

BYLAWS AND RULES OF THE NEW RIVER CHAPTER OF THE VIRGINIA NATIVE PLANT SOCIETY

BYLAWS

Approved November 13, 2006; Revised Feb 12, 2008

ARTICLE I. NAME

- 1.1 This organization shall be known as *The New River Chapter of the Virginia Native Plant Society* (hereinafter referred to as the "Chapter"). The wildflower the Chapter has chosen for its logo is fire pink, *Silene virginica*.
- 1.2 The Chapter shall encompass the counties of Bland, Carroll, Craig, Floyd, Giles, Montgomery, Pulaski, and Wythe, and the City of Radford.

ARTICLE II. MISSION

- 2.1 The purpose of the Chapter shall be to uphold and further the stated purposes of the *Virginia Native Plant Society* (hereinafter referred to as the "VNPS") in accordance with its bylaws, Articles of Incorporation and other policies and administrative requirements. The Chapter may add purposes as consistent with the VNPS Articles of Incorporation and VNPS bylaws.

ARTICLE III. MEMBERSHIP

- 3.1 Any VNPS member in good standing may affiliate as a member of this Chapter. Membership in this Chapter does not preclude membership in other chapters.
- 3.2 Membership shall be on an annual rotating basis coinciding with the month of each individual's payment of annual membership dues to the VNPS.

ARTICLE IV. MEETINGS

- 4.1 The Chapter year begins November 1 and ends October 31. An annual meeting of the Chapter's membership shall be held in October of each year to hold elections, to present the annual financial statement, approve the preliminary budget for the following fiscal year, and to conduct such other business as may be appropriate. The Secretary shall notify members in writing of the date, place and purpose(s) of the annual meeting at least fourteen (14) days before the meeting. With this written notification shall be included the slate of nominees and/or resolutions, as well as the appropriate number of proxy ballots applicable to the addressee's membership category, as well as the preliminary budget.
- 4.2 Other business may be conducted at any meeting when a need is foreseen by the Board of Directors (hereinafter referred to as "the Board"), a group of members, committee chairs, or as a directive from the VNPS.
- 4.3 Twenty (20) members or 1/4 of the membership, whichever is less, shall comprise a quorum. A majority shall prevail.
- 4.4 On Chapter business, each member shall have one (1) vote; each family membership shall have two (2) votes. Any organization holding membership shall have one (1) vote to be exercised by a delegate of the organization.
- 4.5 In addition to the annual business meeting the Chapter shall have no fewer than five (5) other meetings in each fiscal year, which may be seminars, lectures, field trips, or other special events.

4.6 At meetings of the membership, the latest edition of Robert's Rules of Order shall apply when procedures are not specified in these bylaws or in the Standing Rules.

ARTICLE V. OFFICERS

- 5.1 Officers shall be a President, Vice-President, Secretary, Treasurer, and other officers designated by the membership. Any of the offices may be held by two individuals to reduce the responsibilities of the office.
- 5.2 The Chapter bank account will have three names on its signature card, that of the Treasurer, the President, and another member of the current Board of Directors. All checks written on the bank account over \$200 (or a lesser amount specified in the Chapter Standing Rules) must be signed by two (2) of these three people.
- 5.3 Both the President and the Treasurer shall be bonded under the VNPS blanket bond upon written request to the VNPS Treasurer.
- 5.4 All official documents of the Chapter generated by Officers, Committees, or the Board shall be available to Chapter members upon request. The documents will be kept by the Secretary, in digital files and in paper printings, and passed on to the next person holding the office of Secretary. The Secretary will provide the minutes of all meetings, of the Board of Directors and of the general membership, as part of this record.

