

BYLAWS
Prince William Wildflower Society
A Chapter of the Virginia Native Plant Society

ARTICLE I
NAME

Section 1. The Chapter shall be known as the Prince William Wildflower Society, A Chapter of the Virginia Native Plant Society, hereafter referred to as “Chapter,” and shall encompass Prince William County and the Cities of Manassas and Manassas Park.

ARTICLE II
PURPOSE

Section 1. As a component of the Virginia Native Plant Society, the Chapter shall further the stated purposes of the Society.

ARTICLE III
MEMBERSHIP

Section 1. Any member of the Society may designate affiliation with this chapter.

Section 2. Membership shall be on an annual basis.

ARTICLE IV
MEETINGS

Section 1. An Annual Meeting of the Chapter membership shall be held in September or October of each year to elect, as needed, 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 purpose of the Annual Meeting at least thirty (30) days before the meeting.

Section 2. In addition to the Annual Meeting, the Chapter shall have no fewer than five (5) other meetings in each fiscal year, which may be membership meetings, seminars, lectures, field trips or other special events.

Section 3. Other meetings of the membership may be called by the Board of Directors and shall be called upon receipt of a written request signed by fifteen (15) 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.

Section 4. Action at any meeting of the membership can, in addition to the stated purpose of the meeting, include any new business, as agreed upon by a majority of the members present.

Section 5. Ten percent (10%) of the members shall constitute a quorum. If a quorum is present, a majority vote shall prevail.

Section 6. On Chapter business requiring a vote of the membership, each individual member 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.

Section 7. Any member may vote in absentia by giving the Secretary, at least two (2) days notice in advance of the meeting, a written proxy authorizing the Secretary to cast a vote for or against a resolution or for a candidate as presented in the notice of the meeting.

ARTICLE V OFFICERS AND DUTIES

Section 1. The Officers shall consist of a President, Vice President, Secretary, Treasurer and such other offices as the Board of Directors may designate.

Section 2. The President shall ensure implementation of Board of Directors decisions and policies, preside at all business meeting of the membership and the Board of Directors, and, as authorized by the Board of Directors, shall sign legal instruments executed on behalf of the Chapter. The President shall carry out other duties as directed by the membership and the Board of Directors.

Section 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 and the Board of Directors.

Section 4. The Secretary shall keep the minutes of all meetings of the membership and of the Board of Directors. 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 and the Board of Directors.

Section 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 of Directors; make regular reports to the Board of Directors; 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 and the Board of Directors. The Treasurer shall keep an inventory of all non-expendable items purchased or donated to the Chapter with a value of more than \$100 and conduct a fiscal inventory at the end of the fiscal year.

Section 6. In the absence of the Treasurer, the President shall perform the duties of the Treasurer.

**ARTICLE VI
COMMITTEES AND COMMITTEE CHAIRPERSONS**

Section 1. The Board of Directors 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 chairpersons.

Section 2. The chairpersons of standing committees shall be appointed by the President and approved by the Board of Directors.

Section 3. Standing committee chairpersons may designate one or more committee members to serve as co-chairperson.

Section 4. The Board of Directors may authorize the President to create special committees for particular projects or programs and to appoint the chairperson of such committees. The responsibilities, powers and tenure of such committees shall be defined by the Board of Directors.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. The actions and policies of the Chapter shall be determined by the Board of Directors consisting of all officers of the Chapter, chairpersons of standing committees, and up to three at-large members.

Section 2. The Board of Directors shall meet at the call of the President no fewer than three (3) times per year to conduct Chapter business.

Section 3. Five (5) members of the Board of Directors shall constitute a quorum. A majority vote shall prevail.

Section 4. The Board of Directors shall each year designate a qualified person or persons to conduct a review of the Chapter's financial records.

Section 5. The President shall make appropriate reports of Board of Directors meetings to the membership.

**ARTICLE VIII
EXPENDITURES AND CONTRIBUTIONS**

Section 1. The Chapter shall adhere to records maintenance and submittal requirements of Section 501(c)(3) of The Internal Revenue Code, according to the Society's requirements.

Section 2. The fiscal year of the Chapter shall be concurrent with the fiscal year of the Society.

Section 3. At each Annual Meeting, the Board of Directors shall submit for approval by the membership a budget based on estimated income and expenditures for the following fiscal year. The Board of Directors shall be responsible for assuring that funds are expended in accordance with budget allocations. The Board of Directors may from time to time amend the budget as it deems necessary to achieve Chapter goals and to ensure a sound financial condition.

Section 4. The Board of Directors shall authorize the Treasurer and the President to sign withdrawals from Chapter accounts in accordance with the budget. The Board of Directors shall approve in advance all non-budget expenditures exceeding \$100.

Section 5. All tools, equipment and supplies purchased with Chapter funds or donated to the Chapter become the property of the Chapter.

Section 6. The Board of Directors 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 of Directors authorization shall be subject to approval by the Board of Directors.

ARTICLE IX ELECTION OF CHAPTER OFFICERS

Section 1. A slate of one or more candidates for each office 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.

Section 2. Any Chapter member is eligible to serve as an officer.

Section 3. Officers shall be elected to serve for a two-year term, from November 1 through October 31.

Section 4. An officer may resign before completing his/her term by submitting a signed letter to the Chapter President or Board of Directors.

Section 5. By a two-thirds vote at any membership meeting, upon recommendation of the Board of Directors, the membership may remove any officer for failure to perform the duties required of the position or for any action inconsistent with the Chapter's aims and objectives. Members shall be given seven (7) days advance notice of the action proposed, with a statement of the reasons.

Section 6. The President shall appoint, with the approval of the Board of Directors, an eligible member to fill any vacated or newly-created office. In the event of the absence of both a President and Vice President, the Board shall fill the vacancy with one of its members. Those so appointed shall serve through the following October 31. Such positions will be filled by election at the Annual Meeting.

ARTICLE X

THE NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of two (2) Board of Director members and three (3) members-at-large. All shall be appointed by the Board of Directors. Members of the Nominating Committee shall serve a two-year term.

Section 2. If a position on the Nominating Committee becomes vacant between Annual Meetings, the Board of Directors shall appoint an appropriate replacement to serve until the next Annual Meeting.

Section 3. The Nominating Committee shall select one of its members to serve as chairperson.

Section 4. Three (3) members of the Nominating Committee shall constitute a quorum. When a quorum is present, a majority vote shall prevail.

Section 5. The Nominating Committee shall prepare a slate of one or more candidates for each office and shall transmit it to the Secretary for submission to the membership as provided in Article IX, Section 1.

ARTICLE XI AMENDMENTS TO THE CHAPTER BYLAWS

Section 1. The Bylaws may be amended by a majority vote at any business meeting of the membership at which a quorum is present.

Section 2. An amendment to the Bylaws shall be proposed to the membership by the Board of Directors or upon a written request signed by at least fifteen (15) members.

Section 3. The text of proposed amendments to the Bylaws shall be sent to all Chapter members no fewer than thirty (30) days before the meeting at which the vote will be taken.

ARTICLE XII GENERAL CLAUSE

Section 1. Those areas not covered in these Bylaws shall be referred to the Virginia Native Plant Society's Bylaws.

Adopted Sept. 24, 1983
Amended May 20, 1991
Amended Sept. 17, 2012
Amended Sept. 19, 2016