



Bylaws of the World Wide PRESSED Flower Guild

As amended on November 3, 2016

Article I: Name and Purpose

Section 1. **Name.** The name of the organization/agency/group shall be the World Wide PRESSED Flower Guild, Inc. hereinafter known as WWPFG.

Section 2 **Purpose.** The purpose of the WWPFG is the charitable promotion of public education and public awareness and appreciation of the science, the art and the craft of pressed flower and other pressed natural botanical art (hereinafter called pressed flower art) throughout the world; in fostering artistic development among artisans worldwide, and in sharing and exploring new directions, trends, refinements and innovations in the science of pressed flowers, in art made from them, and in their preservation.

The WWPFG will accomplish this charitable educational mission by

- building a bridge of education and communication to the public through charitable community education and cultural programs that both promote the art and educate and inform the science, art and craft of pressed flowers;
- encouraging, challenging, and fostering artistic growth and creativity for beginning to seasoned artisans free or at low cost;
- sharing and exploring new directions, trends and innovations in the science and art of pressed flowers and art through educational programs;
- establishing and maintaining a resource base of new techniques and trends in the art and preservation of pressed flowers;
- exchanging information, tips, fellowship and trends in all aspects of pressed flower art;
- establishing pressed flower art as a beautiful form of self expression and as a means to celebrate nature;
- elevating pressed flower art to a fine art worldwide; and
- engaging in other educational activities related to increasing public awareness and appreciation of pressed flower art.

This corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501 (c) (3) or successor provisions of the Internal Revenue Code.

Section 3 **Offices.** The registered agent of the WWPFG shall be located in North Carolina or as specified below upon change. As an internet based organization, members participate on-line through email communications; thus there is no physical office presence for the WWPFG.

Section 5. **Change of Address.** The Board may change the principal office from one location to another in North Carolina by noting the changed address and effective date below, and such changes of address shall not be deemed, or require, an amendment to these bylaws.

New Address: _____

Dated: _____

New Address: _____

Dated: _____

Section 4. **Authority.** The WWPPFG was incorporated as a nonprofit organization on December 12, 2008 under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. This corporation is organized exclusively for one or more of the nonprofit purposes specified in Section 501 (c) (3) of the Internal Revenue Code as amended

Article II: WWPPFG Membership

Section 1. **General Rights and Powers.** Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, responsibilities and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title or interest in or to the WWPPFG, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sum due WWPPFG shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2. **Qualifications for Membership.**

WWPPFG Membership. Membership shall be open to all persons. Those persons likely to wish to be members are those who are engaged in pressed flower art and craft and/or support the mission of the WWPPFG to promote pressed botanical art around the world. Persons paying for membership and by application agreeing to provisions pertaining to copyright and liability protections of the WWPPFG and its members are eligible for membership in the WWPPFG.

Section 3. **Member Responsibilities:**

a) Members are requested to join the WWPPFG discussion group which is the official means of communication to members.

b). Members are requested to fill out their discussion group profiles with name, discussion group identification name (id), town, state/territory and country.

c). Members are requested to notify the Secretary of the WWPFG of any changes in contact information including email addresses and home addresses.

These requests are for the benefit of the member to assure that she or he is able to be notified of changes and critical membership information such as website log-on identification and password changes, to vote, and to participate in the activities of the WWPFG. The obligation of the WWPFG to notify members of important changes is through the discussion group. Failure of a member to join the discussion group or notify the WWPFG of contact changes may result in the WWPFG's inadvertent loss of communications to or contact with the member.

Section 4. **Membership Term and Dues.** Memberships run on a calendar year and are due to be paid *in February of each year or on a date as specified*. Failure to pay by the deadline for that current year will cause the member to be delinquent, resulting in forfeit of membership. Membership dues are be used to cover approved Guild expenses. Memberships may be purchased for more than one consecutive year as provided for by the WWPFG. The Board determines membership dues. The Board may waive the dues for delinquencies for extenuating circumstances at the full discretion of the Board on a case basis. Memberships are not transferable.

