

BYLAWS OF THE IDAHO NATIVE PLANT SOCIETY

Revised 12-08-2007, published in Sage Notes, vol. 30(1), approved by membership in 2008. Prior version was posted in the same volume. Amended by 2012 Bylaws Committee; approved by the Board of Directors 01-23-2013, posted as PDF version for membership review; membership to vote by mailed ballot prior to 2013 Annual Meeting.

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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 Society Board of Directors (hereafter "Board") may establish other membership categories. Membership shall be conferred upon receipt of a written application with dues to the 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 memberships representing households. Each membership representing a

household 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 members affiliated with the Chapter shall be remitted by the Society's Treasurer to the Chapters for 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 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) days 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, or 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 then be nominated by the new President and approved by the Board;
- Past President - the vacancy shall not be filled unless the President nominates and the Board approves the appointment of a prior President to fill the position;
- Chapter President or designee - a person designated by the Chapter will fill the position.

A Director selected to fill a vacancy on the Board shall hold office until the end of the unexpired term of office.

If vacancies arise in both the Society's President and Vice President positions, the Board shall fill the office of the President.

Any Director may be removed with or without cause by a vote of two-thirds (2/3) of the members of the Board or by a majority vote of the current 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 at a Board meeting, in person, by conference call or by electronic means approved by the Board, of four (4), or one-third (1/3) 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 of the Society shall be President, Vice President, Secretary, and Treasurer.

Section 2. President

The President shall preside at all meetings of the membership and of the Board, speak on behalf of the Society, and perform all duties incident to the office of President and such other duties which shall be prescribed by the Board. 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 or in the event of the President's inability or refusal to act and shall perform additional functions as required by the Board. He/she shall become President immediately if the office of President becomes vacant. The Vice President shall chair the Annual Meeting Committee and be a non-voting ex officio member of all other 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, through the Society's newsletter, or by electronic means approved by the Board. 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 shall 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 (2) years. The terms shall be staggered with the President and Secretary being elected one (1) 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 bylaws.

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(s), shall deliver to his/her successor the record of the office.

ARTICLE VI - ELECTION OF OFFICERS

Section 1. Notice of Annual Election of Officers

The Society shall provide notice of the annual election of officers a minimum of sixty (60) days before the election.

Section 2. Nominating Committee

The President shall appoint a nominating committee, to consist of a chair and two (2) or more members representing multiple Chapters, of which no more than one is a member of the Board. The Society shall inform its members 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 (1) 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. Ballot

A ballot including the names of all nominees and blank spaces for write-in candidates shall be provided to all current members with instructions for completing and submitting the ballot before the announced deadline. The ballot shall include provisions for two (2) votes for memberships representing households.

Section 4. Ballot Committee

A ballot committee appointed by the President shall certify election results fifteen (15) days prior to the annual meeting. The Board shall decide in the case of a tie vote.

Section 5. Election Results

The Society shall notify the membership of the election results. The newly elected officers shall 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 - The Vice President of the Society, as chair, shall nominate a member of the host Chapter and two (2) other members from the host region to serve on the committee on approval of the Board. The Committee shall be responsible for the annual meeting. As planning for each annual meeting spans more than one (1) year, there may be more than one (1) Annual Meeting Committee at work at certain times of the year.

c. Membership Committee - The chair and two (2) other members shall 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 (ERIG) Committee - The Committee shall consist of a chair and at least two (2) other members to serve on the Committee with annual approval of the Board. The committee shall solicit grant proposals by announcing the total budgeted amount for the grant, proposal deadlines and selection criteria at least seventy-five (75) days prior to the deadline for submitting grant proposals. The ERIG Committee shall review grant proposals and recommend funding decisions to the Board for approval. The annual grant planning, budgeting, 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.

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 and the chairs thereof 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 and at a location to be determined by the Board. The annual meeting will typically be held during the months of June or July to foster an appreciation of Idaho's diverse native flora.

Section 2. Special Meetings

Special meetings of the membership may be called at any time by the President with the approval of the Board or by written request to the Board of twenty (20) percent or more of the members of the Society.

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

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this Society in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

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

- a. 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 a Chapter, it may retain its name, if preferred, and be known officially as "The _____ Club/Society, a Chapter of the Idaho Native Plant Society."
- b. A Chapter wishing to change its name shall submit the new name and the reasons for the desired change to the Board for final approval.

Section 3. Chapter Officers, Election

Members affiliated with 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 Chapter shall be a member of the Board, unless the Chapter President chooses to appoint another member as its representative to the Board.

Section 6. Membership Privileges

Each member of the Society has the right to be affiliated with a Chapter and is entitled to all the privileges pertaining thereto.

