

CONSTITUTION AND BY-LAWS OF THE NORTH AMERICAN GLADIOLUS COUNCIL

ARTICLE 1: MEMBERSHIP

SECTION 1. Any individual interested in the gladiolus is eligible for membership in the North American Gladiolus Council.

SECTION 2. Any gladiolus organization or any society having special interest in the gladiolus may become an affiliate of the Council by submitting a letter of application outlining the organization's scope and activities and payment of prescribed dues.

SECTION 3. Any gladiolus organization or any society having a special interest in the gladiolus and of national or international scope may become an associate of the Council by submitting a letter of application outlining the organization's scope and activities and payment of prescribed dues. Decision to accept or reject such applications shall be made by the Executive Board at the next regular meeting.

SECTION 4. Membership, affiliation, or association shall not be transferable.

ARTICLE 2: REPRESENTATION

SECTION 1. The governing body of the Council shall be composed of one elected delegate from each Affiliate or Associate Society and also registered NAGC members in good standing. Individual members, delegates (or, alternates or proxies thereof), in good standing are required to be paid members of NAGC for the fiscal year in which they vote at any regular special or committee meeting of the council. The elected delegate shall cast votes on behalf of all members of the societies or affiliates they represent. Each individual registered member in good standing is further entitled to one vote.

SECTION 2. The name of the affiliate and the associate delegate, alternate or proxy shall be received by the Executive Secretary of the Council not later than two weeks prior to the annual meeting. There shall be only one delegate per society. All delegates, alternates, proxies and members attending the annual meeting held in conjunction with the NAGC Convention, or any special meeting of the Council, shall be required to be paid registered members of NAGC.

SECTION 3. The Executive Secretary will send an appropriate form to all affiliate and associate societies to list their delegate and alternate to the annual meeting, along with the appropriate proxy form in case no delegate or alternate from the society can attend

the meeting in person. This written proxy may give the Executive Secretary or the delegate named in the written proxy the power to vote for the affiliate or associate society in accordance with any voting instructions from such society.

Upon the death or inability to serve on the part of the chosen delegate, alternate or proxy, the affiliate or associate society should choose a replacement whose name shall be submitted to the Executive Secretary of the Council at the convention site no later than 24 hours prior to the first business session of the annual meeting.

SECTION 4. The annual meeting of the Council shall be held in conjunction with the annual convention. Delegates, alternates, and all registered NAGC members in good standing shall comprise a quorum for the transaction of business. This shall apply to all business sessions of the annual meeting and any special meeting or meetings of Council during the convention.

ARTICLE 3: **OFFICER RECORDS AND DUES**

SECTION 1. The fiscal year of the Council shall end November 30. Officers' books and records will close November 30 and shall be ready for audit within one month thereafter.

SECTION 2. The dues of the affiliate and associate societies shall be determined by the number of their members. The amount of the affiliate and associate society dues shall be as most recently determined or changed by any annual meeting and shall be stated in the By-Laws. Such dues shall be paid to the Executive Secretary.

ARTICLE 4: **OFFICERS AND TRUSTEES**

SECTION 1. The Executive Board shall consist of the following: (a) President (b) Vice-President (c) Regional Vice Presidents (d) Associate Vice Presidents (e) Executive Secretary (f) Membership Secretary (g) Treasurer (h) Three Trustees (i) Editor.

SECTION 2. All officers shall be elected by ballot at the Annual Meeting by a majority vote of the Council delegates and registered NAGC members present except as provided in Section 5 and 6 of this Article and in Article 9, Section 1.

SECTION 3. The term of office of each newly elected officer, except as provided in Section 5 of this Article, shall be for one year beginning 30 days following the election or until a successor is duly elected and qualified if later than 30 days.

SECTION 4. The President and Vice President shall be eligible to succeed themselves, but shall not serve for more than four consecutive terms in the same office. Other officers may serve an unlimited number of terms.

