

Georgia Native Plant Society, Inc. Bylaws  
Adopted November 12, 2019

**ARTICLE I. NAME**

The name of this organization shall be the Georgia Native Plant Society, Inc. (GNPS).

**ARTICLE II. TAX-EXEMPT PURPOSE**

Section 1. GNPS is organized exclusively for charitable, educational, and scientific purposes as defined in section (501)(c)(3) of the Internal Revenue Code, and Title 14, Chapter 3 of the Georgia State Code. The purposes of GNPS are to engage in educational, scientific, and charitable pursuits as are set forth in its Certificate of Incorporation.

Section 2. The mission of GNPS is to promote the stewardship and conservation of Georgia's native plants and their habitats through education, conservation and advocacy with the involvement of individuals and organizations.

Section 3. GNPS is not organized, nor shall it be operated, for pecuniary gain or profit; and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of GNPS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of GNPS shall ever inure to the personal benefit of any Director, Officer, Staff or Member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of GNPS remaining after payment of, or provision for, all debts and liabilities of GNPS, shall be donated to an entity having similar objectives and purposes as GNPS, as the Board of Directors (the "Board") of GNPS may designate, subject to any order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 4. No substantial part of the activities of GNPS shall be for the carrying on of propaganda, or otherwise attempting to influence legislation to such extent as would result in loss of exemption from federal income tax under section 501(c)(3) of the Code; and GNPS shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for office.

Section 5. It is intended that GNPS shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provision of these Bylaws and the Articles of Incorporation, and all authority and operations of GNPS shall be construed, applied and carried out in accordance with such intent.

**ARTICLE III. MEMBERSHIP AND DUES**

Section 1. **Eligibility and Categories.** Any person, family, business, or organization interested in the purposes and objectives of GNPS may become a member upon payment of dues. Membership categories and dues shall be set and reviewed as needed by the Board. The Board shall approve definitions of membership categories, the annual dues for each class of membership, and policy for reinstatement after short-term lapse.

Section 2. **Voting Rights.** Each membership, regardless of how many individuals may be represented by that membership, shall be entitled to one (1) vote at any regular or special meeting of members on any motion properly be brought before such meeting or through electronic voting, including the election to the Board of Directors.

Section 3. **Termination of Memberships.** Membership is not transferable. In the event that membership dues are not paid after the due date within a period of time set by the Board, a member so in default shall be dropped from the rolls.

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

#### **ARTICLE IV. MEETINGS OF MEMBERS**

Section 1. **General Membership Meetings.** GNPS will hold an Annual Meeting and educational symposium to further the mission of GNPS with its members and the general public at a time and place determined by the Board.

Section 2. **Notice.** If any GNPS business is to be transacted at the Annual Meeting, notice shall be transmitted to Members in a reasonable amount of time before the date of the Meeting. Notice of such Meetings shall state the business to be transacted and may be published in the newsletter or other regular publications of GNPS sent via email, placed on the Web site and/or sent via social networks, provided such communication is transmitted prior to the Meeting.

Section 3. **Quorum.** The quorum for transaction of business at the Annual Meeting shall be the number of members in attendance.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1. **Power.** Subject to the duties and limitations set forth in GNPS's Articles of Incorporation, these Bylaws, and applicable law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of GNPS shall be controlled by, the Board.

Section 2. **Membership.** The Board shall consist of between 8 and 20 members, which number shall include all the officers as set out in Article VIII, all of whom shall be GNPS Members in good standing. Directors will be elected by a majority vote of the Members voting by electronic ballot, the process being described in section 3 herein.

Section 3. **Elections of Directors.** The Governance Committee shall determine the needs of the Board and shall recruit appropriate candidates to fill those needs. Members will be encouraged to submit names for consideration. At a Board meeting prior to the end of the calendar year, the Governance Committee shall submit a slate of candidates to the Board for approval. Following this approval, an electronic ballot shall be sent to all members. A quorum for elections shall be the number of members voting. Following the electronic vote, the new Board members will be announced in the newsletter or other regular publications of GNPS, sent via email, placed on the Web site and/or sent via social networks.

