

# BYLAWS

## 1. OBJECTIVE

1.1 The Holly Society of America (hereinafter designated as The Society), a New Jersey not for profit corporation, is established to collect, promote, and disseminate knowledge concerning the genus *Ilex* (holly). The Society shall at all times operate within the confines and meaning of Section 501 (c) (3) of the Internal Revenue Code.

## 2. SEAL

2.1 The seal of The Society shall be inscribed with the name of The Society, the jurisdiction, and date of incorporation.

2.2 The safe keeping of the corporate seal shall be the responsibility of the President.

## 3. SOCIETY OFFICES

3.1 An official office shall be maintained in the State of New Jersey.

3.2 A registered agent, a resident of the State of New Jersey, whose mailing address is coincidental with the office, shall be appointed by the Board of Trustees and serve at their pleasure.

## 4. OFFICERS

4.1 The elected officers of The Society shall be the **President, Executive Vice-President, Administrative Vice-President, Secretary, and Treasurer.**

4.2 The officers of The Society shall be elected by The Society members in good standing. Election shall require an affirmative vote of a simple majority of the votes cast by ballot or proxy.

4.3 All officers of The Society shall be elected for a term of two years.

4.4 With the exception of the **Secretary** and the **Treasurer**, no officer may be nominated or elected to serve consecutive terms.

4.5 The Board of Trustees may appoint such

agents as it deems necessary to pursue objectives consistent with Article One and not provided for elsewhere in these bylaws.

4.6 Any agent appointed by the Board of Trustees may be removed at any time by an affirmative vote of the majority of the Trustees.

## 5. TRUSTEES

5.1 The Board of Trustees of The Society shall consist of nine members in good standing, the Immediate **Past President**, and the Elected Officers.

5.2 The Trustees shall be nominated by a nominating committee appointed by the **President**, and shall be elected by The Society members in good standing. Election shall require a simple majority of the votes cast by ballot or proxy.

5.3 The term of office for the elected Trustees shall be three years and shall not exceed a single term. A Trustee may not be re-elected or re-appointed as a Trustee until a period of one year has elapsed.

5.4 The Board of Trustees shall meet two times each calendar year. One meeting shall be held concurrent with, or immediately prior to, the annual membership meeting. The second meeting shall be held approximately seven months following. All meetings of the Board of Trustees shall be held at such times and places mutually agreeable to the majority of the Trustees.

5.5 Special meetings of the Board of Trustees may be called by the **President** or the **Secretary** upon the written request of a majority of the Trustees. Such requests must state the purpose and agenda for the proposed meeting. All members of the Board of Trustees must be in receipt of notification in writing at least seven days in advance of the called meeting.

5.6 Subject material discussed or acted upon at special meetings shall be limited to the published

41 agenda.

42 5.7 At all meetings of the Board of Trustees,  
43 the presence of a simple majority shall constitute a  
44 quorum.

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46 **6. POWERS AND DUTIES**

47 6.1 The **President** shall be the chief executive  
48 officer of The Society and shall preside at all  
49 meetings, and have general and active management  
50 of all business of The Society. He shall see that all  
51 orders of the Board of Trustees are carried into  
52 effect, subject to the right of the Trustees to  
53 delegate any powers, except those exclusively  
54 conferred on the **President** by the bylaws or other  
55 statutes. He shall affix the seal as directed by the  
56 Board of Trustees and shall have the general  
57 powers usually vested in the office of **President** of  
58 a corporation.

59 6.2 The **Executive Vice-President** shall, in  
60 the absence or disability of the **President**, perform  
61 the duties and exercise the powers of the  
62 **President**. He shall have the final responsibility  
63 for arranging, coordinating, and developing  
64 programs, including all ancillary details for all  
65 meetings; but may delegate the responsibility for  
66 the development of meeting details to members or  
67 chapters located in the meeting area.

68 6.3 The **Administrative Vice-President**  
69 shall, in the event of the absence or disability of the  
70 **President** and the **Executive Vice-President**,  
71 assume the duties and exercise the powers of the  
72 **President**. He shall be responsible for the  
73 activities of all committees. He shall recommend  
74 personnel for appointment to the committees,  
75 oversee the generation of committee progress  
76 reports, and insure that copies are transmitted to  
77 the Secretary and the Editor. He shall keep current  
78 with committee progress and report to the Board of  
79 Trustees on the same.

