



AMENDED CONSTITUTION & BYLAWS

American Hemerocallis Society

Approved December 31, 2008

ARTICLE I – NAME

The name of the organization shall be the American Hemerocallis Society, Inc. (“AHS” or “Society”). The Articles of Incorporation and any amendments thereto of this organization shall be kept in the possession of the Chief Financial Officer. Copies of these shall be maintained by the Secretary and the President.

ARTICLE II – PURPOSE

The AHS is a non-profit organization. Said corporation is organized exclusively for educational and scientific purposes, and especially to promote, encourage and foster the development and improvement of the genus *Hemerocallis* and public interest therein. These purposes are expressly limited so AHS qualifies as an exempt organization under Section 501(c)(3) of the U. S. Internal Revenue Code of 1954 or the corresponding provision of any future U. S. Internal Revenue Law.

ARTICLE III – MEMBERSHIP

Membership in the AHS shall be open to any person or organization that is interested in the objectives of the Society, adheres to the *Constitution and Bylaws* and promptly pays the appropriate dues in advance. Any changes in the amount of the annual dues of the Society shall be recommended by the Board of Directors and approved by the majority of the membership at the annual meeting of the Society or by written ballot. The Society’s members shall be divided into the following classes.

- a. Regular Membership shall include individuals and organizations that shall have all the usual privileges of membership and is available on an annual and triennial basis.
- b. Family or Dual Memberships shall include not more than two individuals at one address and such memberships are available on an annual and triennial basis. Such members shall have all the usual privileges of membership except that they will be sent only one copy of *The Daylily Journal*.
- c. Youth Memberships shall include individuals who pay dues prior to their eighteenth birthday at an appropriate rate. Youth membership status shall continue through the end of the calendar year in which the member’s eighteenth birthday occurred. Such members shall receive *The Daylily Journal*.
- d. Life Membership shall include individuals who shall have all the usual privileges of membership. The specified dues shall be placed in the Life Membership Reserve Fund. Interest from this fund may be transferred to the General Fund. The principal from the Life Membership Reserve Fund may be transferred to the General Fund upon the death of the individual or upon the dissolution of the organization.
- e. Dual Life Memberships shall include the second of two individuals living as a family unit at the same address where one individual is a life member. The specified dues for the Dual Life Member, which shall be one-half that of a Life Membership, shall be placed in the Life Membership Reserve Fund. Membership for the dual life member shall continue for the life of the individual. The dual life member shall have full membership privileges except that only one copy of *The Daylily Journal* will be mailed to the life/dual members’ address. Associate life members shall have the same privileges as dual life members except that memberships shall terminate at the end of the calendar year in which the life member dies.
- f. Honorary Membership may be conferred upon individuals who have contributed significantly to the development and improvement of the genus *Hemerocallis* or who have rendered honorable and distinguished service to the Society. Honorary members shall be elected by the Board of Directors and have all the usual privileges.

- g. International Memberships shall include all individuals residing outside the United States of America or Canada who pay the specified membership dues. International members shall have all the usual privileges of membership and shall receive *The Daylily Journal*.

ARTICLE IV – PAYMENT OF DUES

Section 1. Annual dues shall be payable in advance of January first of each year.

Section 2. Dues remaining unpaid on March first (and after renewal notice has been given by the Secretary) shall cause removal of the name of the member from the publications mailing list of the Society and termination of the membership.

Section 3. The business and fiscal year of the Society shall be the calendar year.

ARTICLE V – ELECTION OF DIRECTORS AND REGIONAL VICE PRESIDENTS

Section 1. ELECTION PROCEDURES.

The Society recognizes that there are differences between its regions which may justify the use of different election procedures by its regions and thus these Bylaws grant the regions several options for election procedures to be utilized by the regions for the conduct of the elections contemplated by this Article. Notwithstanding these options it is the policy of the Society to encourage the Regions to adopt those election procedures which will in the opinion of each region result in the widest possible participation of the Society's members in the Society's election. Each region shall adopt one of the election procedures set forth in the Sections 4 through 6 below for the elections of both the Director and the Regional Vice President to be elected by that region. Each region shall adopt the election procedure to be used in that region in the same manner as provided in that region's Bylaws for the amendment of its Bylaws. In the event of a conflict between the election procedure adopted by a region and the Bylaws of that region, the election procedure so adopted shall be deemed to be an amendment of that region's Bylaws.

