

CONSTITUTION AND BY-LAWS

The Herb Society of America, Baton Rouge Unit, Inc.

ARTICLE I. NAME

The name of the organization shall be: The Baton Rouge Unit of the Herb Society of America, Inc., hereafter referred to as the Unit (HSA-BR).

ARTICLE II. PURPOSE

The Baton Rouge Herb Study Group was founded in 1989. In 1991 the study group became a unit of the national organization, The Herb Society of America, Inc. Our purpose is to further the use and knowledge of herbs and to contribute the results of our members' experiences and research to the community-at-large. The Unit is organized exclusively for horticultural, educational and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III. MEMBERSHIP

1. Any person showing special interest in growing, using or studying herbs may apply for membership in the Unit.
2. There shall be two (2) classifications of members.

a. ACTIVE.

An active member shall support the endeavors of the Unit during the fiscal year. He/She must:

- 1.) Be willing to hold office and/or serve on committee(s).
- 2.) Attend a minimum of three (3) meetings in a calendar year.
- 3.) Participate in the preparation of one major event.
- 4.) Participate on-site in one major event.
- 5.) Help in the planning and /or maintenance of any unit-sponsored herb garden for at least five (5) hours.
- 6.) Pay local unit and The Herb Society of America, Inc. dues.

b. HONORARY

Any individual who, in the opinion of the Executive Committee, has rendered special service to the Unit or contributed substantially to the advancement of its knowledge and use of herbs shall be eligible for honorary membership. Such a special honor shall be conferred at the discretion of the Executive Committee with approval of full membership and shall not exceed five (5) members at any one time. An honorary

member is exempt from dues and shall not be eligible to vote on Unit business agenda items.

3. Application and Maintenance of Membership

- a. An application for membership shall be made on the form furnished by the Unit, print or online. Upon completion, it shall be sent to the Treasurer together with payment of annual dues.
- b. Failure to pay dues renders the membership void unless an extension of time is granted by Executive Committee.
- c. Size of Unit. The size of the Unit membership shall be limited as determined by majority vote at the Unit annual meeting.

ARTICLE IV. DUES

1. Annual Unit dues, recommended by the Executive Committee, shall be set for majority vote of the active members. The Unit dues shall include the assessment of the Herb Society of America, Inc. All active members shall support the endeavors of the Unit through their payment of the annual Unit dues.
2. Annual dues for active members shall be payable by (determined by HSA headquarters) for each year and shall be delinquent (date specified by HSA headquarters). Members who have failed to pay dues shall have their names removed from the membership rolls.

ARTICLE V. OFFICERS AND COMMITTEE CHAIRPERSONS

1. Officers and their election.

- a. The Officers of the Unit shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. Said officers shall also serve as Directors during their term of office and constitute the Executive Committee.
- b. The officers shall be elected by a majority vote of active members and present at the Annual membership meeting held in September of each calendar year.
- c. They shall hold office for one (1) year, or until their successors are elected. Vacancies shall be filled by the Board of Directors for the remaining term of office.
- d. Newly elected officers shall assume office November 1.
- e. Election of Officers
 - 1.) A Nominating Committee, chaired by the immediate past chair including two (2) additional active Unit members appointed by the membership, shall approve a slate of officers for election. The slate of officers shall be presented to the membership by email or mail at least 30 days prior to the Annual Meeting in September.
 - 2.) The election of officers shall take place at the Annual Meeting held in September.
 - 3.) Duties

The officers shall perform the duties traditional to the office to which they have been elected. The Chair shall be the Chair of the Unit Board of Directors.

Chair: The duties of the Chair shall be to preside at the meetings, to manage the business of the Unit subject to the control of the Board of Directors and to appoint Standing Committee Chairs and Project Managers.

Vice-Chair: The duties of the Vice-Chair shall be to preside at meetings when the Chair is absent and serve as the Unit Program Chair with assistance from the Board of Directors.

Secretary: The duties of the Secretary shall be to take minutes, to keep records of all unit and Board of Directors meetings and to present such minutes to the membership.

