



Pennsylvania

PENNSYLVANIA NATIVE PLANT SOCIETY

BYLAWS OF THE PENNSYLVANIA NATIVE PLANT SOCIETY
ADOPTED NOVEMBER 19, 2005

ARTICLE I: NAME

The name of the organization is the Pennsylvania Native Plant Society. (the Society)

ARTICLE II: PURPOSES

The Society has been organized to operate exclusively for charitable and educational purposes as those terms are defined in section 501©(3) of the Internal Revenue Code, the Nonprofit Corporation Law of 1998, including promoting the conservation of Pennsylvania's native plants and habitats through education, research, cultivation, relocation of plants from communities threatened with destruction, cooperation with other organizations having compatible purposes, and counsel to government bodies.

The Society is not organized for profit and does not have any capital stock. The policies of the Society do not reflect any political partisanship, nor any preference, discrimination or limitation based upon gender, race or religious affiliation.

1. The Society does not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by the code.
2. The Society shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for political office.
3. The Society does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings, shall inure to the benefit of its members, directors, officers or other private persons, except that the corporation may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes.
4. The Society shall not carry on any activity not permitted to be carried on by an organization, (i) exempt from federal income tax under section 501 of the code and (ii) contributions to which are deductible under sections 170, 2055 and 2522 of the code.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility and Categories. Any person, family or organization interested in the conservation of Pennsylvania's native plants may become a member of the Society upon payment of the membership fee. Membership categories, fees and terms are set and reviewed as needed by the Board. A member may designate affiliation with any chapter(s) or may be a member-at-large.

Section 2. Voting. Each individual member is entitled to one (1) vote. Each family membership is entitled to two (2) votes. Any organization holding membership has one (1) vote, to be exercised by the official delegate whom the organization has designated in writing.

Section 3. Termination of Memberships. Memberships are not transferable. Memberships are terminated upon the earliest of: (1) failure of the member to renew membership by paying the periodic membership fee according to requirements established by the Board, (2) expulsion of the member as provided in this paragraph, (3) death of the member. The Board may expel any member for actions inconsistent with the Society's aims and objectives. The member is given 24 hours notice of the proposed action by the Board to expel the member, with a statement of the reasons for the proposed expulsion and may appear at the Board meeting as which action is proposed to be taken, to explain his/her actions.

Section 4. Dissolution. No member possesses any property right in or to the property of the Society. In the event of dissolution, after paying or adequately providing for the debts of the Society, any remaining assets will be donated to an organization with similar goals.

ARTICLE IV: MEETING OF MEMBERSHIP

Section 1. Annual Meeting. An annual meeting of the membership is held before the end of each fiscal year to elect officers and conduct such other business as may be appropriate. Members will be notified of the date, place, time and purposes of the annual meeting not less than ten (10) nor more than sixty (60) days before the meeting.

Section 2. Other Meetings. If an amendment to the articles of Incorporation, approval of a merger, sale of substantially all of the

Society's assets, or dissolution of the Society is to be considered at a meeting, written notification stating the date, time, place and purposes of the meeting shall be sent to each member not less than twenty-five (25) nor more than sixty (60) days before the meeting.

Section 3. Business to be Transacted. At any meeting of the membership, only business specified in the notice of the meeting may be transacted.

Section 4. Quorum. Five (5) percent of the votes eligible to be cast by members present in person or by proxy constitutes a quorum. If a quorum is present, a majority vote prevails.

Section 5. Voting. Any member in good standing as of ten (10) days prior to a meeting is entitled to a vote in person or by proxy. A member may vote in absentia by giving the Corresponding Secretary, at least two (2) days in advance of the meeting, written authorization to cast a vote for or against an amendment to these Bylaws, for a candidate for election or for such other matters as may be transacted at a meeting. Proxies shall be delivered to the members with the notice of the meeting.

Section 6. Rules of Order. At meetings of the membership, the latest edition of Robert's Rules of Order applies when procedures are not specified in these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs and property of the Society are managed, controlled and directed by the Board of Directors. Except as otherwise specified in the Articles of Incorporation or these Bylaws, the Board has and may exercise any and all powers provided in the Bylaws or the Articles of Incorporation that are necessary or convenient to carry out the purposes of the Society.

