

Articles of Incorporation

Of

Daylily Society of Greater Atlanta, Inc.

Article 1.

Name

The name of this corporation is the Daylily Society of Greater Atlanta, Inc.

Article 2.

Purpose

The Daylily Society of Greater Atlanta, Inc. is a nonprofit organization and its purpose is to promote, encourage, and foster the development and improvement of the Genus Hemerocallis, and public interest therein, by all suitable and appropriate means. The purposes, for which the Corporation is organized, are exclusively educational, charitable, scientific, and literary within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law. The corporation is also organized pursuant to the Georgia Nonprofit Corporation Code. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law and the Georgia Nonprofit Corporation Code.

Article 3.

Registered Agent/Mailing Address

The street address of the registered office is 2415 Ashton Ridge Drive, Dacula, GA 30019. The registered agent is Angie Tatum. The county of the registered office is Gwinnett. The principal mailing address of the corporation is 2415 Ashton Ridge Drive, Dacula, GA 30019

Article 4.

Incorporators

The name and address of each incorporator is:

Patty Franklin
15230 B'Ham Hwy
Alpharetta, GA 30004

Claude Carpenter
6075 Vickery Pt
Cumming, GA 30040

Angie Tatum
2415 Ashton Ridge Drive
Dacula, GA 30019

Article 5.

Membership

The Corporation will have members. Any person, who without regard to their race, sex, national origin, creed and sexual preference, and has an interest in the objectives and purposes of this Corporation, is eligible for membership as set forth in the By-Laws.

Article 6.

Officers

The officers of this Corporation shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Parliamentarian, Newsletter Editor, Youth Coordinator, Web-Site Administrator and seven Directors and shall be elected as set forth in the By-Laws. This Corporation and/or officers, members shall not exercise political influence or lobby any Federal, State or Local government representative on behalf of this Corporation. Officers shall not receive compensation and/or wages for performance of their official duties.

Article 7.

Meetings

The Corporation shall hold regular Business Meetings annually as set forth in the By-Laws.

Article 8.

HEMEROCALLIS SHOW

The Corporation shall hold an accredited American Hemerocallis Society Show annually set forth in Article VII of the By-Laws.

Article 9.

Publication

The Corporation shall publish Newsletters as set forth in the By-Laws.

Article 10.

Amendments

Amendment of the Constitution may be initiated by a majority vote of the active members present at any Business Meeting of the Corporation or by the Executive Board, provided that notice of the proposed amendment is contained in the notice of the Business Meeting. Any amendment thus initiated shall be submitted by US mail or by e-mail over the internet for voting to the entire active membership of the Corporation. The proposed amendment shall be ratified and adopted only if it receives approval of the majority of the voting active members within a specified time.

Article 11.

Dissolution

In the event that the Corporation dissolves, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes such as educational, charitable, religious and scientific purposes. It is the preference of this Corporation that all funds and other assets of this Corporation will become the property of the American Hemerocallis Society.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This _____ day of _____, 2012.

Angie Tatum, Treasurer

BY-LAWS

Article I

Name

The name of this Corporation shall be the Daylily Society of Greater Atlanta, Inc.

Article II

Purpose

The Daylily Society of Greater Atlanta, Inc. is a nonprofit organization in accordance with the Internal Revenue Service Section 501 (c) (3) and the Georgia Nonprofit Corporation Code and its purpose shall be to promote, encourage and foster the development and improvement of the Genus Hemerocallis, and public interest therein, by all suitable and appropriate means (meetings, educational forums, shows, etc.).

Article III

Amendments

Amendments of the By-Laws may be initiated by a majority vote of the active members present at any business meeting of the Corporation.

Article IV

Membership

Section 1. Persons who have an interest in the objective of this Corporation, and who will adhere to its Constitution and By-Laws, may become members by payment of dues as set forth in ARTICLE IX of the By-Laws.

Section 2. There shall be three (3) types of membership in this Corporation.

- (a.) Active Membership: Person who pays dues and attends meetings.
- (b.) Youth Membership: Person between the ages of 6 and 18 years.
- (c.) Honorary Membership: This shall include persons who have been active members but who can no longer serve in an active membership capacity, and also persons who can aid the

Corporation in rewarding its stated purpose. Honorary members may attend meetings, may speak, but may not make motions, vote, or pay dues. The Executive Board must approve the selection of any person who attains the position of Honorary Membership.

Section 3. A Membership Roster shall be published annually in the DSGA Membership Directory.

Article V

Officers

Section 1. The Officers specified by the Corporation's Constitution shall constitute the Executive Board.

