

# The African Violet Society of America, Inc. Bylaws

## Article I

### Name

The name of this Society shall be **THE AFRICAN VIOLET SOCIETY OF AMERICA INCORPORATED (AVSA)**, a nonprofit corporation, with international membership.

## Article II

### Object

#### Section 1

#### The object of this society shall be:

- a. To afford a convenient and beneficial association of persons interested in the African violet (*Saintpaulia*).
- b. To stimulate a widespread interest in the propagation and culture of African violets.
- c. To promote ways and means for the distribution of all cultivars and species among the members and others interested in growing them.
- d. To gather and publish reliable, practical information concerning this organization, the culture and propagation of the African violet, and other information of interest to the members.
- e. To publish the **AFRICAN VIOLET MAGAZINE** as the official magazine of this Society, hereinafter referred to as the **AVM**.

#### Section 2

**AVSA, Inc. has been formed under the laws of Georgia for public purposes, and it shall be nonprofit and non-partisan.** No substantial part of the activities of the corporation shall consist of publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

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## Article III

### Membership and Dues

#### Section 1

##### Eligibility:

Any person interested in African violets shall be eligible for membership in this Society.

#### Section 2

##### Membership:

There shall be the following classifications of membership:

1. **INDIVIDUAL MEMBER:** any one person paying individual membership dues.
2. **ASSOCIATE MEMBER:** any one person living at the same address as a person having any other class of membership and by paying half the dues required for individual membership.
3. **COMMERCIAL MEMBER:** any firm or person who consistently advertises to sell African violet plants or leaf cuttings or who manufactures or advertises for sale, fertilizer, disease and insect control materials, equipment, tools, or any other merchandise pertaining to, or applicable to, growing African violets and pays the membership dues for this class of membership.
4. **LIFE MEMBER:** an individual who shall be, upon payment of life membership dues, exempt from paying annual dues. This may be paid at any time and payment shall immediately change the membership status of this member.
5. **AWARD MEMBERSHIP:** may be given by the Awards Committee with the approval of the Executive Committee, provided not more than five (5) honorary one-year memberships and not more than one (1) honorary life membership be awarded in any one **AVSA** fiscal year. An Honorary Life Membership shall be a person given a life membership for outstanding services. That person shall have all the privileges of membership and be exempt from future payment of dues.
6. **AFFILIATE CHAPTER:** any group of persons interested in African violets that form a chapter and affiliate with the Society by application and payment of dues for this class of membership. Upon payment of dues, the affiliate shall receive a charter.
7. **REGIONAL GROUP:** a group of members and/or societies in one or more states or countries. These shall affiliate as councils, state societies, or

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regional group societies and, upon payment of dues for this class of membership; the regional group shall receive a charter.

8. **JUDGES' COUNCIL:** a group of judges from one or more states, districts, or areas. They shall affiliate as a judges' council upon payment of dues for this class of membership and shall receive a charter.

### Section 3

#### Dues:

The amount of dues for each membership shall be determined by a vote of the Board of Directors, provided that no increase shall exceed fifty percent (50%) of the amount paid in the current year, or be effective within twelve (12) months of any previous increase. Renewal dues shall be payable in advance to the **AVSA** office. New memberships begin when dues are received and processed.

### Section 4

#### Voting Status:

Each current individual, associate, commercial, life, honorary life, and honorary one-year member shall be entitled to voice and vote in the business meetings of the Society. Affiliate chapters, regional groups and judges' councils shall have no voice or vote in the Society business meetings and no member of a group may use the group's affiliation for individual membership privileges.

### Section 5

#### Revoke Membership:

The Board of Directors may revoke, with a vote of two-thirds (2/3), any membership for just cause. Revoking a group charter does not affect individual memberships with **AVSA** that may be held by members of the group whose charter is revoked.

