



# **BYLAWS**

## **of the High Desert Chapter, NATIVE PLANT SOCIETY OF OREGON**

**As created August 2012**

### **ARTICLE I: Purpose of the Chapter**

#### ***Section 1: Purpose***

The purpose of the High Desert Chapter, Native Plant Society of Oregon (HDCNPSO) is the preservation, conservation, and study of the native plants and vegetation of Oregon and the education of the public to the values of native flora and its habitat.

### **ARTICLE II: Corporation**

#### ***Section 1: Corporation***

This corporation is formed for charitable, educational, and scientific purposes.

### **ARTICLE III: Membership**

#### ***Section 1: Eligibility and Categories of Membership***

Membership in the High Desert Chapter, Native Plant Society of Oregon shall be open to all persons or families interested in native plants of Oregon. There shall be two classes of membership; Regular and Honorary. Regular members are those who pay dues as hereinafter provided directly to the NPSO State Membership Chair (see Article 5) or to the High Desert Chapter Treasurer (see Article 5). All paid-up members of the Chapter are members of NPSO. Honorary members are those upon whom the NPSO State Board of Directors confers membership without payment of dues, for a fixed term or for life, in recognition of a noteworthy contribution to botany or to NPSO.

#### ***Section 2: Membership Privileges***

All members of the Chapter have full membership in the Native Plant Society of Oregon and are entitled to all the privileges pertaining thereto.

#### ***Section 3: Right of Members to Vote***

There shall be voting members. Voting members have the right to elect and remove Chapter Board of Directors, to amend the Chapter Bylaws and Articles of Incorporation, and to take other actions allowed by law or these Bylaws. Members shall also have those voting rights associated with membership in the Native Plant Society of Oregon (see NPSO Bylaws, Article III, Section 2).

Each membership shall be entitled to one (1) vote on any question requiring a vote of the membership of the corporation, except for participants in family memberships. Each family membership shall be entitled to a maximum of two (2) votes.

***Section 4: Use of the Society's Name***

The Chapter, or any officer or member thereof, except with approval of the NPSO State Board of Directors, shall have no power to act for the Native Plant Society of Oregon in any official manner, financially or otherwise. The Chapter shall also hold harmless the Native Plant Society of Oregon from any liability in connection with activities or function of the chapter.

***Section 5: Termination of Membership***

The State or Chapter Board of Directors may terminate any NPSO membership upon finding, by resolution, that a Chapter member has acted contrary to the purposes of NPSO, violated NPSO policies as established by the State or Chapter Boards, or used the name of or identification with NPSO (or any of its chapters) without authority and contrary to NPSO policies as established by the State or Chapter Boards. Anyone who believes that any NPSO membership should be terminated shall transmit to the State and Chapter Board of Directors a written request including a statement of the facts and circumstances supporting the request.

***Section 6: NPSO Fellows***

At the request of the Chapter Board of Directors, the NPSO State Board of Directors may from time to time confer the honor of NPSO Fellow upon any Chapter member in recognition of outstanding service to NPSO and its purposes.

**ARTICLE IV: Member Meetings**

***Section 1: Regular Meetings***

Meetings of the members of the Chapter shall be held not less than two times annually, the dates, time and place to be decided by the Chapter Board of Directors.

***Section 2: Special Meetings***

Special meetings of the Chapter membership may be called at any time by the Chapter Board of Directors. All Chapter members shall be notified in writing, not less than two weeks before such a meeting.

***Section 3: Quorum***

The presence of 5% of the Chapter members at any special meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision of a majority of the members present at a meeting duly held, at which a quorum is present, is a valid act of the members, unless a greater number is required by law, or by the Chapter Articles of Incorporation, or by the Bylaws.

**ARTICLE V: Dues**

***Section 1: Fiscal Year***

The fiscal year shall begin January 1 and end on December 31 of each year. Annual membership is renewable each calendar year.

***Section 2: Determination of Dues***

Dues shall be fixed and reviewed as needed by the NPSO State Board of Directors. Dues shall be payable January 1 and if unpaid by April 1, the membership lapses.

### ***Section 3: Disposition of Dues***

The Chapter Treasurer (or Secretary-Treasurer) may collect the annual dues from each member and shall remit them in full promptly to the NPSO State Membership Chair, together with annual membership renewals. Dues revenue will be shared between the State and the Chapter as determined by the NPSO State Board of Directors.

## **ARTICLE VI: Chapter Governing Body**

### ***Section 1: Board of Directors, Eligibility***

The High Desert Chapter Board of Directors shall be the governing body of the High Desert Chapter, and only persons who are members of the Native Plant Society of Oregon shall be eligible for membership on this Board.

### ***Section 2: Board of Directors: Number, Composition, and Terms of Office***

There must be no less than 3 members comprising the Chapter Board of Directors. The Chapter Board of Directors shall consist of a President, Vice-President, Secretary, and Treasurer, (or Secretary-Treasurer), all of whose terms of office shall be not less than one year and not greater than five years. Officers of the Board of Directors may serve indefinite consecutive terms.

### ***Section 3: Vacancies***

A vacancy in the position of President, Vice-President, Secretary, or Treasurer (or Secretary-Treasurer) shall be filled by a majority vote arising from at least two of the remaining officers of the Board of Directors and a quorum of members called forth by a special meeting as stated in Article IV, Sections 2 and 3.

