BYLAWS
of the
THE GESNERIAD SOCIETY, INC.

ARTICLE I
Name and Purpose

Section 1. Name - This Society shall be known as The Gesneriad Society, Inc., organized for non-profit, hereinafter known as The Gesneriad Society, Inc.

The Gesneriad Society, Inc has been formed under not-for-profit laws of Missouri for public purposes and it shall be nonprofit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in 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.

Section 2. Purpose - The purpose of the Society shall be to afford a convenient and beneficial association of persons interested in gloxinias and other gesneriads; to stimulate a wide-spread interest in, and gather and publish reliable information about the identification, correct nomenclature, culture and propagation of gloxinias and other gesneriads; and to encourage the origination and introduction of new cultivars.

Section 3. Publications - The official publication of the Society shall be ***the journal Gesneriads***, which shall be mailed to all members of the Society.

ARTICLE II
Membership and Dues

Section 1. Eligibility - All persons and organizations interested in gloxinias and other gesneriads shall be eligible for membership in the Society, subject to the approval of the Board of Directors. The Board of Directors may revoke the membership of any individual member or organization for just cause.

Section 2. Classes of Membership - There shall be six (6) classes of membership known as Individual, Family, Sustaining, Research, Life, and Honorary Life memberships and such other classes of membership as the Board of Directors may deem necessary for the operation of the Society. All classes of memberships except Life Memberships shall be on annual basis. Membership dues are payable in advance and shall cover the calendar year.

Section 3. Individual Membership - An individual member shall be entitled to vote in person at any membership meeting (note Article VI, Section 2). Annual dues with respect to individual members shall be recommended by the Board of Directors and voted upon at any subsequent membership meeting, provided notice of any proposed change from the amount in effect on January 1, 1963, shall have been announced to all members as provided in Article V, Section 2. Three-year individual and family memberships may be made available at reduced rates as set by the Board. The share of such dues allocated to ***the journal Gesneriads*** subscription shall be determined by the President, subject to the approval of the Board of Directors.

Section 4. Family Membership - A Family Membership of two people (member and spouse, or parent and child) shall be entitled to two votes in person at any membership meeting but shall have only one annual subscription to ***Gesneriads***. Family Membership annual dues shall be $1.00 more than individual dues.

Section 5. Sustaining Membership - A Sustaining Member shall be an individual or organization whose annual dues payment shall be a minimum of $. The excess above the amount of Individual Membership dues shall not be designated as to use. A Sustaining Member is entitled to one vote in person at a membership meeting,

Section 6. Research Membership - A Research Member shall be an individual or organization whose annual dues payment shall be a minimum of $. The excess above the amount of Individual Membership dues shall be designated for the support of botanical or horticultural research projects of the Society as proposed by the Research Fund Committee and approved by the Board of Directors. A Research Member is entitled to one vote in person at a membership meeting.

Section 7. Life Membership - A paid Life member shall be exempt from the payment of annual dues upon the payment of the Life Membership fee which shall be fifteen (15) times the annual individual dues. Paid Life Members are entitled to one vote in person at any membership meeting and receive a subscription of ***Gesneriads***.

Section 8. Honorary Life Membership - Any person may be elected by the Board of Directors as an Honorary Life Member in the Society. An Honorary Life Membership is entitled to one vote in person at a membership meeting.

ARTICLE III
Government

Section 1. The Honorary Officers - The Honorary Officers of the Society shall be the society's founder, Elvin McDonald; and ***The Gloxinian***'s (now ***Gesneriads***) original coeditor, Peggy Schultz.

Section 2. Elected Officers - The elected officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer, each being a different person. Officers shall be elected at a regularly scheduled meeting of the Board of Directors designated for that purpose and they shall serve for two (2) years and thereafter until their successors are elected and take office. The Nominating Committee shall furnish the Board of Directors with a slate of nominees for the above offices. Nominations may also be made from the floor at this meeting by a Director with the consent of the nominee. Nominees for the office of President must have been a member of the Board for at least two (2) years, nominees for the offices of Vice-Presidents must have been members of the Board for at least one (1) year.

