



ARTICLES OF ASSOCIATION AND BYLAWS  
OF THE  
INDIANAPOLIS MUSEUM OF ART  
HORTICULTURAL SOCIETY

RULES OF ORDER

All meetings of the Indianapolis Museum of Art, HORTICULTURAL SOCIETY shall be conducted in accordance with the procedures as stated in the current Robert's Rules of Order (Revised Edition), insofar as consistent, and not otherwise inconsistent, but not limited to procedures, conduct, and order, as further stated herein.

ARTICLE I

NAME AND ORIGIN

Section 1. NAME: The name of this association is:

Indianapolis Museum of Art HORTICULTURAL SOCIETY, sometimes hereinafter referred to as the "HORTICULTURAL SOCIETY" or "Society". The Indianapolis Museum of Art is also sometimes referred to herein as the "I.M.A.", "the Museum of Art", or the "Museum".

Section 2. ORIGIN: This association is a society authorized by the Board of Trustees of the Indianapolis Museum of Art and is an affiliate of said Museum, subject to the rules governing such affiliate organizations.

ARTICLE II

PURPOSE AND POWERS

Section 1. PURPOSE This Society shall be a Not-For-Profit Association, as a subsidiary affiliate of the Indianapolis Museum of Art, for the purpose of:

(1) Maintaining, enhancing and developing the the gardens and grounds of the Indianapolis Museum of Art so that said Museum will become a horticultural center for the citizens of Indianapolis and the state of Indiana.

(2) To stimulate interest in and conduct educational programs on all aspects of horticulture for members of the I.M.A. and the general public.

(3) To promote programs of special horticultural interest, landscape design, travel, educational and other cultural interest programs for the specific benefit of members of the HORTICULTURAL SOCIETY, members of the Indianapolis Museum of Art, affiliated museum societies, and the invited guests of said organizations, and to promote cooperation and joint programs among the members of museum organizations.

Section 2. POWERS: This Society shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which this Society is formed, including the power to raise funds in connection therewith in accordance with I.M.A. guidelines.

ARTICLE III

MEMBERSHIP ELIGIBILITY, CLASSIFICATION, DUES, AND RIGHTS

Section 1. ELIGIBILITY: All members of the Indianapolis Museum of Art are eligible for membership in the HORTICULTURAL SOCIETY. All members of the HORTICULTURAL SOCIETY shall also be, concurrently, members of the Indianapolis Museum of Art.

Section 2. CLASSES AND DUES: The following shall be the classes of membership in the HORTICULTURAL SOCIETY and the minimum annual membership fee pertaining to each respective class. Dues may be changed by majority action of the Board of Directors. Husbands and wives may be joint members in the same membership class on payment of a single membership fee for that class.

(1) MEMBERSHIP CLASSES	ANNUAL FEE
Annual	\$ 25.00 (\$40.00 effective June 1, 2007)
Sustaining	\$ 50.00 ( \$75.00 effective June 1, 2007)
Patron	\$100.00 or more
Honorary	Elected for life, by majority vote of entire Board of Directors, in recognition of exceptional contributions to the Society of money, property or service.

(2) Membership and dues shall be on an annual basis from June 1 through May 31 of the following year.

(3) New members shall pay dues as of the date of affiliation and shall be billed again at the next regular billing period in April; except that all persons becoming members of the HORTICULTURAL SOCIETY for the first time in the months of January, February, or March shall be granted gratis membership in the Society for the remainder of the year and their dues payment shall be applied to membership for the fiscal year immediately following.

(4) All members whose dues remain delinquent after June 1st shall be dropped from membership in the Society.

Section 3. RIGHTS OF MEMBERS: All Annual, Sustaining, and/or Patron Class members of the HORTICULTURAL SOCIETY in good standing, and each individual member, of a joint membership in the said classes in the Society, shall be entitled to cast his or her vote on matters submitted to the members of the HORTICULTURAL SOCIETY.