Section 4. **Terms.** Directors shall be elected for a term of three years. The term of office shall commence on January 1 following the election and shall end on December 31 three years later, except as set out in

Section 6 of this Article. Directors may be reelected and may succeed themselves for one additional term and may be re-elected as directors after a one-year absence from the Board.

Section 5. **Waiver.** The Board shall have the power to waive the two-term limitation in the event that a Director is providing a service that is extraordinarily important to the Board. It is the intent of the Board that this waiver shall only be used in special circumstances and shall not be used to override the two-term limitation.

Section 6: **Transition:** For the election held in 2019, the transitional year of these Bylaws, Directors shall be elected in staggered terms in order to create classes of Directors with differing term-expiration dates. One-third (1/3) will be elected to serve a one-year term followed by a three-year term if so elected; one-third (1/3) will be elected to serve a two-year term followed by a three-year term if so elected; and one-third (1/3) will be elected to a three-year term, followed by a three-year term if so elected. Depending on the number of Directors on the ballot, this designation into classes will approximate the 1/3 splits as closely as possible. After the Board approves the slate of nominees, the electronic ballot will be sent to the membership as described in section 3 herein. If this vote occurs after December 31, 2019, the terms of the members as described herein, will nevertheless be considered to have commenced on January 1, 2020.

Section 7. **Vacancy.** Between the time when the membership votes on Directors, the Board may, in its discretion, fill any remaining directorships or any vacancies that may arise. Such appointees will serve the remainder of the current year plus 2 more years as their first term. In the event of a vacancy in the office of the Chair, the Vice Chair shall succeed to the office of Chair for the remainder of the current year.

Section 8. **Resignations.** Any resignations from any elected or appointed position must be presented in writing to the Chair, who shall transmit the resignation to the Board. The Director will cease to be a member of the Board at the time his/her resignation is received by the Chair.

Section 9. **Compensation:** No compensation shall be paid to Directors for their services as directors. A director who serves GNPS in any other capacity may receive compensation as long as no conflict of interest exists and such compensation is approved by the Board.

#### **Article VI. Meetings of the Board of Directors**

Section 1. **Meetings.** Regular meetings of the Board shall be held at a date, time and place to be determined by the Board. There shall be at least four regular meetings of the Board in each calendar year.

Section 2. **Quorum.** Greater than 50% of the current number of Board Members shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3. **Conference Calls.** Any member of the Board of Directors or of a committee of GNPS may participate in any meeting thereof by means of a conference telephone or similar communication whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

Section 4. **Special Meetings.** Special meetings may be called by the Chair or by any three members of the Board, and at such special meetings any business may be transacted that could be transacted at any regular meeting of the Board. Ten days' notice of any Special meeting shall be given to each member of the Board and shall, so far as practicable, contain a statement of the business to be transacted at the

meeting. The Chair shall have the authority to schedule a Board meeting on an alternative date that is agreeable to a majority of the elected Board members when necessary to achieve quorum.

Section 5. **Attendance.** Members of the Board are required to attend at least a majority of scheduled meetings of the Board. A member who does not attend two consecutive meetings without notifying the Chair shall be contacted by the Chair to determine the member's willingness to continue to serve on the Board and to determine the reason for such absences. If the absent member's effectiveness on the Board is being compromised by his/her absences as determined by the Board, the Board may remove the member and fill the vacancy created.

Section 6. **Removal.** Any Board member may be removed for good and sufficient cause by approval of three-fourths (3/4) of the entire Board. The vote must occur at any regular or special meeting of the Board.

#### **ARTICLE VII. BOARD ACTION**

Section 1. **Action of the Board.** Every act or decision done or made by the majority of the Directors present at a Regular or Special Meeting duly held at which a quorum is present, that adheres to the decision-making process and procedures set out in this section, is the Act of the Board of Directors.

Section 2. **Decisions.** Decisions by the Board of Directors shall be made by any mechanism the Board of Directors may decide on from time to time, including by motion or by resolution.

