

# BYLAWS OF THE ARIZONA NATIVE PLANT SOCIETY

(Amended January 14, 1978, October 14, 1983, October 16, 1984, September 25, 1987 and November, 1998, Revised in 2001 and ratified November 2002, Revised in 2008 and ratified February 20, 2009)

## ARTICLE I. MISSION AND PURPOSE OF THE SOCIETY (Amended February 20, 2009)

### Section 1. Mission and Purpose of the Society

The mission of the Arizona Native Plant Society is to promote knowledge, appreciation, conservation, and restoration of Arizona's native plants and their habitats within the biogeographical context of these species in the Southwestern United States and northern Mexico.

The Arizona Native Plant Society promotes an understanding of Arizona's native plants and their adaptations to Arizona's unique arid and sub-arid regions. We encourage an appreciation of them and promote their use as valued components of the landscape.

The Arizona Native Plant Society promotes and advocates for the proper use of indigenous species in water conservation and resource management practices that affect native plants and habitats.

## ARTICLE II MEMBERS

### Section 1. Membership

Any person, family or other group interested in the native plants of Arizona is eligible for membership in the Society. Application for membership shall be made to the Society. Membership classification shall be set and reviewed as needed by the Board of Directors. Membership classification including *Distinguished Fellow* and *nondues-paying life members* for persons making outstanding contributions shall be set and reviewed as needed by the Board of Directors. (Amended October 26, 1984)

### Section 2. Right of Members to Vote

Each member shall be entitled to one vote on any question requiring a vote of the membership of the corporation. The right to vote of a member who is not an individual shall be exercised by an individual designated in writing by the member as the member's official delegate.

### Section 3. Termination of Memberships; Distribution of Assets

Membership in the Society shall terminate upon the death of a member and may be terminated by resignation or by resolution of the Board of Directors. Memberships may not be transferred. No member shall possess any

property right in or to the property of the Society. In the event all memberships are terminated or in the event the society owns or holds any property upon its dissolution, after paying or adequately providing for the debts and obligations of the corporation, the Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation. In no event shall any earnings or other property of the Society be distributed to or inure to the benefit of any member, former member, director, or officer of the Society, or other private individual either directly or indirectly.

#### **Section 4. Meetings of the Members**

The President upon resolution of the Board of Directors may call meetings of the total membership for any purpose or business at any time.

#### **Section 5. Notification of Meetings**

Written notification of Meetings of the members shall be given to each member entitled to attend the meeting. Notice of statewide meetings shall be placed in the mail at least two weeks prior to the holding of the meeting. Such mailing shall constitute due and legal notice to a member.

#### **Section 6. Quorum**

The presence of five percent (5%) of the members at any statewide meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a meeting duly held, at which a quorum is present, shall be regarded as a valid act of the members, unless a greater number is required by law, or by the Articles of Incorporation, or by the Bylaws.

### **ARTICLE III. DUES**

#### **Section 1. Manner of Fixing Dues**

Dues of each class of members of the Society shall be fixed and reviewed as needed by the Board of Directors. Dues are for one year from the date of joining. A member's renewal date will be that same month in each subsequent year. (Amended February 20, 2009)

#### **Section 2. Payment of Dues**

Dues shall be payable to the Treasurer of the Society upon proper notification. No member who is in default in the payment of dues shall be entitled to any of the rights and privileges of membership while he or she is in default. When any member is in default in the payment of dues for a period of four (4) months, membership may be terminated by the Board of Directors. Any member so terminated shall be reinstated upon payment of dues.

### Section 3. Statewide Chapter Dues Proration

Local chapters that submit an annual budget to the Board of Directors are entitled to a percentage of annual dues collected from affiliated members. Each chapter should submit an annual budget to the Board of Directors describing the use of the funds. The Treasurer will let each chapter know how much money is available for distribution. If chapters do not need the full amount, the funds will remain in the State account. No chapter will be denied their allocation if there is a documented need. All budgets and requests for funds must be received from a bonafide chapter. (Amended January 14, 1978, November, 1998, and February 20, 2009.)

