

Document revised by the revived chapter's steering committee, August 2022

Interim Board

Anna Maria Johnson, President

Isaac Matlock, Treasurer

Katy Simpson, VP

Elaine Smith, Secretary and Historian

Lora Steiner, VP and Membership Chair

Bylaws for the Shenandoah Chapter of the Virginia Native Plant Society

Amended August 2022

Article One – NAME

1.1 This organization shall be known as the Shenandoah Chapter of the Virginia Native Plant Society, (hereafter and herein referred to as the "Chapter") and shall encompass Augusta, Rockingham, Highland, Shenandoah and Page Counties.

Article Two – GENERAL PURPOSE

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

Article Three – MEMBERSHIP

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

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

Article Four – MEETINGS

4.1 An annual meeting of the Chapter's membership shall be held in September or October of each year to elect, as needed, officers and committee chairs; to approve the budget for the following fiscal year; and to conduct such other business as may be appropriate. The Membership Chair shall notify members in writing of the date, place and purpose(s) of the annual meeting at least thirty (30) days before the meeting. With this written notification shall be included, as needed, the slate of nominees and/or resolutions, as well as the appropriate number of proxy ballots applicable to the addressee's membership category. This writing may be in the form of an email.

4.2 Action at any meeting of the Chapter shall be limited to the stated purposes of the meeting.

4.3 Fifteen percent (15%) of the Chapter membership shall constitute a quorum. If a quorum is present, a majority vote shall prevail. Voting may take place electronically.

4.4 On Chapter business requiring a vote by the membership, each individual 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 an individual designated in writing

as the official delegate.

4.5 Other meetings of the membership may be called by the Board of Directors or shall be called upon receipt of a written request signed by no fewer than fifteen (15) members. The Membership Chair shall notify members in writing of the date, place and purpose of such a meeting at least thirty (30) days before the meeting via email.

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

4.7 In addition to the annual meeting, the Chapter shall conduct no fewer than five (5) other meetings in each fiscal year. Such meetings may be seminars, lectures, field trips, or other Chapter events. As feasible, the location of events will rotate through the different counties of the region.

Article Five – CHAPTER BOARD AND EXECUTIVE COMMITTEE

5.1 The actions and policies of the Chapter shall be determined by a Board of Directors (hereafter and herein referred to as the "Board") consisting of but not limited to its officers and any chairs of standing committees.

5.2 The Board shall meet no fewer than four (4) times per calendar year to conduct the Chapter's business. Meetings may take place via web conferencing.

5.3 At any meeting of the Board, a quorum exists when no fewer than four (4) Board members are present. If a quorum is present, a majority vote shall prevail.

Article Six – OFFICERS

6.1 The officers shall include a President, Vice-President(s), Secretary, Membership Chair, Treasurer and such other officers deemed necessary by the Board. One of the officers, as agreed upon by the board, will attend state board meetings.

6.2 Officers shall be elected for a term of two (2) years. Any officers or chairs who have 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.

6.3 The President shall ensure implementation of the Board decisions, policies and adherence to these by-laws; and preside at all business meetings of the membership and the Chapter's Board. As authorized by the Chapter's Board, the President shall sign legal instruments executed on behalf of the Chapter. The President shall ensure that the Chapter complies in a timely fashion with the required annual financial and information reports to the VNPS. The President shall carry out other duties as directed by the Chapter membership or the Board.

6.4 The Vice-President(s) shall perform the duties of the President in his/her absence or unavailability. The Vice-President(s) shall perform other duties as assigned by the President or the Board. The Vice-President(s) shall be responsible for the development of programs and events to be featured during the Chapter's meeting.

6.5 The Secretary shall keep minutes of all meetings of the membership, the Board, and its Executive Committee, and shall be responsible for submitting required documents to the membership and the VNPS.

6.6 The Membership Chair shall cast in absentia votes as sent forth in Article 4.6; prepare written materials requested by the President and the Board; shall send notices of called meetings and activities; maintain a file of correspondence directed to or sent by the Chapter; and shall perform such other duties as assigned by the President and Board.

6.7 The Treasurer shall maintain records of the Chapter's assets, liabilities, receipts, and disbursements; receive and bank all monies due this Chapter; disburse monies as directed by the Board; make at least quarterly reports to the Board; and submit a current financial report and proposed budget to the attendees of the Chapter's annual meeting. At the end of each fiscal year, the Treasurer shall submit to the Board and the VNPS Treasurer a written annual financial report. The Treasurer shall keep a record of all non-expendable items purchased or donated to the Chapter which have a value of more than fifty (\$50.00) dollars, and to conduct an itemized inventory at the end of the fiscal year.

6.8 Both the President and the Treasurer, along with any other officers listed on the bank account, may be covered under the VNPS blanket bond, upon the written request to the VNPS Treasurer.