Section 3. Board of Directors - There shall be a Board of Directors to manage the affairs of the Society. This Board shall number twenty one (21) each serving three (3) years, and seven (7) being elected each year and serving until their successors are elected. It is generally understood that, under ordinary conditions, Directors shall serve not more than two (2) consecutive terms. All Directors must be society members in good standing for their entire term. [amended 6/25/93]

Section 4. Advisory Board - An Advisory Board of Past Presidents of the Society shall be formed to assist the President, assume the duties of chairmen of special Committees and give counsel to the Board of Directors. Each retiring President, upon completion of his term of office as a Director, shall be appointed to the Advisory Board. Members of this Board are invited to attend meetings of the Board of Directors and render advice on Society problems, but are prohibited from voting on any matter considered by the Board of Directors.

Section 5. Standing Committees - There shall be the following Standing Committees: Publications, Research Fund, Conventions, Finance, Nominating, and such other committees as may be required in the operation of the Society. Committee Chairmen other than the Chairman of the Nominating Committee shall be appointed by the President following the approval of the Board of Directors.

Section 6. Interest Groups - With the authorization of the President and the approval of the Board of Directors, interest groups of The Gesneriad Society members may be established or discontinued from time to time. Each interest group shall elect its own chairman, vice-chairman, secretary and newsletter editor annually from among its participants. Members of The Gesneriad Society when paying their dues may select any interest group(s) and upon payment of an additional sum per year for each group agreed upon by the Board of Directors may receive the newsletter. Interest groups shall assist by furnishing materials and speakers for The Gesneriad Society conventions and local The Gesneriad Society chapter meetings when and where possible. The sum may be used for the newsletter, published at least three times per year, and special educational projects of the interest group. In order to continue, a The Gesneriad Society Interest group must provide The Gesneriad Society Board of Directors, Treasurer and Finance Committee with an annual activity report of the group and a mutually satisfactory financial report conforming to the non-profit status, etc. of The Gesneriad Society, Inc in time to be included in the overall financial report of The Gesneriad Society, Inc, and must maintain a reasonable number of participants.

Section 7. Appointed Staff - A Membership Secretary, an Editor of ***Gesneriads***, and other staff needed for the efficient operation of The Gesneriad Society, Inc shall be appointed by the President with the approval of the Board of Directors.

ARTICLE IV
Duties of Officers, Board of Directors, Staff, Committees

Section 1. President - The President shall have general management of the affairs of the Society; shall preside at all meetings of the membership and the Board of Directors; shall appoint with the approval of the Board of Directors a Membership Secretary, an Editor, a Business Manager of ***Gesneriads***, a Parliamentarian, and such other staff members as are required from time to time; the chairman of, and prescribe and assign the duties of, the Standing and Other Committees; shall keep informed of all work of the Society and report thereon to the Board of Directors, and to the membership as may be deemed necessary or as the Board of Directors may require. The President shall be a member ex-officio of all standing committees except the Nominating Committee.

Section 2. First Vice-President - The First Vice-President shall perform the duties of the President in the absence of the latter or whenever the President may be unable to perform the duties of his office. The First Vice-President shall also serve as the direct administrator of whatever committees or projects the President shall assign to the office with the approval of the Board of Directors and shall keep the President informed of all matters assigned to the office at regular intervals.

Section 3. Second Vice-President - The Second Vice-President shall perform the duties of the First Vice-President when the First Vice-President is absent or unable to perform the duties of the office and shall serve as the direct administrator for whatever committees or projects which shall be assigned to the office by the President with the approval of the Board of Directors and shall keep the President informed of all matters assigned to the office at regular intervals.

Section 4. Recording Secretary - The Recording Secretary shall be responsible for properly recorded minutes of meetings of the Board of Directors and of the Membership and for the preparation of such official correspondence of the Society as the Board of Directors or the President may direct.

Section 5. Corresponding Secretary - The Corresponding Secretary shall be responsible for The Gesneriad Society correspondence for the Board or the Officers, as assigned by the President.

