

The Herb Society of America - Hill Country Unit

Bylaws

Article I

Name

The name of the organization shall be: The Herb Society of America – Hill Country Unit, hereinafter referred to as the Unit. The Hill Country Unit is an autonomous organization but affiliated with The Herb Society of America in it's South Central District. The Unit's active members are full members of The Herb Society of America, hereinafter referred to as National.

Article II

Purpose

The Unit was founded in 2008 for the charitable and educational purposes of furthering the knowledge and use of herbs. The motto of the Unit is taken from the herbalist, John Parkinson, "For Use and For Delight".

Article III

Membership

1. Any person showing interest in growing, using and studying herbs may apply for membership in the Unit.
2. There shall be four classifications of membership.
 - A. **ACTIVE** - An active member shall support the activities of the Unit by volunteering in community outreach, fundraisers and events sponsored by the Unit. All volunteer hours for these activities shall be recorded for submission to National.
 - B. **AFFILIATE** - A member in good standing and active in another Herb Society of America Unit or is an At-Large member of The Herb Society of America. An Affiliate member is encouraged to participate in Unit endeavors but may not hold office or vote.
 - C. **HONORARY** – Any member who is approved by the Members of the Board for rendering special service to the Unit or contributes substantially to the advancement of knowledge and use of herbs shall be eligible for Honorary Membership. Such special honor shall be conferred at the discretion of the Members of the Board and shall not exceed two members at any on time. The Unit shall pay National annual fees for honorary members.
 - D. **LIFE** - Life members of National shall pay only local dues

ARTICLE IV

Membership Fees

1. Annual Unit local dues shall be set each July by a majority vote of the members of the Board. National dues will also be confirmed by each July. Annual membership dues shall include the assessment of The Herb Society of America. The dues schedule is as follows:
 - Active - Single Local plus National dues
 - Active - Joint Local plus National dues
 - Affiliate - Single Local dues only
 - Affiliate – Joint Local dues only
 - Life members of the Herb Society of America pay only local dues.
 - National dues for honorary members are paid by the Unit.

2. Annual dues fees shall be payable by the September meeting of each year.

Article V

Officers and Committee Chairpersons

1. Election:
 - A. The officers of the Unit shall consist of a Chair (or Co-Chairs), Garden Chair, Program Chair, Membership Chair, Secretary and Treasurer, and shall be known as the Officers of the Board. The Officers shall serve as Members of the Board during their term in office.
 - B. The Officers shall be elected by a majority vote of Active members present at the Unit's Annual meeting.
 - C. The Officers shall hold offices for two years or until their successors are elected. Vacancies shall be filled by the Members of the Board for the remaining term of office.
 - D. Newly elected Officers shall assume office July 1 following their election.
2. Duties:
 - A. The Officers shall perform the duties traditional to the offices to which they have been elected. The Chair also shall be the Chair (or Co-chair) of the Board.
 - B. The elected Officers of the Board shall have the authority to manage Unit affairs requiring immediate attention arising between regular Board Meetings, or adopt changes to rules during unusual circumstances.
 - C. Budget recommendations for upcoming year will be discussed and budget prepared to present to members at first monthly meeting of the new fiscal year. The fiscal year runs from July 1 through June 30.
3. Transitional procedures of the Board:
 - A. Following the Annual Meeting the current and newly-elected Members of the Board will meet as a transitional team.
 - B. The outgoing Members of the Board will provide transitional materials and training for the new Members of the Board.
 - C. All permanent Unit records will be transferred at this time
 - D. The Annual Meeting minutes will contain information on who has signature authority. Signature cards will be signed at the Bank.
4. Committees:
 - a. The Unit Chair shall appoint the Standing or Special Committee Chairs as needed.
 - b. The Standing Committee Chairs are subject to the approval of the Officers of the Board.
 - c. The Standing Committee Chairs and Special Committee Chairs shall perform their usual duties and shall serve as Members of the Board with voting rights.
 - d. At the Annual Meeting, the Officers and Committee Chairs shall present annual reports and the Treasurer shall present an annual financial report for approval.

ARTICLE VI

Members of the Board

1. The Members of the Board shall consist of the Officers of the Board and all Committee Chairs. The retiring Unit Chair shall automatically be entitled to serve as a Member of the Board for the first two fiscal years after his or her retirement.

2. The Members of the Board shall have full power and authority to manage the affairs of the Unit in the usual course of business.
3. A majority of the Officers of the Board shall constitute a quorum for the transaction of any business.

ARTICLE VII

Meetings

1. Regular Unit monthly meetings shall be held as prescribed by the Members of the Board.
2. The Annual Meeting, which may be one of the regular monthly meetings, shall be held between April 1 and June 30 of each year.
3. Twenty percent (20%) of the Active members shall constitute a quorum at any Unit meeting.
4. Special Unit meetings may be held at the call of the Chair or at the written request of five Active members sent to the Secretary.
5. Meetings of the Members of the Board shall be held at least once per quarter at the call of the Chair. Other meetings of the Members of the Board shall be held upon written notice given by any five Members of the Board. Five days written notice shall be required for such called meetings of the Members of the Board. Email is considered written notice. Electronic meetings and votes are allowed for all meetings.

ARTICLE VIII

Rules of Order

The Unit Chair shall preside at all meetings of the Unit and the Board. Meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX

Indemnification of Officers/Directors

The Unit shall defend, indemnify and hold harmless every authorized agent, Director, Officer, his or her heirs, executors, administrators against liability and against reasonable expenses incurred in connection with any action, suit or proceeding to which such individual(s) shall be made a party by reason of being or having been a Director, Officer, or agent of the Unit, but excluding any finally adjudicated willful misconduct. The foregoing right shall be exclusive of any other rights to which such individual may be entitled.

ARTICLE X

Amendments

Amendments to these bylaws may be made at any meeting of the Unit, provided that the general character of the proposed amendments has been duly set forth in the call to said meeting, two weeks in advance of said meeting, and twenty percent (20%) of the Active Members are in attendance and two-thirds vote to adopt same.

ARTICLE XI

Funds

1. Banking

A. The official depositories for all Unit funds shall be in a fully insured bank who is a member of F.D.I.C.. Signature authority on the checking account resides with the Chair (Co-chair) and Treasurer currently in office.

B. All checks issued by the Unit of more than \$250.00 shall have two signatures in order to be a viable check.

C. Membership dues and other general income received by the Unit shall be deposited in the General Fund Checking Account and shall be expended for budgeted and operating expenses of the organization by direction of the Chair (Co-chair), Treasurer and Members of the Board as approved by members in the current year budget.

2. Budget Expenditures

- A. All items purchased for the unit must be submitted on the approved Member Request for Expense Reimbursement form available from the committee chairs and on the website. Purchases must be preapproved by the Committee Chair and fall within the budget guidelines. The Committee Chair will present and discuss proposed expenditures not included in the budget to the Officers of the Board for approval before incurring the expense.
- B. In the production of a Unit event, all expenses must be approved by the Program/Event chair on the Member Request for Reimbursement form and fall within the budget guidelines. Expenditures not included in the budget must be approved beforehand by the Officers of the Board. The Program/Event Chair will present and discuss proposed expenditures not included in the budget to the Officers of the Board for approval before incurring the expense, if possible.

ARTICLE XII

By Law Changes

Changes to the by-laws may be changed at the recommendation of Members of the Board presented at a Unit meeting and approved by a quorum (20% of active members).