

# The Bromeliad Society International, Inc Bylaws and Standing Rules



**Revised January 2017**

The Bromeliad Society, (Inc.) International Bylaws and Standing Rules were originally adopted by majority vote of the Board of Directors at its annual meeting in Houston, Texas on June 5, 1990 and have been subsequently revised with Board of Directors' approval.

# BYLAWS OF THE BROMELIAD SOCIETY INTERNATIONAL, INCORPORATED

## ARTICLE I

### NAME

This not-for-profit corporation shall be known as The Bromeliad Society International (the Society, BSI, or the Corporation).

## ARTICLE II

### PURPOSE

Section 1. This corporation is organized exclusively for charitable, educational, and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or any other corresponding section of any future Federal Tax Code.

## ARTICLE III

### MEMBERSHIP

**A. Eligibility.** Any person, institution or organization interested in furthering the purposes of the society is eligible to become a member.

**B. Classes of membership.**

1. There shall be seven classes of members, as defined in Standing Rule 1, entitled to vote and to receive the *Journal of the Bromeliad Society* upon payment of the prescribed dues. A surviving spouse of a life member must maintain his/her own membership to continue receiving members' benefits.

The classes are:

- a) Individual
- b) Dual
- c) Life
- d) Honorary trustee
- e) Affiliated society
- f) Institutional
  1. **University research entities**
  2. **Public and Private school**
- g) Commercial

**C. Dues.** The Board of Directors shall determine the dues of each class of voting members. Dues are payable annually on the anniversary date of membership and are non-refundable. Dues are enumerated in Standing Rule 12.

## ARTICLE IV

### OFFICERS AND DIRECTORS

#### A. Officers.

1. **Enumeration.** The officers of this society shall be the president, the immediate past president, the vice-president, the editor, the web master, the membership secretary, the secretary, and the treasurer. They shall be elected by a majority vote of the Board of Directors (the board) at its annual meeting or as provided otherwise.
2. **Eligibility requirements.** Each candidate for office shall be a member in good standing of BSI and agree to remain in good standing during tenure if elected. Candidates for the offices of president and vice-president shall have served at least one term as director.
3. **Nomination and election.**
  - a) The chairman of the Nominations Committee shall ascertain the individual membership status of the candidates from the membership secretary and make the nominations to the board 30 days before the annual meeting of the Board. Any director may nominate from the floor at that meeting.
  - b) Elections shall be by ballot. If there is only one nominee for an office, a voice vote shall suffice.
4. **Terms of office.**
  - a) The president and vice-president shall serve three years or until their successors are elected. Their tenures shall begin at the conclusion of the meeting at which elected. Neither may serve more than two terms in those offices.
  - b) The immediate past president shall serve for a one-year term.
  - c) Other officers shall serve two year terms or until relieved by the Board of their duties either at their own request or by the board for cause.
5. **Orderly transition.** The outgoing officer shall help the incoming officer to assume his/her duties and shall complete work in progress.
6. **Accountability.** No officer shall be relieved of accountability until he/she has returned all BSI property, with which entrusted, to the President or his/her representative.
7. **Vacancies in office.**
  - a) **Presidency.** The vice-president shall complete the unexpired term. Should the vice-president be unable to assume the presidency, the duties shall devolve on the most senior officer or director in terms of membership in the society, or of service on the board, as determined jointly by the membership secretary and the secretary, subject to confirmation by the board at the earliest possible date.
  - b) **Other offices.** The president shall appoint a voting member in good standing to complete the unexpired term.
8. **Duties of officers.** See Standing Rule 3.

**B. Directors.**

**1. Proportional representation.**

**a) Geographical regions.** As described in Annex 1, geographic regions in Annex 1 are established for the purpose of providing representation of the membership. The Board shall determine the composition of the regions. Changes may be made provided that notice is sent to all affiliated societies in the affected region(s) at least 30 days before the effective date of change.

**b) Calculation of representation:** Each region shall be entitled to elect director(s) on the basis of one for each five percent of BSI members residing in that region. The calculation shall be made by the Membership Secretary using membership rolls as of the first day of September of the year preceding any election. Each region shall be entitled to be represented by at least one director.

**2. Eligibility.** A nominee for the office of Director shall:

- a) Have been a member in good standing for a minimum of two consecutive years immediately before being nominated, be a member when nominated, and agree to remain a member in good standing during his/her tenure.
- b) Be a resident of the region for which nominated.
- c) Not have served two consecutive terms as a director immediately preceding the proposed nomination.
- d) Agree to:
  - (i) Perform the duties of Director listed in paragraph 6 below:
  - (ii) Attend all Annual Board meetings at his or her own expense either in person or electronically unless excused by the President.
  - (iii) Provide the nominator with autobiographical information listed in Standing Rule 4.

**3. Nomination procedures.** See Standing Rule 4.

**4. Voting procedures.** See Standing Rule 5

**5. Term of office.** Each director's term shall begin at the conclusion of the meeting at which elected and shall last for three years. Directors shall serve for no more than two consecutive terms.

**6. Duties:**

- a) Serves on the Board of Directors.
- b) Supports the purposes of the Society and decisions of the Board.
- c) Acts as liaison between the affiliated societies in his/her region and the Chairman of the Affiliated Societies Committee;
  - (i) Helps in the affiliation process.
  - (ii) Keeps affiliates in his/her region informed on society matters.
- d) Works to increase membership.
- e) Performs such other duties as the President or Board may request.
- f) Assists in functions at World Conferences

7. **Attendance at meetings.**
- a) Attendance at Annual/Board meetings (either in person or electronically) is required unless excused by the president. If a director fails to attend two consecutive Annual/Board meetings without being excused, the president shall declare the office vacant.
  - b) A director who vacates his office by failing to attend meetings shall be ineligible for reelection for a period of three years.
8. **Vacancies.** If a vacancy occurs, the president shall name a member from that same region to serve the remainder of the term.
- C. **Resignations.** Any officer or director may resign at any time upon giving written notice to the President who shall forward this with recommendations to the Board. The Board shall accept such resignations subject to the accountability provisions described in section A, par. 6 above.

