

# American Gourd Society, Inc. CONSTITUTION

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## **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 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 IV – Membership**

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

## **ARTICLE V – Officers**

The Officers shall be President, three (3) Regional Vice Presidents, Secretary, Treasurer, and six (6) Regional Directors, 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, but are not limited to, chairing or appointing chair persons for the meetings of the Society and nominating members of this Society's Committees. At the start of each President's term the Vice-Presidents will vote on which of them will succeed the President should that be necessary because of death, resignation, removal from office, or otherwise unable to serve the office of President.
- B. **Eastern Region Vice President.** There shall be two (2) Directors that partner with this VP. Each regional team member will be assigned at least two (2) chapters to represent and offer support to on behalf of AGS. This Officer should also serve on at least one AGS Committee.
- C. **Central Region Vice President.** There shall be two (2) Directors that partner with this VP. Each regional team member will be assigned at least two (2) chapters to represent and offer support to on behalf of AGS. This Officer should also serve on at least one AGS Committee.
- D. **Western Region Vice President.** There shall be two (2) Directors that partner with this VP. Each regional team member will be assigned at least two (2) chapters to represent and offer support to on behalf of AGS. This Officer should also 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 Full 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 also 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 also serve on at least one AGS Committee.

- G. **Regional Directors.** There shall be six (6) Regional Directors. There are two (2) Directors for each region and they will partner with the Vice President of their region. They will be assigned approximately two (2) chapters to represent and offer support to on behalf of the AGS. Directors are members of both the Executive Board and the Full Board. They should also serve on at least one AGS Committee.

#### **ARTICLE VI – Chapter Representatives**

The highest elected official or leader of a Chapter of the American Gourd Society shall be recognized as the official representative of the State Chapter, who will receive correspondence from AGS and will keep Chapter members informed of AGS news.

Chapter Leaders shall be current Members of the American Gourd Society to be Members of this Society's Full Board of Directors. A Chapter will be considered inactive until the Chapter Leader is a current AGS Member.

#### **ARTICLE VII – Full Board of Directors**

The Full Board of Directors shall be composed of this Society's elected Officers and current Chapter Leaders 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 Full 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 Full Board of Directors at their periodic meetings and voting.

#### **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.

**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 or other media and voting time shall be open for at least 45 days after the announcement. The Full Board of Directors, including AGS Chapter Leaders, shall establish voting procedures and timing.

## American Gourd Society, Inc. BYLAWS

### **BYLAW 1. MEMBERSHIP**

- 1.1. Membership in the American Gourd Society, Inc. (AGS), is generally open to persons with an interest in gourds who pay the membership dues.
- 1.2. AGS membership is family membership for residents of the Member’s household, but only the Member of record may vote as a member.
- 1.3. Annual membership dues shall be the amount determined by the Board of Directors, subject to change by vote of the Membership of AGS.
- 1.4. Full membership will be granted upon receipt of the membership dues and recording in the membership rolls.
- 1.5. Chapters of AGS shall communicate the expectation to encourage each of their members to also be Members of AGS.
- 1.6. Membership in AGS is required for a Chapter Leader to be on the AGS Full Board of Directors.
- 1.7. Membership shall be open to individuals and to organizations, however only individual Members may vote as Members of AGS.

### **BYLAW 2. BENEFITS OF MEMBERSHIP**

- 2.1. All individual Members of record shall be entitled to vote on issues presented to the Members of AGS.
- 2.2. Individual Members of record shall be entitled to receive The GOURD Magazine either in print copy or in electronic form (e-version). Members who reside in the U.S. may choose which format they shall receive. Members from outside the U.S. will receive the electronic PDF format of The GOURD Magazine.
- 2.3. Individual Members, eighteen (18) years and older, shall be eligible to hold office or be a Director of AGS.
- 2.4. Individual Members are eligible to be trained and certified by AGS as AGS Judges who can judge gourd competitions.

### **BYLAW 3. VOTING**

- 3.1. AGS Members shall be eligible to vote on issues submitted to a vote of the Membership.
- 3.2. The Full Board of Directors or Executive Board shall determine the issues to be presented to the Membership.
- 3.3. Voting by Members shall be by absentee voting, by mail or electronically.
- 3.4. Members of record as determined by the Teller Committee shall be entitled to vote.
- 3.5. Voting procedures shall be established by the Full Board of Directors, subject to review and change by the Membership.

