

POTOWMACK CHAPTER of the VIRGINIA NATIVE PLANT SOCIETY

BYLAWS (As amended 10/13/03)

1. Name

1.1 The Chapter shall be known as the Potowmack Chapter (hereafter referred to as "Chapter") of the Virginia Native Plant Society and shall encompass Arlington and Fairfax Counties and the cities of Alexandria, Falls Church, and Fairfax.

2. Purpose

2.1 As a component of the Virginia Native Plant Society, the Chapter shall further the stated purposes of the Society. The Chapter may add other purposes as consistent with the Society's Articles of Incorporation and bylaws.

3. Membership

3.1 Any member of the Society in any membership category may become a member of the Chapter in the same category.

3.2 Membership shall be on an annual rotating basis coinciding with the month of each individual's membership in the society. (Amended 10/20/90)

4. Meetings

4.1 An annual meeting of the Chapter membership shall be held in September or October of each year to elect officers and at-large members of the Nominating Committee, to approve the 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 purposes of the annual meeting at least 30 days before the meeting.

4.2 Other business meetings of the membership may be called by the Executive Committee and shall be called upon receipt of a written request signed by twenty (20) members. The Secretary shall notify members in writing of the date, place, and purpose of such a meeting at least fifteen (15) days before the meeting.

4.3 Action at any meeting of the membership shall be limited to the stated purpose of the meeting.

4.4 Fifteen percent (15%) of the members including proxy votes, either written or implicit—see paragraph 4. shall constitute a quorum. If a quorum is present, a majority vote shall prevail. (Amended 10/13/03)

4.5 On Chapter business requiring a vote of the membership, each individual shall have one (1) vote. Each family holding a family membership shall have two (2) votes. Any organization

holding membership shall have one (1) vote, to be exercised by an individual whom the organization shall designate in writing as the official delegate.

4.6 A member may vote in absentia by giving the Secretary, in advance of the meeting, a written proxy authorizing the Secretary to cast a vote for or against a resolution or for a candidate or slate of candidates as presented in the notice of the meeting. In the absence of a written proxy vote, the member will be assumed to have submitted a proxy vote consenting to the proposed resolution, candidate, or slate of candidates. (Amended 10/13/03)

4.7 In addition to the annual 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.

5. Officers

5.1 The officers shall include a President, Vice President, Secretary, Treasurer, and such other officers as the membership may designate.

5.2 The President shall ensure implementation of the Board decisions and policies; preside at all business meetings of the membership, the Board, and the Executive Committee; and, as authorized by the Chapter Board, sign legal instruments executed on behalf of the Chapter. The President shall carry out other duties as directed by the membership, the Executive Committee, or the Board.

5.3 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, the Executive Committee, or the Board.

5.4 The Secretary shall keep the minutes of the business meetings of the membership and of meetings of the Board and of the Executive Committee. The Secretary shall be responsible for submitting required documents to the membership and to the Society and for notifying members of meetings or activities. The Secretary shall perform other duties as assigned by the President, the Executive Committee, or the Board.

5.5 The Treasurer shall maintain records of Chapter assets, liabilities, receipts, and disbursements; receive and bank all monies due the Chapter; disburse monies as directed by the Board; make regular reports to the Board; and after the close of the fiscal year submit a written financial report to the membership. The Treasurer shall perform other duties as assigned by the President, the executive Committee, or the Board.

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

5.7 Both the Treasurer and the President shall be bonded.

6. Committees and Committee Chairman

6.1 The Board shall create such standing committees as it deems necessary to accomplish the purposes of the Chapter and shall define the responsibilities and powers of these committees and their chairmen.

6.2 The chairmen of standing committees shall be appointed by the Board. (Amended September 27, 1992)

6.3 Standing committee chairmen may designate one or more committee members to serve as co-chairmen.

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

7. Chapter Board and Executive Committees

7.1 The actions and policies of the Chapter shall be determined by a Board of Directors consisting of all officers of the Chapter and chairmen of standing committees.

7.2 The Chapter Board shall meet no fewer than five (5) times per year to conduct Chapter business.

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

7.4 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.

7.5 The Executive Committee of the Board shall consist of the officers.

7.6 The Executive Committee shall meet at the call of the President to plan for Chapter Board meetings and to carry out other business as authorized by the Board.

7.7 The Executive Committee shall report all its actions at the next meeting of the Board.

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 according to the Society's requirements.

8.2 The fiscal year of the Chapter shall be concurrent with the fiscal year of the Society, November 1 through October 31.

8.3 At each annual meeting, 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 to ensure a sound financial condition.

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

8.5 The Board shall each year designate a qualified person or persons, who shall not be on the Board, to conduct an audit of the Chapter's financial records.

8.6 All Chapter records, tools, equipment 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 authorization. (Amended 10/20/90)

8.7 The Board may authorize solicitation of contributions to the Chapter for specific purposes or for general support. Acceptance of unsolicited contributions shall be subject to approval by the Board.

9. Election of Chapter Offices and Committee Chairman

9.1 A slate of one or more candidates for each office and for the two at-large memberships of the Nominating committee shall be presented to the membership at least thirty (30) 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 or ask members to authorize the Board to appoint a member to the vacant position.

9.2 Any person holding an individual or family membership in the Chapter is eligible to serve as an officer of standing committee chairman.

9.3 Officers and standing committee chairmen shall be elected to serve for one year from November 1 to October 31.

9.4 An officer or committee chairman may resign before completing his or her term by submitting a signed letter to the Chapter President of Board. .

9.5 By two-thirds vote at any meeting of the Board, the Board may remove any officer or standing committee chairman for failure to perform the duties required of the position or for any action inconsistent with the Chapter's aims and objectives. Board members shall be given advance notice of the action proposed; with a statement of the reasons. A Board member so removed may request reinstatement by the Board at its next meeting.

9.6 The Executive Committee shall appoint an eligible member to fill any vacated or newly-created office or standing committee chairmanship. Those so appointed shall serve until the following October 31.

10. The Nominating Committee

10.1 The Nominating Committee shall consist of one (1) non-elected Board member and two (2) members-at-large who are not members of the Board. Members of the Nominating Committee shall serve from one annual meeting until the next. In addition, the Membership Chair shall serve ex-officio (non-voting) as a member of the Nominating Committee. (Amended September 27, 1992 & October 11, 1998)

10.2 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.

10.3 The Nominating Committee shall select one of its members to serve as chairman.

10.4 The Nominating Committee shall prepare a slate of one or more candidates for each office and for the two at-large memberships of the Nominating Committee and shall transmit it to the Secretary for submission to the membership as provided in section 9.1.

11. Amendment of the Chapter Bylaws

11.1 The bylaws may be amended by a majority vote at any business 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 vote of the Board or upon a written request signed by at least twenty (20) members.

11.3 The text of proposed amendments to the bylaws shall be sent to all Chapter members no less than thirty (30) days before the meeting at which the vote will be taken.

Amended September 27, 1992

Amended October 9, 1994

Amended October 11, 1998

Amended October 13, 2013