Section 3. **Votes between Meetings.** In the event that the Chair determines it is necessary to have a matter voted on between regularly scheduled Board meetings, such vote may be conducted by electronic mail or other written or digital communication. The communication must be sent to all Board members with a complete explanation of the matter on which the vote is sought. At least a quorum of Board members must vote on the proposed matter, and each response shall specify a vote approving or disapproving the matter. The record of the vote (including the email or other written responses of the Board members) shall be entered into the minutes at the next regularly scheduled Board meeting.

Section 4. **Conflicts of Interest.** No Director shall make a motion for or vote on a resolution in which he or she has a conflict of interest, prejudice, or direct personal or pecuniary interest not common to other members of the organization. A conflict of interest is any situation in which financial or other personal considerations may unduly influence the Director's judgment. In such instances, the interested Director should voluntarily recuse himself or herself by leaving the meeting so the remaining Directors can freely discuss and vote on the issue. No Director will receive financial recompense from GNPS for their services to the organization during their term of office when such compensation creates a conflict of interest. Each Director shall notify the Chair if he/she is in a position that creates a perceived or actual conflict of interest. Such conflict will be reviewed by the Governance Committee to determine how it will be addressed.

Section 5. **Executive Director.** The Board is responsible for hiring and evaluating the performance of the Executive Director. The Executive Director is responsible for managing the day-to-day operations of GNPS and for hiring and managing any other staff.

#### **ARTICLE VIII. OFFICERS AND DUTIES**

Section 1. **Officers.** The officers of the Board shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Such officers shall be elected by the Board. The Officers shall serve a one-year term with annual reelection.

Section 2. **Chair.** The Chair shall preside over all meetings of GNPS at which business of the Board is conducted. The Chair shall have the general powers and duties usually vested in the office of Chair of a Board. He/she shall be an ex-officio member of all committees. The Chair shall work with Board Officers, Committee Chairs and the Executive Director to develop meeting agendas, ensure the skillful conduct of meetings of the Board, and perform such other duties as the Board may prescribe from time to time. The Chair, or designee, will oversee the Executive Director's annual performance evaluation. In the event the position of Executive Director falls vacant, the Chair, or designee, shall recruit a qualified candidate(s) for consideration by the Board.

Section 3: **Vice Chair.** The Vice Chair shall assist the Chair. In the absence or inability of the Chair, the Vice Chair shall act in his/her stead. He/she shall perform such other duties assigned from time to time by the Chair or the Board.

Section 4: **Secretary.** The Secretary shall: 1) keep the minutes of the meetings of the members and of the Board; be custodian of the corporate records and the seal of GNPS, and see that the seal of GNPS is affixed to all documents the execution of which on behalf of Society under its seal is duly authorized; 2) ensure that there is a record of the members maintained, including the mailing address of each member; and 4) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board.

Section 5: **Treasurer.** The Treasurer, or designee, shall have charge and custody of and shall be responsible for the funds and securities of GNPS; receive and give receipts for monies due and payable to GNPS from any source whatsoever, and deposit all such monies in the name of GNPS in such banks, trust companies or other depositories as shall be selected by the Chair or designee; disburse, or cause to be disbursed the funds of GNPS, as may be directed by the Board; regularly render to the Board an account of any or all transactions as Treasurer and of the financial condition of GNPS; prepare or cause to be prepared and certify or cause to be certified, the financial statements to be included in any required reports; be responsible for compliance with the laws of the state of Georgia and the United States regarding the finances of GNPS; and, in general, perform such other duties as from time to time may be assigned by the Chair or the Board. The Treasurer shall 1) chair the finance committee; 2) assist in preparation of the budget; 3) make financial information available to the Board members; 4) cause to be prepared a true statement of the assets and liabilities of GNPS as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the registered office or principal place of business of GNPS in the State of Georgia within a timely manner, and thereafter kept available for a period of at least ten years; and 5) in general, perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Chair or the Board or these Bylaws.

## Article IX Committees

Section 1. **Members.** Committees may be comprised of Board members and non-Board members; non-Board members should have relevant qualifications or experience. The Board or its Committees may designate non-Board members of GNPS to serve on all Standing and Ad Hoc Committees, except the Executive Committee. Such non-Board members may vote on actions carried out within a Committee and their presence counts toward the quorum of the Committee.