Section 2. The President, First Vice President, Second Vice President, Parliamentarian and Directors shall not hold the same office for more than one term of two years in succession. (An exception to this will be made for the term beginning January 1, 2013. The term beginning January 1, 2013 will be for a three year period for the above officers. Terms will revert back to two years starting January 1, 2016.)

Section 3. The Secretary, Treasurer, and Newsletter Editor, and Web-Site Administrator may be re-elected to office by the active membership for each two year term. (An exception to this will be made for the term beginning January 1, 2013. The term beginning January 1, 2013 will be for a three year period for the above officers. Terms will revert back to two years starting January 1, 2016.)

Section 4. All officers shall be elected from the active membership of the Corporation.

Section 5. A vacancy in an elected office shall arise upon the death, resignation or declination to serve of such officer, or upon the continued absence of an officer from two or more consecutive meetings, if such absence is declared by the Executive Board to cause a vacancy.

Section 6. Any officer who shall find it necessary to resign from/her office shall do so in writing to the President and such resignation shall be presented to the Executive Board at their next meeting.

Section 7. The Executive Board shall recommend an active member to fill any office vacated for the remainder of the elected term, such recommendation being subject to the approval of a majority of the active members present at the Business Meeting.

Section 8. The Executive Board may call for a vote by members who may vote in person, by regular US Postal Service mail or by e-mail over the internet, regarding any sound and reasonable proposition consistent with the best interests of the Corporation. Any proposition for a vote shall be ratified and adopted only if it receives approval of a majority of the active members who vote within a specified time.

Article VI

Meetings

Section 1. Regular Business Meetings of the Corporation shall be held in the months of February, April, September and November and at such other times designated by the President.

Section 2. The Business Meeting for the election of Officers and hearing of reports shall be held annually in the month of September.

Section 3. The Executive Board or a majority of the active membership may call special meetings of the Corporation.

Section 4. A majority vote of the active members present at a regular Business Meeting shall constitute approval of the business transacted at the meeting.

Section 5. The Executive Board shall hold two meetings annually, one in the month of January and another in either March or April. Other meetings of the Executive Board may be called as needed by the President.

Section 6. At least Eight members of the Executive Board are required to constitute a quorum for the transaction of business of the Executive Board.

Article VII

Hemerocallis Show

Section 1. The Corporation shall hold an annual, accredited American Hemerocallis Society Show.

Section 2. The Hemerocallis Show shall comply with the current directives established by The American Hemerocallis Society.

Section 3. A Show Chairperson and a Show Chairperson-Elect shall be elected from the active membership at the regular Business Meeting in the month of September. The Show Chairperson and Show Chairperson-Elect shall be voting members of the Executive Board. Members nominated for these offices must have previously indicated their willingness to serve.

- (a.) The Show Chairperson shall appoint committee members as necessary to conduct the show.
- (b.) The Show Chairperson will be responsible for all facets of the Show, subject to the approval by the Executive Board.
- (c.) The Show Chairperson-Elect will automatically succeed to the Show Chairperson the next year, be empowered to make arrangements (site and date) for the next year's Show, and assist the Show Chairperson in all facets of the current Show.

Article VIII

Publications

Section 1. The Corporation shall issue four publications during each calendar year. At least two publications shall be Newsletters, and the other two publications may be Bulletins.

Section 2. The Newsletter or Bulletin shall be published and distributed no later than two weeks prior to a Business Meeting of the Corporation membership.

Section 3. All material submitted and published in the Newsletter or Bulletin shall become the property of the Daylily Society of Greater Atlanta, Inc.

Section 4. The Newsletter Editor shall use his/her own discretion in publishing material submitted for the Newsletter or Bulletin.

Section 5. The Newsletter Editor shall accept paid advertisements for publication in the Newsletter at a rate approved by the Executive Board.

Article IX

Dues

Section 1. Annual dues are payable in advance by Dec. 1 of each year.

Section 2. There shall be three types of annual dues.

- a). Individual Membership: \$25.00 per year.
- b). Membership of Two Adults at One Address: \$30.00 per year.
- c). Youth Membership: \$10.00 per year.

Section 3. Dues shall be paid on an annual basis; however, members who join during or after the annual flower show shall pay the current half year membership rate. At the present time the half year rate is \$15.00.

Section 4. All collected annual dues shall be used to pay for each Individual membership or Membership for Two Adults at One Address or Youth membership in the American Hemerocallis Society.

Section 5. The Treasurer shall pay annual renewal fees to the American Hemerocallis Society by Dec. 31 of each year.

Section 6. In the event that the American Hemerocallis Society changes their annual dues fees. The club dues will change to reflect this increase.

Section 7. This amendment will take affect November 1, 2017.

