

ARKANSAS NATIVE PLANT SOCIETY BYLAWS

Revised 2014

Article I - NAME AND BACKGROUND INFORMATION

The Arkansas Native Plant Society (Society), a non-profit corporation, was formally organized September 20, 1980 in Mena, Arkansas. The "Regular Meetings" of the Executive Board (Board) and General Membership (Membership) occur in the Spring and Fall each year over a weekend. Field trips are held the same weekends and throughout the year. The Society's newsletter Claytonia is published six weeks in advance of the Spring and Fall Meetings. The Society maintains a website, www.anps.org, which includes a posting of Claytonia and these Bylaws.

Article II - OBJECTIVES

The Society promotes 1) the preservation, conservation, study, and enjoyment of the native plants of Arkansas, 2) the education of the public regarding the value of native plants and their habitats, and 3) publication of related information.

Article III - MEMBERSHIP AND MEETINGS

Section 1. Membership and Dues

Membership is open to any person interested in the native plants of Arkansas, upon their application and payment of dues. It is the Member's responsibility to keep the Membership Officer advised of changes to their address, etc.

Membership Classes with annual dues are: Student (\$10), Individual (\$15), Supporting (\$20), Family (\$25), and Contributing (\$30). Membership Classes with dues paid for a Lifetime are: "54 and Younger" (\$300) and "55 and Older" (\$150).

Annual dues are paid for a Fiscal Year and are due by the Spring meeting. Family Membership is for two adults and children under 18. A general reminder regarding annual dues will be in each Claytonia and on the website.

Section 2. Meetings

The Membership meets during one weekend in the Spring and Fall. The date, time, and location of upcoming Membership Meetings are noted in Claytonia and on the Society's website.

Section 3. Quorum

The Members attending the Membership Meetings constitute a quorum for the transaction of business. Every act or decision by a majority of the Members present at a Membership Meeting will be a valid act of the Membership.

Section 4. Right to Vote

Members in all Membership Classes are entitled to one vote except each adult of a Family Membership is entitled to a vote. Absentee or proxy votes are not allowed.

Article IV - EXECUTIVE BOARD AND MEETINGS

Section 1. Membership

The Board consists of the Immediate Past President and the Officers of the Society. The Immediate Past President serves as an advisor to the President and heads the Nominating Committee for electing new officers. Responsibilities of Officers are described in Article V. The Board handles the Society's business and makes recommendations to the Membership at Membership Meetings and conducts essential business during other times.

Section 2. Meetings

Regular Meetings of the Board are held the same weekend as the Spring and Fall Membership Meetings. Special Board Meetings may be called by the President or, in his/her absence or

inability, by the President Elect. All Members of the Board are to be notified of the date, time, location, and agenda for any meeting at least two weeks in advance. Online Meetings may be held to conduct essential business arising between Regular Meetings.

Section 3. Quorum

The presence of six of ten Board Members at a Board Meeting constitutes a quorum for the transaction of business. Every act or decision by a majority of the Officers present at a Board Meeting, at which a quorum is present, will be a valid act of the Board.

Section 4. Right to Vote

Each Board Member is entitled to one vote on any motion before the Board. Absentee or proxy votes are not allowed.

Article V - OFFICERS

Section 1. Positions and Responsibilities

a) President

The President oversees the work of the Society. The President presides at Regular Meetings of the Board and Membership. The President prepares the agenda for Regular Meetings of the Board and Membership.

b) President Elect

The President Elect is in training for President and performs duties of President in the President's absence. This Officer is responsible for the planning of the Spring and Fall Meetings. He/she selects the meeting site, identifies field trip leaders and locations, and arranges for evening programs.

c) Vice President

The Vice President is in training for President Elect and performs duties of the President Elect in the President Elect's absence. The Vice President publicizes the Society's activities, such as

conservation efforts and approved grants. At Membership Meetings, this Officer is in charge of registration and field trip rosters.

d) Secretary

The Secretary prepares and maintains the minutes of Regular Meetings of the Board and Membership and records the results of Online Meetings. The Secretary records the Society's work and accomplishments. He/she maintains a record of the Officers' Terms of Office (Section 2 below) and Tenure (Section 3 below).

e) Treasurer

The Treasurer is the custodian of the funds of the Society. The Treasurer receives, deposits, and disburses funds. He/she prepares the Annual Budget (Article VII, Section 2). This Officer prepares a Treasurer's Report in advance of the Spring and Fall Meetings and as otherwise requested by the Board. The Treasurer prepares an end-of-year report to close out each Fiscal Year (Article VII, Section 1). The Treasurer responds to audits requested by the Board (Article VII, Section 7). The Treasurer files the yearly "charitable organization" IRS report and the yearly Arkansas Annual Report for Nonprofit Corporation.

