

BYLAWS OF THE EMERALD CHAPTER NATIVE PLANT SOCIETY OF OREGON

Amended 2005

ARTICLE I: Purpose of Emerald Chapter, NPSO

Section 1: Purpose

The purpose of the Emerald Chapter of the Native Plant Society of Oregon (NPSO) is the enjoyment, conservation, and study of Oregon's native plants and habitats.

ARTICLE II: Corporation

Section 1: Corporation

The Emerald Chapter is a duly recognized Chapter of the Native Plant Society of Oregon, a corporation formed for charitable, educational and scientific purposes.

ARTICLE III: Membership

Section 1: Eligibility and Categories of Membership

Membership in the Emerald Chapter shall be open to all persons, families or groups interested in the native plants of Oregon. There shall be two classes of membership: regular and honorary. Regular members are those who pay dues directly to the NPSO State Membership Chair. Honorary members are those upon whom the State Board of Directors confers membership without payment of dues, for a fixed term or for life, in recognition of a noteworthy contribution to botany or to NPSO.

Section 2: Right of Members to Vote

There shall be voting members. Voting members have the right to elect and remove the following officers, who shall also serve on the Board of Directors: President, Vice-President, Secretary and Treasurer. Voting Members shall have the right to amend the Bylaws and take other actions allowed by law or these Bylaws.

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

Section 3: Use of the Society's Name

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

Section 4: Termination of Membership

The Chapter Board of Directors may recommend termination of NPSO membership to the State Board of Directors upon finding that a member has acted contrary to the purposes of NPSO, violated NPSO policies as established by the State Board of Directors, or used the name of or identification with NPSO without authority and contrary to NPSO policies. Anyone who believes that any NPSO membership should be terminated shall submit a written request accompanied by a statement of facts and circumstances to the Chapter Board of Directors. The Chapter Board of Directors will review the request and forward a recommendation for disposition to the State Board of Directors.

ARTICLE IV: Meetings

Section 1: Chapter Meetings

Regular Chapter meetings shall be held at least four times a year, the date, time and place to be determined by the Chapter Board of Directors. Chapter meetings are open to the public and to the voting members. If the members will vote on any issues, then written notice of the meeting must be sent to the members at least seven days in advance.

Section 2: Quorum

The presence or mail response of 10 percent of the Chapter's members shall be necessary to constitute a quorum for the transaction of business. Every act or decision of a majority of the members present at a meeting or responding by mail, at which a quorum is tallied, is a valid act of the members unless a greater number is required by law, or by the Articles of Incorporation, or by these Bylaws.

ARTICLE V: Dues

Section 1: Fiscal Year

The fiscal year shall begin January 1 and end on December 31 of each year. Annual membership is renewable each calendar year and payable to the State Membership Chair.

Section 2: Determination of Dues

Dues shall be fixed and reviewed as needed by the State Board of Directors.

Section 3: Chapter's Allocation of Dues

The Chapter will receive from the State Treasurer an allocation of dues paid by Emerald Chapter members to be used for local expenses. The allocation shall be fixed and reviewed as needed by the State Board of Directors.

ARTICLE VI: Governing Body

Section 1: Board of Directors, Eligibility

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

Section 2: Board of Directors: Composition and Voting Privileges

The Board of Directors shall consist of the following elected Chapter officers: president, vice-president, secretary, and treasurer, who shall be elected by the Voting Members. In addition the immediate Past President, if available, and chairpersons of any standing committees also serve as Board members. Each of these persons has voting privileges. Chairpersons of Ad hoc Committees may attend Board Meetings, but are non-voting.

Section 3: Number of Directors and Terms of Office

There shall be no less than five and no more than twelve directors. Elected directors serve one year terms with no limit on the number of successive terms.

Section 4: Vacancies

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

Section 5: Meetings and Notice

Meetings of the Board of Directors shall be held at least twice annually. Additional meetings may be called by the Chapter President or in his/her absence, inability or refusal to act, by any other two elected officers, or at the request of any five Chapter members.

Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by phone or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Section 6: Quorum and Decisions

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

Section 7: Decisions Without Meetings by Unanimous Consent

The Board may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken and is signed by all the directors then in office. The resolution is effective when the last director signs a copy of the unanimous consent resolution. The unanimous consent resolution may be sent or transmitted by mail, fax or email. The unanimous consent resolution must be filed with the corporate records.

ARTICLE VII: Officers and Term of Office

Section 1: Officers

The elected officers shall be President, Vice-President, Secretary and Treasurer. The terms of office for elected officers shall be one year, effective in April following their election by the voting members.

Section 2: President

The President shall preside at the meetings of the membership and of the Board of Directors, act as spokesperson for the Chapter, appoint committee chairpersons, and perform additional functions as required. The Chapter President attends the meetings of the State NPSO Board and is a voting member of that body.

Section 3: Vice-President

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

Section 4: Treasurer

The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation, including the deposit of all monies and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors and the dispersal of funds of the Chapter as may be ordered by the board; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation; e) perform or oversee all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 5: Secretary

The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 6: Delivery of Records

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

ARTICLE VIII: Standing and Ad hoc Committees

Section 1: Standing Committees

Standing Committees are those whose work is on-going.

Section 2: Standing Committee Chairpersons

Standing Committee Chairpersons shall be appointed annually by the President with the approval of the Chapter Board of Directors, and are voting members of the Chapter Board. Standing Committee Chairpersons shall deliver a record of committee work to their successors upon the termination of their term as Committee Chair.

Section 3: Ad hoc Committees

Ad hoc Committees function for a short period of time and then dissolve when their tasks are completed.

Section 4: Ad hoc Committee Chairpersons

Ad hoc committee chairpersons are appointed by the President. No Board ratification is required.

Section 5: Board Committees

The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for the corporation. Such committees must be established by the affirmative vote of a majority of all directors then in office. Board committees must consist of two or more directors, and must not have any members who are not members of the Board of Directors.

The Board may elect an Executive Committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, vice-president, secretary, and treasurer of the organization, so long as they are simultaneously members of the Board of Directors. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

Section 6. Non-Board Committees

The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

ARTICLE IX: Elections

Section 1: Notice

Chapter members shall receive a timely notice of the annual election of Chapter officers.

Section 2: Nominations

The President shall appoint a Nominations Committee in November of each year. The committee shall seek candidates for elective office among the Chapter membership, secure their consent, and report to the President. Names of nominees shall be announced at the February public meeting at which time additional nominations shall be solicited from the floor.

Section 3: Mail Ballot

A ballot including the names of all nominees shall be mailed to all paid members with instructions that it be returned no later than March 30th.

Section 4: Ballot Committee

Ballots shall be counted by a ballot committee appointed by the President. The candidate for each office receiving the most votes is certified as elected. In case of a tie vote, the Board of Directors shall decide. Election results are announced at the Chapter's March public meeting. Election results shall be promptly reported to the Secretary of the Native Plant Society of Oregon and to the Bulletin editor.

Section 5: Assumption of Duties

The newly elected Directors and officers take office in April.

ARTICLE X: Amendment Procedure

Section 1: Proposal

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

Section 2: Adoption

Amendments so proposed at such duly held meetings shall be submitted to the membership by mail ballot and shall require approval by two-thirds of those voting. The proposed amendment(s) shall be provided in writing to the membership one month prior to voting. Ballots to be counted shall be returned to the Chapter Secretary no later than four weeks after ballot mail-out. The vote shall be counted by the Secretary and at least one other member appointed by the President, and the results reported within two weeks of the closing date of postmark.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of the Emerald Chapter of the Native Plant Society of Oregon, as duly adopted by the Board of Directors on the 31 day of December 2005.