Section 2. DIRECTORS

The Directors of the Society shall be elected by region. Each region shall elect a director from society members of that region. A nomination for the position of Director shall be made by a nominating committee consisting of three members from the region elected by a majority vote of the regional members at the annual regional meeting preceding the annual regional meeting at which the election results are announced. Only one of the three members can have served on the nominating committee during the prior election of a director and under no circumstances can a member of the nominating committee serve more than two consecutive terms. A region may impose such additional conditions for serving on the nominating committee as are not inconsistent with the requirements set forth in these Bylaws. The nominating committee will take into consideration the specific skills needed by the Society to best serve the membership. Within thirty (30) days of being notified of his or her election each director-elect shall submit a written statement to the President of the Society that the elected person has the ability, the willingness, and the qualifications to serve as a director of the society. If, at the time of the Society's fall Board meeting, any region has not elected a qualified director who has agreed in writing to serve as a Director of the Society, the President shall appoint a director from the membership at large, subject to ratification by two-thirds vote of the Board. If there is a vacancy in a board position during a regular term, the President shall appoint, in collaboration with the Regional Vice President, a member from the region to fill the vacancy, subject to the ratification by two-thirds vote of the Board which also may be by mail or email. Any appointed member of the Board serving more than one-half of the regular term of three years shall be deemed to have served a full term.

Section 3. REGIONAL VICE PRESIDENTS.

The Regional Vice President for each region shall be elected from society members of that region. A nomination for the position of Regional Vice President shall be made by a nominating committee of three members from the region who shall be elected by a majority vote of the regional members at the annual regional meeting preceding the annual regional meeting at which the election is conducted. Only one of the three members can have served on the nominating committee during the prior election of a Regional Vice President and under no circumstances can a member serve more than two consecutive terms.

Section 4. ELECTION BY MAIL IN BALLOT.

If a region adopts the election procedure set forth in this Section 4, the committee shall send to the membership a ballot for voting by insertion in the regional newsletter or by first class United States mail at least forty-five (45) days prior to the annual regional meeting with the committee's nomination and with space for write-in candidates. If an incumbent director is eligible to serve a second three-year term and unless the incumbent director indicates in writing an unwillingness to do so, the name must be included on the ballot. The ballot must be signed and returned to the chair of the nominating committee hand delivered or postmarked no later than fifteen (15) days prior to the date of the annual regional meeting. The nominating committee shall count the ballots and ascertain that all ballots are from active members as certified by the Secretary of AHS through the mailing labels provided for the regional newsletter in which the ballot appears. The election shall be determined by a plurality of the votes cast. The results will be reported to the regional membership at the annual regional meeting and to the President of the Society.

Section 5. ELECTION AT ANNUAL MEETING.

If a region adopts the election procedure set forth in this Section 5, the chair of the nominating committee shall present the committee's nominee to the regional membership at the annual regional meeting and the floor shall be opened for additional nominations. The election shall be determined by a majority vote of the regional members casting a vote at the meeting. If no candidate receives a majority of votes cast at the meeting, a runoff election shall be held between the two candidates receiving the greatest number of votes. Balloting at a regional meeting under this Section 5 can be show of hands or by written ballot with space to write in the names of candidates nominated after the floor has been opened for additional nominations.

Section 6. ELECTION BY COMBINED MAIL AND MEETING BALLOTS.

If a region adopts the election procedure set forth in this Section 6, written ballots shall be distributed to all of the members of the region in the same manner as set forth in Section 4 above. A member may cast a vote by returning the ballot by mail in the same manner set forth in Section 4 above. Those members who do not vote by mail shall have the additional opportunity to cast their vote at the annual regional meeting and all balloting at the annual regional meeting pursuant to this Section 6 shall be conducted by means of written ballot conforming to the requirements for written ballots described in Section 5 of this Article. The chair of the nominating committee shall maintain a list of those persons who voted by mail and all written ballots submitted at the annual regional meeting shall be checked against that list to ensure that only one ballot per member is counted. If a member who submitted a ballot by mail also submits a ballot the ballot submitted at the meeting shall be counted and the ballot submitted by mail shall be disqualified. Thereafter, all ballots submitted by mail and at the meeting shall be tabulated. The election shall be determined by a majority vote of the regional members casting a vote by ballot or at the meeting. If no candidate receives a majority of such votes, a runoff election shall be held between the two candidates receiving the greatest number of votes. Written ballots that were counted in the initial election ballot that cast a vote for a person included in the runoff election shall be counted in the runoff election unless the member is present and votes. If the written ballot cast a vote for a person not included in the runoff election and the person casting that ballot is not present to vote otherwise, that written ballot shall not be counted in the runoff election.