Section 2. Qualifications of Directors. Any member of the Society engaged in the conservation of Pennsylvania's native plants may be elected to the Board. Members of PNPS and chapter Boards of Directors must be members in good standing during their tenure of office. The Board concerned is responsible for ensuring that the dues of any Board member are paid within sixty (60) days of expiration.

Section 3. Composition of the Board. The Board is composed of the officers of the Society, the chairmen of each of the Society's standing committees, one representative appointed by each chapter, and any directors-at-large.

Section 4. Elections. Officers, Directors-at large and Board members are elected at the annual meeting. The Nominating Committee prepares a slate of one (1) or more candidates for each position to be filled. Additional candidates may be nominated, provided their consent is obtained by means of a petition signed by members of the Society, having no fewer than three (3) votes and filed with the Nominating Committee not less than sixty (60) days before the scheduled date of the annual meeting. The slate of candidates will be listed in

alphabetical order, the names of persons nominated by petition and those on the Nominating Committee slate, with no distinction between them. Proxies will be sent to members at least 10 days in advance of the meeting and will include the slate of candidates and a short statement of qualifications for each candidate.

Members present at the annual meeting vote on the nominees by secret ballot. Members not present may vote in absentia by giving the Corresponding Secretary, at least two (2) days in advance of the meeting, written authorization to cast a vote for a candidate for election. The plurality of all present and absentee votes cast is sufficient to elect.

If one of several nominees for a specific position withdraws before the annual meeting, the withdrawal is announced at the annual meeting, prior to voting. Votes cast for the withdrawn nominee are disregarded.

If the only nominee for a specific position withdraws before being elected at the annual meeting or if a nominee, having been elected, withdraws before taking office, the position is filled as provided by Article VII, Section 2 of these Bylaws.

Publication of the organizations by-laws on its website shall be considered sufficient notification to members of the various deadlines and requirements to all members considering running for office.

Section 5. Tenure and Classes of Directors. Officers, chairmen of standing committees and directors-at-large are elected for a term of two (2) years, commencing at the beginning of the fiscal year, following the annual meeting of the year at which they were elected.

Section 6. Records. Each officer, committee chairman, director-at-large delivers the records, upon leaving office, to the successor or to the Recording Secretary.

Section 7. Termination. A Directorship is terminated upon death, resignation or removal from office. A Director may resign at any time by submitting written notification to the Board, the President or the Recording Secretary.

At any meeting of the membership, the membership may, by two thirds (2/3) vote of all votes eligible to be cast, remove any officer, standing committee chairman or director-at-large for failure to perform the duties required of the position or for any action inconsistent with the Society's aims and objectives. In the meeting announcement, members must be given advance notice of the action proposed, with a statement of reasons.

Each chapter may change its representative to the Board of Directors of the Society at such times and in such a manner as specified in the Bylaws of such chapter; provided, however, that the Board of Directors of the Chapter notifies the Board of Directors of the Society, in writing, of any change in its appointed representative, by first-class mail, postage prepaid, addressed to the President or Recording Secretary of the Society, and such notification will not be deemed received until actually received by the Board of Directors of the Society.

Section 8. Meetings. The Board meets regularly or irregularly at times established by the Board. Special meetings may be called by the President and may be called at the written request of three (3) members of the Board. At any special meeting, only the business specified in the notice of the meeting may be transacted. Written notice of the date, time, place and purposes of the special meeting will be sent to each Director at least seven (7) days prior to the meeting.

Section 9. Quorum. One-third (1/3) of the Directors in office constitutes a quorum. If a quorum is present, a majority vote of those present will prevail, unless otherwise specified in these Bylaws.

Section 10. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all of the Directors in office and all consent to such action in writing, setting forth the action taken. Such consent in writing has the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Society.

Section 11. Telephonic Presence. Any or all Directors may participate in a meeting of the Board or of a committee of the Board by means of conference telephone call in which all persons participating in the meeting are able to hear one another. Such participation constitutes presence in person at the meeting.

Section 12. Rules of Order. At the meetings of the Board, the latest edition of *Robert's Rules of Order* shall apply when procedures are not specified by these Bylaws.

