



The International Plant Propagators' Society, Inc.

Constitution

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ARTICLE I – NAME

1.1. Name

This organization is incorporated as a non-profit, non-stock organization under the laws of the State of Indiana and shall be known as the INTERNATIONAL PLANT PROPAGATORS' SOCIETY, Inc., referred here on in as "IPPS".

ARTICLE II - OBJECTIVES

2.1. Purpose

IPPS Mission Statement:

To seek and share plant production knowledge globally.

The purpose of IPPS is to:

- Improve the knowledge, skills and professionalism of its members through the activities and services it offers.
- Promote the integration of horticultural research, education and plant production.
- Coordinate a global plant production knowledge network

ARTICLE III – MEMBERSHIP

3.1 IPPS shall be comprised of Regions and Individual members.

3.2 Regions

- a. The geographical territory of a Region is defined by each Region's members. See Appendix 'A'
- b. The approval of the International Board of Directors and a majority of the existing Regions' Executive Committees is required to establish new Regions or to change the boundaries of existing Regions.
- c. New individual memberships granted at the institution of a new Region shall be in accordance with Section 3 of this Article.
- d. Failure of a Region to hold an annual meeting or to submit the material for the proceedings as required shall be sufficient grounds for discontinuance of the Region. A vote of 2/3 of the Board of Directors shall be required for such action.
- e. The right to vote at a business meeting of a Region is restricted to members of that Region.
- d. A Region may establish additional requirements for participation and, at its own discretion, remove a member from its rolls due to failure to comply with its conditions or other conditions pertaining to IPPS.

3.3 Individual Members

- a. Classifications:
 - i. **Active Members** – any person currently or previously engaged in horticulture as a career with exception.
 - ii. **Honorary Members** – a special category of membership for individuals who have made outstanding contributions to the field of plant production. The Executive Committee of each Region shall establish the criteria for election to Honorary Membership.
 - iii. **International Members** - any person actively engaged in horticulture who does not reside within the geographic boundaries of an existing Region

- b. Requirements for membership:
 - i. Membership shall be open only to individuals (natural persons), not corporations.
 - ii. Membership shall be available only to those persons who are currently or were previously engaged in horticulture as a career, including horticultural research and education.
 - iii. Members are expected and encouraged to freely share their horticultural knowledge and experience and to participate regularly in IPPS activities.
- c. Individual memberships shall be for the calendar year.
- d. Individuals residing outside of an established Region may seek membership in any one or more Regions or apply to be an International member.
- e. International-memberships shall be processed by the International Office and shall be for the calendar year.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Composition

IPPS shall be under the direction of a Board of Directors that shall be constituted as follows:

- a. One director selected by each Region, plus the International Officers: Chairperson, President, Vice President, and Treasurer
- b. The term of office for directors shall commence on January 1 following appointment by the Region.
- c. Alternate Delegates are encouraged to participate in discussion and on committees but do not have voting privileges except as described in Section 4.2.c.

4.2 Directors and Alternate Delegates

Each Region shall appoint a Director for a term of two (2) years. No Director may serve more than two (2) consecutive terms.

- a. Each Region is encouraged to appoint an Alternate Delegate for a term of two (2) years. No Alternate Delegate may serve more than two (2) consecutive terms.
- b. Directors are expected to attend all International Board meetings. Alternate Delegates are encouraged to attend.
- c. If a Director cannot attend a Directors meeting, the Alternate Delegate from that Region should attend the meeting and serve as a voting member.

4.3 Officers

- a. The Board of Directors shall elect such Officers as have reached the end of their terms during the final meeting of the calendar year.
- b. The Region hosting the International Board two years hence will nominate a candidate for Vice-President. The Board of Directors will vote on the candidate.
- c. The Chairperson of the Board must be elected from among those having recently served or currently serving on the International Board at the time of nomination.
- d. The Treasurer shall also serve as chair of the Finance Committee.
- e. The **term of office** for officers shall begin on the January 1 following election. The length of term shall be:
 - Chairperson: three (3) years
 - President: one (1) year
 - Vice President: one (1) year

Treasurer: three (3) years

- f. The President's and Vice President's terms are non-renewable.
- g. The Chairperson's and Treasurer's terms may renew once.
- h. The Board of Directors can appoint Officers to complete an Officer's term whenever vacancies occur.
- i. An International Secretary and International Editor shall be appointed by the Board of Directors. The appointments shall be reviewed annually. They shall not be considered officers and shall have no voting rights on the Board of Directors.

4.4 Scope of Authority

- a. The Board of Directors shall be charged with the management and control of the affairs and of the property of IPPS and shall authorize and approve all contracts.
- b. The business affairs of IPPS shall be under the oversight of the Board of Directors and implemented by the Secretary as directed.
- c. The Secretary may be given signing authority for account transactions up to \$5,000. For transactions over \$5,000, two authorized signatures are required.
- d. All travel claims for expense reimbursement must be approved by a member of the Executive Committee.
- e. The publishing affairs of IPPS shall be under the oversight of the Board and implemented by the International Editor as directed.
- f. The elected Treasurer shall have oversight over the financial affairs of IPPS and may delegate activities such as the payment of bills, preparation of financial reports, and development of the annual budget for Board approval.
- g. The International Tour shall be implemented by the Vice-President with oversight and approval by the International Board.
- h. The Board of Directors may hire or contract with individuals or companies for performance of the functions assigned to the International Secretary and International Editor. The Board shall outline responsibilities and delegate appropriate authority to these individuals and companies within the policies of the Board.

