

Southeastern Michigan Dahlia Society

Constitution and By-Laws

ARTICLE ONE (Name & Organization)

The name of this organization shall be the **Southeastern Michigan Dahlia Society**. The SEMDS is tax exempt effective May 15, 2022 under IRS Section 501(c)(3), and is incorporated in the State of Michigan.

ARTICLE TWO (Purpose)

The object of this Society shall be to develop and promote interest in the culture and floral uses of the Dahlia, not only in the home, the garden, and the landscape, but also in the community and commercial florists' uses, and to cooperate in every way possible with other Michigan Dahlia Societies. Our stated purpose under IRS Section 501(c)(3) is educational.

ARTICLE THREE (Meetings)

1. There shall be membership meetings of the Society during a calendar year, dates of which shall be decided by the SEMDS Board. Standard protocol is to have five or more membership meetings unless circumstances prohibit.
2. Eleven members in good standing present shall constitute a quorum for the transaction of business at any membership meeting of this Society.

ARTICLE FOUR (Annual Show)

1. The Society shall annually sponsor a Dahlia Show during the month of September.
2. The date of the Show is to be determined and recommended by the SEMDS Board.

ARTICLE FIVE (Membership)

1. Any person interested in Dahlia culture may become a member of this Society upon submission of Registration Form and payment of annual dues (payment to SEMDS).
2. Honorary membership may be granted to those persons who have performed outstanding work in the development of the Dahlia, its culture, propagation, or dissemination, or for such other noteworthy accomplishments on behalf of the Dahlia industry or this organization, as the members of this Society deem of sufficient import to be recognized and cited for meritorious service. Honorary membership shall be granted after a majority vote of the SEMDS Board.
3. Membership in the Society shall include both member and spouse. Both parties shall be entitled to a vote in the transaction of business.

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Revised: 06 December 2023 Adopted: January 20, 2024

ARTICLE SIX (Dues)

1. Annual membership dues shall be ten dollars (\$10.00), payable in January of each calendar year. Membership dues may be changed from time to time with approval from SEMDS Board. The first general communication for the given calendar year shall include notice of dues payable in January for that year.
2. Any member who shall become in arrears for dues shall be notified by the Membership Committee during the month of February and shall be reminded that if dues are not paid by May 1st, their name may be removed from the mailing list.
3. Any member removed from the mailing list by the SEMDS Board may be reinstated by payment of delinquent dues during the calendar year.
4. The dues of new members accepted at show time or thereafter during the current year shall be considered paid up in full for the following year and their membership shall begin with the acceptance of their membership applications and dues.

ARTICLE SEVEN (Officers, Elections, and Term of Office)

1. The elected officers shall be a President, Vice-President, Secretary, Treasurer, and four Trustees, and shall be referred to as SEMDS Board. The election of officers shall be completed by the first membership meeting of the election calendar year.
2. Elections shall be held annually. The election will alternate between President and Secretary on even-numbered years and Vice-President and Treasurer on odd-numbered years each for a two-year term. Trustees will serve 3-year terms. Nominations shall be solicited from the general membership.
3. Term of office begins on January 1 and ends on December 31. Elected or appointed Officers may serve no more than six (6) consecutive years in the same Executive Board position without Board approval.
4. All officers of this Society must be members of the Society in good standing.
5. Officers shall assume their respective duties at the close of the election meeting, and hold office for the stated terms, or until their successor or successors are elected.
6. Upon the resignation of any elected officer, the vacancy shall be filled by appointment of the SEMDS Board until such time as a successor may be elected at the next regular meeting.
7. If any officer of this society shall conduct themselves in an unprofessional manner. The officer will be asked to relinquish their position by the SEMDS President or SEMDS Trustees.
8. All officers have the duty to ensure that no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

ARTICLE EIGHT (Duties of Officers)

1. President:

- The President shall preside at all meetings of this Society and also at all meetings of the SEMDS Board. It shall be their duty to preserve order and see that the officers and committees perform their respective duties.
- The President may meet with any or all committees to assist them with their deliberations in an ex-officio capacity, i.e., with a voice but no vote in such deliberations.
- The President shall call for a report from all committees to be given from time to time at meetings of the SEMDS Board.