ARTICLE VI: OFFICERS

Section 1. Establishment of Offices. The officers of the Society are: President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The Board may establish such other offices as it deems necessary, each of which shall be subject to the same privileges and restrictions as the existing offices.

Section 2. Vacancies. In the event of the death, resignation or removal of the President, the resulting vacancy will be filled by the Vice-President until the beginning of the fiscal year following the next annual meeting. A vacancy in any other office will be filled by majority vote of the Board at the first meeting of the Board following the vacancy. Any officer, thus appointed will hold office until the beginning of the fiscal year following the next annual meeting. The remainder of the term thus temporarily held will be filled by a vote of the membership at the next annual meeting.

Section 3. Duties of the President. The President presides at all meetings of the membership, Board and Executive Committee, supervises the affairs of the Society, signs and countersigns certificates, contracts and other instruments of the Society as authorized by

the Board, and makes reports to the Board and the membership. The President performs all other duties as are incident to the office or are assigned by the Board.

Section 4. Duties of the Vice-President. The Vice-President exercises the functions of the President during the absence of the President. The Vice-President has other powers and duties as assigned by the Board.

Section 5. Duties of the Secretaries. The Recording Secretary makes or causes to be made, minutes of all meetings of the membership, Board and Executive Committee, as well as reports on the activities of the committees of the Society and keeps these records in safe custody. The Recording Secretary has other powers as assigned by the Board.

The Corresponding Secretary sends notices of meetings, prepares written materials requested by the Board and the Executive Committee, maintains files of correspondence directed to or sent on behalf of the Society, receives petitions for chapter formation and special meetings, keeps in confidentiality proxies received from members voting in absentia, and has other powers and duties as assigned by the Board.

Section 6. Duties of the Treasurer. The Treasurer keeps and maintains or causes to be kept and maintained accurate and complete accounts of the financial transactions of the Society, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer deposits all money and valuables in the name of and to the credit of the Society, disburse the funds of the Society as ordered by the Board, reports regularly, of all financial transactions and of the financial condition of the Society. The Treasurer has other powers and duties as assigned by the Board.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee consists of the President, Vice-President, Recording and Corresponding Secretaries and Treasurer. It may or may not include up to three (3) other Directors appointed by the Board.

Section 2. Powers. The Executive Committee has such powers as may be necessary to carry out the business of the Society in the intervals between Board meetings. The Executive Committee promptly submits a written report of its actions to the Board and studies all matters that require long-term planning or that represent significant change in the organization, properties, financial status, programs or policies of the Society and recommends appropriate action to the Board.

Section 3. Meetings. The Executive Committee meets upon the call of the President on not less than three (3) days notice.

Section 4. Quorum. One more than half of the members of the Executive Committee constitutes a quorum.

ARTICLE VIII: NOMINATING COMMITTEE

Section 1. Composition and Term. The Nominating Committee is composed of three (3) members, of whom two (2) are elected by the membership and one (1) appointed by the Board. Those elected by the membership shall be members of the Society who are not members of the Board. The appointee may or may not be a member of the Board. The term of office for all members of the Nominating Committee is two (2) years, concurrent with the fiscal year. No member shall serve for more than three (3) consecutive terms.

Section 2. Selection of Nominating Committee Members. At each annual meeting, the membership elects two (2) members of the Nominating Committee from a slate prepared by the Nominating Committee and from such additional candidates as may be nominated, provided their consent has been obtained, by a petition signed by members of the Society having no fewer than three (3) votes and filed with the Nominating Committee not less than forty-five (45) before the scheduled date of the annual meeting. At its last regular meeting of the fiscal year, the Board appoints one (1) member of the Nominating Committee.

Section 3. Vacancies. In case of a vacancy, the Board appoints a member of the Nominating Committee for the remainder of the term.

Section 4. Selection of Chairman. The Board appoints one member of the Nominating Committee to serve as chairman.

Section 5. Duties. Acting by majority vote, the Nominating Committee prepares a slate of nominations for officers and Directors-at-large. Nominations by petition are automatically placed on the slate, without distinction from nominations from the Nominating committee. The slate is transmitted to the Corresponding Secretary for distribution to the membership as prescribed in Article V, Section 4.

ARTICLE IX: COMMITTEES

Section 1. Standing committees. The Board creates such standing committees as it deems necessary to accomplish the aims of the Society and defines the powers and responsibilities of the committees and their chairmen.