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## Article IV

### Officers and Their Duties

#### Section 1

##### Elected Officers:

The elected officers of this Society shall be members of AVSA in good standing and shall fulfill the duties prescribed by these bylaws and by the parliamentary authority of the Society. The elected officers of this Society shall be:

1. **PRESIDENT:** shall have general superintendence of the affairs of the Society, preside at meetings of the Society, Board of Directors, and Executive Committee; keep informed of all work of the Society and make reports thereon as may be required; appoint all committee chairs except the Nominating Committee; fill all vacancies in committee chairmanships during his/her term; be a member ex-officio of all committees except the Nominating; closely monitor the AVSA office and all employees; and perform other duties necessary in the best interest of the Society. The President may designate a member of the Board of Directors to travel on his/her behalf if he/she deems it expedient and in the best interest of the Society.
2. **FIRST VICE PRESIDENT:** shall preside at meetings in the absence of the President, or when called upon; and perform other duties as assigned.
3. **SECOND VICE PRESIDENT:** shall preside at meetings in the absence of the President and First Vice President, or when called upon; and perform other duties as assigned.
4. **THIRD VICE PRESIDENT:** shall preside at meetings in the absence of the President and First and Second Vice Presidents, or when called upon; and perform other duties as assigned.
5. **SECRETARY:** shall be responsible for keeping accurate records of the meetings of the Society, Board of Directors and Executive Committee; make the necessary corrections to the Policies and Procedures after adoption by the Board of Directors at Board meetings and send same to all Board members; and perform such duties relative to the office or that may be assigned.
6. **TREASURER:** shall have general financial oversight of the finances of the Society, working closely with the AVSA Finance Committee and the AVSA Office Manager, who shall have the day-to-day responsibility for financial matters, including receipt and deposit of funds, payment of bills and salaries, bookkeeping, and monthly reporting to the Treasurer, the President and the AVSA Finance Chair. Additional duties and responsibilities of the Treasurer are listed in the AVSA Policies and Procedures Manual.

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### Section 2

#### **Regional Directors:**

All Directors shall be members in good standing of AVSA.

1. The Regional Directors shall be not more than fifteen (15) nor less than fourteen (14) in number. They shall be elected from the membership-at-large, one (1) and no more than two (2) of whom shall be a resident of a nation other than the United States.
2. Directors shall be responsible for representing the membership.

### Section 3

#### **Removal from Office, Negligence and Incapacitation:**

##### 1. As to the President:

- a. In the event of resignation, removal from office, willful misconduct, gross negligence, incapacitation through death, serious illness, physical or mental incapacity as determined by a 2/3 vote of members of the Board of Directors, or inability to serve of the President, the Board of Directors may, by a two-thirds vote of its full membership, remove the President, and the First Vice President shall assume the office of President for the balance of the unexpired term prior to the next election.
- b. In the event that the First Vice President shall assume the duties of the President as a result of one of the events described in the preceding paragraph 1.a. of Article IV, Section 3, and should that officer serve more than one-half (1/2) of the term, it shall be counted as a term.

##### 2. As to all other elected officers and members of the Board of Directors:

- a. In the event of failure to attend two (2) consecutive meetings without reasonable cause, resignation, willful misconduct, gross negligence, incapacitation through death, serious illness, physical or mental incapacity as determined by a 2/3 vote of members of the Board of Directors, or inability to serve of an elected officer or elected member of the Board of Directors, the Board of Directors may, by a two-thirds vote of its full membership, remove such officer and shall use its discretion in appointing a substitute for the balance of the unexpired term prior to the next election.

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## **Article V**

### **Nomination and Elections**

#### **Section 1**

##### **Eligibility:**

1. To be eligible to be an elected officer in the Society, a nominee shall be a member of AVSA in good standing and must have completed two (2) years of service on the Board of Directors.
2. To be eligible to be a Director, a nominee shall be a member of AVSA in good standing and have shown outstanding leadership in African violet related activities.

#### **Section 2**

##### **Terms**

1. Elected officers shall serve a term of two (2) years or until their successors are elected and each term shall begin at the conclusion of the convention at which the officers are elected.
2. No officer shall serve consecutive terms in the same office except the Secretary and the Treasurer who shall be limited to four (4) consecutive terms.
3. Directors shall be elected to serve terms of three (3) years, five (5) being elected each year.
4. The directors shall not succeed themselves.
5. Vacancies in any office shall be filled by a majority vote of the Board of Directors from nominations submitted at that time by the Nominating Committee.

#### **Section 3**

##### **Nominations:**

1. Nominations shall be offered by the Nominating Committee.
2. Nominations from the floor, the nominees being present, shall be permitted.

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### **Section 4**

#### **Elections:**

1. Elections shall be by ballot vote.
2. However, when there is only one (1) nominee for an office, the election may be by voice vote.