Section 5 **Processing Fees.** A modest fee will be imposed on all new memberships and rejoining memberships to cover the administrative costs of enrollment. Rejoining members are persons who have had a break in membership. They must repay the initiation fee as would a new member to cover the administrative costs of reenrollment.

Section 6. **Rights of WWPFG Members.** Except as otherwise provided by these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights, have the right to hold office and chair committees, and have other rights as defined by the Board. Members will have the right to participate in the WWPFG discussion group, and participate in meetings, conferences, classes and special events. Details will be posted to the WWPFG discussion group and website.

Section 7. **Compensation.** The Board of Directors may by resolution provide for reimbursement to a member for actual disbursements expended on behalf of or in service to the WWPFG and according to policies authorized by the Board of Directors.

Section 8. **Meetings of the Guild Membership.**

- a) General meetings will be held semi-annually via internet communications in *the spring and fall*. At that time, Board members will present written reports in their areas of responsibility and members will have opportunity to ask questions of the Board using the WWPFG discussion group. The date, time or location of meetings will be posted to the Guild's discussion group with not less than 14 days notice. Elections of Board members may take place at these meetings.
- b) Special meetings may be called by the Board for the Guild membership when merited such as for elections, special referendums, inquiries of the membership, and upon request of the membership when the Board determines that such meetings are merited to address issues of such importance or immediacy that cannot wait until the next regularly scheduled semi-annual meetings. Special meetings may have less than 14 days notice and notice shall be posted to the Guild's discussion group of such meeting.

- c) Quorum. Given the unique nature of the WWPFG and its internet base, there is no definition of quorum for members. Those members who choose to actively participate in a meeting and who then are in good standing shall constitute a quorum for the transaction of business during a regular or special meeting.

Section 9. **Voting Rights.** Members will have the right to vote for Board members; the Board may fill vacancies temporarily until such elections may be held. The Board shall determine any other matters on which members may have additional voting rights.

Section 10. **Removal or Sanction.** Any member may be sanctioned, suspended or expelled by two-thirds vote of the Board for ethical conflict or for unethical conduct or conduct unbecoming a member or prejudicial to the interests and purposes of the WWPFG, after due notice and opportunity for a review is afforded such member consistent with procedures as follows:

- a). A notice shall be sent by first class or registered mail to the last address of the member as shown in the records, setting forth the expulsion and the reasons therefore, 15 days prior to the effective date of the action.
- b). The member being expelled shall be given an opportunity to be heard in writing at a specific date and time not less than five days prior to the expulsion effective date. The hearing will be conducted by the Board in accordance with the quorum and voting rules in these bylaws applicable to meetings of the Board.
- 1) Following the hearing, the Board shall decide whether the member should in fact be suspended or should be sanctioned in some other way. The decision of the Board shall be final.
- 2) Any person expelled is entitled to receive a prorated refund of membership dues.
- 3) All rights of a member shall cease upon termination of membership.

Article III. Board of Directors

Section 1. **General Powers.** The property, business, and affairs of the WWPFG shall be overseen by its Board of Directors in accordance with these bylaws. The Board is responsible for overall policy and direction of WWPFG and delegates responsibility for day to day operations to a Board member as designated by the Board, or the President/Executive Director and may use an Executive Committee to administer daily functions.. Specific powers of the Board of Directors include but are not limited to:

- a). defining the mission, goals and objectives and assigning priorities;
- b) appointing, removing, reviewing, supervising all officers, agents and employees
- c) approving major personnel policies including salary or compensation;
- d) reviewing and approving budget;
- e) raising necessary financial resources;
- f) establishing general fundraising policies;
- g) meeting at such times and with due notice as required by bylaws;
- h) conducting an annual review and evaluation of the progress that WWPFG has made towards meeting its high priority goals.

- i) appointing members to serve in positions on the Executive Committee, the entity responsible for the day to day operations of the WWPFG.
- j) providing direction, supervision and leadership and oversight to the WWPFG Executive Committee; and
- k) Performing any and all duties imposed on them collectively or individually by law, by the articles of incorporation, and these bylaws;
- l) Amending bylaws by majority vote of the Board;
- m) Establishing nominating committee to provide nominations for vacancies.