Section 6. Treasurer - The Treasurer shall be responsible for the receipt and deposit of all monies of the Society, shall make authorized disbursements, by check only, to cover the expenses of the Society, and shall open and maintain investment and other accounts at the direction of the Finance Committee. All checks shall be signed by any two of the following five officers: President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer. The Treasurer shall keep an accurate book record of all monies of the Society that are received and disbursed; and shall render financial reports of such monies, and of all related transactions, as the Board of Directors may require, but not less than on an annual basis at the end of the fiscal year. The Treasurer shall file documents related to the Society's tax-exempt status with governmental agencies as required. The Treasurer shall ensure that all publicly available financial and credit information regarding the Society is accurate and up to date. The Treasurer may, upon notification to the Board of Directors, delegate to an assistant specific responsibilities of this office except for the disbursement of funds and the filing of financial reports or documents with governmental agencies. [amended July 4, 2008]

Section 7. Appointed Staff -

The Membership Secretary shall be responsible for the collection and maintenance of an accurate record of membership dues of the Society and shall transfer all monies received to the Treasurer.

Editor of ***Gesneriads*** - Editor of ***Gesneriads*** shall be responsible for editing and publishing ***Gesneriads*** in accordance with policies prescribed by the Board of Directors and by the Bylaws.

Business Manager - The Business Manager of The Gesneriad Society, Inc. publications shall be a consultant on such business matters connected with The Gesneriad Society

The Parliamentarian - The Parliamentarian shall attend all Board and Membership Meetings and advise the President, the Board of Directors and members of The Gesneriad Society upon request on matters of parliamentary procedure, possible interpretations of any amendment to the Bylaws, etc., as these are pertinent to The Gesneriad Society and shall serve as chairman of the Bylaws Committee.

Appointed Staff shall have all the responsibilities and privileges of Board members except that of voting. Members may be elected to the Board and also be Appointed Staff provided they are not appointed to a position with a stipend.

Section 8. Board of Directors - The Board of Directors shall be the administrative and executive body of this Society, and shall make such regulations not otherwise restricted by these Bylaws as may be necessary for the good of this Society. They shall report their official actions to the membership at least once a year in print.

Section 9. Publications Committee - The Publications Committee shall be responsible for the planning and supervision of all Society publications except ***Gesneriads***.

Section 10. Research Fund Committee - The Research Fund Committee shall be responsible for the direction of all Society sponsored research in the field of gesneriads.

Section 11. Conventions Committee - The Conventions Committee shall be responsible for the planning and supervision of all Society conventions.

Section 12. Finance Committee - The Finance Committee shall be responsible for all financial planning and budgetary control and shall present a budget for all Society activities for the following fiscal year to the Board of Directors; shall provide to the Board of Directors, on an annual basis, a report of all investments made during the previous year and the status of all existing investments; shall arrange for an annual review of the Treasurer's records, the report of which review shall be presented to the Membership at each Membership Meeting and printed in ***Gesneriads***; shall arrange for an audit of all the financial records of the Society every third year, or more frequently if required by the Board of Directors, the report of which audit shall be distributed to the Board of Directors and made available to the Membership. The Finance Committee shall make all investment decisions regarding the Society's funds and, with the approval of the Board of Directors, may engage an independent financial advisor to consult on or oversee the Society's investments. The members of the Finance Committee shall be the Treasurer, the Business Manager, a chairperson and other members as may be appropriate, appointed by the President, with the approval of the Board of Directors. [amended July 4, 2008]

Section 13. Nominating Committee - The Nominating Committee shall be responsible for recommendation of a slate of directors to be presented for election at Membership Meetings which have been designated for this purpose. The committee shall consist of a Chairman and two additional members, no two members of the Nominating Committee shall be chosen from the same chapter, state or province. Each member shall serve for a term of three (3) years with one member being elected each year by the Board of Directors. It is generally understood that members of the Nominating Committee shall not serve a second consecutive term. The Nominating Committee shall also be responsible for presenting a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer to the Board of Directors at the appropriate convention meeting.

