

# POLICIES OF THE BOARD OF TRUSTEES

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# POLICIES OF THE BOARD OF TRUSTEES

## 1 Definition of policies

### 1.1 Scope

This publication of the Policies of the Board of Trustees covers in detail items related to the administration of the Society not specifically spelled out in the Articles of Incorporation or Bylaws. These policies have been put into effect by specific board action or traditionally adhered to by mutual consent and practice.

### 1.2 Terminology

The term “Board of Trustees” used herein refers to the nine trustees, the elected officers, and the immediate past president of the Holly Society of America, Inc. (Ref. Bylaws: Article 5.1).

### 1.3 Procedure for update of policies

1.3.1 By the Board of Trustees’ Interim Meeting each year, the Secretary, with the guidance of the Chairman of the Bylaws and Policies Committee, shall arrange to update the Policies of the Board to include all changes or additions approved by the Board during the previous year. All approved motions of the Board that affect the Policies of the Board shall be effective at the time of approval or as specified in the motion. All Policies of the Board shall be in conformance to, and not in contravention of, the Statutes of the State of New Jersey governing the conduct of not-for-profit corporations chartered by said State, the articles of incorporation of such corporations, or the constitution or bylaws of said corporations, and in specific conformance with exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954.

1.3.2 Up-to-date copies of the Policies of the Board shall be maintained in the respective files of the Treasurer and the Secretary of the Society, and copies of said policies (or a list of its revisions) shall be sent to each chapter secretary or chapter president each year that revisions are made.

## 2 Fiscal and membership years and dues

### 2.1 Fiscal and membership years

2.1.1 The fiscal year of the Society shall begin on April 1 of each year and shall end on March 31 of the following year (Ref. Bylaws: Article 12.1).

2.1.2 Dues for all classes of membership in the Society shall be by a calendar year period beginning January 1 of each year and extending to the next following December 31 for the year for which the dues are paid.

2.1.3 Dues renewals will be handled as follows:

- a. By January 15, the Secretary will send out a first billing indicating that this is a renewal notice for the current calendar year and the cost of renewal.
- b. In March, the secretary will send out a second billing to those who have not yet renewed indicating that this is a second renewal notice and the cost of renewal. We will advise them that if we do not receive their dues by April 30, their membership will lapse and we will no longer send our *Journals* to them. If they send in their renewal dues after April 30, we will renew their membership and send them any *Journals* they may not have received that year.
- c. At the beginning of May, the Secretary will send to the Chapter and Membership Committee Chairperson a list of the members who have not renewed their

membership. The Committee will contact these people by letter, telephone, or other appropriate manner requesting them to reconsider their membership. Payment of dues will return them to members in good standing. If dues are received before the end of the year, they will receive any Journals they did not receive that year.

## 2.2 Membership classes, dues, and benefits

2.2.1 The Board of Trustees shall annually review the dues for all classes of membership.

2.2.2 All dues are deductible for income tax purposes to the full extent of the law as defined in applicable provisions of the IRS code.

2.2.3 New members.

2.2.3.1 New members shall receive the following with a welcoming letter:

a. A copy of the Bylaws.

b. A note saying that our membership year runs from January 1 through December 31 and during the course of that year they will normally receive four Journals and a notice inviting them to participate in our annual meeting.

c. The date of our next annual meeting.

d. The latest edition of the *Journal*.

e. A note to refer to the enclosed *Journal* for listings of local chapters. Provide the name and address of the local chapter president when the member is within a chapter geographical area.

f. A note highlighting the availability of a holly source list.

g. A publication brochure.

h. A copy of "Tips on Choosing, Planting and Caring for Your Holly."

i. A copy of "Hollies - Versatile Beauty for the Landscape."

j. Other material deemed appropriate by the Board.

2.2.3.2 If someone joins after October first that person will receive the remainder of the calendar year free, including HSA *Journals*, and their dues will be credited toward the next year's dues.

2.2.4 All memberships in good standing entitle the holders thereof to only one vote in meetings or elections of the Society.

2.2.5 The Board will establish the privileges of and annual dues for each of the following classes and sub-classes of membership:

2.2.5.1 Regular Standard Membership (Individual or Joint) -

a. Benefits: All copies of the *Holly Society Journal* issued during the membership year, and such other benefits as the Board of Trustees may direct.

b. Member's discounts on books.

c. Dues: \$25.00 annually.

d. Upon the death of a Regular Standard, Sustaining, or Sponsoring member, membership privileges will accrue to the spouse for the duration of the membership.

2.2.5.2 Regular Sustaining Membership -

a. Benefits: The same as a Regular Standard Membership. It involves the payment of an additional stipend as determined by the Board of Trustees. Sustaining Members are indicated as such in any listing of the membership.

b. Dues: \$50.00 annually.

