

# **BY-LAWS OF THE IDAHO NATIVE PLANT SOCIETY**

## **ARTICLE I - PURPOSE**

The mission of the Idaho Native Plant Society (hereafter "Society") is to foster within its membership and the general public an understanding of and appreciation for the value of Idaho's native flora and its habitats, to encourage the responsible use of native plants in landscaping and restoration, and to advocate conservation of this rich natural heritage for future generations.

## **ARTICLE II - MEMBERSHIP**

### **Section 1. Eligibility.**

Membership in the Society shall be open to individuals, households, or groups interested in learning about Idaho's native flora and its habitats. The Board may establish other membership categories. Membership shall be conferred upon receipt of a written application with dues to the Society Board of Directors (hereafter "Board") or to one of its Chapters or other protocol as approved by the Board.

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

Each membership shall be entitled to one (1) vote on any question requiring a vote of the membership of the Society, except for participants in household memberships. Each household membership shall be entitled to a maximum of two (2) votes. The right to vote of a group membership shall be exercised by an individual designated in writing as the official delegate for the group. A group is any affiliated organization, agency or business other than a Chapter of the Society.

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

No member, except the President of the Society (hereafter "President") may speak for or in the name of the Society without authorization by the Board

## **ARTICLE III - DUES**

### **Section 1. Fiscal Year**

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

### **Section 2. Determination of Dues**

The Board shall establish the Society's dues structure, including honorary memberships for which dues may be waived. Society members may select affiliation with a Chapter. Chapters may determine additional Chapter dues applicable to Society members wishing to affiliate with that Chapter. Chapters may not create "Chapter only" membership

categories. Dues are payable January 1. If dues are not paid by April 1 the membership lapses. Renewing members shall pay the full dues amount regardless of when payment is received. After June 1 new memberships will be considered complementary until the end of the current fiscal year and effective for the following fiscal year.

### **Section 3. Disposition of Dues**

The dues of all members shall be paid to the Society's Treasurer either directly or indirectly through the Chapters' treasurers (secretaries/treasurers). Twenty-five percent (25%) of the Society's dues in addition to Chapter assessed dues collected from Chapter members shall be remitted by the Society's Treasurer to the local Chapters for local expenses or any other use desired by the Chapter. Dues from members not designating a specific Chapter affiliation will be retained by the Treasurer in the account of the Society.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the four elected statewide officers of the Society, the immediate Past President, the Presidents of all affiliated Chapters or a designee appointed by the President of each Chapter, and a Member-at-Large nominated by the President from members not affiliated with a Chapter and approved by the Board. All members of the Board shall have equal voting rights.

### **Section 2 Duties**

The Board shall be responsible for and have the authority to manage the finances and affairs of the Society.

### **Section 3. Meetings**

The Board shall meet at the time and place of the annual meeting during which the Board shall establish regular meetings to be held at such other places and times as may be determined from time to time. The Board shall meet at least four (4) times annually including the annual meeting. After the establishment of the time and place for such regular meetings, no further notice need be given. Special meetings may be called by the President or, in his/her absence, inability or refusal to act, by the Vice President or any two Directors. Ten (10) day notice of a special meeting shall be given each Director by the Secretary.

### **Section 4. Vacancies, Removal, Resignation**

Any vacancy occurring on the Board by removal, resignation, death, of otherwise shall be filled as follows:  
Officer (except President) or the Member-at-Large - Nominated by the President and approved by the Board;  
President - The Vice President shall fill that position as provided by Article V, Section 3. A new Vice President shall than be nominated by the new President and approved by the Board;  
Past President - the vacancy shall not be filled;

Chapter President or designee - by a nominee of the Chapter.  
A Director selected to fill a vacancy on the Board shall hold office only until his or her successor is duly elected and qualified.

Any Director may be removed with or without cause by a vote of two-thirds of the members of the Board or by a majority vote of the total outstanding membership of the Society at a meeting called for that purpose. Any Director may resign by submitting a written notice to the Board stating the effective date of his/her resignation. Acceptance of the resignation shall not be necessary to make it effective.

#### **Section 5. Quorum**

Attendance, in person, by conference call or by electronic means approved by the Board, of four (4), or one-third of the Directors whichever is greater, shall be necessary to constitute a quorum to conduct official business of the Society.

#### **Section 6. Action of Directors without a Meeting**

Any action that is required to be taken for the conduct, management, and control of the affairs of the Society between scheduled meetings of the Board may be taken by the Directors by majority vote of the Board unless otherwise specified in these bylaws. Voting can be conducted in person, by conference call or by electronic means approved by the Board.

### **ARTICLE V - OFFICERS**

#### **Section 1. Officers**

The elected officers shall be President, Vice President, Secretary, and Treasurer.

#### **Section 2. President**

The President shall preside at the meetings of the membership and of the Board, speak on behalf of the Society, appoint with Board approval the Editor of the Society newsletter, the Member-at-Large, committees' chairs and members as provided in Article VI, Section 2 and Section 4 and Article VII below, and perform additional functions as required. The president shall also prepare the agenda for Board meetings in consultation with the Secretary. The agenda shall be made available to the Board members one week prior to the Board meeting.