Section 14. Internet Communications Committee - The Internet Communications Committee shall coordinate the creation and maintenance of a presence on the Internet pertaining to The Gesneriad Society

ARTICLE V
Meetings

Section 1. Board of Directors - One meeting of the Board of Directors shall be held at the annual convention. Normally, one other meeting of the Board of Directors shall be held each year at the call of the President with a minimum of thirty (30) days prior notice. The Directors may establish regular dates for meetings. Meetings of the Board may also be called by written request of a majority of the members of the Board filed with the Recording Secretary, who shall thereupon call a meeting of the Board. Five (5) members of the Board shall constitute a quorum at all Board meetings. In lieu of a personal meeting of the Board of Directors, the President may submit any matter not restricted by these Bylaws to the Board by mail for action by a postal ballot. The results of such ballot, with all members of the Board on record as for, or against, or abstaining, on any proposal shall be sent to the Recording Secretary. Any postal ballot not received by the Recording Secretary within thirty (30) days of mailing of the request for action shall be considered an abstention. All approved postal actions shall be recorded by the Recording Secretary in the minutes of the subsequent Board meeting.

Section 2. Membership Meetings - Membership Meetings shall be held annually at the call of the Board of Directors. A quorum shall be those present at the meeting. Notice of the Membership Meetings of the Society shall be sent by the Recording Secretary to all members at least thirty (30) days before the date of such meeting. Such notice shall state briefly the matters to be considered or presented thereat to the extent that they are known to the Recording Secretary at the time of giving such notice, and shall also state the date and place thereof. Such notice shall be deemed to have been duly given to a member when printed in or enclosed with a copy of ***Gesneriads***, mailed postage prepaid to the last known address of the member as it appears on the Society records.

ARTICLE VI
Membership Elections

Section 1. Board of Directors - One class of Directors, as specified in Article III, Section 3 shall be elected at each annual meeting called for the purpose of electing Directors. Election shall be by a majority vote cast in person by the members. The slate proposed by the Nominating Committee shall be published in ***Gesneriads*** with the Meeting Notice as specified in Article V, Section 2. A candidate(s) for the position of Director may be made by petition of at least twenty (20) members, with no more than ten (10) from a single Chapter. Such a petition may replace one (1) or more specific individuals on the Nominating Committee Slate, stating which candidates replace which nominees on the official slate and must be accompanied by written approval of the individuals(s) replacing nominees. Such a petition must be mailed to the Recording Secretary and the Editor of ***Gesneriads*** before the published deadline for the May/June issue of ***Gesneriads***. The Recording Secretary shall

arrange with the Editor *of* ***Gesneriads*** to have published any slate which complies with the provisions of these Bylaws.

Section 2. Voting Qualifications - Any member in good standing is entitled to one vote at any membership meeting.

Section 3. Vacancies in Office - Any vacancy in the Board of Directors caused by death, disability, nonfulfillment of duty, or resignation shall be filled by the President, with the approval of the Board of Directors.

ARTICLE VII
Chapters and Affiliates

Section 1. Chapter Qualifications - Any group of ten (10) or more members of this Society who wish to affiliate themselves to forward the work and purposes, of the Society may be organized into a local Chapter of the Society, and shall be issued a Charter. Any member of this Society may affiliate with any Chapter provided he meets the requirements for membership in that Chapter.

Section 2. Chapter Requirements - Each Chapter shall have a Constitution and Bylaws. Its Charter shall be its Constitution. Its bylaws shall be approved by The Gesneriad Society Board of Directors. It must include among its officers a President, a Vice-President, a Secretary and a Treasurer, each being a different person. All officers of Chapters must be The Gesneriad Society members in good standing. All members of Chapters should become The Gesneriad Society members in good standing within one year after joining a Chapter. Each Chapter may make additional qualifications for membership; it may determine its own activities and meetings, provided these in no way conflict with The Gesneriad Society Constitution (Charter) and Bylaws.