- 2.2.5.3 Regular Sponsoring Membership -
  - a. Benefits: The same as a Regular Sustaining Membership except the additional stipend is larger. Sponsoring members are indicated as such in any listing of the membership.
  - b. Dues: \$100.00 annually.
- 2.2.5.4 Regular Life Membership -
  - a. Benefits: Same as Regular Standard Membership.
  - b. Dues: \$500.00. Upon a single payment, the name of such member shall be carried upon the membership rolls of the Society for the lifetime of said Life Member. Life Membership shall be issued in the name of one person only and shall be terminated by the death of the person in whose name the Life Membership is issued.
  - c. Life Membership dues shall be placed in a separate fund and invested. The income earned by the fund shall annually be transferred to the General Fund. When a Regular Life Member dies, the principal of that membership shall remain in the Life Membership Fund.
- 2.2.5.5 Commercial/Institutional Standard Membership -
  - a. Benefits: Same as Regular Standard Membership plus separate listing in membership roster, annual listing in *HSA Journal*, discount (25 percent) from current rates for advertising in *HSA Journal*. They may receive a listing on the HSA web site as a place to see holly (Arboreta), source of information (Library), or a holly source (Nursery) with a link to their web site, if feasible, and a free copy of any new HSA Bulletin that may be published during the year of membership.
  - b. Dues: \$50.00 annually.
- 2.2.5.6 Commercial/Institutional Sustaining Membership -
  - a. Benefits: Same as Commercial/Institutional Standard Membership. It involves an additional stipend as determined by the Board of Trustees.
  - b. Dues: \$100.00 annually.
- 2.2.5.7 Honorary Membership -
  - a. Benefits: Same as Regular Standard Membership.
  - b. Dues: none.
  - c. Honorary Membership may be granted to any individual deemed qualified by a majority of the Board of Trustees for the life of the Grantee, or until such time as the membership shall be terminated for reasons considered sufficient by a two-thirds vote of the Board.

### 2.3 Overseas airmail delivery of *Journal*

Special arrangements can be made for overseas airmail delivery of the *Journal* by paying a yearly fee in addition to dues. The fee varies according to destination and shall be set yearly by the Secretary so that all additional costs to the Society which arise from this service are covered.

## 3 Organization

### 3.1 Chapters

Article 14 of the Bylaws covers the definition of a chapter of the Society, the method of formation of a chapter, the obligations of chapters, and the limitation of chapter powers. The following policies with regard to chapters have been adopted by the board:

#### 3.1.1 Names of chapters.

The Board will approve a title for a proposed chapter which does not conflict with the title of an already existing chapter.

3.1.2 Consult existing chapters.

The Secretary shall immediately inform the chapter president and secretary if members of an existing chapter desire to form a new chapter. No action will be taken until the comments from the officers of the affected chapter have been received and evaluated by the Board. The affected chapter must mail any comments to the President of the Society within sixty days after being notified by the Secretary. Decisions of the Board, with regard to names of chapters and approval of charters, are final and binding.

3.1.3 Limitations on privileges of chapter associates and guests who are not members of the Holly Society of America.

3.1.3.1 Chapter officers must be members of the Holly Society of America.

3.1.3.2 In accordance with the educational nature of the Society and its stated purposes of encouraging culture and increasing understanding and interest in hollies, the Board makes the following recommendations to the chapters:

3.1.3.2.1 Activities of the chapters such as programs, shows, tours, study groups, etc. may be available to associates and guests.

3.1.3.2.2 Chapters may, at their discretion, send meeting notices and other local publications to associates and guests.

3.1.3.2.3 When chapters sponsor meetings of the Society, such events may be open to associates and guests, provided required fees are paid.

3.1.3.2.4 Individuals or organizations provided with these services or courtesies are not to be considered Holly Society of America members. It is the intention of the Board that the involvement of associates and guests in our activities will motivate and stimulate them to seek full active membership in the Society.

3.1.4 Chapter Newsletter Distribution.

The Board requests that each chapter include the Society's President, Secretary, and Journal Editor in its current mailing lists.

## 4 Officers

### 4.1 Officer expenses

4.1.1 For the purposes of this section, the officers consist of the President, the Immediate Past President, the Executive Vice-President, the Administrative Vice-President, the Treasurer, and the Secretary.

4.1.2 The Secretary and Treasurer are expected to attend the Annual Meeting of the Society and Meetings of the Board of Trustees. Reimbursable expenses associated with these meetings are as follows:

4.1.2.1 Travel for the meetings above, tourist class airfare at cost, or auto mileage up to 2,000 miles round trip at the rate approved by the IRS for charitable contributions of automobile use. Airplane reservations should be made at least twenty one days in advance.

4.1.2.2 Lodging, meals, and incidentals for overnight stays at the meeting—actual cost for the length of the activity only.

4.1.3 Other expenses appropriate to the official duties of all the officers in 4.1.1 such as long-distant telephone calls, postage, copying, etc. are considered reimbursable at actual cost.