(1) Honorary members shall not be entitled to vote on matters submitted to members of the Society.

(2) All members of the HORTICULTURAL SOCIETY, except as limited by the applicable provisions of the preceding paragraphs, or as may be hereinafter stated, shall be entitled to participate in and receive all benefits of the Society upon payments of all charges or compliance with all other requirements.

## ARTICLE IV

### ORGANIZATION, GENERAL ADMINISTRATION, OFFICERS, AND COMMITTEES

Section 1. ORGANIZATION: The HORTICULTURAL SOCIETY shall be a Not-For-Profit Association in conformance with the pertinent sections of the laws of the State of Indiana, (Amended) and subject to provisions of the Internal Revenue code and the administrative rules of the Indianapolis Museum of Art governing affiliated organizations formed to assist in accomplishing the objectives of the Museum.

Section 2. GENERAL ADMINISTRATION: The ongoing daily affairs of the HORTICULTURAL SOCIETY shall be administered by its duly elected officers, directors, Executive Committee, and chairmen of such committees as hereinafter provided. (see Article V)

Section 3. OFFICERS: The officers of the HORTICULTURAL SOCIETY shall be members of the Society. Their respective titles, organizational precedence and duties are as follows:

(1) PRESIDENT: The President shall preside at all meetings of the Society, Board of Directors, Executive Committee, and perform all the duties evolving upon a presiding officer, execute such agreements, legal instruments, etc., together with any other officer of the Society as may be permitted by law and/or the rules of this Society; perform such other duties as may be authorized by members of the Society; and give adequate notice to the Secretary of the Society of all regular and special meetings, lectures, and the like, and shall keep the members informed regarding the activities and progress of the Society, and its financial condition.

(2) VICE PRESIDENT: There shall be two (2) Vice Presidents, one of whom shall be the First Vice President, the other, Vice President for Liaison, and they shall assist the President; and during the absence or inability of the President to serve, either Vice President shall perform all duties incumbent upon the President and all such other duties as the members of the Society may prescribe.

(3) SECRETARY: The Secretary shall attend all meetings of the Society, keep an accurate and complete record of the proceedings thereof, shall check the calendar of the Society, schedule and mail or otherwise distribute the necessary notices, etc., at the proper times.

(4) TREASURER: The Treasurer shall keep complete and accurate records of account, showing receipts, disbursements, balances and location of various bank accounts, and safe keeping custodians.

The Treasurer shall forward funds of the Society promptly to the IMA fiscal officer and prepare check requests. The Treasurer shall make quarterly financial reports to the Horticultural Society Board.

(5) DIRECTORS: The five (5) directors shall be elected from the membership at large and shall have the responsibility of assisting in the financial planning, liaison and general administration, and shall represent the interests of the members on all occasions.

(6) GENERAL DUTIES: The foregoing officers shall give reports on the activities of their office and the status of the Society when requested.

Section 4. SALARIES: No officer, director, committee member, or any member of the Society shall receive any salary or wages of any kind for any labor or services furnished to, or in connection with, any activities of the Society.

Section 5. LIMITATIONS OF OFFICE: Any officer or director of the HORTICULTURAL SOCIETY shall hold only one office in the Society during the same term.

(1) All officers, directors, committee chairmen, and others assuming leadership positions shall promptly transfer all records of their office to their successors and the latter shall take affirmative action to orient themselves in the conduct of the office to which they have been elected and familiarize themselves with projects in progress or proposed, prior to the beginning of their term in office.

(2) There shall be no limitation on the number of consecutive full terms served by any elected officer in the same office.

(3) There shall be no limitation on the number of terms which a committee chairman or member of a committee may serve upon the same committee or any other committee.

(4) Members of the same family shall not simultaneously hold elective office in the Society.

Section 6. ELECTIONS: Nominees for officers and directors, being duly nominated as hereinafter provided, and having indicated their willingness to serve; shall be elected biennially as hereinafter provided.