## ARTICLE V

### DUTIES OF THE BOARD OF DIRECTORS

- A. **Composition.** The board shall consist of the officers and directors of the Society.
- B. **General provisions.**
- 1. The board is the governing body of the Society. It has ultimate control of all assets and affairs of the Society and of the formulation of its policies and programs, subject to the Articles of Re-Incorporation and these Bylaws.
  - 2. The Board shall transact the affairs of the society in accordance with current applicable regulations governing not-for-profit corporations and shall not take any action or carry out any activity not permitted to be taken or to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code.
- C. **Duties.**
- 1. Establishes policy.
  - 2. Initiates programs to promote the purposes of the Society.
  - 3. Elects the officers, following confirmation of their eligibility by the Nominating Committee.
  - 4. Confirms Presidential appointments for Chairmen of Standing Committees and removes them for cause in accordance with pertinent Codes and Rules, these Bylaws and Robert's Rules of Order.
  - 5. Confirms Presidential appointments to fill Director and officer positions made vacant by resignations or removal for cause in accordance with procedures described in Article IV above, pertinent Codes and Rules, these Bylaws, and Robert's Rules of Order
  - 6. Oversees the management and function of the Standing Committees.
  - 7. Approves the annual financial report and adopts the annual budget.
  - 8. Establishes and changes the composition of regions.
  - 10. Authorizes the appointment of such agents or employees as may be deemed necessary and authorizes their dismissal.
  - 11. Amends these Bylaws as provided in Article XV.
  - 12. Reports its activities to the Annual General Meeting by means of its approved minutes. The minutes, the financial report, and the budget shall be published in the *Journal of the Bromeliad Society* in an expeditious manner.
  - 13. Designates officer(s) or person(s) to sign on behalf of the Society all checks, notes, acceptances, bills of exchange, and audits for the payment of moneys.

## ARTICLE VI

### **COMMITTEES**

**A. Standing Committees.**

**1. Chairmen of standing committees.**

- a) **Eligibility.** Candidates for the chairmanships of the standing committees shall be members in good standing when nominated and agree to remain members in good standing during their tenures.
  - b) **Terms of office.** Each chairman shall serve for a term of two consecutive years. Chairman may serve more than one term with consent of both the incumbent chairman and the Board. Tenure shall begin at the close of the meeting at which elected.
  - c) **Vacancies.** The President shall, with the consent of the other officers, appoint a member in good standing to fill any committee chairmanship that may become vacant during the normal term.
- 2. Duties.** The duties of the individual chairmen and the functions of the standing committees are stated and described in Standing Rule 6.

- B. Special committees.** These may be organized for specific, temporary purposes that continue for no more than one year, after which time a report must be submitted to the Board and, if appropriate, a request may be made to establish the committee as a standing committee.

## ARTICLE VII

### **MEETINGS**

**A. Annual general.** The annual meeting of the members shall be held:

1. During world conference years at the time and place of that conference.
2. During non-world conference years at a time and place determined by the President.
3. The call to the meeting, stating the place, date, and time, shall be announced by the President in *The Journal* as well as in electronic media not less than 120 days before the meeting date.
4. Any proposed business requiring a vote shall be submitted preferably by using electronic media to the President not less than 60 days before the meeting, or as provided otherwise in these Bylaws, or by a two-thirds vote of the Board.
5. The quorum shall be the number of members in good standing present
6. Proxy and electronic voting is authorized.

**B. Special general.**

1. A special general meeting of the members for any lawful purpose may be called by the President, by the Board, or by five percent of the members in good standing in accordance with procedures described in Standing Rule 11.
2. No business other than the subject of the special meeting may be transacted.
3. The quorum shall be the number of members in good standing present.
4. Proxy and electronic voting is authorized.

**C. Annual meeting of the Board of Directors.**

1. The Annual Meeting of the Board shall be held immediately after the Annual General Meeting and at the same place. The purpose of this meeting is to conduct such lawful business as may be brought to the attention of the Board.

2. The President shall prepare and deliver the agenda to each Board member at least 30 days before the meeting date. Late changes to the agenda may be developed by the President in the form of addendums and may be presented at the Board meeting unless sufficient time is available to provide these addendums to the Board in advance.
  3. A quorum shall consist of a majority of the Board members present (may include electronic presence in meeting).
- D. **Special meetings** Provision for special meetings and the conduct of those meetings are described in Standing Rule 11. These meetings shall include meetings in person, by electronic mail (e-mail), by postal mail, or by telephone.

## ARTICLE VIII

### HONORARY TRUSTEES

- A. **Definition.** The classification of honorary trustee is established to recognize individuals whose distinguished contributions have advanced the purposes of the Society. Honorary trustees shall serve without duty, liability, or responsibility. They shall receive *The Journal* and be exempt from paying dues.
- B. **Method of selection.** Any member in good standing may present nominations to the President along with a written list of the candidates' qualifications without divulging the nomination to the nominee(s). The President, along with the officers, shall comprise a Selection Committee. That committee shall report its recommendations to the Board. A favorable secret ballot vote by three-fourths of the Board members present shall be required to elect such nominees. If any steps of the procedure are violated, the nominee will not be accepted at that time.
- C. **Notification and records.** The President shall notify the individuals of their election, inform them of their privileges, and provide them with a certificate attesting to their election. The Secretary shall maintain a separate and permanent record of all such elections and pertinent correspondence.

## ARTICLE IX

### PUBLICATIONS

The Society shall publish the *Journal of the Bromeliad Society* and other publications pertaining to the purposes of the Society as approved by the Board in accordance with policy stated in Standing Rule 7.

## ARTICLE X

### WORLD BROMELIAD CONFERENCE

- A. World Bromeliad Conferences shall promote the policies and purposes of the Society, as further defined in Standing Rule 14. The World Bromeliad Conference may also be referred to as the WBC.
- B. The Vice-President shall serve as liaison between the BSI and the World Bromeliad Conference Chair.
- C. The duties, responsibilities and expected timeline of both the BSI and the affiliate group charged with the sponsorship of the WBC are described in Standing Rule 14.

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year shall end on December 31.

**ARTICLE XII**

**SEAL**

The seal shall be as originally described by Victoria Padilla in *The Bromeliad Society Bulletin* vol. 1, no. 1, and subsequently has been and may continue to be revised to reflect the international character of the Society.

