

Coastal Plain Chapter of Georgia Native Plant Society Bylaws

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ARTICLE I. NAME

The name of this organization shall be the Coastal Plain Chapter of the Georgia Native Plant Society, Inc.

ARTICLE II. PURPOSE

The mission of the Coastal Plain Chapter of the Georgia Native Plant Society, hereinafter referred to as "The Chapter," is to promote the stewardship and conservation of Georgia's native plants and their habitats through education and with the involvement of individuals and organizations.

The Chapter is a non-profit organization that has been organized in accordance with Section 501(c)(3), Chapter 3, IRS Publication 557 to operate exclusively for scientific and educational purposes as those terms are defined in the Internal Revenue Code of 1986, as amended (hereinafter referred to as "The Code"). The Chapter shall neither support nor oppose any candidate or political party but may take positions on public policy issues. Membership in The Chapter shall be open to any person or organization that supports the stated mission of The Chapter and complies with the Bylaws.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Members. The Chapter shall have a Board of Directors (hereinafter referred to as BOD) consisting of a minimum of six members ("Directors"), including three (3) or four (4) officers of The Chapter (Secretary and Treasurer may be combined) and two (2) to four (4) Directors. Directors' roles may include Regional Directors, Director of Rescues, Director of Education, and Director of Projects and Programs [restoration, conservation etc.], and Immediate Past President. Each Director shall have one vote in matters rightfully to be determined by the BOD. Should two persons co-serve, they shall be entitled to only one vote. The president shall vote only in the event of a tie. If the President is elected for successive terms, the Immediate Past President position will remain vacant. Immediate Past President is a non-Voting position.

Section 2. Authority. The BOD shall have sole control and management of The Chapter's name, activities, affairs, and shall generally manage and conduct all matters necessary for the welfare of The Chapter. Without limiting the generality of the foregoing, the BOD shall have the authority to fill vacant BOD chairs or committee chairs; to create or dissolve committees; to make or authorize all contracts; to prescribe rules, regulations, conventions, aims and objectives for The Chapter, and to alter or amend the same; and to fix penalties for the violation thereof and to enforce the same.

Section 3. Terms/Vacancy. Officers shall serve for a term of two years. Each Director shall serve for a term of one (1) calendar year, beginning January 1. Vacancies on the BOD will be filled by presidential appointment approved by the BOD; such appointees will serve the remainder of the current term. In the event of a vacancy in the office of the president, the Vice President shall succeed to the office of President for the remainder of the current term. Any resignations from any elected or appointed position must be presented in writing to the BOD. Any individual Director may be relieved of his/her duties upon a two-thirds vote of the BOD. Any Director missing two consecutive BOD meetings without giving prior notice of such absence will be considered to have resigned, subject to confirmation by the BOD.

Section 4. Indemnification. The Chapter shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director of The Chapter against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of The Chapter and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Section, the terms 'party', 'proceeding', and 'liability' shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors, and 'director' shall have the meaning given to the term 'director' in such provisions of the Georgia Nonprofit Corporation Code.

The Chapter shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition of the proceeding, if (a) the Director furnishes The Chapter a written affirmation of the Director's good faith

belief that the Director has met the standard of conduct set forth in this section, and (b) the Director furnishes The Chapter a written undertaking, executed personally or on the Director's behalf, to repay any advances if it is ultimately determined that the Director is not entitled to indemnification. The written undertaking required by subparagraph (b) above must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5. **Conflict of Interest:** No Director will receive financial recompense from The Chapter for their services to the organization during their term of office. All officers and directors will comply with The Chapter policy on ethics and conflict of interest and will review the policy annually for as long as they serve. Refer to the Conflict of interest policy for ethics and conflict of interest.

Section 6. **Other.** Anything not covered by these bylaws shall be referred to Robert's Rules of Order.

ARTICLE IV. OFFICERS AND DUTIES

The officers of the BOD shall be a president, a vice-president, a secretary, and a treasurer or a secretary/treasurer.

The **President** shall preside over all meetings of the members and the BOD. The president shall be an ex-officio member of all committees except the nominating committee. He/she shall perform such other duties as customarily pertain to the office of president, or as he/she may be directed to perform by resolution of the BOD. The president is the official spokesperson for The Chapter; however, he/she has the discretion to delegate that authority to a specific person.

The **Vice President**, in the absence or inability of the president (inability determined by a majority vote of the BOD), shall act in his/her stead. The Vice President shall be responsible for the annual business meeting program, the orientation of Directors new to the BOD, and for other projects designated by the BOD. At the will of the BOD, the Vice President shall serve as Parliamentarian.

The **Secretary** shall keep records of the proceedings of the BOD meetings and any official business that takes place in general membership meetings of The Chapter, and be responsible for all such past records of the organization except those in possession of the treasurer. The Secretary shall prepare such directives, correspondence, and other documents as are needed and authorized by the BOD. He/she shall keep the official copy of current bylaws, policies, standard operating procedures (such as financial policies and procedures, style and identity guide, committee descriptions, etc.), and provide such on request.