Article X

Nominations

Section 1. A nominating Committee shall consist of three active members elected by members present at the Spring Business Meeting.

Section 2. A member shall not serve consecutively on the Nominating Committee and no more frequently than every four years.

Section 3. The Nominating Committee shall elect one of its members to serve as a Chairperson.

Section 4. It shall be the duty of the Nominating Committee Chairperson to report nominations to the membership at the Business Meeting held in the month of September.

Section 5. A member of the Nominating Committee shall not be submitted in nomination by the Committee, but may be nominated from the floor.

Section 6. Nominations may be accepted from the floor.

Article XI

Election of Officers

Section 1. Election of Officers shall be at the Business Meeting held in the month of September.

Section 2. Officers may be elected as a slate or individual at the discretion of the membership present at the time of election.

Section 3. A majority vote of the active members present at the Business Meeting shall constitute election of Officers.

Section 4. New Officers shall be installed to assume duties at the regular Business Meeting held in November.

Article XII

Committees

Section 1. The Executive Board shall authorize the creation or maintenance of such committees as it deems necessary to conduct the business of the Corporation.

(a.) Such committees shall be presided over by a chairperson appointed by the President.

(b.) The chairperson shall appoint active members as necessary to plan and carry on its work.

Article XIII

Duties of Officers

Section 1. It shall be the duty of the President to preside at all meetings of the Corporation's membership, to perform all duties usually incumbent upon such officer including the appointment of committee chairperson, to act as ex-officio member of all committees except the Nominating Committee, and to make time and place commitments for all meetings of the membership during his/her second year in office and for the year following his/her term in office.

Section 2. In the absence of the President, the duties and powers of the office shall be assumed by the First Vice-President.

Section 3. In the absence of the First Vice President, the duties of the office shall be assumed by the Second Vice President.

Section 4. The First Vice President shall have the responsibility of programs for all Business meetings.

Section 5. The Second Vice President shall have the responsibility for membership and shall create a membership directory/yearbook as of March 1st of each year. The directory shall include names, addresses, telephone numbers and, if available, email addresses of all members.

Section 6. The Secretary shall have the responsibility of keeping correct records of all business proceedings of regular Business Meetings and of the Executive Board and of submitting a written report to the President within 30 days of each meeting. The Secretary will provide annually an updated copy of the Constitution and By-Laws reflecting changes of the previous year. The updated Constitution and By-Laws will be published on the DSGA Website by the Web-Site Administrator.

Section 7. The Treasurer shall have the responsibility of receiving all dues and other monies and be custodian of the funds of the Corporation, which shall be kept on deposit in the name of the Corporation in a bank approved by the Executive Board; shall pay all authorized bills; shall keep a correct record of all monies received and disbursed; shall sign all checks against the Corporation's funds; shall give a report at each Business Meeting ; and shall render an itemized report in writing at the end of each calendar year.

Section 8. The Parliamentarian shall have the responsibility of determining proper procedure on all points of order.

Section 9. The Newsletter Editor shall have the responsibility of assembling, preparing for publication and distributing such printed material as may be periodically published by the Corporation.

Section 10. The Youth Coordinator shall have the responsibility of representing the Youth Membership in all business of the Society.

Section 10a. The Website Administrator shall have the responsibility of maintaining an up-to-date website for the society.

Section 11. The Directors shall have the responsibility of attending all meetings of the Executive Board, representing the membership in the best interest of the Society.

Section 12. The Executive Board shall have general charge of the funds and affairs of the Corporation; shall make appropriations to committees and other agencies authorized to spend same; and shall appoint a committee of three of its members to conduct an audit of the Treasurer's books at the end of each calendar year. The Executive Board shall carry out the purpose of the Corporation and exercise any and all powers of the Corporation, subject to the Constitution and By-Laws of the Corporation.

Section 13. Duties of Committee Chairpersons who may be appointed by and at the pleasure of the President