Section 7. ELIGIBILITY TO VOTE.

Each regular, lifetime or honorary member shall be entitled to cast one vote for Director and Regional Vice President. In the case of Family or Dual memberships, each such member shall be entitled to cast one vote for Director or Regional Vice President. Current Associate Life Members who did not elect to convert their membership to a Dual Life Membership prior to January 1, 2001, shall have the right to vote for Director and Regional Vice President. Youth members shall have the right to vote for Director and Regional Vice President.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of at least as many directors as the number of regions designated pursuant to Article VII below, all of whom shall be responsible to the entire membership regardless

of their respective residence or region. If the Board shall designate one or more additional regions pursuant to the provisions of Article VII below, the President shall appoint a director from each such newly designated region pursuant to Section 4 of this Article below to serve until such time as the region elects a director in accordance with the procedures set forth elsewhere herein provided that the initial terms of such newly appointed directors may be varied to the extent necessary to preserve, as closely as possible, the requirements of Section 2 below that one third of the directors are to be elected each year.

Section 2. The term of office for directors shall be three years or until their successors are duly elected and qualified and no director shall serve more than two successive terms (except as provided in Article VIII, Section 3), but may serve again after being out of office for three years. The terms of new board members will begin on January first of the year after election. The expiration date of the terms of directors shall be staggered so that as close as possible to one third of the directors are to be elected each year to fill the regular terms on the Board. Before taking office each director shall certify in writing of the ability, willingness, and qualifications to serve the Society in any position designated by the Board of Directors and/or President, and has access to resources adequate to absorb all reasonable costs incurred by attendance at two board of directors meetings annually, one of which shall be at the annual convention of the Society. To qualify as a director the member must have been a member of the Society for at least five years and have attended at least three national conventions and three annual regional meetings. Non-attendance of a director at two consecutive board meetings or non-performance of duties assigned by the President or Board shall be sufficient cause for the Board by a two-thirds vote to remove a director. The resulting vacancy shall be filled in the manner set forth in Article V, Section 2.

Section 3. The Board of Directors shall be charged with the sound and constructive management of the Society, and by virtue of the authority vested in it, may adopt and amend rules, regulations and procedures for its own government.

Section 4. The Board of Directors shall have the authority to ratify the election of officers of the Society. The Board shall likewise have authority to ratify the election of assistants to officers and all members of the administrative staff and designate such special advisors as may be needed by the Board or by committees. All officers elected by the directors shall hold office until the end of the calendar year for which they are elected or until their successors are duly elected and qualified. Should a vacancy arise in any of these offices during the course of the year, the President shall appoint a replacement to fill the unexpired term caused by such vacancy, subject to ratification by members of the Board by a two-thirds vote which also may be by mail or email.

ARTICLE VII – REGIONS

Section 1. The Board of Directors shall designate, describe, and constitute geographical areas of the United States and Canada as official regions of the Society. It is desired that no region comprise less than two and one-half (2.5) percent or more than fifteen (15) percent of the membership unless geographical consideration would make it extremely difficult for the region to operate as a homogeneous unit. All members of the Society who reside in a region so designated shall be members of that region as well as members of the Society and shall have the right to vote for the Director elected from that region and the Regional Vice president for that region as described elsewhere herein. Notwithstanding the residence of a member within a particular region, the Board may establish guidelines for permitting a member who would otherwise be a member of a particular region to switch the member's regional membership to an adjoining region to accommodate those cases where it would be more convenient for a member to become a member of the adjoining region, provided that in no event shall a member be a member of more than one region.

Section 2. The Society is currently divided into regions of the Society. To manage these regions, these Bylaws provide a method for electing a Regional Vice President for each region who presides over and administers the particular affairs of each region. The Regional Vice Presidents are national officers of the Society who are the official representatives of the Society for each Region and are officers of the region. Each RVP is responsible to the Society and the region and its membership for overall management of financial and membership issues for its respective region. The Regional Vice

Presidents are responsible for the regional activities of the Society in strict accordance with guidelines established by the Board of Directors. They report to and take direction from the Board of Directors through the Chair of the Regional Officers Committee. They shall conduct all regional business of the Society in such manner as to promote the best interests of the Society as a whole. In order to be nominated as a candidate for the office of Regional Vice President, the nominee must have been a member of the American Hemerocallis Society for at least the three preceding calendar years and must be a member of good standing at the time of nomination. Regional Vice Presidents shall be elected for no more than two (2) consecutive terms of two (2) years each. Any past Regional Vice President may be elected again after being out of office for two years. The Board of Directors shall confirm the election of Regional Vice Presidents by regional memberships in accordance with Article V, Section 2. In the event the office of Regional Vice President becomes vacant during the term of office, the President shall appoint a member from the region to fill the vacancy, subject to the ratification by two-thirds vote of the Board which also may be by mail or email.