## **ARTICLE IV. DIRECTORS**

### Section 1. Qualification to be a Director

Only members of the Arizona Native Plant Society shall be eligible to be a member of the Board of Directors.

### Section 2. Constitution of the Board of Directors

The Board of Directors shall consist of the statewide officers of the Society, the most recent past president of the state Society, the presidents of all duly recognized chapters of the Society with fifteen or more members, the chairperson of all Society Committees, and four members elected by the general membership of the Society. The total number of directors shall not exceed fifteen members. The Board cannot function with less than five members. Presidents of the state Society shall serve as directors for one year following their term as president. (Amended October 26, 1984 and November, 1998.)

### Section 3. Election and Tenure of Directors

All statewide officers of the Society become members of the Board of Directors immediately upon their election to office as outlined in Article V, section 3 of these Bylaws. All chapter presidents become members of the Board of Directors immediately upon their election by the individual chapters. The chairperson of each Society committee shall become a member of the Board of Directors immediately upon his or her appointment.

An election of directors who are not *ex officio* shall occur annually at a meeting of the Society, the time and place to be called by the President. To accomplish this election, a Nominations Committee of three directors appointed by the President at a previous meeting of the Board of Directors, shall present a slate of two or more candidates to the members of the Society. Candidates may also be proposed by members at or prior to the annual meeting. Any member of the Society is eligible to be nominated. A plurality of all votes cast shall be sufficient to elect. The Board of Directors

may establish a procedure for absentee balloting. The tenure of elected Directors is two years. Two Directors shall be elected by the general membership each year. (Amended October 14, 1983, November, 1998, and February 20, 2009.)

#### Section 4. Vacancies in the Board of Directors

Vacancies in the Board of Directors shall be filled in the following manner: (1) If the Director is a chapter president, the vacancy shall be filled at the earliest convenience of the responsible chapter in a manner determined by chapter policy. (2) If the Director is an officer, the vacancy shall be filled following the procedures outlined in Article V, Section 8 of these Bylaws. (3) If the Director is the chairperson of a Society committee, the vacancy shall be filled by the appointment of a new chairperson by the President of the Society, subject to approval of the Board of Directors. (4) If a Director is elected by the general membership of the Society, the vacancy shall be filled by the majority vote of the remaining Directors attending a meeting of the Board, provided a quorum is present. A Director thus elected shall hold office for the unexpired term.

#### Section 5. Termination of Directorships

A directorship in the Society shall terminate upon the death of a Director or may be terminated by resignation. Directorships may not be transferred. No Director shall possess any property rights in or to the property of the Society.

#### Section 6. Meetings of the Board of Directors

The Board of Directors shall meet as needed to conduct the business of the Society. Meetings shall be called by the President or, in the case of absence, inability, or refusal to act, by the Vice President or by any five Directors. Written notification of the date, time, and place of the Meetings of the Board of Directors shall be given by the Recording Secretary to each Director at least seven days prior to the holding of the meeting.

#### Section 7. Quorum

The presence of one-third of the Directors of the Board of Directors, as constituted at that time, shall be necessary to constitute a quorum for the transaction of business. Directors who cannot be present at a meeting may assign their vote by written and signed proxy to any other Director who will be present at the meeting. Such proxies must be presented to the President prior to any vote. Votes by proxy contribute to the quorum of the meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum is present, shall be regarded as a valid act of the Board of Directors. (Amended November, 1998.)

## **Section 8. Powers of the Board of Directors**

The Board of Directors shall be the governing body of the Society and may delegate authority to the Executive Council and Society committee chairpersons.

## **ARTICLE V. OFFICERS**

### **Section 1. Names of Officers**

The officers of the Society shall be a president, one or more vice presidents, a secretary, and a treasurer. The Board of Directors may appoint such other officers as the business of the Society may require, each of whom shall be subject to the same privileges and restrictions as the officers named above. (Amended February 20, 2009)

### **Section 2. Who May be Officers**

No person shall be an officer of the Society who is not a member of the Society. Any member of the Society may be an officer of the Society upon election by the Board of Directors. Officers are *ex officio* members of the Board of Directors.