**ARTICLE XIII**

**PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order* (revised) shall govern except where modified by these Bylaws and any special rules that may be adopted.

**ARTICLE XIV**

**ANNEXES AND STANDING RULES**

These Bylaws may be expanded by the adoption of annexes and standing rules defined as follows:

- A. **Annexes**. Detailed information not pertaining to basic procedures or instructions may be placed in an annex, which has the force of Bylaw. The provisions of Article XV, A concerning amendments apply.
- B. **Standing rules**. Such rules contain only such decisions as may be adopted without previous notice by a majority vote at any business meeting [as provided in Robert's Rules]. They will record decisions other than policy matters.

**ARTICLE XV**

**AMENDMENTS**

- A. **Bylaws**. The Board at any regular or special meeting may, by a two-thirds vote of the members voting, amend these Bylaws provided that a copy of the proposed change(s) has been delivered to and acknowledged by each Board member at least 60 days before the meeting date.
- B. **Standing rules**. The Board may adopt or change standing rules without previous notice by a majority vote at any regular meeting.

**ARTICLE XVI**

**DISPOSITION OF ASSETS**

In the event of the dissolution of this Corporation, all of the assets shall be distributed by the Board to some other nonprofit organization(s) qualified under Section 501 (c) (3) of the Internal Revenue Code, devoted exclusively to purposes closely related to the purposes of this Corporation.



**Distribution:** One (1) copy to each officer and Director, each chairman of standing committees, each president of affiliated societies; 1 copy to permanent files. Voting members may request single copies from the Secretary at cost.

### **STANDING RULE 1. CLASSES OF MEMBERSHIP.**

The following definitions amplify the provisions of Art. III of these Bylaws concerning membership classes:

#### **1. Memberships.**

##### **a) Definition of memberships.**

- (i)** Individual. One person who pays the prescribed annual dues.
- (ii)** Dual. Two individuals living at one address who pay the prescribed annual dues.
- (iii)** Life. Individuals who make the one-time payment of such sum as the Board may direct.
- (iv)** Honorary Trustee. (See Art. VIII).
- (v)** Affiliated society. The Society welcomes organizations to join. (See Standing Rule 2 for affiliation procedures).
- (vi)** Institutional. Any organization, other than a commercial enterprise, such as public and private academic and research establishments and their libraries.
- (vii)** Commercial. Any business organization directly or indirectly involved with promoting bromeliads for profit

##### **b) Benefits of membership.** These benefits apply to membership classes. as defined in a). **Individual.**

- (i)** One subscription to The Journal.
- (ii)** One vote at annual general and special general meetings provided that the membership is current at least 30 days before those elections.
- (iii)** One vote each for Director(s) nominated from his or her respective region.
- (iv)** Eligibility to serve as an officer, Director, or committee chairman provided that other conditions are met.

**Dual.** Each member is entitled to one vote as noted for 'individual', but only one subscription to The Journal is provided.

**Life.** All benefits as described for 'Individual' except that no annual membership fee is assessed.

**Honorary Trustee.** All benefits as described for 'Individual' except that no annual membership fee is assessed.

**Affiliated Society.** One subscription to The Journal and one copy of the cultural brochure.

**Institutional.** (1. University research, 2. Public and Private school)

One subscription to The Journal and one copy of the cultural brochure

Access to the 'members only' area of the BSI website

**Commercial.** One subscription to The Journal, one copy of the cultural brochure, one listing on the BSI website, discounted advertising rates in The Journal, and the right to purchase two registrations for the BSI World Bromeliad Conference without the individual membership requirement.

##### **c) Dues.** Dues (other than for 'Honorary Trustee') shall be as the board may prescribe. See Standing Rule 12 for current dues schedule.

### **STANDING RULE 2. AFFILIATION WITH THE BROMELIAD SOCIETY INTERNATIONAL, Inc.**

#### **1. The conditions of affiliation are:**

- a)** To accept the provisions of the BSI Bylaws.
- b)** To support the decisions of the Board of Directors.
- c)** To encourage membership in the BSI by the affiliate's members and officers.

- d) To pay dues at the prescribed rate and to keep the Membership Secretary informed of the names and addresses of the local officers annually.
2. **The procedure for applying for affiliation status follows:**
- a) Address a letter to the chairman of the Affiliated Societies Committee containing:
    - (i) The names, addresses, and telephone numbers of the officers of the applicant society.
    - (ii) A copy of the bylaws of the applicant.
    - (iii) A statement of acceptance of the conditions stated above in par. 1.
    - (iv) Payment of dues at the affiliated society rate.
    - (v) The address to which **The Journal** is to be mailed on a regular basis. The librarian of the applicant society is the preferred addressee.
    - (vi) A letter of endorsement with the signatures of five members of the applicant society, who are also members in good standing of the BSI.
  - b) The chairman of the Affiliated Societies Committee, on receipt of the application shall:
    - (i) Review the application without delay to insure that the conditions stated above have been met.
    - ii) Forward the completed application for provisional acceptance to the Membership Secretary and, at the same time.
    - (iii) Recommend affiliation status to the President and provide notification of affiliate request to the Board for approval by the Board of Directors at the next annual meeting or by electronic vote.
  - c) The President shall recommend affiliation status of the applicant society to the Board and call for a vote at the next annual meeting or by electronic vote.
  - d) Following approval of affiliate status by the board, the Membership Secretary shall enroll the applicant society and begin **The Journal** subscription.
3. Affiliation shall continue subject to active compliance with the conditions stated in paragraph 1 above.
4. Affiliation may be canceled by a two-thirds vote of the Board on the recommendation of:
- a) The Affiliated Societies Committee chairman if the affiliate is found to fail to meet the conditions stated in par. 1 a-d, and, after having been given notice of such failure does not demonstrate compliance, or:
  - b) The Membership Secretary if the affiliate fails to pay its dues after a suitable reminder has been mailed and dues remain in arrears for a period of 6 months following such notice.
5. Reinstatement shall require a two-thirds vote by the Board on recommendation of the BSI affiliated society's committee chairman.