80 6.4 The **Secretary** shall attend all meetings of  
81 the Board of Trustees and the general membership  
82 and shall act as clerk thereof; record all votes and  
83 the minutes of all meetings and proceedings; and  
84 maintain permanent written records which become  
85 and shall remain the property of The Society. The  
86 **Secretary** shall be responsible for the general  
87 correspondence of The Society and shall give, or  
88 cause to be given, notice of all meetings to the  
89 Board of Trustees and the general membership.

90 6.5 The **Secretary** shall be responsible for the

safekeeping of all The Society records, including  
electronic data, and shall immediately surrender the  
same to the Board of Trustees upon vacating the  
office.

6.6 The **Treasurer** shall have custody of the  
corporate funds and securities. The **Treasurer**  
shall deposit all funds received by The Society in  
institutions approved by the Board of Trustees, and  
shall disburse funds only on the direction of the  
Board of Trustees and upon the receipt of the  
proper vouchers and/or invoices.

6.7 All funds not required for day to day  
operations or contingencies shall be invested by the  
**Treasurer** in interest bearing instruments or  
institutions as selected by the Investment  
Committee with subsequent approval by the Board  
of Trustees.

6.8 The **Treasurer** shall keep accurate and  
current records, provide an accounting of all  
transactions for each semi-annual meeting of the  
Board of Trustees or upon their request, and  
prepare an annual budget to be submitted at the  
beginning of each fiscal year. All records,  
vouchers, monies, securities, and other property,  
including electronic data and records kept by the  
**Treasurer**, are the property of The Society. In the  
event the **Treasurer** leaves office, said records  
shall be surrendered to the Board of Trustees upon  
vacating the office.

6.9 All records, vouchers, monies, securities,  
electronic records, correspondence, etc. pertaining  
to the financial affairs of The Society shall be made  
available for inspection by any Trustee; however,  
financial records shall not be removed from the  
Treasurer's safekeeping unless so directed by  
written notice from the Board of Trustees.

6.10 The **Treasurer** and the Investment  
Committee shall serve under bond and in an  
amount established by the Board of Trustees at no  
cost to them, and in keeping with the bond have  
and exercise fiduciary responsibility for all  
financial matters of The Society.

**7. VACANCIES**

7.1 In the event that the office/offices of any  
Officer, or Trustee, excepting that of the  
**President**, shall be come vacant, the Trustees  
remaining may appoint a successor/successors by  
an affirmative vote of a majority of the Board of  
Trustees, although not a quorum. The successor/s

91 shall hold office for the unexpired term of the  
92 vacant office/s.

93 7.2 In the event the office of **President** is  
94 vacated, or the **President** is unable to serve for any  
95 reason, the **Executive Vice-President** shall  
96 immediately assume the powers and duties of the  
97 vacated office for the remainder of the unexpired  
98 term or until the **President** is capable of assuming  
99 his required duties.

## 100 8. EXECUTIVE COMMITTEE

101 8.1 The **President, Vice-Presidents,**  
102 **Secretary, Treasurer,** and Immediate **Past**  
103 **President** shall constitute the Executive  
104 Committee and shall have the power to act on all  
105 matters between meetings of the Board of Trustees,  
106 except those financially obligating The Society, or  
107 disbursing unapproved funds.

108 8.2 Expenditures or financial obligations may  
109 be made by the Executive Committee between the  
110 regular meetings of the Board of Trustees only by  
111 acquiring written approval of the majority of the  
112 Board of Trustees.

## 113 9. COMMITTEES

114 9.1 There shall be two classes of committees,  
115 Standing and Special.

116 9.2 The **President** shall appoint the chairmen  
117 for each of the Standing Committees, and they  
118 shall serve at his pleasure.

119 9.3 Additional members of the Standing  
120 Committees shall be selected by the  
121 **Administrative Vice-President** with the advice  
122 and counsel of the **President**.

123 9.4 There shall be no statutory limits to the  
124 term lengths of Standing Committee members.

125 9.5 Special Committee chairmen and  
126 members shall be appointed by the **President**.  
127 They shall serve at his pleasure, or until their  
128 objective is reached and/or a report is submitted  
129 and accepted. At this point the Special Committee  
130 is automatically dissolved.

131 9.6 All Committee records, materials, reports,  
132 and electronic data shall remain the property of  
133 The Society, and shall be surrendered to the Board  
134 of Trustees upon completion of the objectives  
135 and/or the dissolution of the Committee.