### **Section 3. Election of Officers**

An election of all officers of the Society shall occur annually at a meeting of the Board of Directors at a time and place called by the President. To accomplish this election, a Nominations Committee of three Directors appointed by the President at a previous meeting shall prepare a slate of one or more candidates for each office for presentation to the Board of Directors. (Amended October 14, 1983)

Any member of the Society is eligible to be nominated for an office, and need not be a member of the Board of Directors. Any member elected to an office is an *ex officio* member of the Board of Directors. A plurality of those Directors casting votes shall be sufficient to elect, provided that a quorum be present. An officer may succeed him or herself.

### **Section 4. Duties of the President**

The president shall preside at all meetings of the members and directors, shall have general supervision of the affairs of the Society, shall sign or countersign all certificates, contracts, and other instruments of the Society as authorized by the Board of Directors, shall make reports to the Board and members, and shall perform all such other duties as are incident to the office or are properly required of him or her by the Board of Directors. The president, *ex officio*, shall serve as a member of the Publication Awards committee. (Amended November, 1998.)

## Section 5. Duties of the Vice President(s)

The vice president(s), in the order designated by the Board, shall exercise the functions of the president during the absence or disability of the president. Each vice president shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

## Section 6. Duties of the Secretary (Amended February 20, 2009)

The secretary shall keep or cause to be kept, the minutes of all meetings of the Executive Council, Board of Directors, and statewide meetings of the members, with the time and place of holding, the notice of thereof given, the names of those present at an Executive Council or Board of Directors meeting, the number of members present or represented at a statewide members meeting and the proceedings thereof. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and statewide meetings of the members as required by the Bylaws, and he or she shall keep the seal of the corporation in safe custody and shall serve as Society Historian, and shall have such other powers and duties to perform as may be prescribed by the Board of Directors.

## Section 7. Duties of the Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the Society, including accounts of its assets, liabilities, receipts, and disbursements. The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Society as may be ordered by the Board, shall render to the president and directors, whenever they request it, an account of all of the transactions as treasurer and of the financial condition of the Society, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The treasurer, ex officio, will serve as a member of the Publications Award committee. (Amended October 11, 1983 and November, 1998.)

## Section 8. Vacancies

A vacancy in the office of president, vice president, recording secretary, corresponding secretary, or treasurer may be filled by an election held for this purpose at a meeting of the remaining directors. A plurality of those directors casting votes shall be sufficient to elect, provided that a quorum be present. An officer thus elected to fill any vacancy shall hold office for the unexpired term of the predecessor and until the successor is elected and qualifies.

## Section 9. Records

Each officer shall upon the expiration of his or her term of office and upon the election and qualification of the successor deliver to the successor the records of his office.

## **ARTICLE VI. COMMITTEES (Amended February 20, 2009)**

### **Section 1. Kinds of Committees**

Two classes of committees are recognized: the Society Committee, and the temporary committee.

### **Section 2. Society Committees**

The president shall create, subject to the approval of the Board of Directors, such Society Committees from time to time as may be deemed suitable, necessary, and convenient to accomplish the aims of the Society. The president shall appoint, subject to approval of the Board of Directors, a chairperson and such members as he or she deems necessary for the proper functioning of the committee. Vacancies shall be filled by the president, subject to approval by the Board of Directors. The chairperson of each Society committee is an ex officio member of the Board of Directors.

### **Section 3. Temporary Committees**

The president shall create such executive and temporary committees from time to time as may be deemed suitable, necessary, and convenient to accomplish the aims of the Society. The president shall appoint a chairperson and such members as he or she deems necessary for the proper functioning of the committee. Vacancies shall be filled by the president.

### **Section 4. Composition**

At least one director shall serve as a member of each committee.

### **Section 5. Quorum**

Unless otherwise provided in the resolution of the Board of Directors or president establishing the Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

### **Section 6. Tenure of Committees and Their Members**

The tenure of a committee and its members is at the pleasure of the Board of Directors or president, depending upon the classification of the committee as outlined in Article VII, Section 2 and Section 3 of these Bylaws.

### **Section 7. Powers of Committees**

The committees of the Society shall have those powers and duties as outlined by the establishing resolution of the Board of Directors or president.

