

American Gourd Society, Inc. CONSTITUTION

Proposed & Current for Review and Approval

How To Review This Document: *Current (2015) Articles in the AGS Constitution are in textboxes outlined in Red with an explanation for changes in italics below each; followed by the Proposed (2019) Articles.*

ARTICLE I - Name

The Society shall be known as the American Gourd Society, Inc. and shall be incorporated as a non-profit organization. The American Gourd Society, may be referred to as the AGS.

Explanation: *reworded & separated into two (2) Articles*

ARTICLE I – Name

The name of this Society shall be American Gourd Society, Inc, and it may be referred to by its acronym “AGS,” and by “this Society,” elsewhere herein.

ARTICLE II – Incorporation

American Gourd Society shall be incorporated as a non-profit organization under Section 501 (c) (3), Internal Revenue Code, Title 26, of United States Code.

ARTICLE II - Purpose

The purpose of the AGS shall be directed to the education and instruction of those persons who are interested in the culture, uses, history, and/or the cultivation and crafting of gourds.

Explanation: *reworded & separated into 4 sentences. Added support of Chapters, publication of The Gourd Magazine and training and certifying judges for a more complete description.*

ARTICLE III – Purposes.

The purpose of the American Gourd Society shall be directed to the education, resources and national networking opportunities of its members to promote the love of cultivating and crafting of gourds as well as their uses in various cultures and in history.

AGS will support and promote affiliate Chapters of the American Gourd Society, publish The Gourd Magazine, and train and certify judges for gourd horticulture, art, and crafting competitions.

ARTICLE III - Membership

Membership shall be open to all persons who are interested in gourds and are willing to pay the declared membership dues.

- a) Individual membership to the AGS is open to anyone
- b) A family membership shall include those members of the family who are living at one address
- c) The dues for an individual or family membership shall be the same.

Explanation: reworded (simplified here. Remaining details covered in the ByLaws)

ARTICLE IV – Membership

Membership shall be open to all persons who are interested in gourds and pay the required membership dues.

ARTICLE IV - Officers

- a) The officers shall be PRESIDENT, 1st VICE-PRESIDENT, 2nd VICE PRESIDENT, 3rd VICE-PRESIDENT, SECRETARY, TREASURER and a BOARD of DIRECTORS.
- b) Officers and Directors-at-Large shall be elected in the fall of each year. Voting will be by absentee ballot, with the results announced in The Gourd or other media.
- c) The Board of Directors shall consist of the following
 - 1) Four Directors-at-Large
 - 2) Each AGS active Chapter President shall automatically become a voting member of the AGS Board of Directors during their Chapter term,
 - 3) In the event a Chapter President cannot attend a scheduled AGS meeting he or she may delegate a temporary alternate by informing the President of AGS.
 - 4) The elected officers and the members of the Board of Directors shall constitute the Executive Board.
- d) The PRESIDENT, VICE-PRESIDENTS, SECRETARY and TREASURER may not hold their same respective offices concurrently in any AGS Chapter.
- e) All members of the Executive Board must be members in good standing of the AGS and be at least eighteen (18) years old.

Explanation: reworded to include duties for each officer and distinguishes the composition and roles of the Board and Executive Board.

Moved to ByLaws (and reworded): Members of Exec Board must be AGS members in good standing and at least 18 years old.

Not included in revised Constitution or ByLaws: d) prohibition that officers may not hold the same office concurrently in any AGS Chapter.

ARTICLE V – Officers

The Officers shall be President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, and Directors-at-Large, elected from the Members of this Society.

These officers are members of both the Board of Directors and Executive Board of this Society.

- A. **President.** The President shall be the chief executive officer and official representative for this American Gourd Society. Duties of the President include chairing or appointing chair persons for the meetings of the Society and nominating members of this Society's Committees.
- B. **1st Vice President.** The 1st Vice President shall stand in for the President when needed, and shall succeed to the Office of President if the President dies, resigns, or is removed from office. This Officer should serve on at least one AGS Committee.
- C. **2nd Vice President.** The 2d Vice President shall be next in line of succession after the President and 1st Vice President. This Officer should serve on at least one AGS Committee.
- D. **3rd Vice President.** The 3d Vice President shall be next in line of succession after the President and 1st and 2d Vice Presidents. This Officer should serve on at least one AGS Committee.
- E. **Secretary.** The Secretary shall be the record-keeper of this Society, responsible for the Minutes of Meetings of the Board of Directors, the Executive Board, and the Memberships Meetings. The Secretary or the President may appoint another AGS Member to act in the place of the Secretary at any meeting or proceeding, when the Secretary cannot be present or otherwise able to follow along with the proceedings. This Officer should serve on at least one AGS Committee.
- F. **Treasurer.** The Treasurer shall control the finances of this Society for the benefit of the Society, subject to the decisions of the Membership, Board of Directors, and Executive Board, and shall maintain the AGS financial records, and prepare reports on income and expenses as they may request for their meetings and otherwise. This Officer should serve on at least one AGS Committee.
- G. **Directors-at-Large.** There shall be four (4) Directors-at-Large. They are Directors on this Society's Board of Directors and they are on the Executive Board. They should serve on at least one AGS Committee.

ARTICLE VI – Chapter Presidents

The highest elected official or leader of a Chapter of the American Gourd Society shall be Chapter President, or shall be deemed so by this Society.

Chapter Presidents who are also current Members of the American Gourd Society shall be Members of this Society's Board of Directors.

ARTICLE VII – Board of Directors

The Board of Directors shall be composed of this Society’s elected Officers and current Chapter Presidents who are also current Members of the American Gourd Society. The Board of Directors is the controlling authority of this Society between Membership Meetings and voting.

ARTICLE VIII – Executive Board

Between meetings of the Board of Directors, this Society’s activities shall be managed by the Executive Board, which shall be composed of this Society’s elected Officers.

The Executive Board shall act in accordance with decisions and guidelines set by the Membership and by the Board of Directors at their periodic meetings and voting.

ARTICLE VI – Activities

- a) No part of the net earnings of the AGS shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).
- b) No substantial part of the activities of the AGS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- c) Notwithstanding any other provision of these articles, the AGS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Explanation: reworded slightly

ARTICLE IX – Activities Limitations

- A. No part of the net earnings of the AGS shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).
- B. No substantial part of the activities of the AGS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these articles, the AGS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of

any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII - Amendments

This Constitution and By-Laws may be amended at any time by a two thirds (2/3) majority vote of all those members voting. Absentee balloting will be used. The proposed change will be announced in The Gourd or other media. Voting will close 60 days after publication of the proposed change.

Explanation: reworded. Majority changed from two-thirds (2/3) to 60%. Voting time changed from 60 days to 45 days. Added provision for changes to be made to voting procedures and timing by the Board of Directors.

ARTICLE X – Amendments. This Constitution may be amended at any time by a vote of 60% or more of all those Members voting on the amendment. Absentee balloting by mail or electronically shall be used. Proposed amendments shall be announced in The Gourd and other media and voting time shall be open for at least 45 days after the announcement. The Board of Directors, including AGS Chapter Presidents, shall establish voting procedures and timing.

ARTICLE V - Meetings

The Annual Meeting of the AGS will be held at a location most convenient to the membership. Special meetings may be called as required by the President for urgent AGS business. The time and date of AGS meetings will be announced in The Gourd or other media 30 days prior to the meeting.

Explanation: Meetings relocated to ByLaws