- 4.1.4 Documentation for reimbursement must be submitted to the Treasurer in the detail required and when possible within the fiscal year that the expense is incurred.
- 4.2 Elected officers as a group (Ref. Bylaws: Article 4)
  - 4.2.1 Are the President, Executive Vice-President, Administrative Vice-President, the Secretary, and the Treasurer.
  - 4.2.2 They may only perform duties and acts permitted by the New Jersey Statutes pertaining to corporate officers and directors and not-for-profit corporations, and the Society's articles of incorporation and its bylaws and policies.
- 4.3 President (Ref. Bylaws: Articles 5.2, 5.5, 6.1, 8.1, 9.2, 9.5)
  - 4.3.1 Presides at all meetings of the Society, the Board of Trustees, and the Executive Committee and shall have general and active management of all business of the Society.
  - 4.3.2 May call special meetings of the Board upon the written request of a majority of the trustees.
  - 4.3.3 See that all orders of the Board of Trustees are carried into effect.
  - 4.3.4 Affix the seal as directed by the Board of Trustees.
  - 4.3.5 Shall have the general powers usually vested in the office of President of a corporation.
  - 4.3.6 Appoints the chairmen of all committees.
  - 4.3.7 When a vacancy occurs, appoints with the approval of the Executive Committee an interim officer, trustee, or agent to perform the duties until the next election or Board of Trustees Meeting, whichever comes first.
  - 4.3.8 Appoints with the approval of the Executive Committee the International Registrar for the genus *Ilex*. This should be done in consultation with the Taxonomy Committee.
  - 4.3.9 Furthers all of the objectives of the Society.
  - 4.3.10 Makes himself/herself available to chapters seeking his/her leadership or participation in meetings.
  - 4.3.11 Presents an annual accounting of the state of the Society to the membership at each annual business meeting of the Society.
  - 4.3.12 Reports to each Board of Trustees Meeting activity of the Executive Committee in the interim since the preceding board meeting and requests confirmation.
- 4.4 Executive Vice-President (Ref. Bylaws: Articles 6.2, 7.2)
  - 4.4.1 Performs the duties and exercises the power of the President in his absence or if the President is unable/unwilling to perform the duties of office.
  - 4.4.2 Has the final responsibility for arranging, coordinating, and developing programs, including all ancillary details for all trustee meetings and the annual meeting, but may delegate the responsibility for the development of meeting details to members or chapters located in the meeting area.
  - 4.4.3 Recommends annual meeting sites five years in advance.
  - 4.4.4 Selects individuals or chapters to plan an annual meeting at least three years in advance.
  - 4.4.5 Provides a copy of the Annual Meeting Guidelines to whomever is in charge of the meeting as soon as they are designated.
  - 4.4.6 Reports the planning of annual meetings to the Board of Trustees at their semi-annual meetings and relates Board comments back to the meeting planners. All contracts must be approved by the Treasurer.
  - 4.4.7 Provides a written report on the status of future annual meetings to his successor.

- 4.5 Administrative Vice-President (Ref. Bylaws: Article 6.3)
  - 4.5.1 Performs the duties and exercises the powers of the President in his and the Executive Vice-President's absence or if the President and the Executive Vice-President are unable/unwilling to perform the duties of office.
  - 4.5.2 Has responsibility for the oversight and general administration of the activities of all committees.
  - 4.5.3 Provides guidance, support, coordination, and monitors the quality of performance of all committees.
  - 4.5.4 Requests a progress report from each committee chairperson in advance of midyear and annual Board meetings and reports to the Board on committee activities and needs. Provides copies of progress reports to the Secretary and Editor.
  - 4.5.5 Prior to the midyear Board meeting, requests from each committee chairperson his committee expense needs for the coming year for approval and inclusion in the Society's budget.
  - 4.5.6 Advises committee chairpersons on Board deliberations concerning committee activities and budget.
  - 4.5.7 When requested, makes recommendations to the President on committee chairmanships.
  - 4.5.8 Recommends personnel for appointment to committees.
- 4.6 Treasurer (Ref. Bylaws: Articles 6.6, 6.7, 6.8, 6.9, 6.10)
  - 4.6.1 Has custody of the corporate funds and securities. Is responsible for the receipt and safeguarding of all revenue and the payment of all valid obligations of the Society.
  - 4.6.2 Is responsible for all routine accounting functions and keeps accurate and current records.
  - 4.6.3 Is responsible for depositing all funds received by the Society into institutions approved by the Board of Trustees. These monies are added to the Society accounts. Prepares checks for deposit and deposits within three weeks of receiving same.
  - 4.6.4 Disburses funds only on the direction of the Board of Trustees and upon the receipt of the proper vouchers and/or invoices. Signs all checks.
  - 4.6.5 Funds not required for day to day operations of contingencies are invested in interest bearing instruments or institutions selected by the Investment Committee.
  - 4.6.6 Receives invoices for all operating expenses forwarded by members responsible for transacting business along with proper authorization and explanation. These invoices are then paid and recorded.
  - 4.6.7 Provides an accounting of all transactions for each semi-annual meeting of the Board of Trustees or upon their request.
  - 4.6.8 At the beginning of each fiscal year, drafts and presents a budget to the Board of Trustees, along with appropriate summaries and analyses, to enable the Board to make their budget decisions. Implements the adopted yearly budget during the subsequent fiscal year.
  - 4.6.9 Assures that all Annual Meeting related bills are paid, including speakers' honoraria.
  - 4.6.10 Prepares and files the annual report required by the IRS to maintain the Society's group exemption under Section 501(c)(3) of the IRS code.
  - 4.6.11 Keeps in force in adequate amounts the fidelity bonds specified by the Board for various members of the Society.
  - 4.6.12 Responsible for the negotiation, preparation, and execution of all Society contracts.
  - 4.6.13 Provides information requested by the auditor for annual review of the Society's financial statements.

