

# KENTUCKY NATIVE PLANT SOCIETY, INC.

## By-Laws

### ARTICLE I. Name

The name of this non-profit organization shall be Kentucky Native Plant Society, Inc.

### ARTICLE II. Purpose

The purpose of this organization shall be to serve as a medium of fellowship and information exchange among botanists, both amateur and professional, to promote conservation of native plants and natural plant communities of Kentucky; to promote public education in botanical science; and to encourage botanical research in Kentucky.

### ARTICLE III. Policies

3.1 The Kentucky Native Plant Society, Inc. shall be noncommercial, nonsectarian, and nonpartisan.

3.2 The Kentucky Native Plant Society, Inc. shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers as are set forth in the "Articles of Incorporation" and Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

3.3 The Kentucky Native Plant Society, Inc., its name, or the name of any of its officers, or members, in their corporate capacities, shall not be associated with any commercial, sectarian, or partisan interest or concern or any purpose contrary to the objectives of the Kentucky Native Plant Society, Inc.

3.4 The Kentucky Native Plant Society, Inc. may cooperate with other organizations and/or other agents or individuals concerned with the promotion of the objectives of the Kentucky Native Plant Society, Inc., but no person shall bind the Kentucky Native Plant Society, Inc. without authorization of the Executive Board.

### ARTICLE IV. Membership

4.1 Any person, family, or group interested in the goals of the society is eligible for membership. Membership classification and annual dues shall be determined and modified as necessary by the Executive Board.

4.2 Each individual member shall be entitled to one vote on any question requiring a vote of the membership. A representative shall be selected for each family or group member for voting purposes. All members shall receive the society newsletter, and shall be eligible to participate in the activities of the society.

4.3 Dues shall be payable to the Society upon proper notification. The membership dues renewal year and the fiscal year shall commence on January 1. Membership can be terminated for non-payment of dues for a period of six months.

4.4 In the event of dissolution of the society, all debts shall be paid and remaining assets disposed of by donations to other Kentucky organizations with similar purposes, and in no event shall any earnings or other assets of the society be distributed to the benefit of any member of the society, or any individual, either directly or indirectly.

4.5 Any group of members may be affiliated with the society as a chapter upon application to the Executive Board. Chapters may develop their own By-laws in accord with those of the society, elect officers, and send one representative- to the Executive Board.

#### ARTICLE V. Officers

5.1 The officers of the society shall be a president, a vice-president, a secretary, and a treasurer. These officers shall perform the duties prescribed by these by-laws and by the parliamentary authority -adopted by the society.

5.2 The President shall be the chief executive officer of the society, and, subject to control by the Executive Board, shall have general control of the business, affairs, and property of the society, and charge over its officers. The President shall preside at all meetings of the members and of the Executive Board at which he or she shall be present. The President may sign all certificates, contracts, obligations, and other instruments of the society and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these bylaws or by the Executive Board. The officers of the society shall be responsible to the President for the proper and faithful discharge of their several duties, and shall make such reports to the President as may from time to time be required.

5.3 The Vice-President shall perform all duties incumbent upon the President during any absence or disability of the President, serve as chairperson of the Program and Fieldtrip Committee, and perform such other duties as required by these by-laws or the Executive Board may prescribe.

5.4 The Secretary shall keep the minutes of the meetings of the members and the Executive Board, and cause such minutes to be recorded in the books provided for that purpose. The Secretary shall see that all notices are given in accordance with the provisions of these bylaws or as required by law and be custodian of the records of the society and the Executive Board. The Secretary shall see that all books, reports, statements, certificates and other documents and records

required by law are kept and properly filed. The Secretary shall perform all duties and have all powers incident to the office and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the secretary by these by-laws and the President. The Secretary shall at the end of his or her elected term, conduct a joint inventory of all property in his or her possession and document the transfer of all said property to the newly elected Secretary. A joint review of all records and files shall also be conducted the results of which shall also be documented and signed by both parties.

5.5 The Treasurer shall have supervision over the funds, securities, receipts, and disbursements of the society and cause to be kept correct books of account of all business and transactions of the society. In January of each year the Treasurer shall arrange for an independent audit of all financial records for the previous year, and provide the President with a copy of the auditor's report when it is made available. The auditor's report shall also be attached to the treasurer's report at the spring general membership meeting. The Treasurer shall render to the Executive Board and the President, whenever requested, an account of the financial condition of the society and of any financial transactions entered into as Treasurer, and, in general, perform all duties and have all powers incident to the office of treasurer and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the Treasurer by the Executive Board and the President. The Treasurer shall at the end of his or her elected term conduct a joint inventory of all KNPS property in his or her possession and document the transfer of all said property to the newly elected Treasurer. A joint review of all records and files shall also be conducted the results of which shall be documented and signed by both parties

5.6 Those in elected positions will serve a term of two years or until their successors are elected. Those elected shall begin their terms at the close of the meetings at which they are elected.