SECTION 5. Three trustees shall be elected on a rotating basis of three years. One Trustee shall be elected at each annual meeting for a term of three years and, if necessary, one or more additional Trustees shall be elected to fill vacancies for unexpired terms. It shall be the duty of the Trustees to advise the officers of the Council in matters pertaining to policies and perform such other duties as the Executive Board may direct or may be required by the laws governing this corporation. Any Trustee missing three consecutive conventions (meetings) shall be replaced and that Trustee who is replaced will be ineligible to serve as a Trustee in the future.

SECTION 6. Each region may designate an officer to the Council. His/her title shall be Regional Vice President and the term of office shall run concurrently with that of the other officers of the Council. Each Regional Vice President may select a second Regional Vice President to assist him/her in the region or to fill his/her position on the Executive Board at the convention in his/her absence. In the absence of the Regional Vice President, this person would carry full rights of the Regional Vice President. Selection of a second Regional Vice President by the Regional Vice President must be in writing to the NAGC President in order for the second Regional Vice President to fill the Council position during the convention, and the term of the office shall run concurrently with that of other officers of the Council.

ARTICLE 5: **EXECUTIVE BOARD**

SECTION 1. The Executive board shall consist of the following: (a) President (b) Vice President (c) Regional Vice-Presidents (d) Associate Vice-Presidents (e) Executive Secretary (f) Membership Secretary (g) Treasurer (h) Three Trustees (i) Editor (j) immediate Past President.

SECTION 2. All incoming Executive Board members are empowered to take action on all matters relative to their offices 30 days following their election and shall continue to function until 30 days after the election of the new officers or until their successors are duly elected and qualified, if after 30 days.

SECTION 3. A majority of the Executive Board registered and present shall constitute a quorum for the transaction of business. Voting by proxy shall not be allowed. When General Council is not assembled the Executive Board shall have the power to act as the governing body of the Council.

SECTION 4. The Executive Board shall meet not less than once a year, said meetings to be held at the same time as the annual convention of the Council. The President may call additional meetings of the Executive Board upon 7 days' notice to all members of such Board.

SECTION 5. Upon designation of an Associate Vice President by his/her society he/she shall automatically become a member of the Executive Board of the Council and serve until such time as he/she shall be replaced by such society, except as provided in Section 6 or this Article.

SECTION 6. The Executive Board can, for cause, remove officers and Trustees and replace the individual, effective immediately.

SECTION 7. The Executive Board is authorized to designate geographical regions for administrative purposes and to define their boundaries. Each region so designated shall be represented by a Regional Vice President. Any society may apply in writing to the Executive Board for transfer from one region to another. Such request to be acted upon by the Executive Board at its next meeting.

SECTION 8. The immediate past president is to serve as an adviser to the President when requested. This individual automatically holds a voting position on the board which does not need the approval of the board or membership. He/she should remain active in the organization and is expected to serve on committees as are other members of the board.

SECTION 9. The Constitution Chair shall be acquainted with the Constitution. This individual is: an adviser to the President and Executive Board, to attend Board Meetings, and is to keep a careful record of all changes pertaining to the Constitution and By-Laws. This is a non-voting position unless the chair is a member of the Board.

ARTICLE 6: **EXECUTIVE COMMITTEE**

SECTION 1. The President, Vice President, Executive Secretary, Treasurer and Membership Secretary shall constitute the Executive Committee to function between meetings of the Executive Board. A quorum of the Executive Committee for the transaction of business shall consist of at least 4 of the 5 members and include either the President or Vice President. The meeting can be conducted by phone or email. A written request of the majority of the Executive Board may request such a meeting. Results must be reported to the rest of the Executive Board by mail or email within 72 hours.

SECTION 2. Between meetings of the Executive Board, or when a meeting of the Executive Board has been called but a quorum is not present, the Executive Committee shall have full authority to act on behalf of the Executive Board, including the taking of any action permitted to be taken by the Executive Board, providing matters considered are of such urgency and importance as to need required action prior to the next official Executive Board to be advisable. A copy of the minutes of any meeting of the Executive Committee shall be sent to each member of the Executive Board

within a reasonable period of time, and such minutes shall be read at the first meeting of the Executive Board following.