- 4.6.14 Is a member of the Executive Committee and attends all Board and Executive Committee meetings and prepares and presents financial reports as needed or as requested by them.
- 4.6.15 The Treasurer shall receive an honorarium for services rendered. The amount shall be reviewed biennially by the Board of Trustees (Ref. Bylaws: Article 13.1).
- 4.7 Secretary (Ref. Bylaws: Articles 5.5, 6.4, 6.5)
  - 4.7.1 Attends all meetings of the Board of Trustees and general membership and records the minutes of Board meetings. Within sixty days after a Board meeting, sends a draft of the minutes to the President for his/her review. After receiving the President's comments and, if necessary, discussion of the comments with the president, prepares the minutes for distribution, and promptly mails them to each officer and member of the Board of Trustees. Upon approval with any corrections by the Trustees at their next meeting, makes any corrections and sends the final minutes to each officer and the Editor for their records. A copy shall be sent to a Trustee upon request. Prepares minutes of the General Membership Meeting for reading at the next General Membership Meeting.
  - 4.7.2 Is responsible for the general correspondence of the Society.
  - 4.7.3 Keeps the official membership roll and calls the roll where it is required.
  - 4.7.4 Furnishes committees and chapters with whatever documents are required for the performance of their duties and to have on hand at each meeting a list of all existing committees and their chairpersons and chapter officers.
  - 4.7.5 Maintains record books in which bylaws, policies, and minutes are entered with any amendments to these documents properly recorded and has the current record book on hand at every meeting.
  - 4.7.6 Sends to all Board members written notices of each meeting, stating time and place of the meeting, at least 30 days prior to the meeting.
  - 4.7.7 In consultation with the President, prepares an agenda for the Board meeting and mails copies to all Board members not less than two weeks prior to the meeting.
  - 4.7.8 Sends a ballot, listing all Trustee and Officer nominees, to each member in August of each year. Ballots shall be returned to the secretary prior to the annual meeting. The Secretary counts the ballots and certifies the election of all candidates receiving an affirmative vote of a simple majority of the votes cast by ballot or proxy (Ref. Bylaws: Articles 4.2, 5.2)
  - 4.7.9 Serves on the Executive Committee of the Board (Ref. Bylaws: Article 8.1).
  - 4.7.10 Processes membership renewals and new memberships within two weeks of receipt.
  - 4.7.11 Processes publication sales within two weeks of receipt.
  - 4.7.12 Prepares checks for deposit and deposits within three weeks of receiving same. Reports this to the Treasurer in a monthly statement.
  - 4.7.13 Mails *Journals* to members.
  - 4.7.14 For the annual meeting, assists in preparation of the budget, including menus, field trip, registration, etc.; gathers necessary information for preparing the program packet; mails the program packet at least two months prior to the meeting; receives monies pertaining to various aspects of the meeting and gives these monies to the treasurer; and handles other miscellaneous aspects of the annual meeting, i.e., materials for the registration table, name tags, auction numbers, participant lists, etc.
  - 4.7.15 Maintains and stores supplies and keeps an inventory of same.
  - 4.7.16 The Secretary shall receive an honorarium. The amount shall be reviewed biennially by the Board of Trustees. (Ref. Bylaws: Article 13.1)

## 5 Board of Trustees as a whole

### 5.1 Trustee powers

The Trustees shall have full power to lease, purchase, mortgage, or convey real and personal property without limit as to extent or location; to enter into, make, perform and carry out contracts of every kind for any lawful purpose with any person, firm, association or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for the purpose of carrying out any of the objects of this corporation, and to secure the same by mortgage, deed, trust, or otherwise (Ref. Articles of Incorporation: Article 6).

### 5.2 Membership

Membership consists of the Officers, Trustees, and the Immediate Past President of the Society (Ref. Bylaws: Article 5.1).

### 5.3 Immediate Past President

Is a full voting member of the Board, the Executive Committee, and lends talents and experience to the Officers and Trustees at Board Meetings and may serve on committees.

### 5.4 Meetings (Ref. Bylaws: Articles 5.4, 5.5, 5.6)

5.4.1 The Board shall meet two times each calendar year. Written notice of each meeting is sent to Board Members at least 30 days prior to the meeting by the Secretary. The agenda shall be sent well in advance of the meeting date—two weeks at the minimum.

5.4.2 Special meetings may be called by the President or the Secretary upon the written request of a majority of the Trustees.

### 5.5 Quorum

The presence of a simple majority shall constitute a quorum for the transaction of business (Ref. Bylaws: Article 5.7).

### 5.6 Parliamentary procedure

All meetings shall be conducted in accordance with *Robert's Rules of Order* (Ref. Bylaws: Article 17.1).

### 5.7 Appointment of agents (Ref. Bylaws: Articles 4.5, 4.6)

5.7.1 The Board may appoint agents as it deems necessary.

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

### 5.8 Compensation for services (Ref. Bylaws: Article 13.1)

5.8.1 The Society is authorized to pay reasonable compensation for services rendered.

5.8.2 The Auditor, Editor, Secretary, Treasurer, and Computer Specialist shall receive honoraria for their services. Salaries shall be set by the Board and reviewed by them biennially. *honoraria*

5.8.3 Annual Meeting speakers shall receive honoraria. Honoraria shall be set by the Board and reviewed by them annually.

## 6 Elections

### 6.1 Limit on number of terms of office (Ref. Bylaws: Articles 4.3, 4.4, 5.3)

With the exception of the Secretary and Treasurer, no officer may serve consecutive terms. A Trustee may not be reelected or re-appointed as a Trustee until a period of one year has elapsed.

### 6.2 Duration and commencement of terms

6.2.1 Officers: two years beginning at adjournment of Annual Meeting at which they were elected. (Ref. Bylaws: Article 4.3).

6.2.2 Trustees: three years beginning at adjournment of Annual Meeting at which they were elected. (Ref. Bylaws: Article 5.3).

- 6.3 The election process (Ref. Bylaws: Articles 4.2, 5.2)
  - 6.3.1 The President, immediately following assumption of office, shall appoint a Nominating Committee chaired by the Immediate Past President (if that is as the President wishes) and two other members.
  - 6.3.2 The Nominating Committee selects, obtains consent of candidates, and presents its report to the Board at the next mid-year Board Meeting. One or more candidates shall be proposed for each office or trustee.
  - 6.3.3 The Secretary sends a ballot, listing all nominees, to each member with their Annual Meeting notice. Ballots shall be returned to the Secretary prior to the Annual Meeting and any ballots received after that date shall not be counted.
  - 6.3.4 Election shall require an affirmative vote of a simple majority of the votes cast by ballot or proxy (Ref. Bylaws: Articles 4.2, 5.2).
  - 6.3.5 Certification of ballots
    - 6.3.5.1 The ballots are counted by the Secretary and Nominating Committee.
    - 6.3.5.2 In the event of a tie, a plurality of the Board of Trustees as a group decides the winner.
  - 6.3.6 The chairman of the Nominating Committee announces the results of the election at the annual meeting of the membership and introduces their new trustees and officers.