5.7 No member may hold more than one elected position at a time, and shall serve no more than two consecutive terms in the same position.

#### ARTICLE VI. Meetings

6.1 The general membership shall meet at least twice a year; a fall meeting between August 15 and November 15, and a spring meeting between March 1 and June 30.

6.2 By, or at the direction of the President, written notice in the KNPS newsletter and the official KNPS website stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days before the date of the meeting.

6.3 Fifteen members shall constitute a quorum for the transaction of business.

6.4 A special meeting of the general membership may be called by petition of 15% of the membership, or by the President, or by the Executive Board.

## ARTICLE VII. Executive Board

7.1 The Executive Board shall consist of 4 officers and 4 directors elected at large, the immediate past-president, chairpersons of standing committees, and one representative from each chapter.

7.2 The Executive Board shall have general supervision of the affairs of the Society between the general meetings, fix the hour and place of meetings, make recommendations to the Society, and shall perform such duties as specified in these bylaws. The Board shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society.

7.3 Whenever there is a vacancy on the Executive Board by reason of death, resignation, or increase in the number of directors, or otherwise, it shall be filled by the affirmative vote of a majority of the remaining Executive Board though less than a quorum of the Board. The person(s) so appointed shall hold office until the next succeeding meeting of members and until a successor shall have been elected and qualified.

7.4 At a meeting of Society members called expressly for the purpose of removing an Executive Board member(s), any Executive Board member or the entire Executive Board may be removed with or without cause, by a majority vote of members present.

7.5 The Executive Board shall physically meet at least twice a year, once in each interval between fall and spring general meetings. Special meetings of the Board may be called by the President or by written petition of three members of the Board to meet physically or electronically.

7.6 One-half of the members of the Board shall constitute a quorum, with a simple majority required for action.

7.7 Approval of the Board is required for any officer or agent to accept contributions or gifts on behalf of the Society, to deposit or withdraw money, or to deliver any instrument on behalf of the Society. The Executive Board shall direct an audit of all the Society assets at the end of the fiscal year.

## ARTICLE VIII. Committees

8.1 All committees shall be appointed by the President, except as outlined below.

8.2 A Nominating Committee of 3-5 members shall be appointed by the Executive Board to serve for the election year. The Nominating Committee shall prepare a slate of at least one and not more than three nominees for each of the offices and directorships to be filled. All nominees must be members of the Society, and shall have given their consent to serve if elected. The slate of nominees shall be presented to the members at the annual spring business meeting of the Society in the even numbered years, and nominations may also be made from the floor. The nominee who receives the majority of votes cast will be elected.

8.3 The standing committees shall be Field Trips, Conferences, Newsletter, Conservation, Membership, Certification Program and Outreach, and such other committees as deemed necessary.

8.4 Temporary committees may be created and operated for short periods as determined by the President.

8.5 The Vice-President of the Society shall also serve as chairperson of the Field Trips Committee.

8.6 The Chairperson of the Newsletter Committee shall also serve as the Managing Editor of the Newsletter. The Managing Editor shall perform the duties of writing the newsletter and any other correspondence of the like deemed necessary. He shall also see that these publications are sent out to each member of the Society and perform such other duties and may exercise such other powers as from time to time may be assigned to him by the Executive Board and the President. The Managing Editor shall be assisted by at least two Associate Editors.

8.7 The President shall appoint the chairperson for the Field Trips, Conferences, Newsletter, Conservation, Membership, and Certification Program and Outreach Committees.

8.8 A quorum for committee business shall be constituted by one-half of the committee members, with a simple majority required for action.

8.9 Other than elected officers, the tenure of committee chairpersons and members shall be determined by the President.

9.0 All Committees will meet, either in person or electronically, at least one month prior to each board meeting. Each committee chair will deliver a progress report at each board meeting and receive input from entire board.

#### ARTICLE IX. Loans to Directors, Officers, or Members

In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Society shall not lend money to or use its credit to assist its Directors, Officers, or members.

#### ARTICLE X. Parliamentary Authority

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## ARTICLE XI. Amendments of Bylaws

Changes in these Bylaws shall be recommended by individual members or by the Executive Board and brought before the membership at any general meeting or special meeting called for this purpose. A written notice of the pending amendment(s) shall be sent to the members at least 30 days prior to the specific meeting, and a two-thirds vote of approval of those in attendance shall be required for passage.