### **STANDING RULE 3. DUTIES OF THE OFFICERS.**

1. **General.**
- a) The duties of the officers shall be such as implied by their respective titles and as specified below.
  - b) All officers shall submit annual, written reports as follows:
    - (i) Budget requirements and financial accounting to the Treasurer 90 days before the annual meetings or earlier, if called for by the Treasurer.
    - ii) An account of activities to the president at least 45 days before the annual meetings.
  - c) All officers shall forward promptly all moneys received or documentation of expenses incurred to the treasurer with such accounting as he/she may require.
2. **The President shall:**
- a) Preside at all meetings where possible and have general charge of the business and affairs

- of the Society.
  - b) Oversee the work of all committees and serve as ex-officio member of all except the Nominations Committee.
  - c) Oversee the transfer of property, records, and funds entrusted to officers and committee chairmen to their successors.
  - d) With the secretary:
    - (i) Sign contracts and obligations of the Society approved by the Board of Directors except as otherwise provided by decision of the Board.
    - (ii) Maintain joint accounts with the treasurer in the name of the Society in financial institutions where deposits and securities are kept.
  - e) Appoint the Nominations Committee and the chairmen of other committees with the approval of the Board (Art. VI B.)
  - f) Comply with election procedures explained in Standing Rule 5.
  - g) Prepare agenda for all meetings and electronically forward the agenda for the annual general meeting and the annual Board meeting to each officer and director at least 30 days before the meetings. The directors and committee members are expected to bring their own printed copy to each meeting.
  - h) Welcome newly elected officers, directors, and committee chairmen and provide each with a copy of the Bylaws and other pertinent information.
  - i) Perform other duties as may be required.
3. **The immediate past president shall:**
- a) Guide the President and officers regarding past decisions.
  - b) Be available to answer questions regarding Society historical events.
  - c) Perform other duties as may be required
4. **The vice president shall:**
- a. Preside at all meetings in the absence of the President.
  - b. Assist in World Conference duties or where appropriate. For the World Conference the vice president will be the liaison officer between the BSI and the sponsoring society.
  - c. Encourage affiliated societies and members to take part in the World Conferences and to promote the WBC by providing advertising space in websites, newsletters, international journals, and any other opportunity available.
  - d. Authorize up to six **Journal** pages for text and specific advertising during the twelve months preceding the World Conference and to require payment for other advertising space at the prescribed rate.
5. **The editor shall**
- a) Have charge of the **Journal** and carry out the policies of the Board with respect to that publication in conjunction with the Editorial and Scientific Committees.
  - b) Utilize the Editorial Advisory Committee and any scientific advisors necessary to substantiate information in article content.
  - c) Notify the Treasurer when the Journal is submitted for publication with number of copies requested.
  - d) Develop and/or review contracts required for **Journal** production and distribution.
  - e) By January 1 of each calendar year, establish the tentative date for publication of each issue and request submissions be provided at least 90 days prior to that date.
  - f) Attend all BSI Board meetings. The position of editor serves as an officer of the Board.
6. **The webmaster shall:**
- a) Work in conjunction with the BSI Board, the Website Advisory Committee, and Committee Chairpersons to help establish the direction for use and content of the BSI Web Page. Those activities should include but are not limited to:

- (i) creating applications (with forms) for the communication with the members, mainly about world conferences (subscription, etc.).
- (ii) keeping the online renewal system going with PayPal and Credit Card possibilities.
- (iii) enabling access to the “members only” content (member registration information).
- (iv) making the journals available online.
- (v) sending renewal messages to members that are overdue.
- b) Maintain the BSI web page to present a projection of the BSI as a society while keeping in mind that the page should be showy enough to be pleasing but simple enough for readers with older, slower computer equipment.
- c) Ascertain that registration and any other fees or documents associated with the BSI website, the domain name, and any related electronic addresses established have been paid on a yearly basis.
- d) Maintain the electronic relays for forwarding messages to Board members, Committee chairpersons and Trustees.
- e) Maintain other information in a format that can be retrieved by e-mail or similar format, by members/board of directors, e.g. Bylaws, email addresses of board directors and committee chairpersons.
- f) Respect and protect personal information (membership roster) and copyrights (photographs, articles) that must be recognized when posting on the web. Information regarded as “sensitive” (i.e. the current roster) should be cleared through the BSI President or BSI Board of Directors prior to posting.

**7. The membership secretary shall:**

- a) Promote membership in the Society in accordance with policies established by the Board.
- b) Maintain membership records.
- c) Compute and announce annually for nomination purposes the number of openings for directors for each region.
- d) Provide the teller with a certified list of the names and addresses of all voting members corrected to the date that ballots for the election of directors are issued.
- e) Provide mailing labels as specified by the Board.
- f) Report annually on the status of the membership.
- g) Publish a directory of BSI membership at the direction of the Board of Directors which shall list:
  - i) All BSI members alphabetically with addresses.
  - ii) Regional listings of BSI members by name alone.
  - iii) All BSI affiliates with addresses;
  - iv) All BSI judges.
- h) Report annually to the Board the names of long-time members and suggest corresponding action.

**8. The Secretary shall:**

- a) Maintain the permanent file of the society including the articles of incorporation, other essential documents affecting the society and documents of archival interest.
- b) With the President, cosign all contracts made in the name of the Society except in cases where the authority is delegated.
- c) Maintain the file of all contracts and provide a copy of each to the treasurer.
- d) Attend all meetings and prepare minutes of the proceedings in the manner described in ***Robert's Rules of Order***, latest edition.
- e) Submit a draft of all minutes to each member of the Board for corrections and additions within 30 days after each meeting except as the Board may otherwise direct, and request response within 45 days after each meeting.
- f) Amend the drafts of the minutes to incorporate changes proposed by the individual Board members and return the amended minutes within 15 days (60 days after each meeting) to the

President and to the other Board members. The President shall then make approval of those minutes an item of the next agenda.

- g) Maintain the minutes in permanent form.
- h) Translate Board decisions of a directive nature into standing rules and recommend their adoption to the Board annually.
- i) Engage in correspondence of a general nature and direct correspondence specifically relating to the functions of other officers and committees to those officers or committee chairmen.