(1) ELECTION CALENDAR: The Nominating Committee shall meet biennially between January 15th and March 15th of each odd year; and having determined the willingness of considered candidates to serve, shall nominate a slate of candidates for each of the following offices:

- a. President
- b. Vice President, two (2)
- c. Secretary
- d. Treasurer
- e. Directors, five (5) from membership at large

(2) The Nomination and Election Committee shall take such precautions necessary to insure a proper and accurate election.

(3) Candidates receiving a majority of votes by qualified members present, indicated by whatever means the presiding officer shall prescribe, at a meeting called for the election of nominees, shall be deemed elected to their respective offices.

(4) Officers and directors shall be elected for a term of one ( 2) years beginning the 1st day of June immediately following their election to office, and shall terminate the 31st day of May the second year following, or until their successors are elected and qualified. (See Section 5, herein.)

(5) In the event any officer or director shall resign, be disqualified, or unable to complete the term of office for which elected; his or her successor may be elected by a majority vote of the entire remaining members of the Board of Directors of the HORTICULTURAL SOCIETY at the next regular meeting of said Board of Directors, chaired by the officer thereof having the highest precedence (as defined in Article IV, Section 3).

(6) Any officer or director, committee chairman or committee member may be disqualified by a majority vote by the remaining members of the Board of Directors for actions deemed not in support of the mission of the Society.

Section 7. ADMINISTRATIVE COMMITTEES: The following shall be the committees to assist in the administration of the HORTICULTURAL SOCIETY:

(1) EXECUTIVE COMMITTEE: The Executive Committee shall consist of the following officers of the Society:

- a. President
- b. Vice Presidents (2)
- c. Secretary
- d. Treasurer
- e. Directors (5)

and shall conduct such affairs of the Society which do not require the action of the Board of Directors or a meeting of the General Membership of the Society.

QUORUM: Any five (5) of the foregoing officer-directors shall constitute a quorum of the Executive Committee.

MEETINGS: The Executive Committee shall meet at the call of the President or his/her deputy.

DUTIES OF EXECUTIVE COMMITTEE: The President of the Society and the Executive Committee shall appoint the chairmen of all Standing Committees and such other committees as may be required.

POLICIES OF EXECUTIVE COMMITTEE: The policies of the Executive Committee shall be designed to provide guidelines for the day-to-day management of the Society.

POWERS OF EXECUTIVE COMMITTEE TO BUY, SELL, ETC.: Any two (2) elected officers of the Executive Committee, upon a properly passed resolution at a duly called meeting of the BOARD OF DIRECTORS at which a quorum was present, shall be authorized to do all that may be necessary to buy, bargain, sell, assign, convey, transfer, etc. stocks, bonds, notes, securities and such other rights in property as may come into the possession, title or control of the Society, in accordance with Article V, Section 5, (3).

(2) STANDING COMMITTEES: The following shall be the Standing Committees to assist in the administration of the HORTICULTURAL SOCIETY:

- a. Nominating Committee
- b. Membership Committee
- c. Hospitality Committee
- d. Program Committee
- e. Library Committee
- f. Volunteer Committee
- g. Newsletter Committee

(3) COMMITTEE APPOINTMENTS: The PRESIDENT-ELECT, upon his or her election, shall provisionally designate the Chairmen or Members of each of the above committees to serve during his administration, and shall appoint said Chairmen and Members of said Committees and define the respective duties and responsibilities of each committee at the beginning of his or her tenure of office on June 1st or as soon thereafter as possible, with approval of the Executive Committee.

(4) OTHER COMMITTEES: The President of the Society may establish such other committees and appoint the Chairmen and Members thereof as may be required, with the approval of the Executive Committee.

(5) COMMITTEE CHAIRMEN AND BOARD OF DIRECTORS: The Chairmen of all Committees, together with the elected officers and directors of the Society shall constitute the Board of Directors of the HORTICULTURAL SOCIETY.

(6) All members of the Board are eligible to vote, but in the absence of the Committee chair, the vice chair may vote.