ARTICLE 7: **MEETINGS**

SECTION 1. The Council shall hold an annual meeting, preferably in January each year in conjunction with the annual convention. The program for the annual meeting and convention shall be planned and coordinated by the Vice President serving as convention chair and assisted by a Vice Chair who shall be the local chair of the host society or city or the chair of a convention committee. The President of the Council is authorized to give final approval to program and convention activity planning. The date and duration of the annual meeting and convention shall be determined by the convention planning committee.

SECTION 2. Affiliate societies, associate societies, cities or others desiring to host the annual convention of the Council should submit their invitations to the Executive Secretary at least 15 months prior to the proposed convention date. Such invitations must be received by the Executive Secretary at least 60 days prior to the annual convention at which the invitation will be presented. Such invitations shall provide information pertaining to the site, room rates, transportation facilities, local points of interest and any other items necessary to assure the success of the convention. All invitations shall be reviewed by the Executive Board and in the event there are more than three such invitations, the Executive Board may select not more than three to be placed on the ballot to be voted on by the registered NAGC members, delegates, alternates or proxies at the next convention for which such invitations are qualified. In the event no invitation is received or qualified as outlined above, the Executive Board shall select a site for the convention.

SECTION 3. Special meetings of the Council may be called by a petition of the majority of the affiliate and associate societies. Upon receipt of such petition, it shall be the duty of the President to call a special meeting at such time and place as may be decided upon by the Executive Committee. The notice and agenda for such meeting shall be sent to each affiliate and associate society secretary at least 60 days prior to the date of the meeting. The agenda for such meeting shall be defined and itemized by the petitioning group and shall be sent to the President and Executive Secretary by registered mail at the same time the petition is filed.

ARTICLE 8: **ELECTIONS**

SECTION 1. The election of the President, Vice President, Treasurer, Membership Secretary, Editor, Executive Secretary, a Trustee for each vacancy and the recommendations of a host society or city for future conventions shall take place by

ballot at each annual meeting. The ballot rule may be suspended and a unanimous vote called for when there is but one candidate for the office or one site for the convention. Votes shall be cast during voting hours established by the Executive Board, except that any registered NAGC member, delegate, alternate or proxy who is unable to be present at that time may cast his/her ballot during a special voting period of not more than two hours on the day preceding the regular voting period.

SECTION 2. A nomination committee appointed by the President shall prepare a slate of officers and present such slate to the delegates and the NAGC members as provided for in the By-Laws.

SECTION 3. The nominee receiving the majority of votes cast for any office shall be elected. In the event no nominee receives a majority of votes, the nominee receiving the highest number of votes and any ties thereof will be placed back on the ballot for subsequent votes. This procedure will be placed back on the ballot for subsequent votes. This procedure will be followed until one nominee receives a majority.

SECTION 4. Candidates shall have the right to appeal to the Executive Board for a recount or re-canvass of any contested election.

SECTION 5. Only persons who are members of the Council shall be eligible to be elected or appointed to serve as officers.

ARTICLE 9: **AWARDS**

SECTION 1. The Council may at each annual meeting award to an outstanding gladiolus individual or couple an award known as the “North American Gladiolus Council Achievement Award”. The recipient of this award shall be chosen by a committee of no less than 5 members, to be appointed by the President from a roster of the most recent previous recipients if possible, who shall consider all recommendations for this selection. Standards for this award will be of such merit as to make it one of distinction and honor. The recipient of this award shall automatically serve as chair of the committee the following year whenever possible. The President and Executive Secretary shall be notified 60 days prior to the annual meeting as to the name of the recipient of this award as chosen by the committee.

SECTION 2. The Council shall choose no more than three persons to be awarded the “North American Gladiolus Council Gold Medal” each year. Such recipients will be chosen for their outstanding service to the Council, affiliate societies, associate societies or the gladiolus industry. The recipient or recipients shall be determined at least 60 days prior to the annual meeting. The President may appoint a committee of no less than 3 past recipients to select new recipient or recipients.

ARTICLE 10:

AMENDMENTS

SECTION 1. The Constitution and/or By-Laws may be adopted or amended at any annual meeting by the delegates and registered NAGC members in good standing attending the meeting. A two-thirds vote is needed for constitutional amendments and/or changes and a majority vote for By-Law changes/updates. The vote shall be by ballot at the time designated for election of officers.