The chairperson of a committee shall render to the Executive Council or Board of Directors, upon their request, an accounting of the progress and current state of the committee's work.

## Section 8. Rules

Each committee may adopt its own rules provided that they are not inconsistent with the establishing resolution, rules adopted by the Board of Directors, or the Bylaws.

## ARTICLE VII. CHAPTERS

### Section 1. Organization

Five or more persons, members or prospective members of the Society, may organize a chapter of the Arizona Native Plant Society for charitable and educational purposes in connection with the native plants of Arizona by submitting to the corresponding secretary a petition giving the names and addresses of the five or more persons. The corresponding secretary shall submit the petition to the Board of Directors for approval. Such a request shall be accompanied by the payment to the Society of current dues for each non-member.

### Section 2. Designation

Such chapters shall be designated as "The \_\_\_\_\_ Chapter of the Arizona Native Plant Society. If an organization already in existence desires to become a chapter of the Arizona Native Plant Society, it may retain its name and be known officially as \_\_\_\_\_, a Chapter of the Arizona Native Plant society. Changes in the designation of existing chapters shall be approved by a majority vote of the Board of Directors.

### Section 3. Chapter Officers

Each chapter shall elect annually a president and such officers as it deems suitable, necessary, and convenient to accomplish the purpose of the chapter. The manner of election of officers shall be at the discretion of the individual chapters. Any chapter officer may succeed him or herself.

### Section 4. Chapter Bylaws

The members of each chapter may adopt bylaws for the governing of the chapter, provided that the bylaws are not inconsistent with the Society bylaws or the Articles of Incorporation. If adopted, a copy of such bylaws shall be deposited with the recording secretary of the Society.



## **Section 5. Members**

Members of the Society shall be entitled to all rights and privileges of such membership. Only members of the Society shall be entitled to a chapter membership.

## **Section 6. Chapter Duties and Obligations**

The members of each chapter shall hold meetings at such times and places as it deems suitable, necessary, or convenient to accomplish the purposes of the Society and chapter. Each chapter shall hold at least six such meetings annually. The members of each chapter shall elect officers as outlined in Article VII, Section 3, of these Bylaws. The members and officers of a chapter shall have the responsibility of fostering the Society's educational and charitable goals. To this end, each chapter shall have the primary responsibility to represent the Society in its area and to initiate programs and actions consistent with the Society's goals. A chapter shall inform the Executive Council and/or Board of Directors of regional activity by forwarding reports and other pertinent documents to the corresponding secretary at those times deemed necessary and convenient by the officers of the chapter.

## **Section 7. Withdrawal of Chapter Status**

The Board of Directors may terminate or suspend the chapter status and privileges of a chapter if the membership of the chapter consists of less than five members or if the Chapter takes any action inconsistent with the Articles of Incorporation or Bylaws of the Society

## **Section 8. Limitation of Chapter Authority**

In the absence of express authorization of the Board of Directors, no chapter, chapter officer, or chapter member shall have power to act or bind the Society in any manner. No chapter shall have any proprietary interest in the name 'Arizona Native Plant Society.' Each chapter's right to use as a part of its name or designation the words 'Arizona Native Plant Society' shall cease upon the termination or suspension of its status as a chapter.

# **ARTICLE VIII. BOOKS AND RECORDS**

## **Section 1. Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts, Etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer.

### **Section 3 Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any specific purpose of the corporation.

## **ARTICLE X. FISCAL YEAR**

### **Section 1. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XI. SEAL**

### **Section 1. Seal**

The corporation shall have a common seal upon which shall be inscribed:

Arizona Native Plant Society  
Incorporated \_\_\_\_\_ (Date)  
Arizona -

## ARTICLE XII. AMENDMENTS

### Section 1. Manner of Amending Bylaws

New bylaws may be adopted, amended, or repealed, or these Bylaws may be amended or repealed, by the affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors called for such purpose at which a quorum is present, or by members as provided or authorized by law. A copy of the proposed amendment or new bylaw shall be included in the notice given each Director. However, any amendment increasing or decreasing the number of Directors of the Society shall not become effective until approved by an affirmative vote of the members, as provided by law.