f) Editor

The Editor prepares and distributes Claytonia, the Society's newsletter.

g) Webmaster

The Webmaster maintains and updates the Society's website, www.anps.org.

h) Memorial Awards Officer

The Memorial Awards Officer organizes and directs the search for recipients of the Society's Memorial Awards (Article IX) through a Memorial Awards Committee. This Officer receives and reviews applications and provides the Committee's recommendations to the Board and Membership for approval.

i) Membership Officer

The Membership Officer maintains a record of Members, including Membership Class, contact information, and dues paid. This Officer reports on the Society's Membership statistics at Regular Meetings of the Board. He/she prepares and distributes the Directory.

Section 2. Term of Office

The term of office for the President, President Elect, and Vice President is one year. At the end of the year, the President Elect replaces the President, and the Vice President replaces the President Elect. The other six Officers are elected for two years. The Officers newly elected at Fall meetings begin a transition period at that time and become fully operational at the beginning of the new calendar year. A person appointed to fill a vacant position (Section 4 below) may continue in that office past the original end-of-term of the vacating Officer, if elected by the Membership to a new term.

Section 3. Office Tenure

The Members serving as Secretary, Treasurer, Editor, Webmaster, Memorial Awards Officer, and Membership Officer may be elected to a second two-year term for the same position with tenure in the same position to not exceed four years. However, any person appointed to a vacant position (Section 4 below) may be subsequently elected to two full terms, without any required break in service. Any Officer serving for five years, regardless of positions, may not be appointed or elected to another position for at least a full year.

Section 4. Vacancies

When the position of President becomes vacant due to resignation or other cause, the President Elect assumes that position. Likewise, should the President Elect position become vacant, the Vice President assumes that position. A vacancy at Vice President or the other six Officer positions will be filled by the Board by appointment within 15 days of the position becoming vacant, except should a vacancy occur within 30 days of the next Regular Meeting, then a Board nominee must be voted on by Membership at that next Meeting. Should the position of the Past President become vacant, the position will remain vacant until filled at the end of the President's term.

Section 5. Elections

The term of office (Section 2 above) and the tenure (Section 3 above) of Officers are reviewed at the Spring Board Meeting along with existing or expected vacancies. The results of this review are reported to the Membership at the Spring Meeting to seek nominations for or self-interest in available positions. Names of nominees (including incumbents, if any) are provided in the Fall Claytonia and presented to the Membership at the Fall Meeting for vote.

Section 6. Records of Office

Each Officer maintains the records of his/her office. Any Officer, upon the expiration of his/her term or the termination of his/her duties for any cause, must deliver up-to-date and organized records of the Office to his/her successor along with appropriate Procedural Guidelines (Article VIII).

Article VI - EXECUTIVE COMMITTEES

Committees may be created by the Board to address specific issues. Committee Members may be from the Membership, the Board, or non-Society people, as appropriate. The process used by the Committee to address assigned issue(s) is chosen by the Committee. Progress and results are reported to the Board. As appropriate, results of a Committee's work will be presented to the Membership. Committees are disbanded by the Board.

Article VII - FINANCE

Section 1. Fiscal Year

The Fiscal Year begins January 1 and ends December 31 of the same year.

Section 2. Annual Budget

The Budget for the upcoming Fiscal Year is prepared by the Treasurer in coordination with and for acceptance by the Board. The Annual Budget accepted by the Board is presented to Membership for approval at the Fall Meeting.

Section 3. Income

The Treasurer receives and deposits all Society income including, but not limited to, dues, proceeds from the Fall Plant Auction, meeting registration fees, funds from Society promotions such as shirt and book sales. Dues received by the Membership Officer are forwarded to the Treasurer along with documentation. All funds from other sources are forwarded to the Treasurer along with documentation.

Section 4. Expenditures

Funds are spent as authorized by the Annual Budget or the Executive Board. Expenditures for Memorial Awards (Article IX) and Solicited Grants (Section 5 below) are by specific Board and Membership approval.