SECTION 2. At least 60 days notice of any proposed amendment to the Constitution shall, after approved by the Executive Committee or by a majority of the delegates and registered NAGC members, be given to each affiliate and associate society by inclusion of the proposed amendment in the official publication of the Council, or if there is no such publication, by first class mail to each affiliate and associate society and all NAGC members. No prior notice is required of proposed changes in the By-Laws.

Revised August 2022

BY-LAWS

By-Law 1. DELEGATE VOTING STRENGTH

Each affiliate or associate society is entitled to one delegate who is to be a NAGC member in good standing. No two affiliate or no two associated societies within NAGC are to share the exact same name.

By-Law 2. DUTIES OF OFFICERS

SECTION 1. The President shall (a) Preside at all meetings of the Council, the Executive Board and the Executive Committee. (b) Be charged with the duty of carrying into effect all orders and resolutions. (c) Be an ex-officio member of all committees except nominating committee, but shall vote only when there is a tie vote. (d) Receive and hold, during his/her term of office the surety of bonds of any officer under his/her administration. (e) At his/her discretion, appoint an Advisory Board consisting of three past presidents to whom he/she may delegate such duties and functions as he/she, himself/herself would normally perform not inconsistent with the Constitution and By-Laws of the Council. The Advisory Board shall have a voice but not a vote at the meetings of the Executive Committee and Executive Board. Recommendations of the Advisory Board shall not be binding or mandatory on either the President, Executive Board or Executive Committee. (f) Be authorized to sign checks drawn against the funds of the Council for expenditures authorized in accordance with Section 5 of this Article should the Treasurer of the Council become incapacitated for any reason such as death, illness, resignation, neglect of duty, etc.; such determination to be made by the Executive Committee. (g) In the event an office becomes vacant due to death, resignation, removal by the Executive Board or inability

to serve, appoint a successor to serve until 30 days after the next annual meeting, or until a successor is elected or qualified.

SECTION 2. The Vice President, in the absence of the President, shall perform all duties devolving upon the President. Loss of eligibility of the President shall be determined by the Executive Committee in legal session. The Vice President is the overseer of all conventions, including conventions put on by a society and his/her approval is required before and during the convention concerning functions (tours, schedules, etc.) and approving finances of a convention. The Vice President has the right to inform the treasurer to send money to an individual or society for budgeted convention purchases. Receipts and/or documentation are required for these expenses before or at the convention and any excess money is to be returned to the Council. It is recommended the Vice President succeed the President.

SECTION 3. The Regional Vice President shall represent the Council in the region which he/she is elected to represent by providing assistance to new affiliate societies, becoming familiar with the membership in his/her region with the assistance of the Membership Secretary, recruiting new members, representing the President upon his/her request at annual international, regional, state and provincial gladiolus shows staged in that region, and assuming all other responsibilities requested by the President to promote the better interests of the Council in the geographical region he/she represents. The Regional Vice President shall create a committee to subdivide his/her region into logical sub-regions, and he/she shall appoint a Sub-regional Coordinator within each region. The Sub-regional Coordinators shall be responsible to the Regional Vice President.

SECTION 4. The duties of the Associate Vice Presidents shall be similar to those of the Regional Vice Presidents and, in addition, they shall represent the interests of their associate societies on the Executive Board of the Council.

SECTION 5. The Treasurer shall receive and have in custody the funds and securities belonging to the Council and shall deposit same in such banks or invest in such Government Securities as the Executive Board may designate. He/she shall sign checks drawn against the funds of the Council for expenditures as authorized by the NAGC members, delegates, and/or Executive Board. He/she shall, upon ceasing to hold office relinquish to his/her successor all funds, books, papers and other properties of the Council under control of this office. He/she shall make an annual financial report relating to the affairs of his/her office at the annual meeting in such manner as may be required by the Executive Board and/or President and shall submit his/her books and receipts to the Audit Committee within 30 days immediately following the closing fiscal year of Nov. 30 proceeding the annual meeting, such Audit Committee to be appointed by the Executive Board. The Treasurer and any other officers or representative who handle monies shall be required to give satisfactory fidelity bond for the faithful performance of their duties as approved by the Executive Board, such expense of fidelity bonds to be borne by the Council.