## 7 Agents (Ref. Bylaws: Articles 4.5, 4.6)

### 7.1 Editor

- 7.1.1 The Editor is chairperson of the Editorial Committee of the Society. The Editor shall publish the names and biographies of newly elected officers and trustees. Biographies may be omitted if they appeared in the Journal for a prior position.
- 7.1.2 This person is Editor of all publications for the Society whose principal responsibility shall be the timely issuance of the quarterly *Holly Society Journal*.
- 7.1.3 The Editor shall edit all Society publications and publish good quality publications in such a manner and such a place as seems most efficient and economical for the Society. The Editor shall endeavor to prepare each issue of the Journal in a timely manner for mailing by the Secretary and shall solicit material for publication which will be of interest to the members of the Society and to the academic and scientific community which will add to the general knowledge of the genus *Ilex*. The Editor is expected to attend all meetings of the Board of Trustees and the annual meeting.
- 7.1.4 The Editor shall include in each issue of the quarterly *Journal* of the Society a listing of all Society publications on hand for sale or distribution and the sale-cost per copy.
- 7.1.5 The Editor shall establish (in cooperation with the President) a jury of technical reviewers, and shall have proposed articles about plants and their culture reviewed for technical accuracy before acceptance for publication.
- 7.1.6 The Editor shall publish the names and biographies of newly elected officers and trustees. Biographies may be omitted if they appeared in the Journal for a prior position. The Editor shall receive copies of all newsletters and annual reports sent by the chapters.
- 7.1.7 The Editor shall receive copies of all newsletters and annual reports sent by the chapters. The Editor may receive additional compensation when publications other than the J are requested.
- 7.1.8 The Editor may receive additional compensation when publications other than the *Journal* are requested. The Editor shall be reimbursed for travel and other expenses as stated for the Secretary and Treasurer in 4.1.2, 4.1.2.1, 4.1.2.2, 4.1.3, and 4.1.4.

- 7.1.9 The Editor shall be reimbursed for travel and other expenses as stated for the Secretary and Treasurer in 4.1.2, 4.1.2.1, 4.1.2.2, 4.1.3, and 4.1.4.
- 7.2 Computer Specialist.
  - 7.2.1 Disaster recovery plan
    - 7.2.1.1 Design, document, implement, and maintain
    - 7.2.1.2 Oversee and train those designated by the Board in its use and compliance
  - 7.2.2 Maintain computer records
    - 7.2.2.1 Support current record keeping system written in Paradox (WordPerfect's database software)
      - 7.2.2.1.1 Train Secretary in its use
      - 7.2.2.1.2 Make changes where feasible
        - a. To support Board requests for information
        - b. That the Secretary requests to support and/or simplify her work
        - c. One shot reports as requested by the Board or Secretary
      - 7.2.2.1.3 Continue developing system so that more information is more readily available, it is more flexible and easy to use, and it is hardware and software independent
        - a. Design, write the programming code for, document, and implement enhancements
        - b. Maintain enhancements, keeping entire system in sync with current technology
        - c. Train those designated by the Board in its use
        - d. Add to or update system to comply with Board requests
      - 7.2.2.1.4 Individuals or organizations provided with these services or courtesies are not to be considered Holly Society of America members. It is the intention of the Board that the involvement of associates and guests in our activities will motivate and stimulate them to seek full active membership in the Society
  - 7.2.3 Web site
    - 7.2.3.1 Design, write the programming code for, document, and implement the site
    - 7.2.3.2 Maintain it
      - 7.2.3.2.1 Make sure annual fees are paid in a timely fashion
      - 7.2.3.2.2 Keep it in sync with current technology
    - 7.2.3.3 Add to or update it with information provided by the Board, committee chairs, local chapters, and individual authors (in essence, serving as its editor)
  - 7.2.4 Document maintenance - keep the following up to date
    - 7.2.4.1 *Ilex* Cultivar Registration List
    - 7.2.4.2 Holly Source List
    - 7.2.4.3 Journal Index
    - 7.2.4.4 Other HSA support or operating documents as requested by Board or Secretary
  - 7.2.5 Miscellaneous
    - 7.2.5.1 Typesetting or copy preparation
      - 7.2.5.1.1 Stationary
      - 7.2.5.1.2 Brochures
      - 7.2.5.1.3 Forms

- 7.2.5.1.4 Annual Meeting notice
- 7.2.5.1.5 Special items as requested by the Board
- 7.2.5.2 Prepare annual meeting expense spreadsheet and report