## Section 2. **Executive Committee**

**Appointment and Number:** The Board may constitute annually from its members an Executive Committee consisting of the Chair, Vice Chair, Secretary, and Treasurer, and up to three other Directors, and may delegate to it full authority to manage and direct the business and affairs of GNPS, except such matters and duties as by law or the Articles of Incorporation or these Bylaws must be transacted or performed by the full Board of Directors. Non-board members may not serve on the Executive Committee.

**Quorum:** A quorum of the Executive Committee shall consist of a majority of the Executive Committee, and the act of a majority of the Executive Committee shall be an act of the Executive Committee.

**Action:** In the event that action is required between regular Board meetings, the Executive Committee can act. In this event, the Act of the Executive Committee shall be an act of the Board of Directors. Such action shall be recorded in the minutes and shall be reported to the Board at the next regular Board meeting.

**Rules:** The Executive Committee may adopt such rules for its own governance, not inconsistent with these Bylaws, the Articles of Incorporation or provisions of law, as it deems appropriate.

**Minutes of the Executive Committee:** The Executive Committee shall keep minutes of all its meetings and make such minutes available to Directors in the board packet for the next regularly scheduled Board meeting.

**Other Provisions:** The Board may terminate the Executive Committee at any time. The Board may appoint or remove a member of the Executive Committee at any time, or fill a vacancy resulting from death, resignation or other cause at any time, pursuant to the requirements of these bylaws.

## Section 3. **Governance Committee**

The Governance Committee shall consist of not less than three Directors.

**Nominations:** The Governance Committee shall, at a Board meeting prior to the end of the calendar year, recommend for approval by the Board a slate of candidates to fill vacancies on the Board, which candidates shall be voted on by the Members by electronic ballot prior to the end of the year. The Committee shall also recommend a slate of candidates to fill the Officer positions and the At-Large positions on the Executive Committee to be voted on by the Board at the same Board meeting.

**Governance Practices and Bylaws:** The Governance Committee shall review GNPS's Bylaws, decision-making practices, policies, and laws respecting GNPS's governance on an ongoing basis and make recommendations to the Board for their consideration and adoption regarding governance of GNPS.

**Conflicts of Interest:** The Governance Committee shall be responsible for reviewing any conflicts of interest involving members of the Board in accordance with the procedures established for such review.

#### Section 4. **Finance Committee**

The Finance Committee shall be chaired by the Treasurer and shall support the Treasurer in the performance of the duties of that office. The Finance Committee shall have at least three members. The membership will consist of board members and non-board members if needed to add expertise to the committee.

#### Section 5. **Audit Committee**

The Audit Committee shall consist of at least three Directors. The Chair of the Audit Committee shall not be an officer of the Board. The Audit Committee shall be responsible for overseeing the process by which GNPS undergoes its annual external audit or financial review and reviewing periodically, but not less than every 5 years, the contract and work of the independent external auditor to determine whether to continue GNPS's relationship with that auditor or seek another qualified firm.

#### Section 6. **Standing and Ad Hoc Committees**

The Board of Directors may from time to time establish such standing or ad hoc committees as are required to carry out effectively the business of GNPS. The Chair of the Board shall appoint the Chairs of these committees.

Section 7. **Oversight.** The Board shall be responsible for overseeing the work of committees.

### **Article X. Independent External Auditor**

Section 1. **Contract with Auditor.** Pursuant to the policies regarding audit established by the Board, an independent external auditor of GNPS (the "Auditor") shall be contracted by the Board of Directors, or its designee(s), to audit the financial affairs of GNPS for the prior fiscal year or other designated fiscal period. If the Auditor appointed is a firm of chartered accountants or certified public accountants, the appointment shall continue from year to year unless rescinded by a vote of the Board of Directors taken at a subsequent meeting.

Section 2. **Remuneration.** A written contract with the Auditor shall specify the services to be performed, the time for which those services will be performed, and the remuneration for such services.

