

BY-LAWS
The Herb Society of American, Inc.
Approved February 2010

ARTICLE I. PURPOSE

The Herb Society of America, Inc., hereinafter referred to as "The Society", is incorporated in the State of Ohio as a nonprofit, tax-exempt organization with the mission to promote the knowledge, use and delight of herbs through educational programs, research and sharing the experience with the community.

ARTICLE II. LOCATION

The principal office of The Society, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at 9019 Kirtland Chardon Road in Kirtland, Ohio.

ARTICLE III. MEMBERS

Section 1. Membership in The Society will be open to anyone interested in herbs.

Section 2. The Society does not discriminate on the basis of race, disability, religion, gender, national origin, age, veteran or marital status, sexual preference, or any other reason prohibited by law.

Section 3. Members may also belong to units of The Society, which are autonomous.

Section 4. Each member of The Society is entitled to one vote on those matters that require a vote of the members according to Ohio Nonprofit Corporation law. Voting may be conducted by mail or electronic method. A majority vote of the ballots received will be the basis for decision.

ARTICLE IV. MEETING OF MEMBERS

Section 1. A meeting of members of The Society will be held each year between April 1 and July 1. The meeting is held to elect the board of directors (with the exception of the vice president [VII,2] and membership delegates [VIII,1]) and for the transaction of such other business as may come before the members for voting at the meeting.

Section 2. Notice of the meeting of members will be mailed or delivered at least thirty (30) days prior to the day the meeting will be held.

Section 3. The meeting of members will be chaired by the president.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Directors will share the mission and goals of The Society.

Section 2. The board of directors is responsible for managing the affairs of The Society and interviewing, hiring, evaluating, and terminating the executive director.

Section 3. The number of members of the board of directors of The Society will not be less than three (3), or more than nineteen (19). The board will include the officers, the executive director (non-voting), all standing committee chairs, and membership delegates.

Section 4. No compensation will be paid to any member of the board of directors for services as a member of the board. Reasonable expenses may be reimbursed for attendance at regular and special meetings of the board.

Section 5. A vacancy in any board position may be filled by a vote of the board of directors for the remainder of the term.

Section 6. Any board member may be removed whenever, in the board's judgment, the best interests of The Society would be served. However, such removal will be without prejudice to the rights of the board member so removed.

Section 7. The board of directors is indemnified against expenses incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which made a party by reason of being or having been a director or officer, except in relation to matters of negligence or misconduct, in the performance of duty to The Herb Society of America, Inc.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. An annual meeting of the board of directors will be held at the same place as the meeting of members of The Society

Section 2. In addition to its annual meeting, the board of directors will hold regular meetings at least two (2) times each fiscal year at such places or in such a manner as may be designated by the board and stated in the notice of the meeting.

Section 3. The presence, in person or by ballot, of two-thirds of the members of the board of directors will constitute a quorum at any meeting, and is sufficient to pass a motion by majority vote.

Section 4. Robert's Rules of Order will govern all procedures at all meetings of The Society.

ARTICLE VII. OFFICERS

Section 1. The officers of The Society will be president, vice-president, secretary, treasurer, and such other officers with duties as the board prescribes. The president, vice-president, secretary, and treasurer will serve as the officers of the corporation.

Section 2. The vice-president is elected by the members of the board of directors and serves a two-year term. At the completion of that term the vice president will assume the position of president.

Section 3. The treasurer and secretary positions of The Society's board of directors will be voted upon by the members, with such vote to be conducted at the annual meeting of the members.

Section 4. The president supervises board members as the principal elected officer of the board. Duties and responsibilities of the president include presiding over meetings of the executive committee, board of directors, and members; and working with the executive director to ensure that all policies and resolutions of the board are carried out. The president will serve a two-year term and may not serve consecutive terms.

Section 5. The vice-president maintains leadership continuity by performing the duties of the president in his or her absence.

Section 6. The secretary of the board will keep the minutes of the meeting of members and meetings of the board of directors. The secretary will serve a three-year term and may serve no more than two consecutive terms. The secretary will also serve as the communications committee chair.

Section 7. The treasurer will provide oversight of financial activities and ensure the accuracy of all financial records as well as the fiscal integrity of The Society. The treasurer will serve a three-year term and may serve no more than two consecutive terms. The treasurer will also chair the finance and operations committee.

ARTICLE VIII. MEMBERSHIP DELEGATES

Section 1. The members of each district of The Society will elect a membership delegate who will represent the district at meetings and business transactions conducted by The Society.

Section 2. Each membership delegate will hold a term of three years and may serve no more than two consecutive terms.

ARTICLE IX. COMMITTEES

Section 1. The president will chair the executive committee which consists of the officers and the executive director (non-voting). This committee will have full authority to act on behalf of the board of directors in cases of business or fiscal emergency.

Section 2. The board of directors will have standing committees to address program and operational areas of Society business such as: botany & horticulture, communications, development, education, finance and operations, membership and nominating. The nominating committee will be chaired by the immediate past president and will consist of the membership delegates.

Section 3. Standing committee chairs are elected by members in attendance at the meeting of members, based on a slate of candidates from the nominating committee.

Section 4. The responsibilities of committees will be described in the operating manual. Committees may be added or deleted at the discretion of the board of directors.

Section 5. Committee members may be members of the board of directors, members of The Society, or other community or civic members. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and action. The president and the executive director shall be non-voting members of all committees, with the exception of the president who will not serve on the nominating committee.

ARTICLE X. DUES

Section 1. The board of directors will be responsible for setting the dues of The Society.

Section 2. Dues are payable on an annual basis.

Section 3. Default in the payment of dues will result in termination of membership and all privileges of membership.

ARTICLE XI. MISCELLANEOUS

No part of the net earnings of the organization will inure to the benefit of, or be distributable to its members, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I.

ARTICLE XII. DISSOLUTION

In the event of dissolution of The Society, the assets in excess of outstanding debts, will be distributed to such nonprofit, tax-exempt, charitable or educational organization(s) as the board of directors of The Society may designate.

ARTICLE XIII. AMENDMENTS

These bylaws may be altered, amended, or repealed by a 2/3 majority of ballots mailed from and returned to headquarters. Written notice of such alteration, amendment or repeal shall be sent to the membership at least thirty (30) days prior to the meeting of members.