



Bylaws of the Pennsylvania Native Plant Society
Adopted November 19, 2005
Revised _November__ 2023

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 educational and advocacy purposes as those terms are defined in section 501(c)(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) 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) days.

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. If the minimum Quorum is not met, then The Board reserves the right to appoint Board members.

Section 5. Voting. Any member in good standing (i.e., has remained current on their membership dues) 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 submitting a vote digitally, or by giving the Corresponding Secretary 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. A digital submission or written authorization must be given prior to the meeting in which the vote takes place. 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 chairperson 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. Members may nominate officers by contacting the Corresponding Secretary with the name, contact information, and statement of interest of the nominee at least 60 days prior to the scheduled Annual Meeting.

The ballot should list, 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 written authorization to cast a vote for a candidate for election, or submit their vote digitally, prior to the meeting.

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 VI, Section 2 of these Bylaws.

Publication of The Society's bylaws 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, standing committee chairs, 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 in which they were elected.

Section 6. Records. Each officer, committee chair, and 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 remove any officer, by two thirds (2/3) vote of all votes eligible to be cast, 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, addressed to the President or Recording Secretary of the Society. 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 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. Any actions taken without a meeting must have the majority of Board Member votes to proceed.

Section 11. Virtual Meetings. Any or all Directors may participate in a meeting of the Board or of a committee of the Board by virtual means including video conference, telephone conference, or internet meetings in which all persons participating in the meeting are able to hear one another. Such participation constitutes in-person presence 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: Composition of the Board: The Board of Directors shall consist of at least nine (9) voting members elected by the membership, and may be expanded to a maximum of seventeen (17) voting members when additional position areas are identified by the Board. Of the nine (9) members, three (3) members shall comprise a hierarchy of Presidency. The Board appoints officers by majority vote. New members of the Board are voted upon at the Annual Meeting by

the membership. One does not need to be a Board Member to be an Officer. A vacancy may be filled by the Board at any point, and confirmed by the members. Presidents are elected by the membership as Vice-President of the Board and subsequently become President of the Board followed by Past-President of the Board without further election. Chapter Presidents are not required but are able to be members of the Board.

Appointed Positions- Up to five (5) additional members may be elected by a majority of the Board. These positions are to serve as representatives of various related organizations and/or cooperatives. These positions shall be filled as needed and may remain vacant for extended periods of time. Persons holding these positions will serve in an advisory role and are non-voting members.

Term Limits- The term for Board Members shall be two (2) years. The President, Vice-President, and Past-President will each have a term of two (2) years with the progression of positions - from Vice-President to President to Past-President, thus amounting to a six (6) year commitment. Board Members have no term limits.

Section 2. Vacancies. In the event of the death, resignation, or removal of the President, the Vice President will fill the resulting vacancy 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 general body, 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. The President 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. In the event of absence, the recording secretary can appoint someone to take the minutes.

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, disburses the funds of the Society as ordered by the Board, reports regularly, of all financial transactions and of the financial condition of the Society, including filing taxes. 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 Past-President, 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: 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 chair(s).

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 chair.

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 IX: Chapters

Section 1. Organization. To further the purposes of the Society in a particular region of Pennsylvania, three (3) 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 (suggested 4-7 counties).

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. If a chapter fails to designate their own bylaws, they by default adopt The Society’s 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 X: 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, Vice President, and Past 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 their 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 6. Budget and Expenditures. 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. This budget is available to membership, provided upon request.

Section 7. Contracts. The Board may authorize, with a majority vote, 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 XI: 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 XII: Amendments to Bylaws

These bylaws may be amended or changed by a consensus of the Board of Directors at any duly called meeting providing that notices of proposed amendments or changes have been provided to all the members of the Board of Directors as prescribed in the bylaws.