### **Section 5**

#### **Nominating Committee**

1. The Nominating Committee shall consist of five (5) members.
  - a. One member, who shall be chair, shall be elected by the Executive Committee from among the members of the previous year's committee;
  - b. The remaining four (4) members, who shall be elected by the Board of Directors, shall come from different geographical areas;
  - c. No more than one (1) Past President shall serve on the committee, and no member, except the chair, shall serve consecutive terms on the committee; and
  - d. The chair shall not serve consecutive terms as chair.
2. The chair of the Nominating Committee shall be elected by the Executive Committee prior to the annual convention. Election of the other members shall be by nomination from the floor at the first meeting of the Board of Directors during the annual convention. The term of the committee shall begin upon election.
3. The chair of the Nomination Committee shall:
  - a. Maintain a file of potential officer and director candidates that shall be used during the committee's term.
  - b. Turn over all files to the succeeding chair.
4. The committee shall:
  - a. Select one (1) nominee for each office to be filled (i.e., President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer) from a list of those having served at least two (2) years on the Board of Directors.
  - b. Select five (5) nominees for Director from the file maintained by the Nominating Committee Chair, maintaining geographic balance among all Directors.
  - c. Submit the slate to the President in sufficient time so that the membership is notified forty-five (45) days before the annual business meeting.

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## Article VI

### Meetings and Communications

#### Section 1

##### Meetings:

1. Meetings of the AVSA membership, its Board of Directors, Executive Committee and all subordinate groups subject to these bylaws, and any committees which may hereafter be formed, may be held electronically, in whole or in part, as long as all participants can hear each other simultaneously and can participate during the meeting.
2. When authorized by the Board of Directors, and subject to the guidelines and procedures as the Board of Directors may adopt, members not physically present at the meeting of the corporation may, by means of remote communication:
  - a. Participate in a properly noticed meeting of members, and
  - b. Be deemed present in person and vote at a meeting of members, whether the meeting is held at a designated place or held wholly or in part by means of remote communication, provided that:
    - (i) The corporation implements reasonable and adequate procedures to verify that each person deemed present at the meeting by means of remote communication is a member, and
    - (ii) When any member votes at the meeting by means of remote communication, a record of such vote or such other action shall be maintained by the corporation.

#### Section 2

##### Annual Meeting:

1. An annual business meeting shall be held at such time and place each year as the Board of Directors shall determine.
2. The call for said meeting shall be published in the **AVM**.
3. Forty-five days' notice shall be required for membership meetings.

#### Section 3

##### Special Meetings:

Special meetings of the membership may be called by the Board of Directors or President and two (2) other elected officers.



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### **Section 4**

#### **Quorums:**

Quorums at any AVSA membership meetings shall be fifty (50) individual members, each of whom must (a) show his/her current membership card for entrance into the meeting, or (b) must be verified by the Secretary in an electronic meeting.

### **Section 5**

The AVSA Board of Directors and all committees and subcommittees, whether Standing or Special, and any committees which may hereafter be formed, shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Participating members shall announce their name and the secretary shall record the names of those participating and confirm that there is a quorum. All votes of the Board or committee members taken at any meeting in which the member participates through means of electronic communication shall be taken by roll call vote.

## **Article VII**

### **Board of Directors**

#### **Section 1**

#### **Composition**

The Board of Directors shall consist of the elected officers, the fifteen (15) directors, the chairs of the standing committees and the Immediate Past President, provided that, that person has completed the full term as President of the Society. Otherwise the president, with the approval of the Executive Committee, may appoint another Past President to serve in that capacity. This Board shall:

1. Manage the Society's affairs.
2. Approve a balanced budget.
3. Have the same officers as those elected by the Society.
4. Meet before the annual business meeting of the Society and after the annual meeting, if needed.
5. Meet at a special meeting, which may be called by the President and two (2) other elected officers. Notice of such a meeting may be written or by

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- telephone with a minimum notice of fifteen (15) days.
6. Have a quorum of fifteen (15) voting members at regular and special meetings.
  7. Set the Policies and Procedures of the Society and formulate standing rules for meetings that shall be in agreement with the Articles of Incorporation and the Bylaws of the Society.
  8. Approve the salaries of the editor and the office manager, as well as any other persons who are now or may hereafter be employed either on a temporary or permanent basis, upon the recommendation of the Salary Committee.
  9. Cancel the convention and annual business meeting in the event of a national emergency and provide for election of officers by mail.