Section 7. Chapter Bylaws

Chapters are authorized to adopt bylaws for the governance of their chapter with approval of the Society Board, provided that chapter organization conforms to requirements set forth in Article XI. Chapters that do not have Bylaws shall use ARTICLE XI of these Bylaws. A copy of the most current Chapter Bylaws shall be filed with the Secretary 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, 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 Society Board, shall have power to act for the Society in any official manner, financially or otherwise. 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 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

Chapter meetings shall be held not less than four (4) times annually; the dates, time, and place to be decided by the Chapter officers.

Section 12. Dues

Each Chapter treasurer or secretary-treasurer may collect the annual dues from members affiliated with the Chapter 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 Bylaws.

Section 13. Separation of Dues

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

Section 14. Chapter Dissolution

The Society Board may by a two-thirds (2/3) vote dissolve any Chapter when it is satisfied that the Chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of the Society. A Chapter may also petition the Society Board requesting dissolution of the Chapter. Chapter dissolution shall not affect Society membership status of any member affiliated with this Chapter; a member may choose to affiliate with another Chapter or to remain unaffiliated. Upon dissolution, all Chapter funds and assets shall revert to the Society, and use of the Society's name as a Chapter shall cease.

ARTICLE XII - Society Dissolution

Section 1. Resolution to Dissolve

A resolution to dissolve the Society shall first be approved by two-thirds (2/3) vote of the members of the Board. The approved resolution shall then be submitted to a vote of the members of the Society and must be approved by a majority vote of the current membership. It will become effective ninety (90) days after the results of the membership vote have been certified.

Section 2. Disposition of Assets

In the event of dissolution of the Society, the Board shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the organization in such manner, or to such organization or organizations formed and operated exclusively for charitable and/or educational purposes substantially similar to those of the Society and which shall at the time qualify as an exempt organization or organizations under section 501c(3) or 501c(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII - AMENDMENT PROCEDURE

Section 1. Bylaws

These Bylaws may be amended, altered, repealed, or new Bylaws adopted by a two-thirds (2/3) majority of the votes

- a. at any regular meeting or special meeting of the membership called specifically for the purpose, provided that a quorum as specified in these Bylaws be present, or
- b. if approved by the Board, by mail or electronic ballot, provided that the ballots not be counted until sixty (60) days after the ballot was mailed or electronically published. The total number of ballots returned constitutes a quorum as set forth in these Bylaws.

Amendments must be dated and must specifically indicate any part of the Bylaws that they are intended to modify or supersede. Those portions of the Bylaws affected by an amendment shall be annotated accordingly.

Section 2. Bylaws Adoption

The Bylaws modified under the guidelines in ARTICLE XIII, Section 1 become effective upon approval of the voting members. The Society's newsletter or website may be used to publish the original and the revised version.

NOTE TO Reader: As the provisions of the following Article have been met, a motion to strike it from the Bylaws is required. ARTICLE XIV will be removed on adoption of the Bylaws, and ARTICLE XIII shall take precedence.

ARTICLE XIV - AMENDMENTS (former ARTICLE XIII)

ADDENDUM - ByLaws Transition Process.

Except for Article V, Section 6, these bylaws shall take effect in their entirety on January 1st 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 bylaws shall be in effect.

Detailed List of Changes Recommended by the 2012 Bylaws Committee

NOTE TO BOARD: The board may wish to create a separate document detailing revisions to the bylaws. Wording should contain a statement that the Bylaws were approved as amended on a specific date and the amended version supersedes all prior versions.

- TABLE OF CONTENTS added to facilitate display/search
- Removed the hyphen in all occurrences in the document of the word 'by-laws' or 'By-laws'
- Throughout used 'shall' as the verb if that was intended
- Throughout used 'Board', 'Chapter', 'Society' more consistently
- ARTICLE II, Section 1. Removed '.' after 'Eligibility'
- ARTICLE II, Section 2. Removed '.' after 'Right of Members to Vote'
- ARTICLE II, Section 2. Clarified 'household memberships'
- ARTICLE II, Section 3. Removed '.' after 'Use of the Society's Name'
- ARTICLE II, Section 3. Added '.' after 'by the Board'
- ARTICLE III, Section 2. Added ',' after 'by April 1' for readability
- ARTICLE III, Section 3. Added ',' after 'directly'
- ARTICLE III, Section 3. Changed 'Chapter members' to 'members affiliated with the chapter'
- ARTICLE III, Section 3. Removed two instances of 'local'