### **BYLAW 4. CHAPTERS**

- 4.1. AGS will only recognize one (1) Chapter per state
- 4.2. Any gourd group of twenty (20) or more members (51% being current AGS members) organized for the purpose of promoting interest in the education, culture, uses, history, growing or arts and crafts of gourds may apply to become a Chapter of AGS. A majority of their members should also be current members of AGS.
- 4.3. Established AGS Chapters are encouraged to maintain a minimum of 20 AGS members. AGS Chapter status will not be affected if the number of chapter members is less than the recommended number.
- 4.4. Each Chapter of AGS shall be identified by a name of their choosing, and may also be designated by a Greek letter, for example, North Carolina Gourd Society, Alpha Chapter of the American Gourd Society, or a Greek letter and a Roman numeral, for example, Nevada Gourd Society, Gama II Chapter of the American Gourd Society.
- 4.5. Each Chapter shall establish its own local dues.
- 4.6. Each Chapter is authorized and encouraged to collect AGS dues and forward collections promptly to the Membership Secretary of AGS. Each Chapter shall provide for or facilitate signing up new members of their Chapter and of AGS.
- ~~4.7. Each Chapter is encouraged to submit a complete membership roll, with the name and mailing and/or email address of each member to the Membership Secretary of AGS by April 15th of each year (or 30 days from their end of their fiscal year). This roll shall also identify the officers of the Chapter. AGS will respond with a list of names and contact information of AGS members in that state. The goal of this ByLaw is to facilitate growing memberships in both organizations.~~
- 4.8. In the event of dissolution of any State Gourd Society, all debts shall be paid. Any remaining assets of the State Society shall be given to the American Gourd Society and no funds shall inure to members as individuals.
- 4.9. The AGS Constitution and Bylaws should be used as a guide by Chapters planning and implementing their own constitution and bylaws.

## **BYLAW 5. EXECUTIVE BOARD**

- 5.1. The Executive Board shall meet at the call of the President or Secretary as often as deemed necessary to conduct the business of the AGS. These meetings may be conducted in person, via telephone, or via technological connections.
- 5.2. Meetings must be at least quarterly.
- 5.3. The Executive Board shall prepare a budget for submission to the Full Board of Directors for review and any needed changes. The proposed budget for the next fiscal year will be published in The Gourd Magazine and on the AGS website no later than the 4<sup>th</sup> quarter for approval (voting) by membership.
- 5.4. If an AGS elected office other than President becomes vacant, the President shall, with the approval of the Executive Board, appoint another AGS Member to fill the vacancy until the next election and elected Officer fills that vacancy. In the case of a vacancy in a Regional Vice President or Regional Director the replacement shall be from the same region as the vacancy. The President may also request the Nominating Committee recruit & vet potential candidates for the vacancy.

## **BYLAW 6. COMMITTEES**

- 6.1. Established Committees of AGS shall continue until changed by action of the Executive Board.
- 6.2. The Executive Board may create any Committees which are deemed necessary or beneficial to AGS, shall appoint their members from AGS Officers, Members; and the President shall be an ex-officio member of each Committee, except the Nominating and Teller Committees.
- 6.3. Nominating Committee shall consist of at least three (3) Members appointed by the Executive Board. This Committee shall prepare a slate of nominees for those offices to be filled.
- 6.4. Teller Committee shall consist of three (3) Members appointed by the Executive Board. This Committee shall prepare all ballots and be responsible for their distribution, collection, and tabulation of votes.
- 6.5. For elections of AGS Officers, in addition to the Nominating Committee slate, Teller Committee shall place on the ballot the name of any candidate who submits a petition with ten (10) signatures of supporting Members. Ballots shall indicate which candidates were selected by the Nominating Committee and which candidates were submitted by petition.
- 6.6. Audit Committee shall consist of two (2) or three (3) Members appointed by the Executive Board. This Committee shall audit all AGS financial records at least once each fiscal year. The audit shall be completed not more than ninety (90) days after the close of the fiscal year (December 31), and the Audit Committee shall submit a written report to the Executive Board. The Treasurer may or may not be present during the audit. The President shall report the audit or a summary of it to the Full Board of Directors.

6.7. Committees shall make their recommendations to the Executive Board and that Board shall consult with and consider the proposals of the Committees before acting in their scope of work or forwarding such proposals to the Full Board of Directors or Membership.

