

CONSTITUTION AND BYLAWS

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ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of this organization shall be the INTERNATIONAL PLANT PROPAGATORS' SOCIETY, Inc. The organization may also use the acronym "IPPS" as a trade name.

ARTICLE II - OBJECTIVES

Section 1. Purpose

The mission of IPPS, with a focus on the global community of those involved in horticultural plant production, is to share knowledge, information, and skills; to provide guidance and support for lifelong career achievements; to increase recognition of the profession; and to maximize the integration of research, education, and horticultural knowledge.

ARTICLE III – MEMBERSHIP

The Society shall be composed of Regions and Individual members.

Section 1. Regions

- a. New individual memberships granted at the institution of a new Region shall be in accordance with Section 2 of this Article.
- b. Failure of a Region to hold an annual meeting or to submit the material for the proceedings as required shall be sufficient grounds for discontinuance of the Region. A vote of 2/3 of the Board of Directors shall be required for such action.
- c. The approval of the International Board of Directors and a majority of the existing Region's Executive Committees is required to establish new regions.

Section 2. Individual Members

- a. Membership shall be available only to those persons who are actively engaged in horticulture.
- b. Individuals residing outside of an established Region may seek membership in any one of them or apply to be an "at-large" member.
- c. It shall be the duty of a member to attend meetings and participate when practically possible in Regional activities, and to contribute within the Society.
- d. The right to vote at a business meeting of a Region is restricted to members of that region.
- e. A Region may establish additional requirements for participation and, at its own discretion, remove a member from its rolls due to failure to comply with its conditions or other conditions pertaining to the Society.

- f. The requirements for individual membership shall be:
1. Active association in practice or association in horticulture, and
 2. A strong desire to share freely such knowledge and experience as may have been gained.
Evidence showing this desire to share may take any of the following forms:
 - a. Published articles, papers, and posters;
 - b. Lectures or tours;
 - c. Direct personal discussion.
- g. Membership shall be open only to individuals.
- h. Membership shall consist of the following classifications:
1. Active Members – any person actively engaged in horticulture.
 2. Privileged Members – individuals who have actively participated in the Society for ten (10) or more years and who have retired from their previous engagement in horticulture. Privileged members are encouraged but not required to participate as outlined in Section 2.d of this article. The Executive Committee of each Region shall establish additional procedures for election to Privileged Membership.
 3. Honorary Members – a special category of membership for individuals who have made outstanding contributions to the field of plant production. The Executive Committee of each Region shall establish the criteria for election to Honorary Membership.
 4. At-large Members - any person actively engaged in horticulture who does not reside within the geographic boundaries of an existing region.
- i. Individual memberships shall be processed by the Regions and membership shall be for the calendar year.
- j. At-large memberships shall be processed by the International Office and shall be for the calendar year.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

The Society shall be under the direction of a Board of Directors that shall be constituted as follows:

- a. One director selected by each Region, plus the International Officers.
- b. The term of office for directors shall commence on January first following selection.
- c. Alternate Directors are encouraged to participate in discussion and on committees but do not have voting privileges except as described in Section 2.e.

Section 2. Directors and Alternate Directors

- a. Each Region shall appoint a director for a term of two (2) years. No director may serve more than two (2) consecutive terms.
- b. Each Region is encouraged to appoint an alternate director for a term of two (2) years. No alternate director may serve more than two (2) consecutive terms.
- c. Directors and Alternate directors are expected to attend all International Board meetings.
- d. Although not encouraged, regional Director and Alternate Director appointments may be made on an annual basis.
- e. If the selected director cannot attend a Directors meeting, the Alternate Director from that region will serve as a voting member for the selected director.

Section 3. Officers

- a. The Board of Directors shall elect International Officers as follows: Chairperson of the Board, President, Vice President, and Treasurer. The Treasurer shall also serve as chair of the Finance Committee.
- b. An International Secretary and International Editor shall be appointed by the Board of Directors each year, but shall not be considered officers nor shall they have voting rights on the Board of Directors.
- c. Officers shall be elected by the existing Board at the time of the Annual Meeting. The Chairperson must be elected from among those having served on the International Board in the past or serving on the International Board at the time of nomination.
- d. The term of office for officers shall be one year and shall commence on January 1st following election, and shall continue until the designated term expires or until a successor is named, except that the Chairperson may serve up to three consecutive terms.