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

Article Seven – COMMITTEES AND COMMITTEE CHAIRS

7.1 The Board shall create such standing committees as it deems necessary to accomplish the purposes of this Chapter and shall clearly define in writing the specific responsibilities and powers of these committees and their chairmen. Those standing committees shall include but not be limited to:

- a) Conservation
- b) Education/publications
- c) Nominating

7.2 The Board may authorize the President to create ad hoc committees for particular projects or programs, and to appoint the chairs of such committees. The term, responsibilities, powers, and continuation of such chairs/committees shall be specified by the Board.

Article Eight – 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 to December.

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

8.5 The Board shall authorize the President or 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 authorization.

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.

Article Nine – ELECTION OF CHAPTER OFFICERS AND COMMITTEE CHAIRS

9.1 A slate of one or more candidates for each Board position to be filled and 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.

9.2 Only Chapter members are eligible to serve on the Board.

9.3 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.

9.4 By a two-third's (2/3's) vote of the Board, the Board may remove any of its members for failure to perform or for action inconsistent with the Chapter's purposes, policies, or its bylaws.

9.5 The President shall appoint, given approval of the Board, an eligible member to fill any vacated or newly-created office. Those so appointed shall serve through the following October 31. Such positions shall then be filled by election at the annual meeting.

Article Ten – NOMINATING COMMITTEE

10.1 The Nominating Committee shall consist of one (1) Board member and two (2) members-at-large appointed by the President. The former shall be appointed as Nominating Committee Chair by the Board

10.2 No member of the Nominating Committee may serve in that capacity for more than two (2) consecutive terms.

10.3 Officers and chairs shall be elected to serve for a two-year term.

10.4 The Nominating Committee shall submit its slate of nominees to the Chapter's Membership Coordinator no later than forty-five (45) days prior to the date of the annual meeting.

Article Eleven – HARASSMENT PREVENTION POLICY

11.1 The Shenandoah Chapter of the Virginia Native Plant Society is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to engage in an atmosphere that promotes equal opportunities and prohibits discriminatory practices, including harassment. Therefore, the Shenandoah Chapter expects that all relationships among volunteers will be business-like and free of bias, prejudice, discrimination, and harassment. In order to keep this commitment, the Shenandoah Chapter maintains a strict policy of prohibiting unlawful harassment of any kind, including sexual harassment and harassment based on race, color, religion, national origin, sexual orientation, gender identity or expression, sex, age, physical or mental disability or any other characteristic protected by state, federal or local employment discrimination laws. This policy applies to all volunteers who engage in unlawful harassment in the Shenandoah Chapter activities.

11.2 Sexual harassment includes, but is not limited to, making unwanted sexual advances and requests for sexual favors where either:

1. Submission to such conduct is made an explicit or implicit term or condition of engagement; or
2. Submission to or rejection of such conduct by an individual is used as the basis of engagement decisions affecting such individual; or
3. Such conduct has the purpose or effect of substantially interfering with an individual's volunteer activity performance or creating an intimidating, hostile, or offensive volunteer environment. Employees who violate this policy are subject to discipline up to and including the possibility of immediate discharge.

Examples of unlawful harassment include, but are not limited to:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments.
- Visual conduct such as derogatory and/or sexually oriented posters, photography, cartoons, drawings, e-mail and faxes or gestures.
- Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with activities directed at a volunteer because of the volunteer's sex or other protected characteristic.
- Threats and demands to submit to sexual requests in order to keep one's position or avoid some other loss, and offers of benefits in return for sexual favors.
- Retaliation for having reported or threatened to report unlawful harassment.

11.3 Any volunteer or other person who believes he or she has been harassed by a colleague or agent of the Shenandoah Chapter should promptly report the facts of the incident or incidents and the names of the individual(s) involved to a member of the chapter Board. Upon receipt of a complaint, the Board will undertake a prompt, thorough, objective and good faith investigation of the complaint. If the organization determines that harassment has occurred, effective remedial action will be taken in accordance with the circumstances

involved. Any volunteer determined to be responsible for harassment will be subject to appropriate disciplinary action, up to and including expulsion from the organization.

11.4 Volunteers will not be retaliated against for filing a complaint and/or assisting in a complaint or investigation process. Further, the Chapter will not tolerate or permit retaliation by colleagues against any complainant or anyone assisting in a harassment investigation.

11.5 Volunteers will receive documentation of this policy and be asked to sign the following statement before leading activities of any kind:

Volunteer Acknowledgement

This acknowledges that I have received a copy of the Shenandoah Chapter's Policy to Prevent Harassment.

I acknowledge that I am expected to read, understand, and adhere to the Shenandoah Chapter's harassment policy.

I understand that if I have questions regarding the contents of this policy, I should ask a member of the chapter board for clarification

Article Twelve – AMENDMENTS TO THE CHAPTER BYLAWS

12.1 These bylaws may be amended by a majority vote at any business meeting of the membership at which member attendance and proxy ballots in hand do together constitute a quorum.

12.2 The text of any proposed amendments to these bylaws shall first be presented to the VNPS President for review, and then submitted to all Chapter members no fewer than thirty (30) days before the meeting at which the vote shall be taken.

Article Thirteen – GENERAL CLAUSE

13.1 Those areas not covered by these bylaws shall be referred to the bylaws of the VNPS.