#### **BYLAW 7. SECRETARY DUTIES**

- 7.1 Secretarial duties are divided between the Secretary (elected) and Membership Secretary (appointed).
- 7.2. It shall be the duty of the elected Secretary to keep the official documents of AGS, to maintain a full record of all the meetings and activities of AGS, and to conduct or assist with all necessary correspondence.
- 7.3. The elected Secretary shall provide copies of all official documents and proceedings of AGS to the President, Executive Board, AGS Webmaster, and Editor of “The Gourd” and archive on the official AGS server.
- ~~7.4. The elected Secretary shall remind Chapters in Q1 to provide their listed members and officers report to the Membership Secretary by April 15th of each year.~~
- 7.5. The appointed Membership Secretary shall maintain an up-to-date record of Members and notify them shortly before or just after their membership expires, inviting renewal.
- 7.6. The appointed Membership Secretary shall determine the quantity of issues of The Gourd Magazine to be produced and the USPS distribution list to the Printer no less than 10 days prior to each printing date.
- 7.7. The Membership Secretary shall deliver to the Treasurer all AGS dues and fees collected.
- 7.8. The Membership Secretary shall be an *ex officio* member of any “Membership Committee” that might be appointed for AGS.

#### **BYLAW 8. TREASURER**

- 8.1. The Treasurer shall, with oversight, manage all AGS funds and maintain full financial records of AGS.
- 8.2. The Executive Board will appoint a second AGS Member to be named on AGS bank accounts to facilitate continuance of AGS business, in cases or at times when the Treasurer is unable to do so.
- 8.3. The Executive Board will appoint an officer to provide oversight on financial accounts, including a monthly audit.
- 8.4. All AGS bills to be paid or expenses incurred must be presented to the Treasurer in writing for payment.
- 8.5. The Treasurer shall keep an accurate account of monies received and issue receipts for same.

- 8.6. All monies shall be deposited in a bank at a location convenient for the Treasurer in the name of American Gourd Society, Inc.
- 8.7. The Treasurer and second-signer on bank accounts must be bonded and the bonding fee shall be paid by AGS.
- 8.8. A written detailed report of all receipts and disbursements shall be prepared monthly for the Executive Board, and an end-of-year report on it shall be presented annually to the Members.
- 8.9. The Treasurer is responsible for paying all bills in a timely manner. All bills shall be paid by check or an electronic bill paying service.
- 8.10. The Treasurer will be responsible for maintaining AGS tax-exempt status with the IRS.
- 8.11. Treasurer shall submit an annual financial report within thirty-five (35) days following the end of the fiscal year (December 31st) to the Executive Board and submit all required documents to the Audit Committee.
- 8.12. Expenditures for any item not in the budget must be presented to and approved by the Executive Board to be eligible for reimbursement by AGS. The Executive Board shall be notified of expenditures for budgeted items that has or will exceed the amount stated in the budget.

#### **BYLAW 9. VOLUNTEER AND PAID SERVICES**

- 9.1. Officers and Directors of AGS are unpaid volunteers, except for the Treasurer.
- 9.2. The Full Board of Directors may authorize on-going payments for work performed in bettering the society.

#### **BYLAW 10. TERMS OF OFFICE**

- 10.1. All AGS Officers and Regional Directors shall be elected for a two (2) year term, at the end of which they will be eligible for re-election.
- 10.2. All Officers shall assume their offices on the first day of January following their election.
- 10.3. Chapter Leaders shall be voting members of the Full Board of Directors for AGS.
- 10.4. Upon leaving office, each Officer shall promptly transfer all official AGS documents in their possession to the official AGS server for archiving and to their successor.

#### **BYLAW 11. REMOVAL FROM OFFICE**

- 11.1. Any Officer or Director of AGS may be requested to resign or be removed by a two-thirds vote of the Executive Board, Full Board of Directors or of the Membership of AGS for good reason.
- 11.2. Examples of good reasons for removal are: disability preventing of an office holder from doing the job, conviction for crimes, and failure of an officer to perform the duties of the office, including an office holder performing their duties contrary/ counterproductive to the objectives of the AGS.