(7) TERM OF OFFICE OF COMMITTEE CHAIRMEN AND MEMBERS: The term of office of committee Chairmen and Members shall terminate with the term of the officer who appointed them.

(8) COMMITTEE REPORTS: Committee Chairmen shall submit such reports as may be requested by the President of the Society, including those defined as being among the duties and responsibilities of the committee at the time of their appointment.

## ARTICLE V

### ADMINISTRATION, BOARDS, DUTIES, POWERS, PROCEDURES, ETC.

Section 1. ADMINISTRATION: The administration of the affairs of the HORTICULTURAL SOCIETY shall be vested in a Board of Directors comprised of the following officers and directors:

- (1) President
- (2) Vice President (2)
- (3) Secretary
- (4) Treasurer
- (5) Directors (5)
- (6) Chairmen of all Standing and Special Committees
- (7) Director of the Indianapolis Museum of Art, or any of his or her designated representatives, who will be ex-officio non-voting members of the Board (of the Society) who shall act in an advisory capacity only, except with such jurisdiction and authority as set out in Article V, Section 4, herein.

Section 2. MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall meet during February, March, April, May, June, September, October, November and December of each year, at the Indianapolis Museum of Art, or at such additional times and places as the President of the Society may designate.

Section 3. QUORUM: Any five (5) of the elected officers or directors, TOGETHER with any two (2) Chairmen of Committees (as listed in Article V, Section 1, herein) shall constitute a quorum in any duly called meeting of the Board of Directors of the Society.

Section 4. MUSEUM JURISDICTION: All activities, projects, exhibits, sales, etc., involving Museum personnel, facilities, property, equipment and/or resources of any kind; shall first be approved by the Director of the Museum, his (or her) designated assistant(s), and/or any governing body of the Museum having jurisdiction over such activity, etc.

Section 5. DUTIES OF BOARD OF DIRECTORS: The Board of Directors of the Society shall conduct the business and affairs of the Society when the General Membership Meeting is not convened.

- (1) The Board of Directors shall reserve to itself the final acceptance of any gifts, bequests, purchases, or conveyances to the HORTICULTURAL SOCIETY, subject to any co-approval by Museum authorities when required.

(2) APPROVAL OF PURCHASE OR SALE OF PROPERTY: The Board of Directors shall approve the purchase, sale, transfer, assignment, gift, lease, rental, conveyance, or final disposition of any kind of property; real or personal, tangible, or intangible; and shall convert to cash, as soon as possible, to the maximum financial benefit to the Society, all stocks, bonds, notes, securities of any type, and all other similar forms of assets of the HORTICULTURAL SOCIETY.

(3) POWER TO EXECUTE CONVEYANCES, ETC.: All Bills of Sale, leases, gifts, conveyances, deeds, etc. of any property or rights of action of the Society shall be made by the appropriate form of legal instrument, showing approval of the transaction by the Board of Directors, and shall be executed by any two of the following officers of the Society:

- a. President
- b. Vice President
- c. Treasurer

and attested to by the Secretary of the Society.

(4) DISPOSITION OF FUNDS: All cash, checks, drafts, etc., for, or made in favor of, the HORTICULTURAL SOCIETY shall be delivered by the Treasurer of the Society to the fiscal officer of the IMA for prompt credit to the accounts in the name of:

“Indianapolis Museum of Art, HORTICULTURAL SOCIETY”

(5) ENDORSEMENTS OF CHECKS, DRAFTS, ETC.: All checks, drafts, etc., may be endorsed; "FOR DEPOSIT ONLY", to the account of "Indianapolis Museum of Art, HORTICULTURAL SOCIETY.”

(6) INVOICE REQUIRED FOR PAYMENT: Payment of obligations owed by the Society shall be made upon presentation of an invoice showing provider, date, amount, itemization of basis of charges, etc., which will be made a numbered check request as the basis for the issuance of a check in payment, and said check request shall be retained in the Treasurer’s files.