Section 2. Special Committees. The Board creates such special committees as it deems necessary to accomplish the aims of the Society. The Board defines the special powers, tenure and duties of a special committee and appoints a chairman.

Section 3. Rules. Each committee may adopt its own rules provided they are not inconsistent with its stated powers and duties or with these Bylaws.

ARTICLE X: CHAPTERS

Section 1. Organization. To further the purposes of the Society in a particular region of Pennsylvania, nine (9) or more persons may

apply to become a chapter by signing a petition to the Board. Such a petition must be accompanied by:

1. the name and address and membership classification of each proposed chapter member
2. the names of officers of the proposed chapter
3. the designation of the officer who will receive correspondence
4. the proposed name of the chapter
5. the proposed geographic area the chapter would include

The Board shall act upon the petition within three (3) months of receipt. Upon acceptance of the application by the Board, and payment of the applicable membership fees of members of the petitioning group, the group shall become a chapter of the Pennsylvania Native Plant Society.

Section 2. Membership. All members of any chapter are members of the Society.

Section 3. Designation. A chapter is designated officially as “_____ Chapter of the Pennsylvania Native Plant Society” or “_____, a Chapter of the Pennsylvania Native Plant Society.” Changes in the designation of existing chapters are subject to the approval of the Board. A chapter shall use its official designation on all documents, publications and correspondence.

Section 4. Chapter Officers. Each chapter elects a president and such other officers as it deems necessary.

Section 5. Chapter Bylaws. Each chapter shall adopt laws within one (1) year of the date the chapter petition is approved by the Board. Such bylaws shall be consistent with the aims and objectives of the Society as reflected in the Society’s Bylaws and its Articles of Incorporation. A copy of the chapter’s bylaws shall be deposited with the Corresponding Secretary of the Society. The Board shall be notified of any changes in chapter bylaws.

Section 6. Limitation of Chapter Authority. In the absence of express authorization of the Board or Executive Committee, no chapter, chapter officer or chapter member has power to act for or bind the Society in any manner. No chapter shall have any proprietary interest in the name “Pennsylvania Native Plant Society.” Each chapter’s right to use as a part of its name or designation the words “Pennsylvania Native Plant Society” shall cease upon the termination or suspension of its status as a chapter.

ARTICLE XI: BUDGET AND FINANCES

Section 1. Fiscal Year. The fiscal year of the Society begins on the first day of January and ends on the thirty-first day of December of each year.

Section 2. Signature Authority and Bonding. The Treasurer and the President are authorized to sign checks or make withdrawals on behalf of the Society.

Section 3. Books and Records. The Society keeps accurate and complete financial records; reports of Board, committee and membership meetings; and a record of the names and addresses of the Society's members. All books and records of the Society may be inspected by any member or his agent or attorney for any reasonable purpose at any reasonable time.

Section 4. Deposits. All funds of the Society are deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

Section 5. Annual Audit. The Board provides for an independent audit of the Society's financial records at the close of each fiscal year, and sends an audited financial statement to the membership in the next regular correspondence after ninety (90) days following the end of the fiscal year.

Section 6. Budget and Expenditures. Each year, the Board presents to the membership, a budget for the following fiscal year. The Board is responsible for ensuring that funds are expended in accordance with budget allocations. The Board may from time to time amend the budget as it deems necessary to achieve Society goals and to ensure a sound financial condition.

Section 7. Contracts. The Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so

authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

ARTICLE XII: LIABILITY OF OFFICERS AND DIRECTORS

In any proceeding brought by or in right of the Society or brought by or on behalf of members of the Society, no officer or director of the Society is liable for monetary damages except in respect of willful misconduct or knowing violation of criminal law by that officer or director.

ARTICLE XIII: AMENDMENTS TO BYLAWS

These Bylaws may be adopted, amended or repealed by a majority of those members voting at the annual meeting. An amendment to the Bylaws is proposed to the membership by the Board upon a two-thirds (2/3) vote of the Board or upon a written request signed by members of the Society having no fewer than twenty (20) votes. The text of proposed amendments to the Bylaws is sent to all Society members no less than thirty (30) days before the meeting at which the vote will be taken.