Section 3. **Rights and Duties of Auditor.** The Auditor shall provide a signed audit report and make an audit report to the Board of the accounts examined by her or him and every balance sheet and statement of income and expenditures, and the report shall state: whether or not Auditor has obtained all the information and explanations required; and whether, in the auditor's opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of GNPS's affairs as at the date of the balance sheet and the result of its executive oversight for the year ended on that date according to the best of her or his information and the explanations given to her or him, and as shown by the books of GNPS. The Auditor shall have a right of access at all times to all records, documents, books, accounts and vouchers of GNPS, and is entitled to require from the Board of Directors and Officers, employees and agents of GNPS such information and explanation as may be necessary for the performance of the duties of the Auditor.

The Auditor is entitled to attend any meeting of the Board at which any accounts that have been examined or reported by her or him are to be laid before the Directors for the purpose of making any statement or explanation she or he desires with respect to the accounts.

#### **Article XI. Contracts, Loans, Funds and Gifts**

Section 1. **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. No Member of GNPS and no Member of the Board shall enter into any commitment binding upon GNPS without a specific authorization of the Board.

Section 2. **Loans.** No loans shall be contracted on behalf of GNPS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. **Checks and drafts.** All checks, drafts or other orders for payment of money, issued in the name of GNPS, shall be signed by the treasurer of GNPS, or his/her designee(s), and in such manner as determined by resolution of the Board. There will be two officers/agents with signature authorization.

Section 4. **Deposits.** All funds of GNPS not otherwise employed shall be deposited within ten days to the credit of GNPS in such depositories as the Board may select.

Section 5: **Gifts.** The Board may accept on behalf of GNPS any contribution, gift, bequest or devise for the general purpose or for any special purpose of GNPS.

#### **Article XII. Staff**

Section 1. **Executive Director.** The Executive Director shall be the Chief Executive Officer of GNPS and have overall authority for the performance of the staff and for accomplishing the mission and goals of GNPS as set by the Board. The Executive Director shall be the primary liaison with the Board. The Executive Director shall be hired by the Board and serve at its pleasure subject to applicable law and any written agreement between the Executive Director and Board. The Executive Director's performance shall be evaluated at least annually by the Board or its designee(s). The Executive Director shall have final authority over staffing and operational decisions. The Executive Director shall recommend an annual budget to the Board of Directors, including compensation for staff.

Section 2. **Staff.** Subject to the provisions of these Bylaws, the Executive Director may hire such agents and employees either full time or part time or both, as he/she may deem necessary and appropriate for the efficient and effective operation of the activities of the association. Such hiring must be consistent with monies available in the approved budget.

Section 3. **Non-discrimination Policy.** In all GNPS's policies and procedures and their application, GNPS is prohibited from discriminating with regard to race, color, ethnicity, religion, age, gender, sexual orientation, national origin, or disabilities.



### **ARTICLE XIII Indemnification.**

GNPS 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 GNPS 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 GNPS. 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.

GNPS 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 GNPS 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 GNPS 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.

### **Article XIV Corporate Records**

Section 1. **Records.** GNPS shall keep permanently correct and complete books and records of accounts, and shall keep minutes of all proceedings of its Board and Committees. All books and records of GNPS may be inspected by any Director, or his/her agent or attorney for any proper purpose at any reasonable time.

Section 2. **Reports.** The Board shall cause any annual or periodic report required by law to be prepared and delivered to an office of this state or other jurisdiction, to be so prepared and delivered within the time limits set by law.

### **Article XV Seal**

The Board shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of GNPS, year of incorporation, and the words, "Corporate Seal."

### **Article XVI Fiscal Year**

The fiscal year of GNPS shall end on the last day of December in each year.

### **ARTICLE XVII CHAPTERS**

Section 1. **Chapter Organization.** A group of ten (10) or more persons may organize a chapter of GNPS to further GNPS's mission at a local or regional level. The group shall follow the procedures set out in the GNPS Chapter Manual (the "Manual"). All members of a chapter shall be members of GNPS and are entitled to all Society membership privileges.

