



# BYLAWS of the NATIVE PLANT SOCIETY OF OREGON

As amended 2002

## ARTICLE I: Purpose of the Society

### *Section 1: Purpose*

The purpose of the Native Plant Society of Oregon is the preservation, conservation, and study of the native plants and vegetation of Oregon and the education of the public to the values of native flora and its habitat.

## ARTICLE II: Corporation

### *Section 1: Corporation*

This corporation is formed for charitable, educational, and scientific purposes.

## ARTICLE III: Membership

### *Section 1: Eligibility and Categories of Membership*

Membership in NPSO shall be open to all persons, families or groups interested in native plants of Oregon. There shall be two classes of membership; Regular and Honorary. Regular members are those who pay dues as hereinafter provided directly to the State Membership Chair (see Article 5) or to a Chapter Treasurer (see Article 9). All paid-up members of Chapters are members of NPSO. Honorary members are those upon whom the Board of Directors confers membership without payment of dues, for a fixed term or for life, in recognition of a noteworthy contribution to botany or to NPSO.

### *Section 2: Right of Members to Vote*

There shall be voting members. Voting members have the right to elect and remove certain members of the board of directors, to amend the bylaws and articles of incorporation, and to take other actions allowed by law or these bylaws.

Each membership shall be entitled to one (1) vote on any question requiring a vote of the membership of the corporation, except for participants in family memberships. Each family membership shall be entitled to a maximum to two (2) votes. The right to vote of a group member shall be exercised by an individual designated in writing as the official delegate for that group. (A "group" refers to any affiliated organization other than a chapter.)

### *Section 3: Use of the Society's Name*

No member may speak for or in the name of the Society without authorization by the Board of Directors.

### *Section 4: Termination of Membership*

The Board of Directors may terminate any NPSO membership upon finding, by resolution, that a member

has acted contrary to the purposes of NPSO, violated NPSO policies as established by the Board, or used the name of or identification with NPSO (or any of its chapters) without authority and contrary to NPSO policies as established by the Board. Anyone who believes that any NPSO membership should be terminated shall transmit to the Board of Directors a written request including a statement of the facts and circumstances supporting the request.

#### ***Section 5: NPSO Fellows***

The Board of Directors may from time to time confer the honor of NPSO Fellow upon any member in recognition of outstanding service to NPSO and its purposes.

### **ARTICLE IV: Meetings**

#### ***Section 1: Annual and Special Meetings***

An annual meeting of the Native Plant Society of Oregon shall be held at a date and place to be decided by the Board of Directors. Special meetings of the membership may be called at any time by the Board of Directors. All members shall be notified in writing, or by publication, not less than two weeks before such a meeting.

#### ***Section 2: Quorum***

The presence of 5% of the members at any statewide meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision of a majority of the members present at a meeting duly held, at which a quorum is present, is a valid act of the members, unless a greater number is required by law, or by the Articles of Incorporation, or by the Bylaws.

### **ARTICLE V: Dues**

#### ***Section 1: Fiscal Year***

The fiscal year shall begin January 1 and end on December 31 of each year. Annual membership is renewable each calendar year.

#### ***Section 2: Determination of Dues***

Dues shall be fixed and reviewed as needed by the Board of Directors. Dues shall be payable January 1 and if unpaid by April 1, the membership lapses.

#### ***Section 3: Disposition of Dues***

The dues of all members shall be paid to the Membership Chair. Dues revenue will be shared between the state and the chapters as determined by the Board of Directors.

### **ARTICLE VI: Governing Body**

#### ***Section 1: Board of Directors, Eligibility***

The Board of Directors shall be the governing body of the Society, and only persons who are members of the Native Plant Society of Oregon shall be eligible for membership on this Board.

#### ***Section 2: Board of Directors: Number, Composition, and Terms of Office***

There must be no less than 15 and no more than 35 members of the Board of Directors. The Board of Directors shall consist of the statewide President, Vice-President, Secretary, Treasurer, the immediate Past

President if available, and the Presidents of all affiliated chapters, all of whose terms of office shall be one year, plus six directors-at-large elected by the general membership of the society whose terms of office shall be two years. Three Directors-at-Large shall be elected each year.