#### **Section 3. Vice President**

The Vice President shall preside in the absence of the President and shall perform additional functions as required, including serving as Annual Meeting Committee Chair. He/she shall become President immediately if the office of President becomes vacant. The Vice President shall be a non-voting ex officio member of all standing committees.

#### **Section 4. Treasurer**

The Treasurer shall pay bills and keep and maintain adequate and correct accounts of the transactions of the Society. He/she shall receive all membership dues of the Society, maintain a membership list, submit the names, addresses and categories of the new annual memberships and renewals monthly to Chapter treasurers and at least quarterly remit to Chapter treasurers their portion of all membership dues. The Treasurer will provide quarterly financial reports to the Board. An annual financial report will be prepared at the end of the fiscal year and distributed to the membership by mail or through the Society's newsletter. At the Board meeting preceding the end of the current fiscal year, the Treasurer will provide the Board, for approval, a proposed budget for the ensuing fiscal year. The Treasurer shall be an ex officio member of the ERIG and membership committees. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

#### **Section 5. Secretary**

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

#### **Section 6. Officer Terms**

The officer terms shall be two years. The terms shall be staggered with the President and Secretary being elected one year and the Vice President and Treasurer being elected and Member-at-Large being appointed in the following year. A member may serve a maximum of three (3) consecutive terms in an office including partial terms. In the event that one officer is elected to another office a replacement will be made following the procedures set forth in Article IV Section 4 of these by-laws.

#### **Section 7. Delivery of Records**

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

### **ARTICLE VI - ELECTIONS**

#### **Section 1. Notice**

The Society shall provide notice of the annual election of officers a minimum of ninety (90) days before the election.

#### **Section 2. Nominating Committee**

By the end of September, the President shall appoint a nominating committee, to consist of a chair and two (2) or more members, all from different Chapters, of which no more than one is a member of the Board. The Society shall inform its members in the next Newsletter of the appointments to the nominating committee with contact information. The committee shall prepare the ballot with the nominees for elective

office and submit it to the President before the first Board meeting of the year. The ballot may contain more than one nominee for each office. The nominating committee shall not recommend any member for office without receiving consent of the nominee. All candidates for office shall be members of the Society in good standing.

### **Section 3. Mail Ballot**

A ballot including the names of all nominees and blank spaces for write-in candidates shall be printed and mailed to all paid members with instructions that it be returned no later than thirty (30) days prior to the annual meeting. The ballot will include provisions for two (2) votes for household memberships. The Society's newsletter may be used for the mailing if it is published within the time limits set above.

### **Section 4. Ballot Committee**

Twenty (20) days prior to the annual meeting ballots shall be counted by a ballot committee appointed by the President. The candidate for each office receiving the most votes shall be certified as elected. In the case of a tie vote, the Board shall decide. The newly elected officers take office at the conclusion of the annual meeting.

## **ARTICLE VII - COMMITTEES**

### **Section 1. Standing Committees**

Standing committees will be formed with attention to representation of the geographical distribution of the membership of the Society. Standing Committee Chairs shall be appointed by the President with approval of the Board. Chairs shall be appointed for a term of two (2) years unless otherwise specified below and may be reappointed for additional terms.

**a.** Conservation Committee - Shall be made up of members of the Society with interest and experience in specific areas of concern such as threatened and endangered plants, legislation, publications, and other conservation topics. The duties of the Committee shall be to implement the conservation goals established by the Board or other tasks as assigned by the Board.

The President may nominate technical advisors to act as chairs to small conservation subcommittees. Technical advisors normally will be knowledgeable in the area of concern of their subcommittees. They and the rest of their subcommittee are appointed by the President and approved by the Board to remain in their positions until resignation, program termination or removal by the Board.

**b.** Annual Meeting Committee - Shall be chaired by the Vice President of the Society who will nominate a member of the host Chapter and two (2) other members from the host region to serve on the committee for one year on approval of the Board. The Committee will be responsible for the annual meeting.

**c.** Membership Committee - The chair and two (2) other members will be responsible for recommending membership categories, and developing strategies to promote the renewal of present members and recruitment of new members. The Committee shall carry out other such duties relating to membership as directed by the President/Board.

**d.** Education, Research, and Inventory Grants Committee - The Committee shall consist of three (3) active members to serve on the Committee with annual approval of the Board. The committee will solicit grant proposals by announcing the total budgeted amount for the grant, proposal deadlines and selection criteria to the Society membership at least seventy-five (75) days prior to the deadline for submitting grant proposals. The Education, Research, and Inventory Grants Committee will review grant proposals and recommend funding decisions to the Board for approval. The annual grant solicitation and selection cycle will generally begin in the fall months and proceed with sufficient timeliness to adequately support early spring education, research, and inventory projects. The ERIG total allocated fund amount is determined by the Board.

**e.** Newsletter Committee - shall be chaired by the Editor of the Newsletter. Three (3) additional members shall be appointed for two (2) years by the President with approval of the Board. The duties of the Committee are to plan the future of the Newsletter, aid in getting articles for the Newsletter, help in the review of articles received for content and for grammatical correctness, and perform other duties as needed for the effective publication of the Newsletter. Technical advisers may be utilized by the Committee as needed. The Editor or his/her designee shall attend all Board meetings.