**9. The treasurer shall:**

The treasurer shall:

- a) Have the care and custody of all funds and securities of the society that may come into his/her hands, submit all records for audit when called for and submit an annual financial statement and proposed budget to all officers and Board members not less than 30 days before the annual meeting. The annual statement shall also be provided to the editor in appropriate format for publication in the Journal. Submit all records for audit by a certified professional when called for by the Board, whenever a new Treasurer takes office, or at least every 5 years.
- b) Insure that all accounts are held jointly with the President and Vice President in financial institutions of the treasurer's choosing.
- c) Keep current, written or electronic records of all deposits and securities and moneys received and paid out and present them for annual review. Current and historical financial records shall be maintained by the Treasurer.
- d) Maintain designated accounts in a clearly identifiable manner and in as many accounts as necessary to be operationally easy to maintain and gather the most return.
- e) Require written and substantiated justification before paying any bills or claims.
- f) Maintain copies of all contracts entered into in the name of the Society.
- g) On completion of any audit and not less than 30 days before the annual meetings, submit the audited financial report and budget to the board.
- h) File reports with the Internal Revenue Service and other tax agencies as required on a timely basis.
- i) Complete the transfer of all records and funds pertaining to this office within 60 days following the election of a new treasurer in compliance with Art. IV A. 4 and 5 concerning orderly transition and accountability.

**STANDING RULE 4. PROCEDURES FOR NOMINATING DIRECTORS**

**1. The Nominations Committee chairman shall:**

- a) Obtain from the membership secretary the number of openings for directors for the next election year.
- b) Publish the call for nominations for directors in *The Journal* in a timely manner.
- c) Solicit nominations for directors before March 1 annually from the presidents of the affiliated societies in the regions concerned and the Directors representing them on the Board.
- d) Verify membership eligibility of nominees with the membership secretary.

**2. Who may nominate.** Any member in good standing of the Society who resides in a region for which there is an opening may nominate a candidate for that opening.

**3. Who may be nominated.** Any member in good standing of the Society who resides in a region for which there is an opening and who meets the qualifications stated in bylaws Article IV B 2.

**4. Procedure for nominating:**

- a) Obtain the consent of the prospective candidate and verify compliance with the qualification criteria.

- b) Provide nominations to the chairman of the Nominations Committee between January 1 and March 18 inclusive of the election year. Electronic nominations will be accepted.
- c) Supply with each nomination the full name, address, email address and telephone number of the nominee, the position for which the nomination is being made, local society affiliation if any, and a brief autobiography of the nominee along with a recent photograph.
- d) The Chairman conducts consultations on candidates with Board Officers for their clearance prior to submitting slate.
- e) The Chairman prepares a packet of information on the BSI (Current Officers and Directors, Board meeting minutes, By-laws, etc.) and the responsibilities and duties of Directors.

#### **STANDING RULE 5. PROCEDURES FOR VOTING ON NOMINEES FOR DIRECTORS**

1. The President shall:
  - a) Appoint a disinterested member in good standing to be the teller for each election and he/she shall, in turn, appoint at least four assistants.
  - b) Inform the chairman of the Nominations Committee of the teller's name and address.
2. The chairman of the Nominations Committee shall:
  - a) Prepare the ballot and the return envelope with the teller's name and address and forward that material to the editor in time to be printed and distributed with the issue of ***The Journal*** that is distributed 4 months prior to the election.
  - b) Include voting and handling instructions as follow with the ballot:
    - i) Members may vote only for the nominee or nominees of the region in which they reside.
    - ii) Insert the marked ballot in the envelope provided, sign the envelope and mail it to the teller in time to be received not later than September the first of the current year.
  - c) When there is only one qualified nominee, recommend to the president that with the concurrence of the Board, he declare that nominee elected.
3. The membership secretary shall furnish to the teller a certified list of the names and addresses of all members in good standing current as of the date on which the ballots were issued.
4. The teller and assistants shall count the ballots and send a certified copy of the results before September 15 to the Ppresident [see ***Robert's Rules of Order***, 1990 ed., section 44]. A plurality vote shall elect.
5. The President shall announce the election results including the name(s) of any nominee(s) for uncontested directorships (as in paragraph 2 c) above) in the next available issue of the ***Journal***, and shall notify the candidates of the results.
6. The secretary shall enter the teller's report in the minutes.
7. Tied votes shall be resolved by the Nominations Committee chairman who shall poll the Board members by mail and report the name of the winner to the President. The President shall then act in compliance with par. 5, above.

#### **STANDING RULE 6. STANDING COMMITTEES.**

1. Bylaws Article VI, section A specifies how the chairmen are elected, and states the duties of the president with respect to those committees.
2. The Standing Committees shall be:
  - a) Affiliate Shows
  - b) Affiliate Societies
  - c) Archives and Historical
  - d) Bromeliad Research, Conservation and Education Committee.
  - e) Cultivar Registration
  - f) Judges Certification
  - g) Nominations Committee

- h) Publications and Sales
- i) Seed Bank
- j) Media Library
- k) Wally Berg Award of Excellence
- l) Website
- m) Editorial Advisory

3. **The chairmen shall:**

- a) Appoint committee members from among the members of the Society.
- b) Conduct the business of their committees.
- c) Submit annual, written reports as follows:
  - (1) Budget requirements and financial accounting to the Treasurer at least 90 days before the annual meetings.
  - (2) Report of activities to the President at least 45 days before the annual meetings;
- d) Forward all receipts promptly to the Treasurer with such accounting as he/she may require.