The **Treasurer** is the chief fiscal management officer of The Chapter and is responsible for the development of the fiscal policy and long term fiscal planning. The treasurer shall collect the revenue of The Chapter and pay its bills, as authorized by the BOD. He/she shall prepare and maintain full and complete records of assets and liabilities of The

Chapter and such tax reports as may be required. The treasurer shall submit an annual financial report for the current year and a budget for the coming year to the BOD at their meeting immediately prior to the Annual Meeting. All funds of The Chapter shall be deposited in the name of The Chapter in recognized financial institutions. The treasurer or the president will sign or approve all checks. The Treasurer shall make available for inspection by any member of The Chapter any financial records requested.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. Eligibility and Categories. Any person, family, business, or organization interested in the conservation of Georgia's native plants may become a member of The Chapter upon payment of dues. Membership categories and dues shall be set and reviewed as needed by the BOD. The BOD shall approve definitions of membership categories, the annual dues for each class of membership, and policy for reinstatement after short-term lapse.

Section 2. Calendar Year. The calendar year for The Chapter will be January 1 to December 31. Dues shall be due in January and payable not later than January 31. Dues paid after October 1 shall be applied to the next calendar year. Dues will not be prorated otherwise.

Section 3. Voting Rights. Each membership shall be entitled to one (1) vote regardless of how many individuals may be represented by that membership.

Section 4. Termination of Memberships. Membership is not transferable. Membership shall terminate upon the earliest of:

1. Failure of the member to renew his/her membership by paying the annual dues by January 31.

2. Death of all members within a single membership.

3. Expulsion of the member as provided for in this paragraph. The BOD may expel any member for actions inconsistent with The Chapter's aims and objectives. The member shall be given at least 7 days notice of any proposed action by the BOD to expel the member, with a statement of the reasons for the proposed expulsion, and may appear at the BOD meeting at which the action is proposed to be taken to explain his/her actions.

Section 5. Rights. No member shall possess any property right in or to the property of The Chapter. No member, commercial or individual, may use the name or logo of The Chapter without the express permission of the BOD.

ARTICLE VI. MEETINGS

Section 1. General Membership Meetings. The Chapter will hold at least four general membership meetings during the year on a regular schedule to be set by the BOD.

Section 2. Board of Directors Meetings. The BOD shall meet at least four times during the fiscal year. The president as needed may call special meetings of the BOD provided that all BOD members receive at least four days' notice of such meeting, and shall call a special meeting upon the written request of four members of the BOD. The President shall have the authority to schedule a BOD meeting on an alternative date that is agreeable to a majority of the elected BOD members when necessary to achieve quorum. The President is authorized to allow members of the BOD to attend a BOD meeting by telecommunication as necessary and possible. Directors may e-vote when the President calls for an e-vote. All meetings of the BOD are open to the general membership of The Chapter.

Section 3. Annual Business Meeting. The Annual Business meeting shall be conducted as the last General Membership Meeting of the calendar year. The program shall include the report of the nominating committee, a financial report, and reports from committees. These reports, other than the nominating committee report, may be written with copies available to the membership or published in other appropriate media designated by the BOD.

Section 4. Quorum. A majority of the total number of Directors shall constitute a quorum at any meeting.

ARTICLE VII. ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee consisting of at least five members of The Chapter, no more than three of whom may be Directors. The Nominating Committee will be appointed by the President and approved by the BOD. The Nominating Committee will create a slate of Directors, specifying Officers. No later than the last general membership meeting preceding the annual meeting, the Nominating Committee will announce the date of the upcoming election and how to submit nominations. After review by the BOD, the slate shall be publicized to the general membership at least two weeks before the Annual Meeting in a media deemed appropriate by the BOD. The Nominating Committee will, to the extent possible, ensure that the slate reflects the geographic diversity of the membership.

Section 2. Elections. Elections will be held at the Annual Meeting. Nominations may be taken from the floor of the Annual Meeting for either vacancies in the slate or alternative candidates for specific directorships, provided the nominee is present or has consented. The slate will be elected by simple majority of those members present. In case of competition for any office, voting will be by written ballot by members present at the meeting. The candidate receiving the highest number of votes is elected. In event of a tie, the BOD casts the deciding vote.

ARTICLE VIII. DISSOLUTION

In the event of dissolution of The Chapter, after paying or adequately providing for the debts and obligations of The Chapter, the BOD shall dispose of the remaining assets to GNPS or, if that organization is no longer in existence, or no longer exempt, by contributing the assets to any non-profit, charitable, and/or educational organization, as described in The Code.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

Section 1. **Vote Required.** These bylaws may be amended by a two-thirds (66%) vote of the BOD at a regular or called BOD meeting plus a two-thirds vote of the members present at a regular meeting.

Section 2. **Proposals.** Any Chapter member may present proposals for amendments to these bylaws to the BOD. This must be done in writing at a regular or called BOD meeting. Such proposal shall be made at least two (2) months prior to a BOD vote on the amendments being taken and three months prior to a general membership vote.

Immediately on BOD approval of an amendment, the general membership shall be notified of the proposed bylaws change via as expeditious a method as is available.

Section 3. **GNPS Approval.** Any amendments or modifications to The Chapter bylaws must be approved by The Society's Board of Directors.

Section 3. **Effective Date.** These bylaws shall become effective immediately upon ratification unless otherwise stipulated.

Section 4. Bylaws shall remain consistent with those of GNPS. Amendments to the bylaws should be forwarded to GNPS BOD for review and allow a sufficient time for comments and approval. Refer to Procedure for review of bylaws.

Adopted 12/15/14

Amended _/2016