Section 3. Chapter Duties - Each Chapter shall file with The Gesneriad Society a copy of its bylaws and shall notify The Gesneriad Society annually of the names and addresses of the officers and the total number of dues-paying members, and any amendments made in the past year to the Chapter Bylaws. [Amended July 7, 2000]

Section 4. Affiliate Qualifications - Affiliates are existing groups of individuals, of which at least 20% are members in good standing of The Gesneriad Society, Inc., meeting at regular intervals, with meetings on gesneriad culture and related cultural methods. Affiliates are required to maintain a yearly subscription to ***Gesneriads*** and may post meeting and show dates on The Gesneriad Society website and have such information published in ***Gesneriads***. Affiliates do not enjoy any of the legal benefits afforded to chartered chapters of The Gesneriad Society (e.g. liability insurance coverage).
[Amended July 8, 2005 at annual General Membership Meeting.]

Section 5. Chapter Suspension - The Charter of any Chapter may be suspended by the Board of Directors for just cause, and after due hearing before said Board, may be revoked.

ARTICLE VIII
Funds

Section 1. Society Funds - Neither the Board of Directors, nor anyone delegated by them, nor any of the officers, shall incur any debt or liability in the name of the Society beyond the available or maturing funds in the hands of the Treasurer, excluding the monies or securities held for specific purposes. No member of the Society shall profit financially from the net income of the organization. The officers indicated in Article IV, Section 6 shall sign checks and shall be signatories to investment and other accounts. Funds in investment accounts may only be added to or removed upon the written direction of the Finance Committee. [amended July 4, 2008]

Section 2. Research Funds - All monies received for research shall be placed in the Elvin McDonald Research Fund, which is hereby created in honor of The American Gloxinia and Gesneriad Society (now The Gesneriad Society) founder. Chapters and individual members are encouraged to make direct contributions to this fund, and these monies together with those received for Research Membership dues shall be given over to a gesneriad research project or projects as directed by the Research Committees, and accounted for to The Gesneriad Society Board of Directors.

Section 3. Frances Batcheller Endowment Fund - All monies received for life memberships shall be placed in the Frances Batcheller Endowment Fund. Chapters and individuals are encouraged to make direct contributions to this fund. This fund shall be treated as a permanent endowment fund. Only the interest from the fund is available for use by the Society, except that the Board of Directors may use part of the principal if the Board of Directors finds it necessary to meet extraordinary expenses. Any interest not spent shall be added to the principal. The Chairman of the Fund Committee is responsible for additional fund raising to enhance the fund.

Section 4. Other Special Funds - The Gesneriad Register Fund is to provide for the preparation and printing of registers in sections by genera of the names and descriptions of both cultivars and species and their natural varieties that are in commerce. Donations for the support of the International Gesneriad Register project from individuals and groups should be so designated. Registers for Sinningia, Streptocarpus, and Episcia have been published in recent years. The Library Fund is to provide for the purchase and maintenance of books, periodicals, and a slide collection which are available on loan to chapters and members for a handling fee. This represents a source of study information for many persons not having access to botanical libraries, etc. Donations for the improvement and maintenance of the library should be so designated. Other Special Funds may be established by the Board of Directors as deemed necessary.

Section 5. Dedication of Assets - The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties, or assets of The Gesneriad Society, on dissolution or otherwise, shall inure to the benefit of any individual or private person or any member, officer, or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to one or more organizations which are and continue to be recognized as exempt organization(s) as specified in Internal Revenue Code Section 501 (c)(3).

ARTICLE IX
Amendments

Section 1. Bylaw Amendments - The Bylaws, and each of them, and every part and provision thereof, may be amended, modified or repealed by a two-thirds vote cast in person at a Membership Meeting, provided notice of the proposed amendment, modification or repeal shall have been contained in the notice of the meeting. Bylaws changes should be proposed in writing to the Chairman of the Bylaws Committee. After due consideration by the Bylaws Committee and by the Board of Directors, they shall be presented in ***Gesneriads*** for members to vote upon at the subsequent annual meeting with or without Board endorsement. They may be accompanied by amendments which the Board believes desirable.

ARTICLE X
Rules of Order

Section 1. Robert's Rules - The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Society.