

# **Blue Ridge Wildflower Society**

## **Bylaws**

### **Article 1 - Name**

1.1 This organization shall be known as the Blue Ridge Wildflower Society, a chapter of the Virginia Native Plant Society (hereafter referred to as the "Chapter" and as the "VNPS," respectively), and shall encompass the Commonwealth of Virginia's counties of Roanoke, Craig, Botetourt, Bedford, Franklin, Patrick, Campbell, Appomattox and Henry, and the Cities of Lynchburg, Martinsville, Roanoke, and Salem.

### **Article 2 - General Purpose**

2.1 As a component of the VNPS, the Chapter shall further the stated purposes of that Society. The Chapter may add other purposes as consistent with the Articles of Incorporation and bylaws of the VNPS.

### **Article 3 - Membership**

3.1 Any member of the VNPS may affiliate as a member of this Chapter.

3.2 Membership shall be on an annual basis coinciding with the month of each individual's initial membership in the VNPS.

### **Article 4 - Chapter Board**

4.1 The actions and policies of the Chapter shall be determined by a Board of Directors consisting of all officers of the Chapter and chairperson of each standing committee. The board shall consist of at least seven (7) and no more than fifteen (15) members.

4.2 Only Chapter members may serve on the Board.

4.3 The Chapter Board shall meet no fewer than three times per year to conduct Chapter business.

4.4 A majority of the membership of the Board shall constitute a quorum. If a quorum is present, a majority vote shall prevail except as otherwise specified in these bylaws.

4.5 Each member of the Board shall have one (1) vote on matters requiring action by the Board.

4.6 Any member of the Board may resign before completing his or her term by submitting a signed letter and all Chapter property, documents and records to the Chapter President.

4.7 By a two-thirds (2/3) vote, the Board may remove any of its members for failure to perform the duties of the office or for action inconsistent with the Chapter's purpose, policies, or its by-laws.

4.8 The Board may appoint an eligible member to fill any vacated or newly created positions on the Board. Those so appointed shall serve until the next general election.

## **Article 5 - Officers**

5.1 Officers shall include a President, Vice President, Secretary, Treasurer, Immediate Past President, and such other officers as the Membership may designate. Officers shall return any Chapter property and/or material to the incoming officer(s) or to the storage cabinet at Roanoke Council of Garden Clubs within seven (7) days of completion of term.

5.2 Officers shall be elected to a two-year term. Any officer who has served in one position for two (2) consecutive terms shall be ineligible for re-election to that same position for a period of one (1) year.

5.3 The President shall ensure implementation of Board decisions and policies; preside at all meetings of the membership and of the Board; as authorized by the Chapter Board, sign legal instruments executed on behalf of the chapter; include a letter to members in each newsletter; prepare and send a chapter report quarterly to the VNPS; attend, participate, or appoint a chapter designee to the VNPS quarterly meetings, as designated by the VNPS President, ensure that the chapter complies in timely fashion with the required annual financial and information reports to the VNPS; and carry out other duties as directed by the Board.

5.4 The Vice President shall perform the duties of the President during the absence or unavailability of the President. The Vice President shall perform other duties as assigned by the President or the Board.

5.5 The Secretary shall keep the minutes of membership meetings and of the meetings of the Board. The Secretary shall be responsible for submitting minutes to the membership; preparing written materials requested by the President or the Board; sending notices of meetings and activities as needed; maintaining a file of correspondence to the Chapter and from the Chapter; and shall perform other duties as assigned by the President or the Board.

5.6 The Treasurer shall maintain records of Chapter assets, liabilities, receipts, and disbursements; receive and bank all moneys due the Chapter; disburse moneys as directed by the Board or President; make regular, monthly reports to the Board, file form 990N annually, make account available for annual open book review, and, after the close of the fiscal year, provided a written financial report to the membership. The Treasurer shall perform other duties as assigned by the President or the Board. Both the President and the Treasurer are bonded thru VNPS. See also Sections 8.1 and 8.7.

5.7 In the absence of the Treasurer, the President shall perform the duties of the Treasurer.

## **Article 6 - Committees and Appointments**

6.1 The Board shall create such committees and other official positions as it deems necessary to accomplish the purposes of the Chapter and shall define the responsibilities and powers of these positions, committees and committee chairpersons. Standing committees may include, but not be limited to, the Chapter Newsletter, Native Plant Sale, Advocacy and Outreach, VNPS Diversity, Equity, and Inclusion and Justice (DEIJ), Field Trips and Programs, Garden Coordinator, Membership, Nominating, and Hospitality.