## **BYLAW 12. PUBLICATIONS**

- 12.1. The GOURD Magazine shall be published quarterly for the benefit of Members in both a printed and e-version format.
- 12.2. The Editor of the AGS publication shall be appointed by the Executive Board from the Membership.
- 12.3. The Executive Board, shall appoint an Editorial Committee of Members to help with content and to maintain professional standards.
- 12.4. The Editor and Editorial Committee may obtain the help of volunteers as needed for preparing publications and distributions.
- 12.5. Books, seeds, and other gourd-related items shall be offered to Members at a reasonable price if and as they may become available.
- 12.6. Chapters of AGS and their patches or subgroups are encouraged to communicate information of a local nature to the AGS Editor for possible use in the publication or otherwise.

## **BYLAW 13. PROGRAMS**

- 13.1. The AGS Certified Judging Program will publish Judging Guidelines for competitions and certified judge training program requirements.
- 13.2. The AGS Judging Program Team will encourage Chapters sponsoring AGS-Judged Competitions to use the AGS Judging Guidelines and recruit AGS-Certified Judges and Apprentice Judges for their events.
- 13.3. The AGS Judging Program will publish and update a training curriculum for new Judges and continuing education programs for all judges.
- 13.4. AGS Certified Judge Instructors shall train new judges (a.k.a. AGS Apprentice Judge) using the current curricula.
- 13.5. The AGS Judging Program will maintain records of judging activity and education.
- 13.6. Participants attending new judge training programs will be required to pay a reasonable price and, upon completion of the requirements to be promoted to Certified Judge, receive the AGS Certified Judge name badge.
- 13.7. AGS may sponsor Award Programs to recognize excellence in gourd growing and artistry from the winners at AGS-Judged Chapter events.
- 13.8. AGS-sponsored Award Programs will publish guidelines, criteria and forms on the AGS website and winners of AGS Award Programs will be recognized in The Gourd Magazine.

13.9. AGS will provide and maintain its website and social media account to offer a wide variety of gourd-related educational and informational offerings, as well as to promote awareness of gourd events to its members and the public.

#### **BYLAW 14. STANDING RULES**

14.1. The Executive Board may determine Standing Rules to further guide AGS activities and procedures, subject to review and change by the Board of Directors.

14.2. Once adopted, Standing Rules shall continue until a sunset date, or until rejected or changed by a vote of the Membership, Board of Directors, or the Executive Board, whichever is earliest.

#### **BYLAW 15. QUORUM**

15.1. The number of voting Members on issues presented to Membership for voting online or by mail, shall be deemed a quorum for the conduct of business and making decisions.

15.2. The number of Directors participating in a meeting of the Full Board of Directors shall be deemed a quorum for conducting business and making decisions, provided that at least ten (10) days advance notice was given to the Directors.

15.3. The number of Officers participating in a meeting of the Executive Board shall be deemed a quorum for conducting business and making decisions, providing that at least five (5) days advanced notice was given to the Officers.

#### **BYLAW 16. ROBERT'S RULES OF ORDER**

16.1. Board of Directors meetings shall be conducted in accordance with revised Robert's Rules of Order.

16.2. No action of these bodies shall be deemed ineffective after the fact simply because of a deviation from those rules.

16.3. When a deviation from Robert's Rules is noted by any participant at a meeting, the deviation shall be corrected.

16.4. Meetings of the Executive Board may be conducted with less formality.

#### **BYLAW 17. FISCAL YEAR**

17.1. The fiscal year of AGS shall be January 1 through December 31.

#### **BYLAW 18. ELECTIONS**

18.1. President, Eastern Region Vice President, Secretary, and one (1) of the two (2) Regional Directors from each region shall be elected in even years.

18.2. Central Region Vice President, Western Region Vice President, Treasurer and the other one (1) of the two (2) Regional Directors from each region shall be elected in odd years.

18.3 Elections shall occur during October and end in November of each year, allowing time for an orderly transfer of duties, especially Treasurer.

**BYLAW 19. AGENDA**

19.1. There shall be an agenda provided for each AGS official Board meeting at least ten (10) days prior to the meeting.

19.2. There shall be an agenda provided for each meeting of the Executive Board at least five (5) days prior to the meeting.

19.3. The agenda may allow for any other business that may be appropriate for consideration.

**BYLAW 20. PAST PRESIDENT**

20.1 The immediate Past President shall be invited to be a nonvoting honorary member of the Executive Board of elected AGS officials and of the Full Board of Directors, unless there is a contrary vote of either Board or the Membership.