136 9.7 In the event that the material/s or  
137 information contained therein is obtained at the  
138 private expense of the Committee or its members,  
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the material/s may be retained by the supplier/s, but  
the information remains the property of The  
Society and a complete copy shall be furnished to  
The Society upon its request at its expense.

## 10. MEMBERSHIP

10.1 Membership in The Society shall be  
open to all persons regardless of race, creed, or  
place of residence.

10.2 There shall be four classes of  
membership:

1. Regular
2. Commercial/Institutional
3. Life
4. Honorary

10.3 The Board of Trustees shall establish the  
dues schedule and may establish membership  
subclasses.

## 11. VOTING RIGHTS

11.1 The privilege of voice and vote shall be  
reserved to members in good standing.

11.2 Each membership in any class, either  
single or joint, being in good standing, shall be  
eligible to cast one vote either by ballot or proxy  
on all matters coming before the general  
membership.

11.3 In order to maintain "good standing"  
status as a member, the dues of the membership  
shall not be in arrears more than six months after  
the start of the fiscal year.

## 12. FISCAL YEAR

12.1 The financial functions of The Society  
shall be conducted on a fiscal year basis. The year  
shall begin on the first day of April and end on the  
last day in March.

## 13. FINANCIAL DISTRIBUTIONS

13.1 No part of the net income of The Society  
shall inure to the benefit of, or be distributable to  
its members, Board of Trustees, officers or other  
private parties; except that The Society shall be  
authorized to pay reasonable compensation for  
services rendered and make payments and  
distributions in furtherance of the purposes set  
forth in Article One hereof.

13.2 Except as specified in Article Sixteen of  
these bylaws, The Society shall not participate or  
intervene in propagandizing, political campaigns

141 for public office, or exerting influence on  
142 legislation, or provide financial assistance for any  
143 group or institution engaged in the above.  
144

145 **14. CHAPTERS**

146 14.1 Upon a written request of five or more  
147 persons, one or more being a member in good  
148 standing, a Chapter may be authorized by the  
149 Board of Trustees.

150 14.2 The Chapter may be organized on a  
151 geographical, occupational, or specialty basis and  
152 the petitioners must include a Chapter Title in the  
153 petition.

154 14.3 Any authorized Chapter must operate  
155 under the provisions set forth in Articles One,  
156 Thirteen, and Fourteen herein.

157 14.5 An annual report and a current list of  
158 Chapter Officers and members shall be forwarded  
159 to the Society **Secretary** and **Editor** at the end of  
160 each calendar year.

161 14.6 The Board of Trustees of The Society  
162 shall have the power to establish additional  
163 requirements, or amend existing requirements for  
164 the continuance of Chapter status. All such  
165 amendments and/or additions shall be applicable to  
166 all authorized Chapters.  
167

168 **15. AMENDMENTS**

169 15.1 Additions to, alterations, or elimination  
170 of any of The Articles contained herein may be  
171 made only by an affirmative written ballot or proxy  
172 cast by a simple majority of members in good  
173 standing returning the amendment ballot. All  
174 members in good standing must be notified in  
175 writing of the proposed amendments and allowed  
176 not less than sixty days to respond.

177 15.2 In the event any article/s or parts thereof  
178 contained herein is/are declared illegal by a lawful  
179 authority, the said illegal proviso shall be  
180 considered as severed from the document. All

remaining parts shall continue in force unless  
altered or eliminated as stated in Article 15.1.

**16. DISSOLUTION**

16.1 Upon dissolution of The Society, the  
Board of Trustees shall, after paying or making  
provisions for payment of all liabilities of the  
corporation, dispose of all assets of the corporation  
exclusively for the purposes of the corporation in  
such manner, or to such organization or  
organizations operating exclusively for educational  
or scientific purposes who shall at the time qualify  
as an exempt organization/s 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 Board of  
Trustees shall determine. Any such 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 located, exclusively for  
such purposes or to such organization/s, as such  
court shall determine, which are organized and  
operated for such purposes.

**17. PARLIAMENTARY PROCEDURE**

17.1 Unless otherwise specifically stated in  
these bylaws, all meetings and functions shall be  
governed by parliamentary procedure as set down  
under the title *Robert's Rules of Order*.

*Holly Society Bylaw Revision /Mark 2 final*  
04/12/97... Promulgated and reviewed by C. Anderson, Pres;  
B. Bauers, V. Morell, and C. Richardson, Chairman. Containing  
and combined with revisions submitted by the Trustees and  
approved at the Meeting of the Trustees, June 1997.