ARTICLE VI. BOARD OF DIRECTORS

- 6.1 The actions and policies of the Chapter shall be determined by a Board of Directors consisting of all officers of the Chapter, chairs of the standing committees, the immediate past President for one year after his/her term expires, and additional members elected by the Chapter at the annual business meeting. The Board shall consist of no more than fifteen (15) members.
- 6.2 The Board will determine the Chapter's Standing Rules.
- 6.3 The Board will develop an annual budget for expenditures and, at year's end, an annual financial statement of income and expenses and preliminary budget for the following year.
- 6.4 The Board shall meet a minimum of one (1) time per year and at other times as necessary to conduct Chapter business. These meetings are open to all Chapter members. The date of the next Board meeting will be decided at the close of each Board meeting and provided in the minutes.
- 6.5 Each member of the Board shall have one (1) vote on matters requiring action by the Board.
- 6.6 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 or the Standing Rules.

ARTICLE VII. COMMITTEES

- 7.1 The Board shall create such standing committees as it deems necessary to accomplish the purpose of the Chapter and shall define the responsibilities and powers of these committees and their chairs. Standing committees shall include, but not be limited to:
 - a. Membership
 - b. Program
 - c. Publications and publicity
 - d. Nominating
- 7.2 The chair of each standing committee shall be elected by that committee.
- 7.3 Standing committee chairs may designate one or more committee members to serve as co-chairs or substitutes at Board of Director meetings.

7.4 The Board may authorize the President to create special committees for particular projects or programs and to appoint the chair of such committees. The responsibilities, powers, and tenure of such committees shall be defined by the Board.

ARTICLE VIII. ELECTION OF CHAPTER OFFICERS, COMMITTEE MEMBERS, AND BOARD MEMBERS

- 8.1 A slate of one or more candidates for each office, committee members and Board members shall be presented to the membership at least fourteen (14) days before each annual meeting of the Chapter and shall be voted upon at that meeting. In the event that a candidate withdraws after the slate has been sent to members, the Nominating Committee may present the name of a new candidate at the annual meeting.
- 8.2 The Board shall appoint persons to vacant offices or committees at the first annual Board meeting by a majority vote.
- 8.3 Any person holding an individual or family membership in the Chapter is eligible to serve as an officer, a Board member, or a standing committee member or chair.
- 8.4 Officers, Board members and standing committee chairs shall be elected to serve for two years.
- 8.5 An officer, member-at-large or committee chair may resign before completing his or her term by submitting a signed letter to the Chapter President or Board.
- 8.6 By a two-thirds vote at any meeting of the Board, the Board may remove any Board member, officer or standing committee chair for failure to perform the duties required of the position or for any action inconsistent with the Chapter's aims and objectives. The person in question shall be given advance notice of the action proposed with a statement of the reasons at least fourteen (14) days before action by the Board. The person so removed may request reinstatement by the Board at its next meeting. Removal from office or committee or Board does not terminate the person's membership in the Chapter.
- 8.7 The Board shall appoint persons to any vacated or newly-created office or standing committee by a majority vote. Those so appointed shall serve until the next election.

ARTICLE IX. THE NOMINATING COMMITTEE

- 9.1 The Nominating Committee shall consist of no more than two (2) Board members and at least two (2) Chapter members who do not serve on the Board.
- 9.2 The members of the Nominating Committee shall be elected by the Board by a majority vote and shall serve until the next annual meeting, serving no more than two (2) consecutive terms.
- 9.3 If a position on the Nominating Committee becomes vacant between annual meetings, the Board shall appoint an appropriate replacement to serve until the next annual meeting.
- 9.4 The Nominating Committee shall select one of its members to serve as chair.
- 9.5 Three (3) members of the Nominating Committee shall constitute a quorum. When a quorum is present, a majority vote shall prevail.
- 9.6 The Nominating Committee shall prepare a slate of one or more candidates for each office, replacements for Board members whose terms have expired, and any committee members that have been identified, and shall transmit it to the Board for submission to the membership as provided in section 8.1.