## 8 Monetary investment policy

- 8.1 The chairman of the Investment Committee is the Fund Manager. The Fund Manager, so directed or vested with the authority by the Trustees to deposit or safeguard the long term investments of the Holly Society of America, shall manage the said funds in such manner as to maintain the minimum cash balance on hand required by the Treasurer to meet the approved day to day operating expenses of the Society.
- 8.2 All funds in excess of those required to meet the day to day costs of Society operations, including those monies assigned to designated funds, shall be invested in such manner that will assure the highest return to the Society commensurate with the lowest possible risk.
- 8.3 To achieve this fiduciary responsibility, the Fund Manager shall not invest any funds in equities such as common or preferred stocks, or mutual funds based upon or investing in similar equities. Neither shall the Fund Manager purchase options of any sort, sell short, invest in commodities, precious metals or currency by either direct purchase or through the acquisition of shares in mutual funds engaged in such practices.
- 8.4 Where possible and to the extent available, day to day funds shall be deposited by the Treasurer in interest bearing accounts maintained by banking institutions protected by the coverage provided by The Federal Deposit Insurance Corporation. No deposit in any single bank account shall exceed the maximum amount covered by the said deposit insurance.
- 8.5 When, and if, the day to day accounts exceed the amount required to meet the expected demands, as estimated by the Treasurer and the Fund Manager, all excess funds shall be invested in a money market trust fund, operated by the brokerage house of Merrill Lynch, Pierce, Fenner & Smith Inc. or a reputable brokerage house who is a member of the New York Exchange. The utilized trust fund shall not impose charges for deposits or withdrawals and permit withdrawals in any amount upon demand.
- 8.6 When, in the opinion of the Fund Manager, the amounts invested in money market trust funds exceed the amount required to meet large expense items such as special publications or other similar unusual expenditures, said excess funds shall be invested in financial instruments such as bonds, certificates of deposit, or United States Treasury obligations or other instruments guaranteed or backed by the full faith and credit of the Federal Government of the United States. No additional securities issued by private institutions shall be purchased. No securities issued by state, municipal or foreign governments or agents or subsidiaries thereof shall be purchased. Certificates of deposit in banking or savings institution may be purchased provided the said institution maintains full and complete FDIC or FLSLIC insurance against loss resulting from the failure or diminution in value of the assets of the borrowing institution.
- 8.7 All monies assigned to designated funds including but not limited to the Research Trust Fund, the Wolf Memorial Trust Fund and the Life Membership Trust Fund shall be invested in securities as indicated above. Discount brokerage houses and/or commercial banks shall not be employed in the acquisition or sale of securities with the exception as stated above.
- 8.8 No securities, trust fund shares, or other investment instruments shall be pledged as securities for loans of any type.
- 8.9 The fiduciary responsibility for the execution of this policy shall rest completely and totally upon the Fund Manager and the delegation of these duties is prohibited.

8.10 At each Board meeting, the Fund Manager shall deliver a report to the Trustees, in writing, indicating the amount, location, and identity of all of the investments of the Society.

## 9 Executive Committee

As described in Bylaws Article 8. The President serves a chairperson of this committee.

## 10 Committees of the Society

10.0 Policies applicable to all committees, except the Executive Committee.

10.0.1 The President appoints the committee chairmen who serve at his pleasure (Ref. Bylaws: Article 9.2). Additional members shall be selected by the Administrative Vice-President (Ref. Bylaws: Article 9.3) who may delegate to the chairperson the appointment of the remaining committee members.

10.0.2 Committees function as described in Bylaws Article 9.

10.0.3 The Administrative Vice-President is responsible for the activities of committees (Ref. Bylaws: Article 6.3) and each committee shall submit a report to him/her prior to each regular Board meeting. Reports shall include activities in progress, policies proposed, matters reviewed, tasks completed, and recommendations for furthering the committee's purposes.

10.0.4 Policies proposed by committees must be approved by the Board.

10.0.5 Minutes, policies, and important correspondence must be maintained for the guidance of successor committees.

10.0.6 The budget for each committee's activities shall be submitted to the Administrative Vice-President annually and prior to the Board's mid-year meeting.

10.0.7 Committee chairmen are encouraged and expected to attend meetings and other activities of the Society. The purpose of such attendance is to glean ideas from members and leaders at all levels regarding their committee responsibilities, meet potential committee members, and to personally communicate with the Board. Expenses associated with the committee chairmen's activities are considered by the Society to be contributions within the limitations of the IRS codes and regulations. The Society, because of fiscal constraints, is only able to reimburse the chairmen for expenses appropriate to the duties of the chairmen such as long distance telephone calls, postage, copying, etc.

### 10.1 Advertising Committee

This committee is responsible for securing advertisements for the *Journal*. With the approval of the Board of Trustees, it establishes the size and cost of advertisements to appear in quarterly issues of the *Journal*. It approves the content and design of each advertisement. It obtains advertisements that are in keeping with the objectives of the Society. Coordination: Treasurer and Editorial Committee.

### 10.2 Arboretum Committee

This committee is responsible for the relationships of the Society with all arboreta and botanical gardens and related organizations. It encourages arboreta to install new holly collections or to expand and improve existing collections of *Ilex*. It develops and administers criteria for official HSA arboreta, reviews proposals from arboreta for admission to this status, and recommends to the Trustees acceptance of arboreta meeting the established criteria. It encourages all official HSA arboreta to participate in holly test and evaluation programs. It collects, evaluates, and disseminates information on the status of the holly collections in the official arboreta through correspondence, presentations at meetings, and articles in the *Holly Society Journal*. It maintains the inventory of plants

at the official arboreta. Coordination: Big Tree, Plant Sources, Registration, and Taxonomy Committees.

#### 10.3 Auction Committee

This committee is responsible for conducting the plant and holly related materials auction following the business meeting at the annual meeting. It encourages members to bring auction materials to the annual meeting. Plants should be properly labeled and, if possible, labels should indicate hardiness information. Plants should be free of insects and diseases. It arranges with the meeting organizers for adequate and secure storage of materials prior to the auction. It arranges to have the materials moved from their storage room to the auction room. It provides auctioneers to auction all materials in a lively manner in order to obtain the best price for each item. It may provide for a silent auction and rules pertaining to same. Funds resulting from the auction are collected by the Treasurer with the assistance of the Secretary. These funds help finance Society research and publication activities. Coordination: Annual Meeting organizers and Treasurer.