### **Section 2**

#### **Parliamentarian**

1. A parliamentarian may be appointed by the President to serve at the annual meeting or for the entire term.
2. Remuneration shall be determined by the Board of Directors.

### **Section 3**

#### **Votes**

1. A vote by mail or by use of an electronic service designated by the Board of Directors for the meeting is authorized.
2. Unless otherwise provided in these Bylaws, a two-thirds (2/3) vote is required for action by the Board of Directors at a meeting at which a quorum is present in person, electronically or in combination.
3. A verified report of any action taken by mail or by use of any electronic service by the Board of Directors at an authorized meeting shall be made a part of the minutes of that meeting.

### **Section 4**

#### **Employees**

1. Office Manager, whose duties shall include but not be limited to:
  - a. The day-to-day responsibility for financial matters, including receipt and deposit of funds, payment of bills and salaries, and bookkeeping; and

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- b. Reporting monthly to the Treasurer, the President and the Finance Chair.
- c. Additional duties and responsibilities of the Office Manager are listed in the AVSA Policies and Procedures Manual.
2. Editor of the African Violet Magazine, whose duties shall include, but not be limited to:
  - a. Publish six (6) issues of the AVM annually, and any other publications authorized by the Board.
  - b. Keep the First Vice President informed of the activities of his/her position.
  - c. Additional duties and responsibilities of the Editor are listed in the AVSA Policies and Procedures Manual.
3. Additional employees may be employed as deemed necessary by the Board of Directors with the terms of employment and salary determined by that body.

## **Article VIII**

### **Executive Committee**

1. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Third Vice President Secretary, Treasurer and the Immediate Past President, provided that, that person has completed the full term as President of the Society. Otherwise, the President, with the approval of the Executive Committee, may appoint another Past President to serve in this capacity. The Finance Committee Chair shall also be a member of the Executive Committee but will not have voting privileges.
2. The Executive Committee shall establish the strategic vision and direction of the Society.
3. It shall have the authority to conduct any necessary business of the Society during the interim between meetings of the Board of Directors including authorizing emergency action.
4. The Executive Committee shall have the authority to hire an Editor and an Office Manager, as well as such other employees who from time to time may be deemed necessary, and shall set the terms of employment and salary, with approval by the Board of Directors and upon the recommendation of the Salary Committee
5. A vote by mail is authorized.
6. A two-thirds (2/3) affirmative vote of the Executive Committee is required for action.
7. A report of any action taken by mail shall be verified and made a part of the minutes of the next meeting of the Board of Directors.

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## Article IX

### Finance

#### Section 1

#### Fiscal Year:

The fiscal year shall be January 1 to December 31.

#### Section 2

#### Bonds:

All Society officers, committee chairs, members and employees handling Society funds, shall be bonded in a blanket bond, the cost to be paid by the Society.

#### Section 3

#### Investments

1. All monies received for life membership dues shall be invested by the Treasurer as directed by the Board of Directors.
2. The interest in part accruing therefrom shall be used to provide subscriptions to the **AVM** each year for each Life Member and for each Honorary Life Member. The balance of the interest shall be used for the support of **AVSA**.

#### Section 4

#### Endowment Fund

All funds received and designated for the **ANNE & FRANK TINARI ENDOWMENT FUND** shall be invested in accordance with **AVSA's** principles of preservation of capital. Funds may be invested in any combination of mutual funds, bond funds, and certificates of deposit as agreed upon by AVSA's Finance Chair, Finance Committee, and AVSA Treasurer.

1. The initial gift and future contributions shall be invested for perpetual growth. The principal shall never be spent nor can there be borrowing

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from the principal. A portion of the earned income and appreciation may be distributed to meet operating budget expenses or other project expenses, but not the principal. Any unused income or interest shall be reinvested.

2. A report shall be furnished quarterly to the **AVSA** President and annually to the Board of Directors.
3. The **AVSA** Finance Committee shall be responsible to the Board of Directors for the administration of the **ANNE & FRANK TINARI ENDOWMENT FUND**.

### Section 5

#### Indebtedness:

The Officers, Executive Committee, Board of Directors, or anyone who may be delegated by them shall not incur any debt or liability in the name of the Society beyond the available or maturing funds in the treasury, excluding any monies or securities held for specific purposes.