SECTION 6. The Executive Secretary shall keep full and accurate records of the Council and shall conduct all correspondence related to his/her office or that assigned to him/her by other officers or committee chairs as approved by the President or the Executive Board. Copies of all new releases, duplicated material or other material which may be required by committees or officers in pursuit of their assigned responsibilities are to be provided by the Executive Secretary as approved by the Executive Board. He/she shall provide affiliate and associate societies with the necessary forms on which they shall designate their delegates, alternates or proxies for the annual meeting and he/she shall serve as a member of the Credentials Committee in determining if the required quorum for a legal session is present at each meeting. He/she shall if required by Article 11 hereof, provide each affiliate society and associate society secretary with copies of any constitutional changes which are to be considered at the next annual meeting, such materials to be mailed at least 60 days prior to the annual meeting. He/she shall collect affiliate and associate society dues and submit same to the Treasurer within 30 days of the time of collection. He/she upon ceasing to hold office, relinquish to his/her successor or to such person as designated by the President all records, funds, paper, correspondence and other property of the Council pertaining to his/her office.

SECTION 7. The Membership Secretary shall keep a full and current record of all members. He/she shall maintain a current mailing list of the membership, such list to be used by the Editor in addressing any publication from that office. He/she shall collect dues from subscribing members and submit such dues at least once a month to the Treasurer of the Council specifying the number of full subscribing members and the number of members who joined through affiliate and associate societies or any other division of Council.

SECTION 8. The Editor and Advertising Manager of the Council may be one and the same person who edit and publish the Bulletin with the assistance of Consulting Associate and Feature Editors who may be named by the President or Executive Board. The sale of advertising, billing for same and collecting monies for same shall be recorded as such and all monies collected shall be transferred to the Treasurer at least once each month. A program of procedures and editorial policies as outlined by the Executive Board shall be followed at all times.

By-Law 3. DUES OF AFFILIATE AND ASSOCIATE SOCIETIES

Dues of affiliate and associate societies shall be \$25.00 for the first 50 members of such society and \$5.00 for each additional 50 members up to a maximum of \$40.00 and shall be payable prior to January 1 of the fiscal year which payment covers. New societies for which dues are paid after October 1 shall become affiliate or associate societies for the next fiscal year. Dues for associate societies may be determined by reducing the total membership of such society by the number of members whose per capita society dues are being paid through the Council affiliate within the jurisdiction of such associate society.

By-Law 4. DUES OF COUNCIL MEMBERS

4 a. DUES OF COUNCIL MEMBERS

Dues of members shall be twenty-five dollars (\$25.00) per person, per year, and an additional five dollars (\$5.00) for each additional person at the same address. Only one Bulletin will be sent to each address. Overseas memberships shall be thirty dollars (\$30.00) per person per year and an additional five dollars (\$5.00) for each additional person at the same address.

4 b. MENTORED YOUTH MEMBERS

Any member of NAGC can sponsor up to no more than 5 additional youths (18 and under) non-family members for \$5.00 each. The names of these youth will be listed with the NAGC sponsor. These additional members will not receive a bulletin. The responsibility of the sponsor will be to share their bulletin and mentor the youth with their interest in glads. The sponsor should be responsible for making sure any points received for spike judging are sent to the Judge Accreditation Chair within 60 days and check to make sure they were received. If the sponsor is not an NAGC Accredited judge they should also be responsible for connecting the youth with a judge to test for their first 50 points.

4 c. SUBSCRIPTION MEMBERSHIPS

Any Institution, Organization or business not qualified for membership in NAGC under Section 1 of the Constitution may subscribe to the NAGC Quarterly Bulletin by the payment of twenty five dollars (\$25.00) or thirty dollars (\$30.00) per year overseas. There will be no discount on this fee for subscriptions ordered by Subscription Agencies.