ARTICLE X. EXPENDITURES AND CONTRIBUTIONS

- 10.1 The Chapter shall adhere to record maintenance and submittal requirements of Section 501 © (3) of the Internal Revenue Code according to the VNPS's requirements.
- 10.2 The fiscal year of the Chapter shall be concurrent with the fiscal year of the VNPS.

- 10.3 At each Board meeting the Treasurer will report on financial transactions since the last Board meeting.
- 10.4 The Board shall be responsible for assuring that funds are expended in accordance with the annual budget allocations. The Board may from time to time amend the budget as it deems necessary to achieve Chapter goals and to ensure a sound financial condition.
- 10.5 The Board shall authorize both the Treasurer and the President to sign withdrawals from Chapter accounts in accordance with the budget. The Board shall approve in advance expenditures for a single item in excess of \$200 (or a lesser amount designated in the Chapter's Standing Rules). The requirements for the disbursement of funds in excess of \$200 is addressed in item 5.2 of these bylaws.
- 10.6 The Board shall each year designate two or more qualified persons who shall not be on the Board, to conduct an audit of the Chapter's financial records.
- 10.7 All tools, equipment, and supplies purchased with Chapter funds or donated to the Chapter shall become the property of the Chapter.
- 10.8 The Board may authorize solicitation of contributions to the Chapter for specific purposes or for general support. Acceptance of unsolicited contributions or contributions not in accord with Board authorization shall be subject to approval by the Board.
- 10.9 Neither the whole nor any part or portion of the assets, net earnings, or other property of this corporation shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI. AMENDMENT OF THE CHAPTER BYLAWS

- 11.1 An amendment to the bylaws shall be proposed to the membership by the Board upon a two-thirds vote of the Board or upon a written request signed by at least twelve (12) Chapter members.
- 11.2 The text of proposed amendments to the bylaws shall be sent to all Chapter members no less than fourteen (14) days before the meeting at which the vote will be taken.
- 11.3 The bylaws may be amended by a two-thirds majority vote at any business meeting of the membership at which a quorum is present. Twenty (20) members or 1/4 of the membership, whichever is less, shall comprise a quorum.

ARTICLE XII MISCELLANEOUS

- 12.1 The Chapter will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, sexual orientation, race, religion or veteran status.

New River Native Plant Society STANDING RULES

(Approved November 13, 2006; Revised Feb 12, 2008)

Reference:

New River Chapter of the Virginia Native Plant Society bylaws, approved Nov 13, 2006; revised Feb 12, 2008

Purpose:

The purpose of these Standing Rules is to provide guidelines for the administration of the New River Chapter of the Virginia Native Plant Society and to amplify the Chapter bylaws.

Duties of Officers:

1. The President shall ensure implementation of Board's decisions and policies, sign legal instruments executed on behalf of the Chapter and as authorized by the Board, and preside at all meetings of the Chapter and the Board. The President shall solicit agenda items for Board meetings, set the agenda for Board meetings, and communicate the agenda to the Board in advance of the meeting. The President will notify the Vice-President of any absences as soon as they are anticipated. The President will notify the Publicity chair of any business items that will be brought up at a Chapter meeting early enough that these items are included in the announcements of the Chapter meeting, which are generally sent out more than fourteen (14) days prior to the meeting date. The president is considered a member of the state Board of Directors and should attend quarterly board meetings. Another member of the Chapter Board can be named to represent the chapter if necessary. The President or representative is expected to provide a written report on chapter activities at these meetings and an annual summary.
2. The Vice-President shall perform the duties of the President when the President is absent.
3. The Secretary shall keep minutes, legal documents, official documents and Chapter records in electronic form and on paper, submit them when requested by the VNPS or the Board or Chapter members, and deliver them to his/her successor. The secretary shall take minutes at the Chapter and Board meetings and distribute them within fourteen (14) days of the meeting.
4. The Treasurer shall maintain records of Chapter assets, liabilities, receipts, and disbursements; receive and bank all moneys due the Chapter; disburse monies according to the budget set by the Board, make regular reports to the Board and membership; and, after the close of the fiscal year prepare a written financial statement of income and expenditures. The Treasurer submits the financial statement to the Secretary for recording, and to the President for presentation to the Board and the Chapter members. The Treasurer also submits a report to the VNPS annually, due February 1. The Treasurer also files an electronic 990-N 'e-postcard' form with the IRS annually.