Section 3. Each region shall adopt its own set of Bylaws. The Bylaws of each region shall conform to these Bylaws in all material respects as to matters contained herein and in the event of any conflict between the Bylaws of a region and these Bylaws, these Bylaws shall control. The Bylaws of a region shall not contain any provision that would prevent the region from qualifying under the Society's group exemption letter for purposes of qualifying the Society and each of its regions as Section 501(c)(3) organizations for Internal Revenue Service purposes and any provision contained in the Bylaws of any region that would disqualify the region from inclusion under such group exemption letter shall be null and void. Subject to the foregoing restrictions, the Bylaws of each region shall contain such matters pertaining to the governance of the region, as the region deems appropriate. Notwithstanding the foregoing, the Society shall have the power to amend the Bylaws of any Region or all regions by acting in the same manner as provided in Article XIV below for the amendment of these Bylaws. Any amendment to the Bylaws of a region made pursuant to Article XIV below shall not be subject to amendment by the region by virtue of any provision contained in the region's Bylaws that otherwise provides for the amendment of the region's Bylaws unless the region first requests and obtains a resolution from the Society's Board authorizing the region to seek an amendment of its Bylaws in accordance with the procedures otherwise contained in the region's Bylaws. Nothing contained in the preceding sentence shall prevent the region from amending its Bylaws as to any subject matter that has not been amended by the Society or from amending the initial bylaws adopted by the Society for the Region upon the incorporation of the Region.

ARTICLE VIII – OFFICERS

Section 1. The Principal Officers of the Society shall be the President, Vice President and Chief Financial Officer. A president's term of office shall consist of two consecutive years. In the event a president shall have only one year remaining of a current term as a director, an automatic one-year extension of the president's term as a director will be granted. The term of office for the other Principal officers shall be one year. All Principal Officers shall be members of the Society's board of directors during their term of office as a Principal Officer. At the fall board meeting during the first year of the President's term, the Board shall elect a nominating committee of no fewer than three (3) members of the Board. The first person elected to the committee shall serve as chair. The committee's duties shall be to report to the Board at the following annual AHS board meeting its nominee for the office of president. After the committee submits its nominee, the President shall conduct the election for president after having called for nominations from the floor. The election shall be determined by a majority vote of the directors present at the meeting. The president-elect shall be presented to the membership at the annual AHS business meeting.

Section 2. At each fall board meeting, acting upon the recommendation of the President (or the President-Elect in the case of the fall board meeting immediately prior to the termination of the then President's term), the Board shall ratify a slate of Principal Officers for the upcoming year who are determined solely by qualifications of the individuals to meet the needs of the Society and without any chain of succession through the Society officers and, further to approve an executive committee and administrative staff. In addition to the Principal Officers, the officers of the Society shall also include the Regional Vice Presidents described in Article 7, Section 2 above who shall be elected in the

manner specified elsewhere in these Bylaws. The Executive Committee of the Board shall be comprised of the Principal Officers and at least two other directors.

Section 3. The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society and of the Board of Directors, and during the term of office shall be charged with the general supervision of the affairs of the Society and shall be an *ex officio* member of all committees except the nominating committee.

Section 4. The Vice President shall perform the duties of the President in the absence of that officer.

Section 5. The Chief Financial Officer (CFO) shall

1. Have overall authority over the accounting, investments, and control of all funds of the Society.
2. Be assisted by a staff member who shall be the Treasurer of the Society.
3. Establish policies and procedures, which permit proper reporting, disbursement, and control of all funds.
4. Ensure that the treasurer is carrying out the duties of that staff position as required.
5. Be responsible for the Society's and to extent possible, its regions' compliance with current U.S. IRS rules and regulations.