Section 4 – Scope of Authority

- a. The Board of Directors shall be charged with the management and control of the affairs and of the property of the Society and shall authorize and approve all contracts.
- b. The business affairs of the Society shall be under the oversight of the Board of Directors, implemented by the International Secretary as directed. The publishing affairs of the Society shall be under the oversight of the Board, implemented by the International Editor as directed.
- c. The elected Treasurer shall have oversight over the financial affairs of the Society, and may delegate activities such as the payment of bills, preparation of financial reports, and development of the annual budget for Board approval.
- d. The Board of Directors may hire or contract with individuals or companies for performance of the functions assigned to the International Secretary and International Editor. The Board shall outline responsibilities and delegate appropriate authority to these individuals and companies within the policies of the Board.

Section 5 – Executive Committee

The International Officers shall serve as the Executive Committee to act in between meetings of the International Board of Directors as needed to make decisions, subject to ratification at the next meeting of the International Board. Participation by all four International Officers shall constitute a quorum for the conduct of business, with a majority vote required as official action of the Executive Committee.

ARTICLE V – MEETINGS

Section 1. Meetings

- a. The Board of Directors shall hold a regular meeting at least once every two years in conjunction with an annual meeting of one of the Regions.
- b. At each regular meeting, the time and place for the next regular meeting shall be decided by a majority vote, based on the information provided by the hosting Region.
- c. Special meetings may be called by the President at the request of three or more members of the Board of Directors. Notice of such special meetings shall be given at least thirty (30) days prior to the date of the meeting.
- d. Voting members include all directors and the Chairperson, President, Vice President, and Treasurer.
- e. A quorum shall consist of a majority of the authorized voting members, including alternates duly appointed to serve on the Board of Directors.
- f. Special meetings may be held by electronic means.

ARTICLE VI – AMENDMENTS

Section 1. Amendments

This Constitution can only be amended by a majority of those members casting a ballot. All members will be notified by the International Office of proposed changes and provided with an analysis of changes prepared by the Secretary, allowing at least 60 days from distribution for the returned ballot. Balloting will occur through the IPPS International Website. If a member does not have an electronic address, a paper ballot and the analysis will be made available by mail.

Section 2. Origin of Amendments

Individual members, one of the Regions, or the International Board of Directors, may propose amendments to the Constitution; however, the International Board of Directors must approve the proposed amendment before any further action can be taken.

Section 3. Changes to Amendments During Voting

No change in the original amendment is allowed.

Section 4. Effective Date

Amendments become effective following the close of voting and a majority vote.

Section 5. Proxy Voting

Voting by written proxy is not permitted.

ARTICLE VII – REVENUE

Section 1. Fiscal Year and Revenue

- a. The fiscal year of the Society shall be from January first to December thirty-first. Annual dues shall be collected on this basis.
- b. Regions may establish fiscal years as best suit their purposes.
- c. Revenue shall consist of all receipts for membership dues, from sales of publications, and from such other sources as may be authorized by the International Board of Directors.

Section 2. Receipt of Revenue

- a. The International Office shall receive all revenue.
- b. The Board of Directors has the power to redistribute funds to the Regions. Such redistribution of funds shall be based on the same proportional basis as the funds are received from members of the Regions.

Section 3. Annual Dues

The Board of Directors shall determine the schedule of annual membership dues.

Section 4. Publications and Distribution of Assets

The International Board of Directors shall determine the distribution and sales of the publications of the Society.

Section 5. Distribution of Assets Upon Dissolution

Upon the dissolution of the Society, the International Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for charitable, education, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501.c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the International Board of Directors shall determine. Any of said assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII – CONSTITUTION AND BYLAWS OF THE REGIONS

Section 1. Regional Constitutions and Bylaws

Each Region shall adopt its own constitution and bylaws; however, the Constitution and bylaws of the International Plant Propagators' Society, Inc. shall prevail should a conflict arise.

ARTICLE IX – ROBERT'S RULES OF ORDER

Section 1. Governing Rules

Robert's Rules of Order (revised) shall govern the conduct at all meetings of the International Board of Directors.

ARTICLE X – DEFINITIONS

Horticulture – the production of plants for commercial purposes or employment or engagement in teaching, extension, or research in plant production.

International Office – the location of responsibility for the Society's official records and archives, receipt of mail, faxes, and emails, maintenance of membership records, and financial transactions.

Treasurer – the individual elected by the Board to oversee the financial affairs of the Society and to serve as the chair of the Finance Committee.

President – The President shall be the Chief Elected Officer of the Society and shall preside at all Society meetings; shall perform all duties as are provided for in the Constitution and Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office.

Adopted: December 1961

Revised: 1966, 1967, 1968, 1973, 1975, 1978, 1979, 1983, 1985, 1989, 1991, 1992, 2004, 2005, 2007, (proposed 2011)