Section 2. **Number and Qualifications.** The number of Board members shall be not less than three or more than nine. Board members shall have a demonstrated commitment to the mission of the WWPFG. Board members must be in good standing as members of the WWPFG. The Directors shall be the age of majority in the State of North Carolina.

Section 3. **Nomination.** The Chair of the Board shall appoint a Nominations Committee which shall be responsible for producing a slate of candidates for election to the Board, in accordance with such procedures as the Board may determine. The Committee shall provide members of the WWPFG with a description of the procedure for nomination and election of Board members. The voting process will be via internet communications. Members will have a reasonable opportunity to offer nominations and to vote among nominees.

Section 4. **Election.** Board members shall be elected by the general membership of the WWPFG by ballot established on the WWPFG internet based communications mechanism such as listserv, group, or forum. Candidates shall be deemed elected upon receipt of the plurality of votes cast by a date certain. Should there be no nominations for an office, the then holder of that office may be considered as re-elected to that office, provided that the maximum term of office is not exceeded.

Section 5. **Term of Office for the Board.** The Board may create staggered terms for members of the Board to promote continuity with a minimum of a two-year term, Officers shall serve until a successor is duly elected or appointed or if the member resigns or otherwise cannot continue to serve in that capacity. The term shall begin as of the Annual meeting following election or appointment. No member may serve more than three consecutive terms. Resignation will be accepted by giving written notice to the Chair of the Board. Any member of the Board may be removed for cause with two-thirds vote of the Board.

Section 6. **Vacancies.** Vacancies on the Board may be filled by majority vote of the remaining members of the Board on a temporary basis for the unexpired term. The Board will establish a nominating committee to develop nominations for vacancies upon which the membership will vote for placement of a permanent position. Such elections will take place with due notice from the Board to the membership.

Section 7. **Quorum.** One half of the number of Board members then in office shall constitute a quorum for the transaction of any business.

Section 8. **Majority Action**. Except as otherwise provided in these bylaws, every act and decision of the majority of the members present at a meeting of which a quorum is present shall be the act of the Board. Any member present is assumed to agree to such acts unless a contrary vote or dissent is otherwise entered into the meeting minutes.

If at any meeting a quorum is not present, the majority of those present may adjourn the meeting.

Section 9. **Meetings of the Board**.

- a) Regular meeting. Regular meetings of the full Board shall be held at least once a year and more frequently at such dates and times as determined by the Board. Any meeting may be held in a form other than physical presence, such as teleconference or interactive internet communications. Regular meetings of the Board shall be held at times set by resolution of the Board.
- b) Special meetings. Special meetings may be called by any Board member or at the request of the Chair or the President.
- c) Notice. Except in extenuating circumstances requiring expediency, notice shall be given at least one week in advance by any usual means of communication to each member. Notice need not be given of regular meetings held at times fixed by resolution of the Board.
- d) Time and Place. Meetings may be held at any time without notice if all board members are present, or if those not present waive their right to be present upon email notification. Meetings will be held primarily via electronic communication modes available to the WWPGF which allows all attendees to hear one another.
- e) Presiding. Meetings of the Board shall be presided over by the Chairperson of the Board, or in absence of such officer, the President, or in absence of such officer, a person chosen by a majority of board members present at the meeting.
- f) Rules of Order. Meetings shall be governed by means that are not in conflict or inconsistent with these bylaws.
- g) Actions Without Meeting. Any action, including amending and making binding bylaws can be taken without a meeting if a Quorum of the Board agrees in writing.

Section 10. **Committees**. The Board may create committees and delegate powers and duties to carry out specific missions and assignments, at the direction of the Board. The Chair of the Board shall appoint the chairpersons of all the committees of the Board. Members of the committees may or may not be members of the Board or the Executive Committee. Such committees shall act in an advisory capacity to the Board.

Section 11. **Compensation**. No Board member shall receive compensation for service in such capacity, except the Board may provide for reimbursement of actual travel, lodging and other incurred direct expenses associated with the conduct of the duties of the Board and may provide compensation to Board members for their service in a different capacity, such as on the Executive Committee of the WWPGF.