#### 10.4 Audit Committee

This committee of one is the Auditor who audits the financial records after March 31 of each year and submits his report to the Board at its mid-year meeting. The Treasurer supplies any financial records required for the audit. The Auditor's report may include recommendations on managing funds and the recording of income and expenses. The Auditor determines if the financial statements he/she received presented fairly the financial position of the Society for the fiscal year audited. The Auditor shall receive a honoraria for services rendered (Ref. Bylaws: Articles 13.1). Coordination: Treasurer.

#### 10.5 Awards Committee

This committee is responsible for developing and managing the awards program of the Society. This program is designed to recognize outstanding individual contributions toward attaining the goals of the Society or for new and improved holly cultivars. Its purpose is to encourage everyone interested in holly to intensify and sustain their efforts toward the achievement of these goals. The committee administers existing awards and studies the need for new awards. It examines the achievements and service of people contributing to Society goals and prepares citations for those found deserving of recognition. It presents reward recommendations for consideration by the Executive Committee and approval by the Board of Trustees. It collects biographical and other information on each awardee for use in publicizing awards, and arranges and conducts award presentation ceremonies. It encourages the Chapters to establish award programs. Coordination: Executive, Chapter and Membership, and Publicity Committees.

#### 10.6 Big Tree Committee

This committee is responsible for developing and operating a program to locate, identify, and quantify holly specimens that are superlative in size or outstanding in some other characteristic. It encourages the membership to search for such hollies and provides techniques for accurate measurement. It develops and maintains records of such *Ilex* and arranges for publication of such data. It encourages the preservation of superlative holly trees and cooperates with local agencies in the development of programs and techniques to identify and preserve such hollies. Coordination: Arboretum, Publicity, and Registration Committees.

#### 10.7 Chapter and Membership Committee

This committee is responsible for developing new chapters and operating the Society's membership recruitment program which is designed to provide a continual flow of new members into the Society. It identifies the most effective means to interest potential

members, establishes techniques to improve ease of access to membership, and conducts programs and campaigns designed to meet numerical membership goals of the Society. It conducts surveys of former members to identify ways to improve membership satisfaction and retention. It acts as ombudsman for members desiring redress. It arranges for a focus of personal attention on new members, particularly at annual meetings, that will make them feel welcome and help assure their early participation in all aspects of the Society. Coordination: Editorial and Publicity Committees and Secretary.

#### 10.8 Cutting Exchange Committee

This committee develops and implements systems through which holly plants, cutting material, and seeds are exchanged among Society members. It works with the Arboretum Committee in obtaining cuttings and seeds from arboreta and establishes methods for distributing such material throughout the membership. Plant materials should be free of insects and diseases. It plans and conducts the cutting and seed exchange held at the annual meeting and encourages full participation of the membership in this activity. It develops and tests shipping systems through which holly plants may be safely shipped. It promotes holly plant swapping throughout the membership. Coordination: Arboretum, Plant Sources, and Show Committees.

#### 10.9 Disease and Pest Control Committee

For disease control, this committee is responsible for keeping abreast of work in the field of *Ilex* plant pathology, as well as causes of holly diseases and current recommended treatments. For pest control, it is responsible for keeping abreast of current work on holly pests including insects, and of current recommended techniques for pest suppression or eradication. This committee is responsible for keeping the membership and interested public informed of the latest findings through oral and written communications, presentations at meetings, periodic reports and bulletins, and through articles in the *Holly Society Journal*. It assesses the need for research on holly diseases, pests, or their control, and obtains or prepares proposals for consideration of the Research Committee. It encourages all members to observe and report symptoms of disease and pest damage in hollies and provides sources of information on treatment to members reporting such problems. Coordination: Arboretum and Research Committees.

#### 10.10 Editorial Committee

This committee should include the Editor, who serves as Chairperson. The committee is responsible for all aspects of the publication of the *Holly Society Journal* including form, length, content, and when and what to publish. It also is responsible for all other periodicals and publications of the society. It establishes and applies standards for manuscripts and graphic art, and distributes these requirements to potential contributors. It encourages the membership to contribute to the *Holly Society Journal* and undertakes to maintain a balance of published material in accordance with the interests of all sectors of the membership, including technical information for advanced scholars of holly while also providing information important to novices in the culture and propagation of holly. The *Holly Society Journal*, as official publication of the Society, serves several management functions including elucidating Board policy, providing a mechanism through which the Executive Committee can administer the business of the Society, assisting the Committees in carrying out their responsibilities, and promoting full participation of all members in the affairs of the Society. To assure effective performance of these management functions, the Editor attends all meetings of the Board of Trustees. Coordination: all committees.

#### 10.11 Heritage Committee

This committee is headed by the Society Historian, who serves as Chairperson. It is responsible for collecting and preserving printed and pictorial material related to the Genus *Ilex* and to the heritage of the Society. It encourages all committees and the general membership to identify, collect, and forward such material to the committee. It maintains scrapbooks and folios of such materials, and a log of Society information such as lists of Officers, Trustees, and Chairpersons. It prepares displays of heritage material and provides access to such material to the membership at meetings. Coordination: Publicity Committee.