### ***Section 3: Vacancies***

A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of Vice-President, Secretary, Treasurer, or Director-at Large shall be filled by a majority vote of the remaining Directors. An officer or Director-at-Large thus elected shall hold the office for the unexpired term.

### ***Section 4: Meetings***

There shall be a meeting of the Board of Directors at the time and place of the Annual Meeting. Additional meetings may be called by the President or, in his/her absence, inability, or refusal to act, by the Vice-President or by any five Directors. Written notification of the date, time and place of meetings of the Board of Directors shall be given by the Secretary to each Director at least fourteen (14) days prior to the meetings.

### ***Section 5: Quorum and Decisions***

The presence of one-third of the Directors at a Board meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present at a meeting duly held, at which a quorum is present, is a valid act of the Board of Directors except where the law or these bylaws require a greater level of agreement for approval.

## **ARTICLE VII: Officers**

### ***Section 1: Officers***

The elected officers shall be a President, Vice-President, Secretary and a Treasurer who shall be voting members of the board. Additionally, there shall be four officers appointed by the president and confirmed by the board, who shall be non-voting: the Membership Chair, the editors of the *Bulletin* and *Kalmiopsis*, and the Web Site Coordinator. They shall be given notice of all Board meetings and have the right to attend and participate at Board meetings.

### ***Section 2: President***

The President shall preside at the meetings of the membership and of the Board of Directors, act as spokesperson for the Society, and perform additional functions as required.

### ***Section 3: Vice-President***

The Vice-President shall preside in the absence of the President and shall perform additional functions as required. He/She shall become President immediately if the office of President becomes vacant.

### ***Section 4: Treasurer***

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the Society, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Society as may be ordered by the Board, shall render to the President and Directors, whenever they request it, and account of all his/her transactions as Treasurer and of the financial condition of the Society. He/She shall remit promptly to chapter treasurers their portion of all membership dues as received monthly, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

### ***Section 5: Secretary***

The Secretary shall keep the minutes of all meetings of the Board of Directors, the statewide meetings of members, with the time and place of holding, and shall have such other duties as may be prescribed by the Board of Directors. The Secretary shall prepare such directives and other documents as are needed and authorized by the Board of Directors.

### ***Section 6: Membership Chair***

A State Membership Chair shall be appointed annually by the President, with the approval of the Board of Directors. The Membership Chair shall maintain the official roster of NPSO members and forward all dues received, together with an accounting of them, promptly on a monthly basis, to the Treasurer. The Membership Chair shall report the names of new members and any address changes to the Editor of the *Bulletin* promptly on a monthly basis and perform any other duties prescribed by the Board of Directors.

### ***Section 7: Editor of the Bulletin***

The Editor of the NPSO Bulletin shall be appointed annually by the President, with the approval of the Board of Directors, to perform the duties customarily associated with the office and such other duties as the Board of Directors may prescribe.

### ***Section 8: Kalmiopsis Editor***

The editor of NPSO's annual journal *Kalmiopsis* shall be responsible for overseeing production of one issue per year, under the direction of the board.

### ***Section 9: Web Site Coordinator***

The web site coordinator shall maintain the NPSO web site under the direction of the board.

### ***Section 10: Delivery of Records***

Each officer, appointed or elected, upon the expiration of his/her term or the termination of his/her duties for any other reason, shall deliver to his/her successor the record of the office.

## **ARTICLE VIII: Elections**

### ***Section 1: Notice***

The *Bulletin* of the Native Plant Society of Oregon shall contain a timely notice of the annual election of officers and directors.

### ***Section 2: Nominating Committee***

At the annual meeting each year, the President shall appoint a Nominating Committee, to consist of a Chair and three (3) or more members of which only one is a member of the Board of Directors. The Committee shall report to the President, by December 1, the names of its nominees for elective office. The membership of the Nominating Committee, the list of offices to be filled by election, and the names of the candidates shall be printed in the January *Bulletin*. The names of additional nominees submitted by any group of five (5) or more paid members shall be printed in the February *Bulletin*. The Nominating Committee shall not recommend any member for office without receiving consent of the nominee.