Chapters shall be designated as "The \_\_\_\_\_ Chapter of the Georgia Native Plant Society." If an organization already in existence desires to become a chapter of the Georgia Native Plant Society, it may retain its name and be known officially as "\_\_\_\_\_, a Chapter of the Georgia Native Plant Society." Changes of the

designation of existing chapters shall be approved by the Board. Each chapter shall elect its own officers annually pursuant to the procedures set out in the Manual.

The Manual provides the chapter with model by-laws. Any changes to these by-laws must be consistent with GNPS's Bylaws and approved by the Board.

Each Chapter is encouraged to provide a representative to serve as a liaison to the Board. The GNPS Board is empowered to develop a policy regarding election of these Chapter representatives as Board members. Chapter representatives will not have a vote on GNPS Board matters unless duly elected to the Board pursuant to the policy developed by the Board and the procedures set out in these Bylaws. All chapter representatives are invited and encouraged to attend meetings of the Board irrespective of Board membership.

**Section 2. Chapter Responsibilities.** All activities shall be conducted in a manner that is consistent with GNPS's mission, by-laws, policies and procedures. Chapters shall foster the growth of GNPS by soliciting GNPS memberships. Any dues and membership applications shall be sent to the Board or its designee. Reports of chapter activities, elections, and other relevant information shall be provided to the Secretary or his/her designee at a frequency to be determined by the Board but not less than annually.

Chapters are responsible for complying with all local, state, and federal laws and regulations. Each chapter, which is a separate 501(c)3 at the time of adoption of these Bylaws, may maintain that separate 501(c) 3 designation and incorporation and file their own taxes. New chapters (those formed after the adoption of these Bylaws) may adopt one of the forms permitted in the Manual.

**Section 3. Finances.** Chapters may conduct their own fund-raising activities, including chapter dues, provided these are consistent with the purposes of GNPS. A proportion of the Chapter's member dues to GNPS shall be rebated to the chapter. The percentage of the rebate will be decided by the Board. A Chapter may request that the Board consider allocating additional funds to use at the Chapter's discretion for programs and projects approved by the Board.

**Section 4. Limitation of Chapter Authority.** No chapter, chapter officer, or chapter member shall have power to act or bind GNPS in any manner without express authority from the Board. No chapter shall have any proprietary interest in the name "Georgia Native Plant Society" and any use of the name or logo must follow GNPS's policies and procedures. Chapters shall hold harmless GNPS from any liability in connection with activities or functions of the chapters.

**Section 5. Dissolution:** A local chapter that has become inactive or taken any action inconsistent with the Articles of Incorporation or Bylaws of GNPS may be dissolved upon majority vote of the Board. Following dissolution, no chapter or state property shall be retained in the possession of any member. A chapter may request dissolution upon written notice to the secretary of GNPS, subject to approval by the Board. All assets and records of the chapter shall become the property of GNPS.

#### **ARTICLE XVIII RULES OF ORDER**

In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern.

## **ARTICLE XIX DISSOLUTION**

In the event of dissolution of GNPS, after paying or adequately providing for the debts and obligations of GNPS, the Board shall dispose of the remaining assets by contributing the assets to any non-profit, charitable, and/or educational organization, as described in the Code of Georgia and these Bylaws.

## **ARTICLE XX. AMENDMENTS TO THE BYLAWS**

For matters only affecting the operation of the Board, these Bylaws may be amended by a two-thirds vote of the Board members present at any regular meeting or at any special meeting thereof, regularly called, provided, however, that notice of such amendments be transmitted to each Board member at least fifteen (15) days before the meeting. For matters affecting the membership of GNPS, a two-thirds vote of the membership is required. Such vote may be taken at any general membership meeting or by electronic ballot, provided notice of such action is communicated to the members as provided in Article IV, section 3 at least fifteen (15) days prior to the vote. A quorum will be the number of members voting. These by-laws shall become effective immediately upon ratification unless otherwise stipulated. The Board will develop a policy regarding notification to members of all Bylaws changes.

## **Article XXI. Construction**

Section 1. These Bylaws shall be construed under the laws of the State of Georgia.