Section 5. Solicited Grants

Solicited Grants are one-time grants to an entity which has approached the Board for funds for a project consistent with the Objectives of the Society. The Board may approve a small grant request up to \$500 from any single entity without receiving membership approval. Requests in excess of \$500 will be evaluated by the Board, and if approved, will be submitted to the membership at the next meeting for approval. The Board may approve several small grant requests provided the total of the grants does not exceed \$2000 in a single calendar year.

a) Approval Procedures: Upon receipt of a one-time grant request, the President normally appoints a society member (board member or other responsible person) to review the request and make a recommendation to the Board. If the one-time grant request involves planting native plants in a garden area, the following conditions should be met: The location of the project should be in a public place. The project area should have recognizable boundaries to be able to distinguish it from its surroundings. The project should be planned to include only Arkansas Native Plants within the boundaries. The completed project will be required to display a small ANPS-provided sign recognizing the ANPS donation. (Note that the cost of the sign is not included in the grant request.)

b) Disbursement Procedures: Upon approval of a one-time grant request, the President advises the requestor of the decision. If the approved one-time grant involves donating money to some project (such as purchasing a tract of land), the President will direct the Treasurer to send the approved funds to the requestor. If the approved one-time grant involves purchasing plants and materials for a physical project, the President will advise the grant requestor that

the grant has been approved. The requestor will then purchase the approved items, and forward the receipts to the President, who verifies both the receipts and completion of the project and forwards the receipts to the Treasurer to reimburse the requestor. The President at the time a grant is approved, is the President of Record for that grant, and will be the person responsible for verifying receipts and completion of that project. Disbursement authority for any one-time grant expires one year from board approval (or membership approval for grants exceeding the \$500 threshold), and requires board approval for extension.

Section 6. Audits

An audit of the records of the current Treasurer may be made at any time, at the discretion of the Board, after a two-week notice to the Treasurer.

Article VIII - PROCEDURAL GUIDELINES

Procedural Guidelines are developed by the Officers to document the means and methods by which they fulfill their responsibilities under these Bylaws. Similarly, the Board develops Guidelines for the Board to ensure proper operations by the Society.

Article IX - MEMORIAL AWARDS OF THE SOCIETY

The Memorial Awards of the Society are: 1) Dwight Moore Award, 2) Aileen McWilliam Award, 3) Demaree Research Award, and 4) Carl Amason Conservation Award. Descriptions of these Awards are provided in the Attachment.

Article X - CHAPTERS

Section 1. Application

Members may, upon approval of the Board, form a chapter. After Society members in an area determine sufficient interest exists for a chapter, they may send an application letter to the Board for preliminary approval. The letter must include the names of at least eight Society members for the chapter, the purpose of the chapter, coverage area, and a chapter name.

Section 2. Formation

Within sixty days of receipt of the Board's preliminary approval, the proposed chapter must hold an organizing meeting(s) to draft bylaws and identify officers. The draft bylaws are provided to the Board. The Board responds within 30 days of receipt.

Section 3. Activities and Society's Oversight

A chapter is authorized to undertake activities or projects that are consistent with the Objectives of the Society. Activities that could cause conflict with the Society's Bylaws are to be reviewed by the Board before such activities are undertaken.

Section 4. Business Dealings

A chapter may adopt its own membership rosters, procedural guidelines, and financial controls. Business dealings may not conflict with the Society Bylaws. Chapter membership must be open to any person interested in the native plants of Arkansas, upon their application to the chapter and payment of chapter dues. Chapter dues are in addition to those of the Society.

Section 5. Suspension and Dissolution

Should the Board find a chapter to be in violation of Society Bylaws, the Board may suspend its approval of the chapter, but only after written notice allows time for the situation to be remedied. Should a chapter decide to dissolve itself, such dissolution will be effective upon the receipt of written notice by the Board. Upon dissolution of a chapter, any remaining assets of the chapter are to be transferred to the Society.

Article XI - AMENDMENT, REVISION AND WAIVER

These bylaws may be amended (rewritten in part) or revised (rewritten in whole).

An amendment or revision may be initiated by the Board or Membership. All amendments and revisions are approved by the Board. Board-approved amendments and revisions are published once in Claytonia with a vote by Membership at the next Regular Meeting. (Article III, Section 3 and Article IV, Section 3 apply.) If in the best interest of the Society, a one-time waiver to any specific requirement of these Bylaws may be approved by the Board. Such approval requires an

affirmative vote by the majority of all Board Members. The waiver will be reported to Membership at the next Regular Meeting.

Article XII - DISSOLUTION

Upon pending dissolution of the Society, all remaining assets are to be distributed for educational or scientific purposes to an allied non-profit organization(s). The Board will designate the organization(s) to receive the Society's assets.