Duties of the Board of Directors:

The Board is responsible for the administration of the Chapter. The tasks include but are not limited to:

- Meeting regularly
- Representing the Chapter and the VNPS within the community

- Seeing to it that the Chapter is successfully fulfilling its mission
- Overseeing the work of the committees and contributing as needed to keep the organization moving forward
- Identifying new opportunities for education, service, outreach and collaboration with other organizations
- Identifying new material for the Chapter meetings, such as recruiting good speakers
- Developing an inventory of native plants and habitats within the Chapter's geographic boundaries
- Gathering new material for the Chapter newsletter
- Holding an annual Chapter business meeting
- Conducting Chapter business meetings
- Identifying areas of improvement and suggesting changes
- Developing an annual budget and maintaining records of financial transactions
- Having representative(s) attend VNPS Board of Director meetings
- Making reports to VNPS as needed
- Keeping records of Board and Chapter activities and presenting all records to their successors

Duties of Committees:

1. Each committee will have a chair. The chair will keep the President informed of all activities.
2. The committee chairs are members of the Board. They will contribute as members of the Board and report on activities of their committee, particularly when their committee is active or is in planning stages.
3. Committee chairs will submit reports for the Newsletter when their committee is active.
4. Committee chairs will maintain committee records and deliver these to the incoming chairs.
5. Committee Chairs will invite the President to all of their committee meetings and keep them advised of work dates, etc.

Membership Committee:

The membership committee is responsible for: maintaining the membership list for the Chapter and in coordination with the VNPS; having VNPS membership brochures on hand at all meetings; development of 'welcome packets' for visiting and new members with VNPS and Chapter information; development and maintenance of a Chapter website that is linked to the VNPS website.

Publicity Committee:

The publicity committee is responsible for announcing and publicizing meetings, field trips, and other activities and events; the development and updating of Chapter brochures, newsletters or other mailings and other publishable information as needed. This committee advertises not just to existing members of the Chapter but to the general public and other audiences likely to attend the event. The publicity committee will announce to members any business items to be discussed at the next Chapter meeting.

Program Committee:

The program committee identifies and arranges activities for the Chapter that are consistent with the Chapter and VNPS's missions of education and preservation. These may include having speakers

present information at Chapter meetings, or having botanists guide a field trip to view native plants and their habitats, or service projects, to remove invasive plants, or to assist in the study of native plants, or to preserve native plants and their habitat. The program committee constructs a calendar of events for each season and organizes the specific events. The program committee will communicate events title, date, and details to the Publicity Committee in sufficient detail and sufficiently ahead of time for the Publicity Committee to construct announcements and publicity and arrange for advertisement.

Terms:

All offices, committee memberships, and Board membership are held for two (2) year terms. New members will be elected to each committee and Board each year so that there is a mixture of old and new members on each committee and Board. Approximately half of the Board will be serving their second year and half their first; same with committees.

Expenditures and Contributions:

The Board shall approve in advance expenditures for a single item in excess of \$100.

If soliciting money, the Board will coordinate the timing of its fundraising efforts with those of the VNPS.

Adoption and Revision of Standing Rules:

Standing Rules and Revisions to the Standing Rules may be proposed by any Chapter member and may be adopted by the Board. They will become effective upon approval unless otherwise noted. A Standing Rule can be adopted by a majority vote at any Board Meeting where a quorum is present, provided that they were submitted to all Board members within fourteen (14) days of the meeting.

Distribution of Standing Rules: When changes are made to the Standing Rules, the Secretary is responsible for distributing the revised standing rules.