- ARTICLE IV, Section 1. Removed stipulation that Member-at-Large must be appointed from the ranks of members unaffiliated with a chapter
- ARTICLE IV, Section 2. Added '.' After 'Section 2'
- ARTICLE IV, Section 3. In 'no further notice need be given' the word 'by' was changed to 'be'. Added 's' after day.
- ARTICLE IV, Section 4. Changed 'of' to 'or' in 'death, or otherwise'
- ARTICLE IV, Section 4. In 'Vice President shall then be' the word 'than' was changed to 'then'.
- ARTICLE IV, Section 4. Allowed Past President vacancy to be filled with another Past President
- ARTICLE IV, Section 4. A person designated by the Chapter will fill the Chapter President (or designee) position on the Board.
- ARTICLE IV, Section 4. Stipulates that a newly appointed Director will hold office until the end of the unexpired term of the office.
- ARTICLE IV, Section 4. Stipulates that the Board will appoint a President if both the President and Vice President positions are vacant.
- ARTICLE IV, Section 4. Changed 'total outstanding membership' to 'current membership'.
- ARTICLE IV, Section 5. Added 'at a Board meeting' after 'Attendance'.
- ARTICLE V, Section 2. Capitalized 'President' and removed specific duties which were covered elsewhere; made language more general.
- ARTICLE V, Section 3. Changed to 'inability or refusal to act'
- ARTICLE V, Section 3. Revised Vice President's Committee assignments and duties
- ARTICLE V, Section 6. Removed extra space after '6.'
- ARTICLE VI. Election of Officers Revised significantly to make more flexible in timing and procedure
- ARTICLE VI. Section 1. Reduced to 60 days
- ARTICLE VI. Section 2. Removed reference to September and method of publishing; redefined membership
- ARTICLE VI. Section 3. Removed 'Mail' restriction. Revised
- ARTICLE VI. Section 4. Simplified.
- ARTICLE VI. Section 5. Added section for notification of election results.
- ARTICLE VII, Section 1b. Remove 'for one year' and add statement about more than 1 committee at work planning different year meetings.
- ARTICLE VII, Section 1d. Added chair wording, cleaned up ERIG references
- ARTICLE VII, Section 1d. Removed 'to the Society membership'
- ARTICLE VII, Section 1d. Added 'planning, budgeting,'
- ARTICLE VII, Section 1d. Removed 'The ERIG total allocated fund amount is determined by the Board.'
- ARTICLE VII, Section 2. Added wording regarding chairs
- ARTICLE VIII, Section 1. Inserted 'and at a location'
- ARTICLE VIII, Section 1. Revised timing of the meeting
- ARTICLE VIII, Section 2. Changed Board to President with the approval of the Board

- ARTICLE VIII, Section 2. Changed 'total membership' to 'members of the Society'.
- ARTICLE IX - The paragraph was replaced by more accurate reference to the rules of governance.
- ARTICLE XI, Section 2. Added a second paragraph pertaining to Chapter name change. Required Board notification.
- ARTICLE XI, Section 3. 'Members of' changed to 'Members affiliated with'
- ARTICLE XI, Section 5. The words 'local' and 'of Directors of the Society' were dropped.
- ARTICLE XI, Section 6. Change the wording to specify that Society membership has rights relative to Chapter affiliation.
- ARTICLE XI, Section 7. Delete the word 'Local'. Specified 'Society Board'
- ARTICLE XI, Section 7. Add requirement for filing of copy of Chapter Bylaws with Society Secretary.
- ARTICLE XI, Section 7. Delete the word 'with' and replaced with 'to'
- ARTICLE XI, Section 10. Delete the word 'local'.
- ARTICLE XI, Section 11. Simplify wording regarding Chapter meetings.
- ARTICLE XI, Section 12. Replace 'its members' with 'affiliated with the Chapter'
- ARTICLE XI, Section 13. Struck 'from its members'.
- ARTICLE XI, Section 14. Added new section dealing with Chapter dissolution procedure. Added '(2/3)'
- ARTICLE XII - SOCIETY DISSOLUTION. New Article inserted.
- ARTICLE XII, Section 1. Added section pertaining to the resolution to dissolve the Society.
- ARTICLE XII, Section 2. Added disposition of assets wording to match Article IX of the Articles of Incorporation where possible.
- ARTICLE XIII (was XII), Section 1. Created bullets re: voting; ballot procedure. Changed the spelling of the word 'supercede' to 'supersede'.
- ARTICLE XIII (was XII), Section 1. Clarified use of electronic ballots and simplified sentences.
- ARTICLE XIII (was XII), Section 1. Replaced 'B' with 'B'
- ARTICLE XIII (was XII), Section 2. Added wording regarding adoption of modified Bylaws.
- ARTICLE XIV (was XIII)- AMENDMENTS. This ARTICLE is to be struck in the amended version as it applied to the transition from the previous Bylaws version (2007) to the one being revised currently.