter in question. Recusal should be documented in the meeting minutes or committee records.
- c. **No Personal Gain:** Such individuals shall not seek or accept personal gain, including financial or other benefits, from any transactions or dealings involving the society. Gain may be direct or indirect. All society-related dealings should prioritize the society's best interests and be conducted with attention to transparency.

Section 3. Violation of the Code of Conduct

Violations of the society's Code of Conduct will not be tolerated and may result in censure, dismissal from the board, and/or removal from committees. The process for considering such actions will be conducted according to Robert's Rules of Order.

- a. A motion to take action (e.g., censure, removal) must be made by a board member and seconded by another.
- b. There will be an opportunity for discussion before a vote is held, conducted via secret ballot.
- c. The vote will be overseen by three officers who are not subjects of the motion.
- d. A 2/3 vote of all elected board members is required for approval.
- e. This process will take place during a scheduled meeting of the Board of Directors.

Article IX. Committees

Section 1. Standing Committees

The following are the standing committees of the society.

- a. Aroid Cultivar Registry
- b. Aroideana
- c. Awards and Grants
- d. Chapters
- e. Education
- f. Events
- g. Marketing
- h. Newsletter
- i. Website

Standing committees may be added or removed by revising these bylaws.

Section 2. Special Committees

Special committees may be created by the president or the Board of Directors, as necessary, to carry out specific projects for limited periods of time. The nominating committee (Article V, Section 5) is considered to be a special committee.

Section 3. Composition of Standing and Special Committees

The president shall appoint the chairs of all standing and special committees, except the nominating committee (Article VII, Section 1). Chair appointments are for a term of up to one year and may be renewed annually by the president.

Each committee chair shall maintain and update as necessary a “handbook” of protocols, procedures, contacts, etc., that are utilized in carrying out their role. For each committee with a budget, the committee chair shall manage the committee’s budget as approved by the board, reporting to the treasurer in a timely manner all revenue and expenditures, with documentation. A committee chair who wants to expend funds beyond those in the committee’s approved budget shall consult with the treasurer, COO, and president before doing so.

The committee chair shall appoint the members of their committees, with attention to ensuring that each board member is a member of at least one standing committee (Article V, Section 4b). All committee members must be current members.

Section 4. Aroid Cultivar Registry Committee

The Aroid Cultivar Registry Committee shall:

- a. Ensure that the aroid cultivar registry website is up-to-date and operating properly.
- b. Respond to inquiries regarding the aroid cultivar registry.
- c. Review submissions to the aroid cultivar registry website.
- d. Provide periodic updates to the board regarding the status of the aroid cultivar registry.

Section 5. Aroideana Committee

The editor of Aroideana shall serve as the chair of the Aroideana Committee.

The Aroideana Committee shall:

- a. Secure articles for publication in Aroideana.
- b. Lay out, proofread, and set up material for publication in Aroideana.
- c. Work with the website committee to upload Aroideana to the IAPS website.
- d. Notify the board and the chairs of the website and social media committees when a new issue has been published.

Section 6. Awards and Grants Committee

The Awards and Grants Committee shall:

- a. Promote the availability of awards and grants offered by the society.
- b. Oversee the society's awards and grants programs, which may include:
 1. Communicating with applicants and potential applicants.
 2. Receiving and evaluating applications and nominations.
 3. Submitting award and grant recommendations to the board for approval.
 4. Managing the disbursement of funds for approved awards and grants, in collaboration with the treasurer.
 5. Ensuring that grant recipients submit articles to Aroideana or the newsletter.
 6. Updating, as necessary, descriptions of awards and grants and the process of operating the awards and grants programs.

Section 7. Chapters Committee

The Chapters Committee shall:

- a. Work with chapter representatives to review and approve chapter bylaws and agreements with the society.
- b. Communicate with each chapter's Board of Directors.
- c. Assist with organization of each chapter's Board of Directors.
- d. Assist with chapter organization and chapter activities, as needed.