Section 12. **Dismissal**. Board members with more than three concurrent absences from meetings or who do not carry out their responsibilities in a proper or timely manner who have been declared of unsound mind by order of court, convicted of a felony, or otherwise deemed not fit to continue to serve shall be dismissed from the Board by a majority vote.

Section 12. Resignation. Any director may resign upon giving written notice to the board or to the Chair of the board. The effective date of the resignation shall be specified in the notice.

Article IV. Officers

Section 1. **Officers.** The officers shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board, and a Secretary/Treasurer ~~or~~ separate Secretary and Treasurer. Other possible officers may include a President/Executive Director, the past President of the WWPFPG, an Art Director, a Member-at-Large, and additional members and subordinate members as the Board may authorize. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. **Election.** At each Annual Meeting, the Board shall arrange for the general membership to elect persons to fill vacancies on the Board. Office terms will be varied to allow for Board continuity, with the President and Secretary serving a three-year term, and all others serving a two-year term. Each officer shall hold office to the end of the term so designated or until his or her death, resignation, retirement, removal or disqualification if such occurs before the end of the term, or until his or her successor has been elected.

Section 3. **Vacancies.** The term of office shall terminate upon the election of a successor or upon effective date of resignation submitted in writing to the Secretary, upon death, or upon a vote of two-thirds of the Board in office if in their judgment the best interests of the WWPFPG will be served. If necessary to immediately fill critical vacancies on a temporary acting basis, the Board may elect officers at any meeting and subsequently provide for election to fill the vacancy permanently by vote of the general membership of the WWPFPG. A nominating committee consisting of the Chair and two ~~w~~ other members of the Board will be formed by the Board to create a ticket of persons running for vacancies.

Section 4. **Chair.** The Chair is the Director of the Board and shall chair the Annual Meeting and meetings of the Board as well as the semi-annual spring and fall meetings of the general WWPFPG membership and shall:

- a). appoint chairpersons of all Board committees and serve as liaison between Board, its committees and staff;
- b) maintain liaison with foundations and other potential funding sources;
- c) facilitate and coordinate the Board's discharge of responsibilities;
- d) Such other responsibilities as determined by the Board or bylaws.

Section 5. **Vice-Chair.** The Vice-Chair shall have powers and perform such duties as are prescribed by the Board including sitting in stead for the Chair in his or her absence. Other duties as assigned.

Section 6. **Secretary.** The Secretary shall do or oversee the following: minutes, records of votes and resolutions, recording of corporate documents including bylaws and Articles of Incorporation; meeting notices, meeting minutes, and filing of reports. Other duties as assigned.

Section 7. **Financial Advisor.** The Financial Advisor shall oversee the custody of all funds and assets of the WWPFPG, and make account of receipts and disbursements, prepare or oversee a statement of assets and liabilities within a reasonable time after the close of a fiscal year, and in conjunction with the President, make financial information available to the Board, the members of the WWPFPG and the public. Other duties as assigned.

Section 8. **Other Members of the Board.** Other positions may be created on the Board in the following capacities at Board option:

- a) **President/Executive Director.** The President/Executive Director shall direct and execute all decisions of or programs adopted by the Board and shall act as chief executive officer of the WWPFPG, and other duties as assigned, including the oversight and direction of an Executive Committee to support the day to day work of the organization. Other duties as assigned. See Article V.
- b) **Art Director.** The Art Director shall develop and administer a program of artistic development for members of the WWPFPG and the public. Other duties as assigned.
- c) **Other Members.** The duties and terms of other officers as needed shall be specified by the Board.

Section 11. **Compensation of Officers.** No officer of the Board may receive any compensation for duties of the Board, except for actual reimbursement of allowable costs associated with the official business of the WWPFPG.

Section 12. **Reports.** Each member of the Board semi-annually will prepare a written report of the status of his or her area of responsibility for presentation to the members at large at semi-annual spring and fall meetings held over the internet using the discussion forum of the WWPFPG. Board members will make themselves generally available to answer questions with the general membership of the WWPFPG during such meetings using the discussion group forum as the means of communication.