### ***Section 4: Meetings***

Meetings of the Chapter Board of Directors may be called by any of the officers. Written notification of the date, time and place of meetings of the Chapter Board of Directors shall be given by the Chapter Secretary to each officer at least fourteen (14) days prior to the meetings.

### ***Section 5: Quorum and Decisions***

The presence of at least two Chapter officers at a meeting of the Chapter Board of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision by a majority of the officers present at a meeting duly held, at which a quorum is present, is a valid act of the Chapter Board of Directors except where the law or these Bylaws require a greater level of agreement for approval.

## **ARTICLE VII: Officers Duties**

### ***Section 1: Officers***

The elected officers of the Chapter Board of Directors shall be a President, Vice-President, Secretary and a Treasurer (or Secretary-Treasurer), who shall all be considered voting members of the Chapter.

### ***Section 2: President***

The Chapter President shall preside at the meetings of the Chapter membership and of the Chapter Board of Directors, act as spokesperson for the Chapter, serve on the NPSO State Board of Directors as a voting member, and attend quarterly NPSO State Board of Directors meetings.

The President shall also perform the following additional functions: 1) report on NPSO State Board activities and decisions to the Chapter, 2) provide a quarterly report to the NPSO State Board Secretary, 3) raise Chapter issues as needed to the NPSO State Board, 4) work with the Chapter Board to coordinate field trips, programs, publicity, and other activities, and delegate tasks as needed, 5) be accessible and responsive to communications from Chapter members and the general public by phone, post and e-mail, 6) work with the Chapter Board to ensure all positions are filled, 7) encourage members to participate in Chapter leadership, 8) provide the Chapter's treasurer name and contact information to the NPSO State Board Treasurer, 9) inform the State Board Secretary when a new Chapter President is elected.

### ***Section 3: Vice-President***

The Chapter Vice-President shall preside in the absence of the President and shall perform additional functions as required, such as the following: 1) be accessible and responsive to communications from Chapter members and the general public by phone, post and e-mail, and 2) encourage members to participate in Chapter leadership. He/She shall become President immediately if the office of President becomes vacant until the vacancy can be filled as described by Article VI, Section 3.

### ***Section 4: Treasurer***

The Chapter Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the Chapter, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Chapter officers. He/She shall disburse the funds of the Chapter as may be ordered by the officers, shall render to the President and other officers, whenever they request it, an account of all his/her transactions as Treasurer and of the financial condition of the Chapter. He/She shall have such other powers and perform such other duties as may be prescribed by the Chapter officers or the Bylaws, such as the following: 1) be accessible and responsive to communications from Chapter members and the general public by phone, post and e-mail, and 2) encourage members to participate in Chapter leadership.

### ***Section 5: Secretary***

The Chapter Secretary shall keep the minutes of all meetings of the officers, the Chapter meetings of members, with the time and place of holding, and shall have such other duties as may be prescribed by the Chapter officers. Other duties shall include the following: 1) be accessible and responsive to communications from Chapter members and the general public by phone, post and e-mail, and 2) encourage members to participate in Chapter leadership. The Secretary shall conduct/prepare such directives and other documents as are needed and authorized by the officers.

### ***Section 6: Delivery of Records***

Each officer, appointed or elected, upon the expiration of his/her term or the termination of his/her duties for any other reason, shall deliver to his/her successor the record of the office.

## **ARTICLE VIII: Elections**

### ***Section 1: Nomination of Officers***

Nomination of officers to the Chapter Board of Directors shall be conducted every year by written notification to all Chapter members.

### ***Section 2: Election of Officers***

Annual elections shall include all Chapter members and will be conducted via a ballot system. Nomination and election of officers due to vacancies shall be conducted as described by Article VI, Section 3.

### ***Section 3: Notice***

Members shall be notified in writing, not less than 30 days before, regarding annual nominations and elections. Members shall be notified in writing, not less than two weeks before, of meetings called to elect officers for vacancies as described by Article VI, Section 3.

### ***Section 4: Election Results***

All election results shall be promptly reported to Chapter members and the NPSO State Secretary.

## **ARTICLE IX: Chapter Organization**

### ***Section 1: Structure and Policy***

A group of ten (10) or more members is required to maintain Chapter status. In addition to the Chapter's Bylaws, all Chapter members shall also follow the Bylaws of the NPSO, except where allowed otherwise, as may be recorded in these Bylaws, and as approved by the NPSO State Board of Directors.

### ***Section 2: Chapter Reports***

Publications, reports of meetings, Chapter news, and items for publication should be sent to the State Editor of the *Bulletin* of the Native Plant Society of Oregon. Such information must be received by the monthly publication deadline established by the State Editor.

## **ARTICLE X: Amendment Procedure**

### ***Section 1: Proposal***

Amendments to these Bylaws may be proposed by a majority vote of those voting at any regular or special meeting of the Chapter or amendments may be proposed by a majority vote of those voting at a meeting of the Chapter Board of Directors.

### ***Section 2: Adoption***

Amendments so proposed at such duly held meetings shall be submitted to the membership by mail ballot, and shall require approval by two-thirds of those voting. Adoption of amendments is official upon approval by the NPSO State Board of Directors.