## Article X

### Committees

#### Section 1

#### Standing Committees:

1. General
  - a. Standing committees shall not exceed twenty (20) in number who shall work all year.
  - b. The Chair shall be appointed by the President. Each chair shall appoint his/her committee, subject to the approval of the President, and shall maintain up-to-date files, which shall be the property of **AVSA**.
  - c. The President shall be an ex-officio member of all committees except the Nominating Committee.
1. **AVM ADVERTISING:** shall be responsible for receiving all advertising copy and forwarding it to the editor of the **AVM** in time to meet publication deadlines.
2. **AFFILIATE:** shall be responsible for affiliate promotion and mailing informative material to affiliate chapters.
3. **CONVENTION AWARDS:** shall be responsible for all annual **AVSA**

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- Convention Show Awards.
4. **SOCIETY AWARDS:** shall be responsible for all individual **AVSA** Society Awards.
  5. **COMMERCIAL:** shall be responsible for the commercial sales and show activities and assisting commercial members in promoting and improving the African violet industry.
  6. **CONVENTION:** shall be responsible for the planning and direction of all **AVSA** conventions.
  7. **FINANCE:** shall prepare a balanced budget in detail for guidance during the ensuing year and assist the Treasurer and **AVSA** office with Society business.
  8. **FUNDRAISING:** shall assist with research and recommend funding solutions for various funds, fund drives as needed, other income opportunity programs, and solicitation of contributions, grants and other donation opportunities.
  9. **LIBRARY:** shall be responsible for the operation, maintenance, improvement, and promotion of **AVSA** library materials.
  10. **MARKETING:** shall develop and organize a Marketing Plan for AVSA to enhance the visibility and reputation of AVSA
  11. **MEMBERSHIP:** shall be responsible for expansion of the Society to increase membership.
  12. **NOMINATING:** shall maintain a file of potential officer and director candidates and propose a slate of officers and directors for election.
  13. **PLANT REGISTRATION AND MASTER PLANT LIST:** shall be responsible for all registration of *Saintpaulia* in compliance with the *International Code of Nomenclature for Cultivated Plants*, and compilation of the *Master List of Species and Cultivars* and its annual supplements.
  14. **PUBLICATIONS:** shall be responsible for the publication of the **AVSA** literature that the **AVSA** Board shall authorize.
  15. **RESEARCH:** shall be responsible for soliciting and presenting to the Board all research projects for consideration by the Board.
  16. **SHOWS AND JUDGES:** shall be responsible for all activities related to shows, judges, teachers, and judging schools.
  17. **TECHWEB:** shall be responsible for recommending, coordinating, implementing and maintaining all hardware, software, suppliers and support functions in support of AVSA's technology and websites as needed to run the Society.

### Section 2

#### Special Committees:

All members of Standing and Special Committees shall be members of AVSA in good standing.

Such other committees, standing or special, shall be appointed by the President

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as the Society or the Executive Committee shall from time to time deem necessary to carry on the work of the Society.

The chair shall be appointed by the President and the chair shall appoint his/her committee subject to the approval of the President. This approval may be obtained by mail.

## **Article XI**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and not inconsistent with these *Bylaws* and any special rules of order that may be adopted.

## **Article XII**

### **Amendments to the Bylaws**

These Bylaws may be amended at any annual business meeting or special meeting of the membership by two-thirds (2/3) vote at which a quorum is present in person, electronically or in combination, provided that the changes have been:

- a. Approved by a two-thirds (2/3) vote of the Board of Directors for consideration of the membership.
- b. Distributed to the membership at least forty-five (45) days prior to the meeting at which they are to be considered or without notice by a nine-tenths (9/10) vote.

## **Article XIII**

### **Indemnification**

The Officers, Directors, Agents, and servants of **The African Violet Society of America, Inc.** shall be indemnified for any costs, expenses or liabilities incurred as a result of their performance of their duties.

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## Article XIV

### Term of Existence

Upon dissolution, all assets of the corporation, real, personal and mixed, shall be distributed, as the Board of Directors of the corporation may determine, to an organization whose purpose is similar to that of the **AVSA** and which qualifies as a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code. No director or officer or any private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

*Organized: November 8, 1946*

*Incorporated: June 30, 1947*

*Amended: May 28, 1994*

*May 27, 2000*

*April 23, 2005*

*June 3, 2006*

*May 31, 2008*

*April 14, 2009*

*April 17, 2010*

*June 8, 2012*

*May 31, 2014*

*June 4, 2016*

*May 26, 2018*

*June 5, 2021*

*June 4, 2022*

*June 3, 2023*