Article V. Executive Committee of the WWPFPG

The Board will by majority vote designate two or more of its members and the general members of the WWPFPG to constitute an Executive Committee of the WWPFPG. The Board also may vote to designate other subordinate positions to the Executive Committee. The Executive Committee will carry out the day-to-day operations of the WWPFPG at the direction and oversight of the Board. The Executive Committee will serve in an advisory capacity to the Board. Positions on the Executive Committee may include but not be limited to: President, Vice President, Treasurer, Secretary, Art Director, Membership Director, Media and Public Relations Director, and Web Administrator. Composition of the Executive Committee may change based on needs as determined by the Board and may include special project directors to manage specific and timely needs. Selections of members of the Executive Committee will be by majority vote of the Board. The Board's President/Executive Director or other board member as specified by the Board shall provide oversight to the Executive Committee. Although members of the Executive Committee may generally not expect to be compensated, they are not precluded from compensation if the Board determines a need for such compensation to carry out some of the duties and obligations of the Executive Committee. Members may be reimbursed for allowable costs associated with the official business of the WWPFPG.

Article VI. Miscellaneous Provisions

Section 1. **Indemnification**. Every person who is or shall have been a member of the Board of Directors of the WWPFG and his or her personal representatives shall be indemnified by the WWPFG against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a member of the Board or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as a member of the Board. "Costs and Expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. **Non-Liability**. The members of the board shall not be personally liable for the debts, liabilities, or other obligations of the WWPFG.

Section 3. **Insurance**. The Board is authorized to purchase and maintain insurance for Board members.

Section 4. **Fiscal Year**. The fiscal year of the WWPFG shall begin on the first day of *September of each year and end on the last day of August of the following year* unless otherwise determined by the Board.

Section 5. **Corporate Seal**. The WWPFG has the right to an official seal. The office seal of the WWPFG shall have inscribed thereon the name of the corporation. The seal shall also contain such other words or figures as the Board may determine. Failure to utilize such seal shall not invalidate corporate instruments and documents.

Section 6. **Amendments**. The bylaws may be amended, altered, or repealed and new bylaws adopted upon majority vote of Board members at a duly constituted meeting.

Section 7. Gifts. The Board may accept on behalf of the WWPFG any contribution, gift, bequest, or devise for the nonprofit purposes of the WWPFG.

Section 8. **Activities of the WWPFG**. No substantial part of the activities of the WWPFG shall include the carrying on of propaganda, or otherwise attempting to influence legislation, or any political campaign on behalf of a candidate for public office. The WWPFG shall not conduct any activities not permitted by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future IRS law).

Section 9. **Conflict of Interest**. No contract or other transaction between the WWPFG and one or more of its officers or between the WWPFG and any other corporation, firm association or other entity in which one or more of the officers are directors of officers have a substantial financial interest shall be approved by the vote of the Board or any committee thereof if such officer are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose unless the material facts as to such officer's interest in such contract or transaction are disclosed in good faith or are known to the Board and the Board authorizes such contract or transaction by unanimous consent. Any member of the

Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents that member from acting in an impartial manner, will offer to voluntarily excuse herself or himself and will refrain from voting on such item.

Section 10. **Dissolution and Distribution of Assets**. No part of the net earning of the WWPFG shall inure to the benefit of, or be distributable to its members, officers or others, except that the WWPFG shall be authorized to pay reasonable compensation for services rendered. The WWPFG may be dissolved and its assets and liabilities liquidated in such manner as they Board shall resolve, provided that after payment of all debts, the remaining assets shall be distributed to another 501 (c) (3) organization for a public purpose. Debts of the WWPFG will include membership payment reimbursements to members for future year payments beyond the dissolution date of the WWPFG.

This is to certify that the foregoing is a true and correct copy of the bylaws of the WWPFG and such bylaws were duly adopted by the Board.

Date: May 5, 2009

Amended November 3, 2016

Chair 

Date 11/3/2016

Barbara Hallman

Vice Chair



Date 11/3/2016

Kate Chu

Financial Advisor 

Date 11/3/2016

Ruth Song