ARTICLE IX - STAFF

Section 1. The Secretary shall

1. Keep the records of the proceedings of the Society, be responsible for the membership property records and provide them as needed for others to conduct the business of the Society, maintain an updated *Constitution and Bylaws*, and prepare the necessary annual and board meeting information
2. Be responsible for collection of monies and mailing society publications and promotional items as designated by the Board of Directors.
3. Report to the Board of Directors and give a written report at each meeting of the Board of Directors.
4. Account, monthly, for and transmit to the Treasurer all monies collected.
5. Submit the books and records annually to an audit committee appointed by and at the time designated by the Board of Directors.
6. Perform other duties as prescribed by the President and/or the Board of Directors.

Section 2. The Registrar shall

1. Be responsible for the registration of all new cultivars of the genus *Hemerocallis* in accordance with the provisions of the *International Code of Nomenclature for Cultivated Plants* and the rules of the Society.
2. Maintain all registration records and prepare for publication a *Check List* of all registrations at the direction of the Board of Directors and *Supplements* on a yearly basis.
3. Report to the Board of Directors through the Chair of the Registration Committee and give a written report at each meeting of the Board of Directors.
4. Submit all monies to the Treasurer, and bills to the Chief Financial Officer on a monthly basis.

Section 3. The Treasurer shall

1. Keep safe in the name of the Society and account for all monies and securities of the Society.
2. Disburse money for documented expenses duly authorized within the approved budget, or upon authorization of the President or the CFO, which authorization must be confirmed in writing.
3. Keep the Board of Directors informed as to the financial condition of the Society on an as-needed basis and report at each regular meeting of the Board of Directors and prepare a formal detailed annual report for the Board of Directors and membership at the end of each fiscal year.
4. Prepare a proposed budget for the upcoming year, prior to the fall board meeting, reflecting the estimated income and expenses from each board member, special committee chair, and staff member and issue a final budget after it has been approved by the Board of Directors.

The Treasurer and others handling the society funds in excess of one thousand dollars per year shall give bond at the expense of the Society in such amount and in such form and with surety as the Board of Directors shall require. The books of the Society shall be audited upon a change in identity of the

Treasurer and at such other intervals as may be required by the Society's bonding agency's requirements. Further, an independent review shall be performed every other year, unless an audit is to be performed in that year. All audits shall be performed by a certified public accountant selected by the audit committee and approved by the Board. In those years where an independent audit is not required an internal review will be conducted by the Audit Committee, however, such review may be conducted by a certified public accountant upon direction of the President or the Board.

Section 4. The Editor

1. Is responsible for the preparation, printing, and distribution of the *Daylily Journal* within budget guidelines on a prompt, timely basis.
2. Is responsible for the appearance, quality, content, and cost of the journal within the guidelines of the Board of Directors.
3. Reports to the Chair of the Publications Committee and is responsible for providing information to develop accurate cost budgets and reporting to the Board of Directors at each regular meeting or as otherwise required.
4. Shall review all bills relating to the *Daylily Journal* and submit them promptly to the Chief Financial Officer for approval.

Section 5. Additional staff and assistants may be appointed as needed at the direction of the President with the approval of the Board of Directors or its duly constituted officers.

ARTICLE X – REMOVAL FOR CAUSE

The Board of Directors by a two-thirds vote has the authority to remove any officer(s), appointed official(s), Regional Vice President, Committee Chair or staff for acts of dishonesty, non-performance of duties assigned by the Board of Directors or its duly constituted officers or a medical condition reasonably expected to persist more than ninety (90) days which prevents such person from performing such duties.

ARTICLE XI – MEETINGS

Section 1. The annual business meeting of the Society shall be held each year at an appropriate time and place determined by the Board of Directors. Notice of the date, time and place of such meeting shall be given to each member of the Society at least thirty (30) days in advance but not more than sixty (60) days in advance, by Publication in the AHS Journal. Any notice that is timely published in the AHS Journal may be amended by written notice sent by first class mail mailed not less than ten (10) days before the date of the meeting, provided that such amendment does not alter the date, time or place of the meeting. A report of the meeting shall be made to the membership as soon as possible, and shall constitute due notice of the actions taken and rulings made.

Section 2. One hundred members shall constitute a quorum at any regular or special business meeting of the Society.

Section 3. The President may call special meetings of the Society. Not less than thirty days (30) notice of the time, place, and description of the purpose of such meeting shall be given by the Secretary.