## **Section 2. Special Committees**

Special committees shall be appointed as necessary by the President with approval of the Board.

## **ARTICLE VIII - MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting of the members of the Society shall be held on an hour and day to be determined by the Board. The annual meeting will typically be held during the months of June or July, but may occur earlier or later in the summer months to accommodate appreciation of Idaho's diverse flora.

### **Section 2. Special Meetings**

Special meetings of the total membership may be called at any time by the Board, or on written request of twenty (20) percent or more of the total membership.

### **Section 3. Quorum**

The presence of ten (10) percent of the membership entitled to vote shall be necessary to constitute a quorum for the transaction of business at any statewide meeting. The ten percent may be met by

including the proxy votes, given in writing, to another person present at the meeting. A decision of the majority of the members present at a meeting at which a quorum is present is a valid act of the members.

#### **ARTICLE IX - PARLIAMENTARY AUTHORITY**

Unless otherwise provided, Robert's Rules of Order, Rev., shall be the rules of procedure governing the conduct of all meetings.

#### **ARTICLE X - PERSONAL LIABILITY AND INDEMNIFICATION**

##### **Section 1. Liability of Members**

No member of the Society shall be personally liable to the Society's creditors for any debt or liability, and any and all creditors shall look only to the assets of the Society for payment.

##### **Section 2. Indemnification**

The Society agrees to indemnify and hold the officers and directors of the Society harmless for any liability they may incur while performing duly authorized acts by and on behalf of the Society.

#### **ARTICLE XI - CHAPTER ORGANIZATION**

##### **Section 1. Founding Procedure**

A group of six (6) persons, members or nonmembers of the Society, may organize a Chapter of the Society upon approval of the Board. A written request addressed to the state Board for recognition as a Chapter shall be mailed to the President to initiate the process. It shall be accompanied by applications for membership and payment of current dues for each non-member along with a list of current members who wish to affiliate with the Chapter.

##### **Section 2. Chapter Name**

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

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

Members of each Chapter shall elect Chapter members to serve as Chapter board members and/or Chapter officers consisting of at least a President, Vice President, Secretary, and Treasurer (or Secretary-Treasurer). All election results shall be reported promptly to the President of the Society.

##### **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 Society, unless the Chapter President chooses to appoint another member as its representative to the Board.

#### **Section 6. Membership Privileges**

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

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

Local Chapters are authorized to adopt their own by-laws with approval of the INPS Board, provided that chapter organization conforms with requirements set forth in Article XI. Chapters that do not have by-laws shall use Article XI of these by-laws.

#### **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, up-coming events and other items for publication should be sent to the Editor of the newsletter of the Society according to the publication deadlines established by the Editor.

#### **Section 10. Chapter Independence**

No Chapter, or any officer or member thereof, except with approval of the Board, shall have power to act for the Society in any official manner, financially or otherwise. Local Chapters shall hold harmless the Society from any liability in connection with activities or functions of the Chapters. Nothing in this Section shall be construed to restrict the actions of the local Chapter officials in promoting the activities of their Chapter which are independent of the Society and are substantially consistent with the bylaws and policies of the Society.

#### **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 of its members and shall submit the names, addresses and categories of new annual memberships and renewals monthly to the Society Treasurer and remit at least quarterly the Society's portion of

the dues to the Society Treasurer. In so doing, the Chapter may retain the 25% portion allocated to the Chapter from the Society in accordance with Article III, Section 3 of these by-laws.

### **Section 13. Separation of Dues**

If a Chapter collects dues from its members, clear and separate accounting of the Chapter retained dues and the Society's portion of the dues shall be maintained in all instances.

## **ARTICLE XII - AMENDMENT PROCEDURE**

### **Section 1. By-Laws**

These by-laws may be amended, altered, repealed, or new by-laws adopted by 1) A two-thirds (2/3) majority of the votes at any regular meeting or special meeting of the membership called specifically for the purpose, provided that a quorum as specified in these by-laws be present or 2) if approved by the Board, by mail ballot, by a two-thirds vote of those voting, provided that the ballots not be counted until sixty (60) days after ballot mailing and that the total number of ballots received constitutes a quorum as set forth in these by-laws. Amendments must be dated and must specifically indicate any part of the by-laws that they are intended to modify or supercede. Those portions of the by-laws affected by an amendment shall be annotated accordingly.

## **Article XIII - AMENDMENTS**

### **ADDENDUM - By-Law Transition Process**

Except for Article V, Section 6, these by-laws shall take effect in their entirety on January 1<sup>st</sup> of the year following their adoption. During the first year they are in effect, the President and Secretary shall be elected for two year terms and the Vice President and Treasurer shall be elected for one year terms. The Member-at-Large shall be appointed for a one year term. During the second year, the Vice President and Treasurer shall be elected for two year terms, the Member-at-Large shall be appointed for a two year term, and the entire by-laws shall be in effect.