2. Vice President:

- The Vice-President shall assist the President in the performance of their duties and, in the absence of the President; perform the duties of the President.
- In the event that the President cannot perform their duties the Vice-President shall assume the office and duties of President until an election is held to fill the office vacated.

3. Secretary

- The Secretary shall keep an accurate record of the proceedings of the Society.
- In case of the absence of both the President and the Vice-President, the Secretary shall call the meeting to order and preside over the same until a temporary chairman for the meeting shall have been elected by the members present.

4. Treasurer:

- The Treasurer shall be custodian of all funds of the Society.
- The Treasurer shall deposit/monitor all funds of the Society; in a bank/credit union approved by the SEMDS Board, in the name of the Society and shall pay all approved bills. They shall monitor all receipts and disbursements from the treasury and provide updates to the SEMDS Board, as required.
- The Treasurer shall make an annual report, in detail, of all receipts, disbursements and funds on hand, for the calendar year.
- The Treasurer shall submit their books and records of all types for inspection and audit at any time requested by the President or the Trustees.
- The Treasurer must complete these two government forms annually by required deadlines and provide evidence to SEMDS Board of timely submission:
 1. IRS tax notice for tax exempt organizations.
 2. State of Michigan annual report for nonprofit corporations.

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5. Trustees:

- The Trustees shall be composed of four elected members. They shall act as the official Auditing committee and periodically inspect the books and records of the Society's officers.
- Trustees shall be elected annually for staggered terms of three years.
- Trustees shall be members of the SEMDS Board and as such ought, at the first organizational meeting to this board, volunteer to take charge of some important phase of work of the Society.
- When the trustees are to act as a committee, the one who has the longest consecutive years of service shall be their chairman.
- Trustees shall be responsible to ensure the Treasurer provides evidence of timely submission of the annual IRS and State of Michigan forms. Follow-up with the Treasurer should occur at least one month before annual deadlines.

ARTICLE NINE (Advisory Board)

- The Advisory Board shall consist of past Presidents and past Trustees.

ARTICLE TEN (Standing Committees)

1. A Publicity Committee Chair shall be appointed by the SEMDS Board. They shall serve as chairman of the Publicity committee and its members shall be chosen by the Publicity Chair in conjunction with the SEMDS Board. Their duties shall be to handle publicity of the Society.
2. A Membership Committee Chair shall be appointed by the SEMDS Board. The Membership Chair shall select a Membership Committee which shall: (1) enlist the membership to secure new members, (2) to encourage members to bring guests to meetings, (3) to find ways to increase membership.
3. A Show Committee made up of the SEMDS Board and additional members. The Show Committee shall assist in staging the Annual Show.

ARTICLE ELEVEN (Amendments)

1. This constitution may be amended as needed.
2. Petition for amendment to this Constitution may be initiated by any individual member of the Society in good standing or the SEMDS Board.
3. The proposed amendment must be approved by the Society. It shall require a two-thirds (2/3) favorable majority of all votes cast to carry and adopt the proposed amendment.
4. Any amendment so adopted shall become a valid part of this constitution.

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ARTICLE TWELVE (Special By-Laws)

Each Committee Chairman shall file with the Secretary by the end of the calendar year, a report to be shared with the SEMDS Board. It shall include: (1) the personnel of the committee, (2) a brief description of its activities and (3) any recommendations for the future.

ARTICLE THIRTEEN (Termination)

In the event of dissolution of the Southeastern Michigan Dahlia Society any remaining funds will be donated to the Midwest Dahlia Conference. ~~American Dahlia Society~~