Section 4. Any action that could be taken by members at an annual meeting or at a special meeting may be approved by written ballot. If action is to be taken by written ballot, the Society shall deliver a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballots. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and state the time by which a ballot must be received by the Society in order to be counted. A written ballot shall not be revoked. A written ballot may be delivered and a vote may be cast on the ballot by electronic transmission. An electronic transmission of a written ballot shall contain or

be accompanied by information indicating that a member, a member's agent, or a member's attorney authorized the electronic transmission of the ballot.

- Section 5.** Regional meetings may be held from time to time at the instance of the Regional Vice President consistent with the Bylaws of the Region and for such purposes as may be in the best interest of the Society.
- Section 6.** Subsequent to the annual election of directors and not later than November fifteenth, the President shall call a business meeting of the Board, to which the newly elected directors shall be invited for counsel. At this meeting all pending business, unfinished and new, shall be considered and completed insofar as possible. At the close of this meeting new directors shall be seated, effective January 1 of the year elected or appointed to serve.
- Section 7.** Other business meetings of the Board shall be called as needed by the President for the proper handling of the society affairs. A full report of the transactions of all board meetings shall be published in the next issue of the official publication of the Society or be mailed with or otherwise transmitted to members concurrently therewith and shall constitute due notice of the actions taken and rulings made.
- Section 8.** All meetings shall be called and conducted in conformity with rules prescribed by the Board of Directors. *Roberts Rules of Order, Newly Revised*, shall govern all meeting procedures not provided for in the Bylaws or the rules prescribed by the Board of Directors..

ARTICLE XII – COMMITTEES

Subject to the directions and approval of the Board of Directors, the principal functions of the Society shall be performed by committees, to whom shall be delegated all necessary authority to enable them to meet their duties within the approved budget. The Board of Directors shall have the authority to create and abolish all standing and special committees and to delegate to such committees such powers and functions as it may deem proper. The Chair of these committees, except the nominating committee, shall be named each year by the President subject to ratification by members of the Board by mail or email and shall report to the President and the Board of Directors. The Committee Chair shall have the authority to appoint and remove the remaining members of that Committee. Each committee must have a specific job description approved by the President and the Board of Directors and shall be headed by a chair who shall be a director or past director of the Board. However, if specific expertise is needed, which is not available on the Board, non-board members may be appointed chair. It is the responsibility of the chair of each committee to report in writing to the Board of Directors at each regular meeting, or as otherwise required, and to submit the committee's proposed budget for their operating budget for the upcoming year prior to the fall board meeting. All committee chairs shall hold office until the end of the calendar year for which they are appointed or until their successors are appointed. Should a vacancy arise in the position of Committee Chair during the course of the year, the President shall appoint a replacement to fill the unexpired term caused by such vacancy, subject to ratification by members of the Board which also may be by mail or email.

ARTICLE XIII – COMPENSATION AND REIMBURSEMENT

- Section 1.** Service as a director of the Society shall be voluntary and without compensation. Staff positions may be compensated by the authority of the Board to an extent commensurate with the service rendered and within the budgeted economic limits of the Society.
- Section 2.** Normal and necessary expenses incurred by the directors, staff, and committee members on behalf of the Society in the performance of their duties will be reimbursed by the Society to the extent consistent with the procedures established by the Board of Directors.
- Section 3.** Upon the retirement from office, each President of the American Hemerocallis Society shall be granted a regular Life Membership with all privileges thereof, which may be assigned to an individual of the President's choice.

ARTICLE XIV – AMENDMENTS AND PROPOSITIONS

The *Constitution and Bylaws* may be amended on recommendation and approval of the Board of Directors, followed by a concurring approval by a two-thirds vote of the members at the annual business meeting of the Society. The notice of any meeting of the members at which approval of an amendment to the Bylaws is sought must state that

the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If approval of the members is sought by written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment. Amendments may be initiated at the annual business meeting of the Society by a two-thirds vote of members and followed by a concurring two-thirds vote of the Board of Directors at its next regular or special called meeting. In either case, the effective date of the amended *Constitution and Bylaws* shall be the date of the concurring approval, in the absence of another effective date being specified in an amendment or amendments.

ARTICLE XV – PROVISIONS EFFECTIVE UPON THE INCORPORATION OF A REGION

Effective upon the incorporation of a Region, the title of the officer known as the Regional Vice President shall be changed to Regional President and all references contained in these Bylaws to the Regional Vice President shall be amended to refer to the Regional President of any region that has been incorporated.