### ***Section 3: Mail Ballot***

A ballot including the names of all nominees shall be printed and enclosed with the March *Bulletin* and mailed to all paid members with instructions that it be returned not later than April 1.

#### ***Section 4: Ballot Committee***

Ballots shall be counted by a ballot committee appointed by the President. The candidate for each office receiving the most votes is certified as elected. In case of a tie vote, the Board of Directors shall decide. The newly elected officers take office at the conclusion of the Annual Meeting.

#### ***Section 5: Directors-at-Large Term***

Any Director-at Large who has served a full two year term shall not be eligible for reelection for a period of one year.

### **ARTICLE IX: Chapter Organization**

#### ***Section 1: Founding Procedure***

A group of ten (10) or more persons, members or nonmembers of the Society, may organize a chapter of the Native Plant Society of Oregon upon approval of the Board of Directors. A written request addressed to the State Board for recognition as a chapter shall be mailed to the State Membership Chairman to initiate the process. It shall be accompanied by fully completed applications for membership and payment of current dues for each nonmember.

#### ***Section 2: Chapter Name***

Such chapters as the Board of Directors may authorize shall be designated, "The \_\_\_\_ Chapter of the Native Plant Society of Oregon." When a previously organized club or society desires to become an NPSO chapter, it may retain its name, if preferred, and be known officially as "The \_\_\_\_ Club/Society, a Chapter of the Native Plant Society of Oregon."

#### ***Section 3: Chapter Officers, Election***

Members of each chapter shall elect their own officers, consisting of at least a President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer). All election results shall be promptly reported to the Secretary of the Native Plant Society of Oregon.

#### ***Section 4: Chapter Officers, Duties***

Duties of the chapter officers shall be those usually associated with the offices.

#### ***Section 5: Board Membership of Chapter Officers***

The President of each local chapter shall be a member of the Board of Directors of the Native Plant Society of Oregon.

#### ***Section 6: Membership Privileges***

All members of a local chapter have full membership in the Native Plant Society of Oregon and are entitled to all the privileges pertaining thereto.

#### ***Section 7: Chapter By-Laws***

Local chapters are authorized to adopt their own by-laws, not inconsistent with those of the Society.

#### ***Section 8: Chapter Programs***

Each chapter is encouraged to have its own programs and educational activities.

#### ***Section 9: Chapter Reports***

Publications, reports of meetings, chapter news, and items for publication should be sent to the Editor of

the *Bulletin* of the Native Plant Society of Oregon. Such information must be received by the monthly publication deadline established by the Editor.

***Section 10: Chapter Independence***

No chapter or affiliated society, or any officer or member thereof, except with approval of the Board of Directors, shall have power to act for the Native Plant Society of Oregon in any official manner, financially or otherwise. Local chapters shall hold harmless the Native Plant Society of Oregon from any liability in connection with activities or function of the chapters.

***Section 11: Chapter Meetings***

Meetings of the members of local chapters shall be held not less than four times annually, the dates, time and place to be decided by the local officers.

***Section 12: Dues***

Each chapter treasurer or secretary-treasurer may collect the annual dues from each member and shall remit them in full promptly to the NPSO State Membership Chair, together with annual membership renewals.

**ARTICLE X: Amendment Procedure**

***Section 1: Proposal***

Amendments to these By-Laws may be proposed by a majority vote of those voting at any regular or special meeting of the Society, or amendments may be proposed by a majority vote of those voting at a meeting of the Board of Directors.

***Section 2: Adoption***

Amendments so proposed at such duly held meetings shall be submitted to the membership by mail ballot, and shall require approval by two-thirds of those voting, provided that the proposed amendment(s) shall have been printed in the *Bulletin* and that the ballots to be counted shall be returned to the chair of the vote counting committee postmarked not later than one month after publication and ballot mail-out. The vote will be counted by a committee of at least two members appointed by the President, and the results reported within two weeks of the closing date of postmark.