4.5 Executive Committee

The International Officers shall serve as the Executive Committee to act in between meetings of the International Board of Directors as needed to make decisions, subject to ratification at the next meeting of the International Board. Participation by all four International Officers shall constitute a quorum for the conduct of business, with a majority vote required as official action of the Executive Committee.

ARTICLE V - MEETINGS

5.1. Meetings

- a. The Board of Directors shall hold a regular meeting annually in conjunction with an annual meeting/conference of one of the Regions.
- b. At each regular meeting, the time and place for the next regular meeting shall be approved by a majority vote, based on the information provided by the Vice President.
- c. Special meetings may be called by the Chairperson at the request of three or more members of the Board of Directors.
- d. Notice of such special meetings shall be given at least thirty (30) days prior to the date of the meeting.

- e. Voting members include all International Directors and the Chairperson, President, Vice President, and Treasurer.
- f. A quorum shall consist of a majority of the authorized voting members-duly appointed to serve on the Board of Directors.
- f. Special meetings may be held by electronic means.

ARTICLE VI – AMENDMENTS

6.1 Amendments

This Constitution can only be amended by a two-thirds (2/3) majority of those members in each Region casting a ballot. All members will be notified by the International Office of proposed changes, provided with an analysis of changes and a clear 30-day deadline for response on the proposed changes. The International Office will provide the amendment resolution and voting deadline to the Regions. Regions will conduct the vote and provide the results to the International Office within the provided timeframe. A two-thirds (2/3) majority of the Regions must approve in order for the amendment(s) to be passed.

6.2 Method

Voting can occur electronically. If a member does not have an electronic address, a paper ballot and the analysis will be provided by the Regional Secretary.

6.3 Origin of Amendments

Individual members, one of the Regions, or the International Board of Directors, may propose amendments to the Constitution; however, the International Board of Directors must approve the proposed amendment(s) before any further action can be taken.

6.4 Changes to Amendments During Voting

No change in the original amendment is allowed during voting.

6.5 Effective Date

Amendments become effective following the close of voting and a two-thirds (2/3) majority vote.

6.6 Proxy Voting

Voting by written proxy is not permitted.

ARTICLE VII – REVENUE

7.1 Fiscal Year

- a. The fiscal year of IPPS shall be from January first (1st) to December thirty-first (31st).
- b. Regions may establish fiscal years as best suit their purposes.

7.2 Revenue

- a. Revenue shall consist of all receipts for International membership dues, sales of publications, and from such other sources as may be authorized by the International Board of Directors.
- b. The International Office shall receive all revenue.
- c. The Board of Directors has the power to redistribute funds to the Regions. Such redistribution of funds shall be based on the same proportional basis as the funds are

received from members of the Regions.

7.3 Annual Dues

- a. The Board of Directors shall determine the schedule of annual International membership dues.
- b. Annual dues shall be collected for a period that matches the IPPS fiscal year.
- c. Regional Boards of Directors determine their respective Regional dues.

7.4 Publications

The International Board of Directors shall determine the distribution and sales of the publications of IPPS.

7.5. Distribution of Assets Upon Dissolution

Upon the dissolution of IPPS, the International Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for charitable, education, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501.c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the International Board of Directors shall determine. Any of said assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII – CONSTITUTION AND BYLAWS OF THE REGIONS

8.1 Regional Constitutions and Bylaws

Each Region shall adopt its own constitution and bylaws; however, the Constitution and bylaws of the International Plant Propagators' Society, Inc. shall prevail should a conflict arise.

ARTICLE IX – GOVERNING LAW

9.1 Governing Law

IPPS, incorporated in the state of Indiana is subject to Indiana's governing laws and the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X – GOVERNING RULES

10.1 Governing Rules

Robert's Rules of Order (revised) shall govern the conduct at all meetings of the International Board of Directors.

ARTICLE XI – DEFINITIONS

11.1

Horticulture – the production of plants for commercial purposes or employment or engagement in teaching, extension, research in plant production or in a public garden.

International Office – the location of responsibility for IPPS’ official records and archives, receipt of mail, faxes, and emails, maintenance of membership and financial transactions records.

Treasurer – the individual elected by the Board to oversee the financial affairs of IPPS and to serve as the chair of the Finance Committee.

Chairperson – The Chairperson shall be the Chief Elected Officer of IPPS and shall preside at all IPPS meetings; shall be a signing officer of IPPS, shall perform all duties as are provided for in the Constitution and Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office.

Adopted: December 1961

Revised: 1966, 1967, 1968, 1973, 1975, 1978, 1979, 1983, 1985, 1989, 1991, 1992, 2004, 2005, 2007, 2011, 2019

Appendix “A”

Territories of the Regions

Australia – national boundary and territories

Eastern Region of North America – includes United States of Connecticut, Delaware, District of Columbia, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, New Hampshire, New Jersey, New York, North Dakota, Ohio, Pennsylvania, Rhode Island, South Dakota, Vermont, and Wisconsin and the Canadian provinces and territories of Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Nunavut, Ontario, Prince Edward Island and Quebec

Europe – includes Austria, Belgium, Czech Republic, Denmark, Estonia, Finland, France, Germany, Italy, Latvia, Lithuania, Luxembourg, Malta, Montenegro, Netherlands, Norway, Poland, Portugal, Republic of Ireland, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, United Kingdom

Japan – national boundary

New Zealand – national boundary

Southern Africa – includes Botswana, Lesotho, Mozambique, Namibia, South Africa, Swaziland, and Zimbabwe

Southern Region of USA – includes United States of Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia

Western Region of North America – includes United States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Minor Outlying Pacific Islands, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and the Canadian provinces and territories of Alberta, British Columbia, Northwest Territories, Saskatchewan, and Yukon.