By-Law 5. SUSTAINING AND LIFETIME MEMBERSHIP

Sustaining membership may be subscribed to by any member of the Council by payment to the Membership Secretary of thirty-five dollars (\$35.00) or more, such amount to include Council dues. Additional funds thus derived shall be used for newcomer assistance and promotion. Lifetime Memberships may be obtained by any member of the Council or by Mr. and Mrs. Members who receive only one Bulletin by payment of four hundred (\$400.00) to the Membership Secretary, interest from which is to be used to cover the cost of the quarterly Bulletin. Life Membership outside of North America will be five hundred (\$500.00) dollars.

By-Law 6. HONORARIA

The honorarium of any officer of the Council shall be determined by a majority vote of the registered NAGC members, delegates, alternates or proxies present at any meeting after hearing formal recommendations from the Executive Board.

By-Law 7. NOMINATION COMMITTEE PROCEDURE

The Nomination Committee shall present its slate of officers to the President no later than three-months prior to the election. Such slate should be published along with a

directive soliciting further nominations from the affiliates in good standing. Names of such nominees must reach the chairman of the nominating committee not later than three months prior to the election and shall be accompanied by a letter from the nominee stating that he/she is a member of the Council in good standing and will serve if elected. The revised slate presented by the Chairman of the Nomination Committee to the registered NAGC members, delegates, alternates and proxies at the next regular election. Further nominations from the floor at such time will not be in order unless a vacancy or vacancies exist in the slate. At such time nominee approved nominations from the floor will be accepted.

By-Law 8. REPLACEMENT OF OFFICER OR BOARD MEMBER

The President shall have the right to appoint a NAGC member in good standing to replace an officer or board member in case of death or resignation. Resignation of an officer or board member shall be in letter form with a signature.

By-Law 9. ABSENTEEISM

If any officer or board member, with the exception of trustees, misses 2 consecutive conventions, they are to be replaced at the next annual convention election.

By-Law 10. ACTIVITIES AND DISSOLUTIONS

10 a. No substantial part of the activities of The North American Gladiolus Council shall include the carrying on of propaganda or influencing or attempting to influence legislation. The North American Gladiolus Council shall in no way intervene in any political campaign including the publication or distribution of statements of position or opinion in any political campaign whether for legislation or for public office. The North American Gladiolus Council shall not engage in or encourage any subversive or sectarian activities. Notwithstanding any other provisions of these articles, the North American Gladiolus Council shall not make any expenditures nor carry on any activities not permitted to corporations not-for-profit, pursuant to Section 501(c) (3), and others of the Internal Revenue Code 1954 with amendments thereto limiting governing or regulating the corporation's activities and status and income tax exempt not-for-profit corporations or as an educational, scientific and charitable organization.

10 b. In the event of a lawsuit by a NAGC member, affiliate society, associate society- or other organization, where the North American Gladiolus Council prevails, or the case is dismissed, that; member, affiliate or associate society, or other organization shall be responsible for reimbursement to AGC for all costs including attorney fees, and court costs.

10 c. Upon the corporate dissolution of the North American Council, the Board of Directors, or the members of the said North American Gladiolus Council, shall after payment of all corporation's outstanding debts and liabilities, dispose of all the corporation's remaining assets exclusively and only for such educational, scientific and charitable purposes, shall be selected by the Board of Directors or the members.

In no case shall any assets or proceeds be contributed to any person, organization or corporation not then qualified as income tax exempt pursuant to Section 501 (c) (3) of the United States Internal Revenue Code of 1954(as amended), or similar subsequent legislation directed to same goal or purposes of said Section 501(c) (3), IRC, (1954 as amended). Any assets not so disposed of by the Board of Directors of the members of the North American Gladiolus Council, shall be disposed of by the appropriate court of general or special jurisdiction of the county or site wherein the principal offices or resident agent for the North American Gladiolus Council shall then be located or reside. That court shall be identically limited, concerning the purposes and recipients of such assets or proceeds shall be disposed of as would be the Board of Directors or members of the North American Gladiolus Council.

By-Law 11. The executive board may hold electronic meetings to further the business of the council. All members of the Board must be notified 7 days prior to any such meeting.”

By-Laws Revision only August 2022.