



# THE INTERNATIONAL CAMELLIA SOCIETY

By-laws of the International Camellia Society, Inc.  
as of March 26th, 2023

## ARTICLE I -- MEMBERS, MEMBERSHIP AND FEES

A. There shall be the following classes of members of the Society:

1. **REGULAR MEMBERS.** Persons who are interested in the purposes of the Society and who make an annual contribution to the Society, such contribution to be determined by the Directors from time to time.
2. **LIFE MEMBERS.** Persons who desire to contribute a sum equal to 30 times the annual subscription for anyone under age 50; 20 times for ages 50-60; and 15 times for those over 60 years, in lieu of any annual contributions.
3. **HONORARY MEMBERS.** The Board of Directors, in its sole discretion, may bestow this title on any person who has furthered the purposes of the Society in some outstanding manner. Such Honorary Member shall be relieved of any requirement to make any monetary contribution to the Society.
4. **INSTITUTIONAL MEMBERS.** 'Institutional' single or double memberships will be available to businesses, gardens, and other institutions. The annual subscription will be determined by the Directors from time to time.

## B. RIGHTS OF MEMBERS

Each member of the Society shall be entitled to cast one vote for the election of Directors in the manner hereinafter prescribed.

Each member shall be entitled to attend and participate in any annual or other general meeting of the membership as may be called by the Directors.

## ARTICLE II -- DIRECTORS

A. NUMBER

1. Apart from the duly elected Officers who shall be Ex--Officio Members of the Board, having the same powers, voting rights and responsibilities as other Members of the Board, members residing in each specified region shall elect their own Director or Directors in accord with the following numbers:

Australia	3	Japan & other Asian regions	2
United Kingdom	3	New Zealand	2
U.S.A.	3	Africa	2
China	3	Portugal	2
Benelux	2	Italy	1
Channel Islands	2	Spain	1
France	2	Switzerland	1
Germany/Austria	2	Croatia	1

2. The number of the Board of Directors may be increased or decreased within the limits of the Charter by majority vote of the Board of Directors.

**B. TERM**

1. The term of office of a member of the Board shall be three years or thereafter until a successor has been elected.
2. If any member of the Board dies, resigns or for other reasons ceases to be a Director, the vacancy shall be filled for the unexpired portion of the term on a motion to the Board by the President, who shall consult with the surviving Director(s) and Membership Representative of that Region, or in their absence with membership of that Region before making such nomination.

**C. POWER OF THE BOARD.**

1. The Board of Directors shall regulate and supervise the management and operation of the Society. It shall attend to and manage all of the affairs of the Society, shall make such arrangements for carrying on the business of the Society as it deems best, and in addition to the powers by these By-Laws expressly conferred upon the Board, it may exercise all of the powers of the Corporate Society and do all such lawful acts and things as are not by statute or by the Charter or by these By-Laws required to be exercised or done by the members.
2. A majority vote of the Board of Directors shall constitute a decision of the Board.
3. Because of the International aspect of the Society, it is contemplated that practically all of the affairs of the Society shall be conducted by mail. Board of Directors meetings and decisions necessarily will have to be conducted by mail and the Board is hereby expressly authorized to promulgate such rules of procedure for presentation of policy and voting thereon as it deems expedient. 'Mail' for the purposes of this paragraph includes all forms of electronic communications such as, but not restricted to, email, as well as conventional postal mail.

**D. ABSENCE FOR A MEETING OF DIRECTORS -- IN PERSON**

When a meeting of the Board of Directors is called, a director who cannot attend may nominate a proxy from his country or region to act in his stead. The Secretary must be advised in writing by the Director concerned prior to the commencement of the meeting. Acceptance shall be on the vote of those Directors present, with immediate effect.

**ARTICLE III -- PLACES OF BUSINESS, MEETINGS OF MEMBERS**

- A. The Society may have as many places of business and in such locations as its Board of Directors deems required.
- B. It is not expected that it will be possible for members from every part of the world to gather at an annual meeting. But there may be periodical regional meetings of the Society. The time and place of such regional meetings to be fixed and notified to the President, the Secretary, and to all members resident in the Region by the Regional Director or Directors.

#### **ARTICLE IV -- OFFICERS**

- A. The Officers of the Society shall be a President, a **President-elect**, four Vice--Presidents, an Editor, a Secretary, a Treasurer, and a Membership Representative from each Region. From time to time the Board may create such other offices as it may deem necessary.
- B. The President and Vice-Presidents of the Society shall be members of the Society and nominated by any member and elected by the Board of Directors every three years. Vacancies may be filled, or new offices created and filled at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified. A President or Vice-President may not hold office for more than two successive periods of three years, except for having filled a vacancy in the office for a preceding period of less than three years.
- C. The Secretary, Treasurer, Editor, and Officers other than the President and Vice-Presidents shall be appointed by the Board of Directors and shall serve for such length of time as the Board of Directors determines.
- D. A Membership Representative shall be appointed on a motion to the Board by the Director(s) of the region concerned or in the absence of such Director(s) by the President after consultation with the membership of that region.
- E. The duties of the Officers shall be such as usually attach to such offices, and in addition thereto, such further duties as may be designated or delegated to them from time to time by the Board. The duties of a Membership Representative shall be to coordinate the activities of members in the region, to provide a link between the Board of Directors and the members. Membership Representatives shall be circulated with all papers sent to Directors and shall be invited to Directors' meetings but shall not be entitled to vote. The Board of Directors shall be authorized to prescribe the amount of compensation for any officer or employee of the Society.
- F. Incoming President shall be elected by the current procedure of President election, one year before the end of the term of the President in charge. The President in charge will support the incoming president in transition.

#### **ARTICLE V -- COMMITTEES**

The Board of Directors may delegate such of its powers as deemed required to Officers of the Society or to any Committee it may see fit to create.

#### **ARTICLE VI -- AFFILIATIONS**

The Board shall promulgate such rules as may be deemed proper to permit this Society to affiliate with other Horticultural Societies, or other Societies to affiliate with this Society.

#### **ARTICLE VII -- CONTRACTS, CHEQUES, DEPOSITS AND FUNDS**

##### **A. CONTRACTS**

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporate Society, to enter into any contract or execute and deliver any instrument in

the name of and on behalf of the Corporate Society and such authority may be general or confined to specific instances.

**B. CHEQUES, DRAFTS ETC.**

All cheques, drafts and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporate Society, shall be signed by such Officer or Officers, agent or agents of the Corporate Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**C. DEPOSITS**

All funds of the Corporate Society shall be deposited to the credit of the Corporate Society in such banks, trust companies or other depositories as the Board of Directors may select.

**D. GIFTS**

The Board of Directors may accept on behalf of the Corporate Society any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporate Society.

**ARTICLE VIII - BOOKS AND RECORDS**

The Corporate Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporate Society may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time.

**ARTICLE IX**

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the members at an annual meeting or by a majority vote of the Board of Directors provided that at least thirty (30) days' written notice is given to each member of the Board of the intention to alter, amend, or repeal or to adopt the new By-laws at such meeting.