



DATE: January 17, 2011

TO: All International Members

FROM: International Board of Directors

RE: Revised Constitution and Bylaws

At International Board Meetings during 2008, 2009 and 2010, the International Board discussed a number of revisions to the Constitution that would update the language to better reflect the current operations of the Society, as well as to improve upon some of the governance policies and structure that have been in place for almost sixty years.

Attached is a revision of the Constitution and Bylaws, presented for approval by the voting membership in 2011. The current Constitution requires voting to be conducted at the annual meeting of each region. The combined majority vote of the members present at these meetings, and those votes which may be cast by proxy, will approve the document with all the revisions. Members must have been notified of the proposed changes at least two months prior to the Region's annual meeting. Once all voting has been completed in all regions, the revised Constitution and Bylaws will be in effect.

Please read the document carefully. The current Constitution and Bylaws is available on the International website in the Members Only area, under the Directors Reference Manual link.

Because of the extensive nature of the revisions, we will not attempt to compare each area of new language with the language in the current document. However, the following are the major areas that have been revised:

ARTICLE I – NAME AND PURPOSE

- The ability to use the acronym "IPPS" was added to this Article.

ARTICLE II – OBJECTIVES

- The new mission statement was substituted in this Article.

ARTICLE III – MEMBERSHIP

- Adds that the International Board and the Regional leadership must approve establishment of any new regions.
- Retains membership for individuals only (not companies), expanding to include all those "actively engaged in horticulture."
- Adds the option for at-large memberships for individuals outside established regions, adding this category to the classes of membership.
- Affirms that the membership year is a calendar year.

ARTICLE IV – BOARD OF DIRECTORS

- Adds language to clarify the appointment of Alternate Directors to the International Board.
- Clarifies that the Alternate Director serves as the Director if the latter is unable to attend an International Board Meeting.

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NOTE: The International Board is recommending a major change in the governance of IPPS at the international level. The discussion among Board members supported the addition of an individual who would serve as the Board chair without being distracted by also carrying responsibility for the International Tour and Meeting. The vision of the Board is to have a chair well-versed in how to lead and manage a Board of Directors, with the possibility that this individual could serve up to three one-year terms, providing continuity in this leadership position.

To avoid enlarging the size of the International Board (and the accompanying travel expense) the Board eliminated the position of Second Vice President. The position of President was retained to include the individual from the region that is hosting the International Tour and Meeting; however, this person would not automatically succeed to the Chairperson's position. The Chairperson would be elected each year by the sitting Board, from among those who are currently on the International Board or have served on the International Board in the past, ensuring the individual is well-versed in the operation of the International Board.

Also added was an elected Treasurer position, with the expectation that this will be filled by an individual already serving on the Board, so as not to add another position to the Board. The feeling behind this addition was to include an elected position that would carry responsibility for the finances of IPPS, even though the day-to-day record-keeping would continue to be carried out in the International Office.

To incorporate these changes, the following language in the Constitution and Bylaws was modified:

- Changes the officer structure to provide a Chairperson for the International Board who may serve up to three one- year terms.
- Retains the President and Vice President positions, but eliminates the Second Vice President. The President is expected to be from the Region in which the International Tour and Board meeting will be held, and will be responsible for that activity without chairing the International Board.
- Adds a Treasurer position as an elected position with voting rights, but retains an International Secretary and International Editor as appointed by the Board each year, with no voting rights on the Board.
- Adds the ability of the Board to hire or contract with individuals or companies to perform the functions of the International Secretary and International Editor positions.
- Adds an Executive Committee comprised of the four officers to act in between meetings of the Board if needed, subject to ratification by the International Board at its next meeting.

ARTICLE V – MEETINGS

- Eliminates proxy voting on the Board.
- Allows meetings of the Board by electronic means (conference calls, email participation, etc.)

ARTICLE VI – AMENDMENTS

- Eliminates proxy voting by members on amendments.
- Provides for electronic balloting by members, using the International website, with notification directly from the International Office instead of through regions.
- Prohibits any changes in the original amendment once approved by the International Board and submitted to the members for voting.

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ARTICLE VII – REVENUE

- Eliminates Initiation Fees.

ARTICLE VIII – CONSTITUTION AND BYLAWS OF THE REGIONS

- Affirms that although a Region has its own Constitution and Bylaws, the International Constitution and Bylaws prevail in the event of any conflict.

ARTICLE IX – ROBERT'S RULES OF ORDER

- No change

ARTICLE X – DEFINITIONS (added new Article)

- Provides definitions for some terms in the document.

Should you have questions or would like further information about the revisions, please contact your International Director.

Thank you for your continuing support of IPPS.