(7) INCOME RESTRICTIONS: All income from membership dues shall be used only to further the objectives of the HORTICULTURAL SOCIETY.

a. OTHER FUNDS: All other funds from activities, gifts, contributions, interest, etc., shall be channelled into the funds and accounts of the HORTICULTURAL SOCIETY of the Indianapolis Museum of Art and applied in accordance with the conditions, if any, specified by the donor(s).

Section 6. DISSOLUTION: In the event of dissolution, failure to hold an annual election of officers and directors during any year, or failure to hold an Annual Members Meeting and otherwise be a viable organization for a period of one year; but excluding any merger with another Not-For-Profit organization of the IMA; all property, real and personal, tangible and intangible and the title thereto, by reason of the recital herein shall devolve unto the Indianapolis Museum of Art upon the occurrence of the aforementioned conditions, and upon demand by the Directors of the Indianapolis Museum of Art, the ownership of any remaining assets of the Society may be transferred, by whatever action may be required; by any available or locatable previously elected officers of the HORTICULTURAL SOCIETY, to the Indianapolis Museum of Art, for the beautification and maintenance of the gardens and grounds of the Museum.

Section 7. LIMITATION AND APPROVAL OF EXPENDITURES: Expenditures in any one (1) calendar year, not to exceed five hundred dollars (\$500.00) in the aggregate, may be made upon the authorization of the President of the HORTICULTURAL SOCIETY or by his or her successor. Expenditures on behalf of the Society exceeding the permitted initial annual aggregate amount of five hundred dollars (\$500.00) for each calendar year must be approved by the Board of Directors of the Society. No officer, Director, committee chairman, committee member or member of the Society shall obligate the Society for any debt, subscription, contract, account or obligation of any kind without the approval of the Board of Directors, the Executive Committee or the Administrative chain of command such as the Board of Directors, the Executive Committee, and Chairmen of Committees.

## ARTICLE VI

### MEETINGS

Section 1. NOTICE OF MEETINGS: Meetings requiring the presence of officers, directors, committee chairmen, committees, and/or members of the Society shall be called by the President of the Society and notice thereof shall be prepared by the Secretary who shall mail or otherwise distribute them to all persons concerned so as to reach the addressee five (5) days prior to the date of the meeting.

Section 2. ANNUAL MEMBERS MEETING: The Annual Members Meeting shall be held in the month of March of each year, at a date to be coordinated with the Program, Hospitality, etc., Committees, as determined by the President of the Society. A quorum at any meeting of the general membership shall consist of 10% of the total membership in good standing as of the meeting date.

## ARTICLE VII

### MISCELLANEOUS

Section 1. DISTRIBUTION OF ARTICLES-BYLAWS: The Secretary of the Society, at the beginning of each year, shall furnish a copy of the currently effective Articles-Bylaws to any member of the Society in good standing, upon request.

Section 2. AMENDMENTS TO ARTICLES-BYLAWS: The Articles of Association and Bylaws of the Society may be amended, supplemented, or abrogated at any duly called meeting of the general membership, including the Annual Membership Meeting, upon a motion by any member in good standing, and which motion shall be duly passed by a majority vote of the members in good standing present at the meeting where said motion is made, and at which a quorum is present.

Section 3. RIGHT OF PETITION: Members of the Society in good standing shall have the right of petition, and the President of the Society, upon receipt of a written petition signed by not less than ten (10) members of the Society in good standing, shall advise the entire membership of the petition and shall call a meeting of the members of the Society within thirty (30) days of receipt of the petition, for consideration of the matters contained in the petition.

Section 4. TERM OF EXISTENCE OF ASSOCIATION: The term of this Society shall be perpetual unless terminated by provisions stated herein, by other affirmative action of the Society, or by the I.M.A.

Section 6. DATING OF AMENDMENTS: All amendments or changes of any kind to these Articles of Association and Bylaws, after being duly approved, shall be appended to these Articles and the date of their enactment shall be shown at the conclusion of said amendments, etc.