- (a) The Education Chairperson shall plan Workshops, forums, training sessions, etc. to educate the membership on topics of general interest to the members. Examples of such topics are grooming for shows, photography and hybridizing. The education Chairperson will be responsible for the Education Display at the annual Show.
- (b) The Hospitality Chairperson shall be responsible for providing refreshment at all meeting. His/Her committee shall request and acquire food and drink donations from the general membership. The committee is responsible for set-up and tear-down of the food tables at the meetings.
- (c) The Plant Sale and Auction Chairperson shall solicit plants from the membership for the Show sale and for auctions that may be scheduled at Business Meetings by the Executive Board. It is the duty of this Chairperson to work with the Show Chairperson to secure space for sales at shows.
- (d) The Publicity Chairperson shall have the responsibility of preparing and distributing articles about the activities of the Daylily Society of Greater Atlanta, Inc. to local and regional publications. This publicity will contain dates and meeting places for Business Meetings and Shows. The Publicity Chairperson must work with the Show Chairperson to insure adequate publicity about shows. The Publicity Chairperson shall also report the activities of the Daylily Society of Greater Atlanta, Inc. to the Editor of the Region 5 Newsletter.
- (e) The Sunshine Chairperson shall be responsible for maintaining current information on members who are sick or have had other family hardships and for reporting this to the general membership. The Chairperson will be responsible for sending cards to members who are ill or have other qualifying hardships. Flowers will not be sent to hospitals due to the expense of the flowers.
- (f) The Travel or Tour Chairperson shall plan and execute local or extended tours of gardens at the direction of the Executive Board.

Article XIV

Removal for Cause

The Executive Board by a two-thirds vote has the authority to remove any officer, appointed person or staff for acts of dishonesty or non-performance of duties.

Article XV

Conflict of Interest

Purpose. The purpose of the conflict of interest article is to protect the tax exempt status of the Daylily Society of Greater Atlanta, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer and/or member of The Daylily Society of Greater Atlanta, Inc. or might result in a possible excess benefit transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Definitions. Any officer or member of a committee with governing delegated powers, who has direct or indirect financial interest, is an interested person. A person has a financial interest if the person has directly or indirectly, through business, investment or family: (1.) an ownership or investment interest in any entity with which Daylily Society of Greater Atlanta, Inc. has a transaction, (2.) when a compensation arrangement with the Daylily Society of Greater Atlanta, Inc. or with any entity or individual with which the Daylily Society of Greater Atlanta, Inc. has a transaction, or (3.) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Daylily Society of Greater Atlanta, Inc. is negotiating a transaction. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. An officer and member who have a financial interest may have a conflict of interest only if the Daylily Society of Greater Atlanta, Inc. Executive Board decides that a conflict of interest exists.

Procedures. An interested person, who has an actual or possible conflict of interest, must disclose the existence of the financial interest and be given an opportunity to disclose all material facts to the Executive Board considering the proposed transaction. After disclosure of the financial interest, the material facts, and discussions with the interested person, the interested party shall be excused from the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists. The President, Chairperson of the Executive Board, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction. After exercising due diligence, the Executive Board shall determine whether the Daylily Society of Greater Atlanta, Inc. can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction is not reasonably possible under the circumstances not producing a conflict of interest, The Executive Board shall determine by a majority vote of the disinterested officers/members whether the transaction is in Daylily Society of Greater Atlanta, Inc. best interest, for its own benefit, and whether it is a fair and reasonable. In conformity with the above determination it shall make its decision as whether to enter into the transaction. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the officer/member of the basis for such belief and afford the officer/member an opportunity to explain the alleged failure to disclose. If after hearing the officer's/member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the officer/member has failed to disclose an actual or possible conflict of interest, the Executive Board shall take appropriate disciplinary and corrective action.

Records of Proceedings. The minutes of the Executive Board shall contain the names of the persons, who disclosed or were found to have a financial interest in connection with an actual or possible conflict of

interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.

Compensation. No officer and or member shall receive compensation for performance of their duties. Officers and members who have a financial interest in a possible and/or an actual financial transaction with the Daylily Society of Greater Atlanta, Inc. shall follow the procedures for disclosure. Officers and members with a financial interest in a transaction shall not vote on the conflict of interest transaction.

Annual Statements. Each officer of the Daylily Society of Greater Atlanta, Inc. shall annually sign a statement which affirms that they received a copy of the conflict of interest article; read and understand the conflict of interest article, and agrees to comply; and understands that the Daylily Society of Greater Atlanta, Inc. is a tax exempt organization and in order to maintain its federal, state and local tax exemption it must engage in activities which accomplish one or more of its tax exempt purposes.

Periodic Reviews. To ensure the Daylily Society of Greater Atlanta, Inc. operates in a manner consistent with tax exempt purposes and does not engage in activities that jeopardize the tax exempt status, an annual review shall be conducted of financial transactions approved by the Executive Board to ensure that each was fair and reasonable, benefited the objectives of the Daylily Society of Greater Atlanta and any conflicts of interest that were brought forward to the Executive Board were conducted and recorded in accordance with the requirement of this article. The President shall appoint 3 non-officer members to conduct the annual review. The appointed committee shall report their findings to the members attending the following scheduled Business Meeting.

Article XVI

Governing Authority

Roberts Rules of Order, Newly Revised, shall govern the procedures of this Corporation unless otherwise stated in the By-Laws.

Approved November 1, 2014