Section 8. Education Committee

The Education Committee shall:

- a. Disseminate information about aroids through the society website, social media, and other channels, in coordination with the Marketing and Website Committees.
- b. Oversee and update, as appropriate, the taxonomic and cultivar information on the website.
- c. Develop, as appropriate, informational materials about aroids that can be distributed to current members through the website, social media, and other channels.

Section 9. Events Committee

The Events Committee shall:

- a. Plan, organize, and execute at least one society-organized event per year.
 1. Communicate with all associated vendors, sponsors, speakers, volunteers, and venues.
 2. Oversee event logistics.
- b. Manage the budget for any such event. This budget must be overseen by an Events Committee member who is not the chair of the committee, in consultation with the chief operating officer.
- c. Present a draft budget for any such event to the board for approval at least five months prior to the start of the event.

- d. Report major updates to the board in a timely fashion and provide to the board a post-event summary within three months of the event's conclusion.

Section 10. Marketing Committee

The Marketing Committee shall:

- a. Disseminate information regarding the society via appropriate social media platforms and other communication channels.
- b. Promote the society's mission, activities, and achievements across all selected media outlets.
- c. Publicize all society events, collaborating closely with the Events Committee to ensure broad and timely promotion.
- d. Oversee society membership recruitment and retention efforts, including developing strategies to attract new members and encourage continued engagement from current members.
- e. Manage the society's search and social advertising campaigns to enhance visibility and reach new audiences.
- f. Maintain correspondence with members and potential members on social media platforms, responding to inquiries and fostering an inclusive online community.
- g. Work collaboratively with other committees—most notably the Website Committee and the Events Committee—to ensure cohesive, effective marketing initiatives that enhance the society's online presence and reinforce its mission.
- h. Be responsible for the curation and upkeep of the society's content library, ensuring it is accessible, organized, and updated regularly.

Section 11. Newsletter Committee

The editor of the IAPS newsletter shall serve as the chair of the Newsletter Committee.

The Newsletter Committee shall:

- a. Secure written material and/or articles for publication in the quarterly newsletter.
- b. Lay out, proofread, and set up material for publication in the newsletter.
- c. Submit the draft newsletter to the board for review and approval prior to publication.
- d. Work with the website committee to upload the approved newsletter to the IAPS website.
- e. Notify the board and the chairs of the website and social media committees when the newsletter has been published.

Section 12. Website Committee

The webmaster of the society website (currently, aroid.org) shall serve as the chair of the website committee.

The Website Committee shall:

- a. Oversee the design and maintenance of the society website.
- b. Ensure that the website is functioning properly.
- c. Update the website in a timely manner, including uploading new issues of the newsletter and Aroideana.
- d. Assist in troubleshooting issues with the website.

- e. Support current members who need assistance with the website.

Article X. Intellectual Property and Digital Assets

Any content created for society purposes, including photos, videos, and written materials, belongs to the society and may not be used for personal or external purposes. Exceptions to either of these provisions may be authorized through a written agreement approved by a vote of the majority of the elected board members and signed by the president on behalf of the society, if approved by the board.

Article XI. Parliamentary Authority

The rules contained in “Robert’s Rules of Order Revised” shall govern the proceedings of the society, except in cases that are covered by these bylaws.

Article XII. Indemnification

The IAPS shall indemnify each member of the Board of Directors to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act. No member of the board shall be held liable for any actions taken in compliance with these bylaws or in good faith as defined by their role herein, excluding any actions taken that violate local, state, or federal law.

Article XIII. Amendments to the Bylaws

The board may, by a majority vote of elected board members, amend these bylaws, provided that the text of the proposed change(s) has been delivered to each board member at least 7 days before a vote is taken. Any approved amendments to the bylaws must be published and made accessible to all society members within 30 days of their adoption to ensure transparency.

The Board of Directors shall conduct a mandatory review of these bylaws at least once annually to ensure alignment with the society's mission, operations, and governance best practices.