6.2 The chairperson of a standing committee may designate one or more committee members to serve as co-chair or to substitute at a Board meeting.

6.3 The Board may authorize the President to create special committees for particular projects or programs and to appoint chairpersons of such committees. Responsibilities, authority, and tenure of a committee shall be defined by the Board.

## **Article 7 – Membership Meetings**

7.1 The Chapter membership shall meet on the fourth Monday of the months of February, March, April, May, September, October, and November. Meeting dates may be re-scheduled by the Board as needed.

7.2 At the October meeting of each even year, the membership shall elect officers as needed. The Secretary will ensure that members are notified of the election at least 14 days before this meeting date.

7.3 Business action at any called meeting of the membership shall be limited to the stated purpose of the called meeting.

7.4 Twenty members shall constitute a quorum. If a quorum is present, a majority vote shall prevail.

7.5 On Chapter business requiring a vote of the membership, each individual member shall have one (1) vote, Each family holding a family membership may have two (2) votes. An organization holding membership shall have one (1) vote, to be exercised by an individual whom that organization shall designate in writing as its official delegate.

7.6 A member may vote in absentia by giving the Secretary, at least three (3) days in advance of the meeting, a written proxy authorizing the Secretary to cast a vote for or against a resolution and/or a slate of nominees as presented in the notice of the meeting.

7.7 The Chapter shall have no fewer than five (5) other meetings in each fiscal year. These may be seminars, lectures, field trips, workshops, or other special events.

## **Article 8 - Expenditures and Contributions**

8.1 The Chapter shall adhere to record maintenance and submittal requirements of Section 501(c)(3) of the Internal Revenue Code, as stated in the VNPS Administrative Handbook and the VNPS Chapter Handbook.

8.2 The fiscal year of the Chapter shall be concurrent with the fiscal year of the VNPS: January 1 - December 31.

8.3 Each year the Board shall submit for approval by the membership a budget based on estimated income and expenditures for the following year. The Board shall be responsible for assuring 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 Chapter goals and ensure a sound financial condition.

8.4 The Board will designate a qualified person or persons, who may be a member but shall not be on the Board, to conduct an annual review of the Chapter's financial records, and/or anytime the Treasurer position is vacated.

8.5 The Board shall authorize the President and Treasurer to sign withdrawals from the Chapter accounts in accordance with the budget. The Board shall approve in advance those expenditures in excess of the budgeted amount.

8.6 All Chapter records, tools, equipment, sales items, and supplies purchased with Chapter funds or in the possession of the Chapter, shall become the property of the Chapter, and shall not be disposed of without Board approval.

8.7 The Board may authorize solicitation of allowable contributions to the Chapter for specific purposes or for general support. Acceptance of unsolicited contributions shall be subject to approval by the Board. If the Chapter solicits funds from non-members, the Treasurer will file the appropriate forms with the Virginia Department of Agriculture and Consumer Services (VDACS).

## **Article 9 - Election of Chapter Officers**

9.1 A slate of one or more candidates for each officer shall be presented to the membership at least 14 days before the October meeting, in even years, and shall be voted on at the October General Membership meeting.

9.2 The President shall appoint, with the approval of the Board, an eligible member to fill any vacated or newly-created office. Those so appointed shall serve until the next general election or until a special election is called by the Board.

## **Article 10 - Nominating Committee**

10.1 The Nominating Committee shall be appointed by the Board.

10.2 If a position on the Nominating Committee becomes vacant, the Board shall appoint an appropriate replacement to serve until the next election.

10.3 The Nominating Committee shall submit its slate of nominees to the Chapter Secretary for review and then submitted to all Chapter members no fewer than fourteen (14) days before the meeting at which the vote shall be taken.

#### **Article 11 - Amendment of Chapter Bylaws**

11.1 The bylaws may be amended by a majority vote at any meeting of the membership at which a quorum is present.

11.2 An amendment to the bylaws shall be proposed to the membership by the Board upon a two-thirds (2/3) vote of the Board or upon a written request signed by at least twelve (12) members.

11.3 The text of proposed amendments to the bylaws shall be sent to all the Chapter members no less than fourteen (14) days before the meeting at which the vote will be taken.

#### **Article 12 - General Clause**

12.1 Any question not covered by these bylaws shall be referred to the bylaws of the VNPS.

Updated April 2023

Approved by membership 5/22/23