#### 10.12 Investment Committee

This committee is responsible for, and is custodian of, the long term investments of the Society. It is headed by the Fund Manager who acts as Chairperson. Under the general guidelines provided by the current Monetary Investment Policy, the Investment Committee develops and executes investment strategies designed to maximize yield while minimizing risk to available capital assets; maintains a level of liquidity required by Society program requirements; establishes, operates and monitors brokerage accounts as required; executes trades in Society Securities; makes periodic and special disbursements to the Treasurer as required by current budgets; provides data to the Trustees as required in the preparation of financial and budgetary reports; and keeps the Board of Trustees full informed of changes in market conditions and resultant impacts on Society investment objectives. Coordination: Treasurer and Board of Trustees.

#### 10.13 Nominating Committee

The chairperson of this committee shall appoint the other members of this committee. The functions of this committee are defined in Bylaws Articles 4.2, 4.3, 4.4, 5.2, and 5.3. The committee will present its report at the mid-year meeting of the Board. The approved slate will be placed on a ballot to the membership prior to the next annual meeting. The members may vote for other members of the Society. The results of the ballots cast will be announced by the chairperson at the annual business meeting. He/she will also present new Officers and Trustees to the membership at that time. Their terms commence immediately following the annual meeting (refer to 6.3 The election process).

#### 10.14 Plant Sources Committee

This committee is responsible for the compilation and production of a list of hollies that can be purchased and their sources. The list should be kept current and reissued annually. It is distributed as an HSA publication. Members are encouraged to refer sources to the Chairperson for inclusion. Coordination: Secretary and Registration Committee.

#### 10.15 Publicity Committee

This committee is responsible for the public information program of the Society. It attempts to broaden the public's awareness of the value of holly, and to create and sustain a favorable perception of the Society in the minds of the general public. It develops and nurtures effective relationships with the broadcast and print media and related organizations and utilizes these relationships to promote the dissemination of accurate and timely information about activities of the Society and concerning all aspects of the culture, identification, use, and appreciation of holly. It arranges publicity for recipients of HSA awards and other newsworthy events. It prepares press releases and other material as required. Coordination: Awards, Editorial, Heritage, and Chapter and Membership Committees.

#### 10.16 Registration Committee

This committee is headed by the International Registrar for the Genus *Ilex* who serves as Chairperson. It is delegated the responsibility for managing The International Registration System as it is applied to *Ilex* in accordance with the requirements of the Office of Registrar and applicable professional procedures. It maintains the permanent record of all registrations in the approved manner. It prepares and arranges for publication and distribution of current checklists of registered hollies. It identifies *Ilex* cultivars available in the trade that have not been registered and encourages and assists introducers of such cultivars to complete the registration process. It maintains contact with agencies administering plant patents and trademark names applied to hollies and keeps the membership informed about the limitations applicable to the propagation and sale of such plants. There will be a non-refundable fee established by the Board for all registration applications to provide an honorarium for the Registrar. Coordination: Arboretum, Editorial and Taxonomy Committees.

#### 10.17 Research and Development Committee

This committee is responsible for managing the research programs of the Society. It keeps abreast of current knowledge related to holly and identifies those areas needing additional research. It locates competent researchers in these fields and solicits proposals for the initiation of such research. It reviews proposals and recommends proposed research projects to the Board of Trustees. It monitors ongoing projects for timely progress and adherence to established budgets. It reviews progress reports and prepares recommendations for modification, extension, or cancellation. Coordination: Treasurer, Disease and Pest Control, and Editorial Committees.

#### 10.18 Show Committee

This committee undertakes to increase the appreciation of holly through shows displaying fine examples of insect and disease free holly grown by both amateurs and professionals. It has primary responsibility for the holly sprig show conducted as a program element of each annual meeting, including establishing standards, selecting judges, providing the Annual Meeting Committee with space and facilities criteria, and assisting the Publicity Committee in obtaining local media coverage. It documents the results of judging and provides feedback to participants on how to improve their entries. It presents awards and provides timely information to the Editorial Committee for publication in the *Holly Society Journal*. It is responsible for the preparation and distribution of show literature encouraging the broadest possible participation by the membership. Coordination: Cutting Exchange and Editorial Committees.

#### 10.19 Student Awards Committee

This committee is responsible for conducting the Student Design Scholarship Program. A scholarship is presented to a college student for the best use of hollies in a planting design. The purpose of the award is to stimulate interest and knowledge in the use of hollies by planting design students and their professors. Competition is to be among students in the same college. The Board shall determine the amount of the cash award. This committee shall establish the criteria for entries, contact prospective colleges, provide the judges to select the winning design, and arrange for presentation of awards. Coordination: Editorial and Publicity Committees.

#### 10.20 Taxonomy Committee

This committee is responsible for investigating and resolving taxonomic and nomenclature problems related to the Genus *Ilex*. It identifies existing nomenclatural difficulties existing in the literature, defines the basis for the difficulties, and proposes appropriate solutions.

It undertakes to inform and educate the membership, related trade groups, and the public at large to proper nomenclature as related to hollies. It cooperates with and provides technical assistance to the Registration Committee in assuring the use of proper nomenclature. It assists the Editorial Committee in the development and use of proper terminology in publications of the Society. Coordination: Arboretum, Editorial, and Registration Committees.

#### 10.21 Visual Aids Committee

This committee is responsible for assembling, organizing, maintaining, and loaning slide sets and other material useful in educating the membership and general public about holly. It photographs, or makes arrangements for producing photographs and slides designed to illustrate the distinctive ornamental characteristics of outstanding holly cultivars and the effective use of holly in gardens and landscapes. It encourages members to photograph their holly and make copies available. It prepares slide sets and related text for each. It maintains a list of available sets and arranges for its periodic publication in the *Holly Society Journal* and in bulletin form. Coordination: Editorial and Publicity Committees.