4. The functions of the standing committees shall include the following:

- a) **Affiliate Shows**
  - (1) Encourage affiliated societies to sponsor bromeliad shows to be organized in compliance with the latest edition of the ***Handbook for Judges, Exhibitors, and Affiliates***.
  - (2) Review a draft show schedule for compliance with the ***Handbook for Judges, Exhibitors, and Affiliates*** and negotiate necessary changes with the originator.
  - (3) Notify the originator when the show schedule is approved; provide show data report forms to the affiliate.
  - (4) Provide BSI show materials at prices approved by the Board, keep related records, and arrange for replenishment of stock.
  - (5) Maintain completed show data report files for record and reporting purposes.
  - (6) Coordinate activities with the Judges Certification Committee chairman and district registrars.
- b) **Affiliated Societies.**
  - (1) Recruit bromeliad groups to become affiliated with the BSI.
  - (2) Take part in the affiliation process described in Standing Rule 2.
  - (3) Serve as liaison between the affiliates and the BSI with the assistance of the directors.
  - (4) Solicit articles from the affiliated societies regarding their activities and edit them for possible inclusion in ***The Journal***.
- c) **Archive and Historical Committee.**  
 This committee was established by decision of the Board of Directors in 2000 as part of the Website. Since that time, a permanent site for the archive has been established in conjunction with the University of Central Florida Foundation, Inc. special collections and university archives. The purpose of this committee is to:
  - (1) Gather, catalog and store any and all accrued archival material, material of historical interest to the Society and other paraphernalia in association with the BSI.
  - (2) Recommend to the Board any action required in furthering the preservation of said materials, such as transference to electronic media the information from delicate paper documents and photos and storing these records using best archival practices.
- d) **Bromeliad Research, Conservation and Education Committee.**  
 This committee supersedes the Research Committee that was established by decision of the Board in 1986. Funding is to be included in the annual budget of the BSI.

- (1) Encourage more studies of bromeliads through internet venues.
  - (2) Oversee the BSI Scholar Program at the MSBG.
  - (3) Notify potential candidates of fund availability and solicit applications;
  - (4) Evaluate research grant proposals.
  - (5) Request the treasurer to pay approved grants.
  - (6) Require successful candidates to prepare research reports, review the reports for adequacy, forward approved manuscripts to the editor for possible publication.
  - (7) Advocate the conservation of bromeliads in nature and their habitats.
  - (8) Establish and monitor the effectiveness of a code of ethics defining the behavior of growers and collectors that may affect the well-being of wild populations of bromeliads;
  - (9) Represent the Society in conservation matters.
- e) **Cultivar Registration.**
- (1) Register bromeliad cultivar names in accordance with procedures approved by the Board of Directors.
  - (2) Maintain publically available records through the website of cultivars to establish at a minimum:
    - (i) Name of originator and date of registry.
    - (ii) Date of cross.
    - (iii) Names of cultivars and hybrids and parents to include botanical names.
    - (iv) Distinctive characters.
    - (v) Photos whenever possible of registered cultivars and hybrids.
- f) **Judges Certification.**
- (1) Maintain the Judges records and the Judges roster, which is published and provided by this committee.
  - (2) Determine the requirements for the certification of BSI Judges and Judging school instructors.
  - (3) Coordinate and publish dates and information concerning any up-coming Judging schools and symposiums
  - (4) Responsibility, in conjunction with the Affiliate Shows Committee, for the revision of the ***Handbook for Judges, Exhibitors and Affiliates.***
  - (5) Revisions of the ***Handbook for Judges, Exhibitors and Affiliates*** will not be published without the approval of the Board of Directors.
  - (6) Provide information to the editor of ***The Journal***, including an updated list of active judges for publication.
- g) **Publications and Sales.**
- (1) Receive all publications and related property of the Society intended by the Board for sale and provide secure storage for those materials.
  - (2) With the concurrence of the president and the treasurer, set the prices of materials administered by this committee
  - (3) Fill orders and maintain an inventory.
- h) **Seed Bank.**
- (1) Acquire fresh bromeliad seed from donations and exchange and provide suitable storage for it;
  - (2) Publish a periodic list of available seeds for publication in the website and to be mailed to inquirers who provide prepaid envelopes.
  - (3) Fill orders promptly, maintain inventory and record of transactions.



- i) **Media Library.**
  - (1) Develop audio/visual programs for sale or rent by affiliated societies and current BSI members.
  - (2) With the concurrence of the board, set rental rates and fines for late returns;
  - (3) Fill orders promptly, maintain inventory, and record transactions.
  - (4) Maintain property in good order.
  - (5) Coordinate library activities with the Judges Certification and other committees for support of training and recruiting activities.
  - (6) Publish a periodical list of available programs for publication in the website and to be mailed to inquirers who provide prepaid envelopes.
  
- j) **Nominations Committee.**  
 Committee serves to recruit nominations for qualified individuals who are willing to serve in positions that will become vacant due to term limitations as specified in the By Laws. The Chairman of this Committee shall:
  - (1) Solicit nominations for the office of director. Every effort shall be made to solicit nominations from all regions.
  - (2) Prepare the ballots in accordance with the provisions of Standing Rules 4 and 5.
  - (3) Solicit nominations for officers and standing committee chairmen to present to the Board 30 days before the annual meeting.
  
- k) **Wally Berg Award of Excellence.**  
 The Chairman of this Committee shall:
  - (1) Request membership for nominations.
  - (2) Conduct a voting process to select winner.
  - (3) Notify the Board of the winning nomination.
  
- l) **Website.**  
 The Chairman of this Committee shall:
  - (1) Work with the website committee and the Webmaster on the design, maintenance and content of the website.
  - (2) Propose any changes to the Board for approval.
  
- m) **Editorial Advisory**
  - (1) Work with the Editor in all matters pertaining to the production and distribution of the Journal including the review of submittals for the Journal with respect to accuracy, format, and correctness. Request corrections from authors when appropriate and review corrected copy.

**STANDING RULE 7. PUBLICATION POLICY.**

- 1. ***The Journal*** is the official publication of the Society. It disseminates all official business matters including the digest of the minutes of the annual Board meeting, the treasurer's report, directories, calls for nominations, and election results in addition to contributed education and research information.
- 2. The Editorial Advisory Committee formed by three members of the Board will assist the Editor in the promotion, selection and collection of articles for publication
- 3. Original material, as well as reprinted articles from any appropriate sources, including affiliate newsletters and other sources may be used as long as acknowledgement is given to the source of the material.

4. Distribution Procedures:
- The Editor sends the Journal via e-mail to the printer.
  - The Editor notifies the Membership Secretary that the printer has the Journals.
  - The printer sends the Journals to the mailer.
  - The Membership Secretary sends the labels to the mailer for the Journal to be sent.
  - Additional copies are sent back to the Membership Secretary to send to any new members registered. This number is to be established jointly by the Membership Secretary and the Editor and may be adjusted as they determine appropriate.
  - Journals sent to the wrong address are returned to the Membership Secretary for correction.