Treasurer: The duties of the Treasurer shall be to collect and record all moneys received by the Unit, forward all national dues to the Herb Society of America, to make monthly report of receipts and expenditures and to file any and all reports to the Parish, State and Federal Internal Revenue Services.

2. Committees

- a. The Chair shall appoint the following Standing Committee Chairs to serve, with committees, for a period of at least one (1) year: Membership, Ways & Means, Plants & Horticulture, Communications, Archives, Education, Publications, Hospitality, and Publicity.
- b. The Chair shall appoint Project Managers to serve with their committee for special events, fund raisers, symposia and educational programs from conception to implementation. Project Managers will serve as Board members during the duration of their Projects. They will convene their committees and make regular reports to the Executive Committee and Board as needed on the progress of their projects. Each committee shall be discontinued once its purpose is fulfilled.

ARTICLE VI. BOARD OF DIRCTORS

1. The Board of Directors shall consist of the Officers and Standing Committee Chairs, the immediate past Unit Chair becoming automatically a member for the first year after retirement.
2. The Board of Directors shall have full power of authority to manage the affairs of the Unit in the usual course of business. It may fill vacancies in office which occur between regular elections.
3. The Board of Directors shall meet at least four (4) times each year and there shall be at least ten (10) days prior notice of the time and place of such meetings.
4. The Executive Committee of the Board of Directors shall consist of the Officers of the Unit.
 - a. The Executive Committee is empowered to manage the business of the Unit between meetings of the Board of Directors.
 - b. Reports of actions taken by the Executive Committee shall be communicated to all members of the Board of Directors.

5. At a Board of Directors meeting, a quorum shall be a majority of the Board of Directors and must include a majority of the Executive Committee in order to transact any Unit business.
6. The Chair shall preside at all meetings of the Board of Directors, which shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII. MEETINGS

1. Regular Unit business meetings shall be held at least two (2) times a year at the discretion of the Executive Committee.
2. The Annual Meeting of the Unit's members shall be held in September of each calendar year at a time and place designated by the Board of Directors.
3. The Unit membership business meeting held in September shall serve to present the Unit's annual budget, install new members and conduct other business of the Unit including election of officers.
4. A majority of the members registered and attending shall constitute a quorum.
5. Executive Committee meetings shall be held at the call of the Unit Chair.

ARTICLE VIII. RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern the Unit in all cases in which they are consistent with the By-laws of the Unit.

ARTICLE IX. AMENDMENTS

Amendments to these articles may be made at any business meeting of the Unit, provided that the general character of the proposed amendment has been duly set forth in the call to said meeting, and twenty percent (20%) of the active members are in attendance and two-thirds vote to adopt same.

ARTICLE X DISSOLUTION

Upon the dissolution of the Unit, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the Unit, dispose of all the assets of the Unit exclusively for the purpose of the Unit in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time quality as and exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Executive Committee shall determine.

By-laws revision accepted by membership, annual Unit business meeting. May, 1994.

By-laws revision, Article VI. Section 1, accepted by membership at annual Unit business meeting. November, 1995

By-laws revision, Article III, Section 2 and 3 Article IV, Sections 1 and 2 accepted by membership at Annual Unit business meeting. November, 1995.

By-laws revision, Article V, Section 1, accepted by membership at annual Unit business meeting. May, 1996.

By-laws revision, Article V, Section 1 (A), 1(E), 2(A), and 2(B) accepted by membership, annual Unit meeting. May 2015.

By-laws revision accepted by membership at Annual Meeting: Article III (2)(b) and (d), and (3)(a) and (b). Article IV (1) and (2). Article V (removal of term “man”, using only “chair”) (1)(e)(1) and (3), and (2) (a). May 25, 2017.

By-laws revision accepted by membership at Annual Meeting: Articles V and VII, changing annual meeting to September of each year and stating officers start their duties November 1. Article V: Committees. Adding language that Project Managers will serve on the board during the duration of their projects and will convene necessary committees and make regular reports during the duration of their projects. May 23, 2019.