#### **STANDING RULE 8. QUANTITIES OF JOURNAL ISSUES PRINTED.**

The editor is authorized to adjust the total number of copies of each issue of the *Journal* on the basis of membership count plus an additional percentage. This percentage is established jointly by the Membership Secretary and the Editor and may be adjusted as they determine appropriate.

#### **STANDING RULE 9. JOURNAL PRICES.**

The editor is authorized to set the prices for complete volumes of the *Journal* and separate copies of each at not less than current prices plus current postal costs, except as may be provided otherwise. A designated member of the Board oversees the Journal's ad program. Note: Same comment as for Standing Rule 8.

#### **STANDING RULE 10. THE VICTORIA PADILLA MEMORIAL BROMELIAD RESEARCH ENDOWMENT FUND.**

1. This endowment fund is established in memory of Victoria Padilla, secretary and editor of the BSI for 31 years. It shall be administered by the treasurer who shall make funds available to the chairman of the Research, Conservation and Education Committee to promote bromeliad research of such nature as may be determined to be useful by that committee subject to existing restrictions.
2. The fund shall be supported by contributions and by an annual appropriation by the board in addition to the amount normally appropriated for the BSI Scholar Program at the MSBG. All other donations or appropriations for bromeliad research shall be credited to this fund.
3. The president shall acknowledge receipt of such donations and shall notify the editor who shall make special mention of them in the next available issue of the *Journal*.
4. The chairman of the Research, Conservation and Education Committee shall recommend annually the amount to be appropriated for this fund

#### **STANDING RULE 11. SPECIAL MEETINGS.**

Article VII of the bylaws authorizes special meetings of the membership and of the Board of Directors. Procedures governing such meetings are described here.

1. **Special general.**
  - a) The President or five percent of the members may call a special general meeting as stated in Article VII B.1.
  - b) The president shall publish the call to a special meeting in *The Journal* or by electronic notice not less than 10 or more than 90 days before the meeting date. The call shall state the place, date, and time of the meeting, and the nature of the business to be transacted. Electronic notices shall be addressed to members at the most current address on file with the Membership Secretary.

- c) Board members may ask the president to call a special meeting of the membership provided that at least one-third of the directors agree to such a request. The President shall, within one week of receiving that request give written notice of the time, place, and purpose.

## 2. **Special meetings of the Board of Directors.**

### a) **Meetings in person.**

- (i) The President may call a special meeting of the directors after giving reasonable notice of the time, place, and purpose. An example of this might be a special meeting held during a World Conference after the annual meeting of the Board of Directors.
- (ii) Board members may ask the President to call a special meeting of the directors provided that at least one-third of the board members agree to such a request. The President shall, within one week of receiving that request give written notice of the time, place, and purpose.
- (iii) A quorum shall be a majority of the Directors present.
- (iv) The Secretary shall record the minutes without delay and the President shall carry out the decisions of the meeting quickly.

### b) **Meeting conducted by mail.** Motions may be made and acted on by mail in accordance with the following procedures when the subject matter must be considered before the next annual meeting and when the physical presence of the members is not essential.

- (i) Motions of this nature shall be made in writing. They shall be signed by at least two Directors and be presented to the President.
- (ii) The President shall dispatch mail ballots not more than seven days after receiving the correctly executed motion(s).
- (iii) Directors shall respond within 60 days by mailing their ballot(s) to the secretary; provided however that no response shall be returned earlier than 45 days after the president mails the ballot;
- (iv) The vote on the ballot(s) may be yes, no, or postpone for possible consideration at the next annual meeting. A vote to postpone shall be signed by at least six directors; otherwise a majority vote of the returned ballots shall prevail;
- (v) The Secretary shall notify the president of the results of the vote, and the President shall take immediate action to carry out the decision.

### c) **Meeting by telephone.** In an emergency, the President and two Directors, or five officers(one of which must be the Secretary or his/her designee) by themselves on written or electronic application to the President, may initiate a telephone meeting in accordance with the following procedures:

- (i) The Secretary, when directed by the President to do so, shall telephone each board member, explain the nature of the emergency, the proposed action, and request each one to state his/her decision, which may be yes or no; Provision shall be made to record such transactions.
- (ii) The Secretary shall then convey the results to the President
- (iii) The directors shall confirm their votes in writing to the secretary who shall record them in the minutes and notify the president of the results
- (iv) If time permits, the President shall wait until he receives the results of the written confirmation to carry out the decision. Otherwise, he shall proceed as soon as notified of the results of the telephone ballot.

### d) **Meeting by Electronic Media.** The President and two Directors, or five officers(one of which must be the secretary or his/her designee) by themselves on written applications (may be facsimile [fax], electronic mail [e-mail] or telephone, voice / video conferencing), or regular mail) to the president, may initiate an electronic media meeting of the Board of Directors using the following procedures.

- (i) Electronic Media may be any form such as fax, telephone, video/voice conferencing, electronic mail or regular mail with follow up by telephone, but is not limited to these forms.
- (ii) The Secretary, when directed by the President to do so, shall contact each Board member, sending the meeting agenda and, if appropriate, the exact text of any motion to each Board member. If a motion has been made, the secretary may elect to contact board members who do not have electronic connection via telephone to explain the nature of the proposal and action requested. The secretary shall request each Board member to respond electronically if possible with his/her decision which may be yes, no or table. Provisions shall be made to record such initial results.
- (iii) The Secretary shall notify the President immediately of the initial results via any means, with follow up in some permanent form (electronic mail, fax or regular mail).
- (iv) The Directors shall confirm their votes in some permanent form (electronic mail, fax or regular mail) to the secretary, who shall record the results in the minutes and notify the president of the confirmed results. In the event the initial results and confirmed results do not match, the secretary shall take action to contact the board members whose votes mismatched to resolve the discrepancy before reporting the vote to the president.
- (v) The President may elect to wait for the confirmed results if the vote is close, or carry out the action on the initial results if the outcome is certain.

**STANDING RULE 12. DUES SCHEDULE.**

**1. The annual dues schedule shall be as follows:**

|                              | US<br>Address    | International<br>Address |
|------------------------------|------------------|--------------------------|
| a) <b>Individual</b>         | <b>\$ 45.00</b>  | <b>\$ 50.00</b>          |
| b) <b>Dual</b>               | <b>\$ 60.00</b>  | <b>\$ 65.00</b>          |
| c) <b>Life</b>               | <b>\$ 900.00</b> | <b>\$ 900.00</b>         |
| d) <b>Honorary trustee</b>   | <b>\$ 0</b>      | <b>\$ 0</b>              |
| e) <b>Affiliated society</b> | <b>\$ 30.00</b>  | <b>\$ 35.00</b>          |
| f) <b>Institutional</b>      | <b>\$ 50.00</b>  | <b>\$ 55.00</b>          |
| g) <b>Commercial</b>         | <b>\$ 65.00</b>  | <b>\$ 70.00</b>          |

**2. Additional charges:**

|                             |                |
|-----------------------------|----------------|
| <b>Domestic first class</b> | <b>\$ 5.00</b> |
|-----------------------------|----------------|

**STANDING RULE 13. MEMORIAL AND GENERAL SUPPORT FUND.**

- 1. Memorial donations and other gifts are invited to provide support for the activities of the society. These may include gifts to help pay the cost of speakers at World Conferences or for other specified or unspecified purposes. The treasurer shall administer such gifts.
- 2. The President shall acknowledge receipt of such gifts and shall notify the Editor who shall make special mention of them in the next available issue of the ***Journal***.

**STANDING RULE 14. BSI WORLD BROMELIAD CONFERENCE.**

The intent is to define the duties, responsibilities and expected timeline of both the BSI and the affiliate group charged with the sponsorship of the WBC.

1. The biennial World Bromeliad Conference is a BSI Conference hosted by a society invited to that effect and it is run by the BSI.
2. The BSI Board will solicit and confirm the selection of the sponsoring affiliate whenever possible before the prior Conference so that the sponsoring affiliate may prepare a presentation and announcement at the preceding Conference.
3. The selected affiliate will prepare a Conference logo, name, date, location and provide Conference registration rates within 6 months following the previous conference. A US\$ 10.00 discount will be offered to any BSI member who fulfills the affiliate discount requirements as set forth by the Affiliate Chairman. The above information will be published in the BSI Journal and listed on the BSI website.
4. The selected host hotel rate and registration procedures will be publicized within 6 months following the previous Conference. World Conferences may be scheduled at the host affiliate discretion, but will generally be scheduled during the timeframe of June 1<sup>st</sup> – September 30 with consideration to local and regional events and site availability. The hotel contract must be reviewed and accepted by the BSI President and Treasurer.
5. The BSI website will be used to convey Conference information to the members. The Webmaster will create a Conference page and a PayPal payment page to post updated information as submitted by the Vice-President.
6. Sponsoring affiliates will confirm a Conference Chairman and Treasurer who will be responsible for on-site arrangements and will select additional event chairmen.
7. The BSI Treasurer will set forth in writing an agreement between the sponsoring affiliate and BSI that will confirm the financial sharing of the Conference proceeds as well as the duties and responsibilities of the Conference Treasurer. The BSI will advance funds to cover initial planning costs as necessary. The host society is guaranteed \$2,500 for conducting the conference. The BSI will retain the next \$2,500 of any profits. The next \$25,000 of profit would be split 75% for BSI and 25% for the local affiliates. Any profit beyond \$30,000 would be split 90% for the BSI and 10% for the host society.
8. All BSI World Conference schedules should include the following events: a BSI standard judged show, plant sales, educational seminars, a judges school, dinner or banquet, BSI general and Board meeting, a rare plant auction (proceeds to benefit BSI scientific research, education and conservation endeavors). Host affiliates are encouraged to provide other events such as workshops, round table discussions, scientific seminars, poster sessions, and tours of homes or gardens that may be of interest to attendees.
9. The sponsoring affiliate should ensure that every scheduling consideration has been given so that Conference registrants are able to take full advantage of all activities that are included in the registration.
10. At the BSI Board meeting in non-Conference years, the Vice-President will give a detailed report on the planning progress of the upcoming event, entertain questions and suggestions as well as address issues that may arise.
11. The BSI Board reserves the right to request and suggest additions and modifications to the WBC agenda as best serves the organization.

**ANNEX 1: DEFINITION OF GEOGRAPHIC REGIONS.**

The society is organized into four geographical regions for the purpose of proportional representation as stated in Article IV B.

The regions are:

1. Australia.
2. International.
3. New Zealand.
4. United States:
  - A. Central States: Arkansas, Arizona, Colorado, Idaho, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Utah and Wyoming.
  - B. Eastern States: Alabama, Connecticut, Delaware, Georgia, Iowa, Illinois, Indiana, Kentucky, Maine, Massachusetts, Maryland, Michigan, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Virginia, Vermont, West Virginia, Wisconsin and District of Columbia
  - C. Southern States: Florida, Puerto Rico; All US territories and possessions in the Atlantic and Caribbean areas.
  - D. Western States: Alaska, California, Hawaii, Oregon, Washington, all United States territories, possessions, and trust territories in the Pacific area.

**ANNEX 2: DESIGNATION OF FUNDS OVERSEEN BY TREASURER.**

Designated funds consist of four levels with the highest level being the BSI General Fund.

- 1.) **BSI General Fund** – the BSI General Fund, the Journal Fund, the Website Fund, or any other line item expense fund.
- 2.) **Victoria Padilla Memorial Research and Conservation Fund** – the Victoria Padilla Memorial Research Fund and the Conservation Fund
- 3.) **Harry Luther Education and Archives Fund** – the Harry Luther Education Fund, the Archives Fund and the Education Fund
- 4.) **World Conference and Speakers Fund** – the World Conference Fund and the Speakers Fund

Any new fund must be placed within one of the four secondary level funds.

After two years any money not spent by a third level sub-fund reverts to one of four second level funds for which it is a member.

After three years any money not spent by a second level fund reverts to the BSI General Fund with Board approval.

Any moneys within second level funds may be spent for general expenses if the BSI General Funds are no longer sufficient to pay all bills incurred.