

# The [North Georgia Mountains](#) Chapter of the Georgia Native Plant Society, Inc. Bylaws

## Article 1. Name

The name of this organization shall be the [North Georgia Mountains](#) Chapter of the Georgia Native Plant Society, Inc. hereinafter referred to as “the Chapter”.

## Article 2. Tax-Exempt Purpose

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

Section 2. The mission of the Chapter 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. All activities of the Chapter shall be conducted in a manner that is consistent with GNPS’s mission, by-laws, and the policies and procedures outlined in the GNPS Chapter Manual.

Section 4. The Chapter 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 the Chapter are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of the Chapter 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.

Section 5. No substantial part of the activities of the Chapter 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 the Chapter 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 6. It is intended that the Chapter 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 the Chapter shall be construed, applied and carried out in accordance with such intent.

## Article 3. Membership and Dues

Section 1. **Eligibility and Categories.** Any person, family, business, or organization interested in

the purposes and objectives of the Chapter may become a member upon payment of dues to GNPS and selecting the Chapter as their chapter affiliation on the member profile. Membership categories and dues shall be set and reviewed as needed by the GNPS Board of Directors (GNPS BOD). The GNPS BOD shall approve definitions of membership categories, the annual dues for each class of membership, and policy for reinstatement after short-term lapse.

## Article 4. Meetings Of Members

Section 1. **General Membership Meetings.** The Chapter will hold at least **four** general membership meetings and/or membership activities including an Annual Meeting with its members and the general public at a time and place determined by the Board per year.

Section 2. **Notice.** If any Chapter 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 the Chapter, 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 majority of the number of members in attendance.

## Article 5. Board Of Directors

Section 1. **Power.** Subject to the duties and limitations set forth in the Chapter'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 the Chapter shall be controlled by, the Board.

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

Section 3. **Terms.** Directors shall be elected for a term of **two** years. The term of office shall commence on January 1 following the election and shall end on December 31 **two** years later. 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 4. **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 5. **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 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 year.

Section 6. **Resignations.** Any resignations from any elected or appointed position must be presented in writing to the President, 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 President.

Section 7. **Compensation.** No compensation shall be paid to Directors for their services as Directors. A Director who serves the Chapter in any other capacity may receive compensation as long as no conflict of interest exists and such compensation has been approved by the Board.

## **Article 6. 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 the Chapter 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 President or by any **four** 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 President 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 President shall be contacted by the President 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 7. 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 President 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 the Chapter for their services to the organization during their term of office when such compensation creates a conflict of interest. Each Director shall notify the President 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 if one exists, or the Chapter Board to determine how it will be addressed.

## Article 8. Officers And Duties

Section 1. **Officers.** The officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers may serve a [two](#) year term with up to [two](#) reelection(s).

Section 2. **President.** The President shall preside over all meetings of the Chapter at which business of the Board is conducted. The President shall have the general powers and duties usually vested in the office of President of a Board. He/she shall be an ex-officio member of all committees. The President shall work with Board Officers and Committee Chairs 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.

Section 3: **Vice President.** The Vice President shall assist the President. In the absence or inability of the President, the Vice President shall act in his/her stead. He/she shall perform such other duties assigned from time to time by the President 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 2) ensure that there is a record of the members maintained, including the mailing address of each member; and 3) 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 President or the Board.

Section 5: **Treasurer.** The Treasurer shall have charge and custody of and shall be responsible for the funds and securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected by the Board; disburse, or cause to be disbursed the funds of the Chapter, 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 the Chapter; 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 the Chapter; and, in general, perform such other duties as from time to time may be assigned by the President or the Board. In addition, the Treasurer shall; 1) prepare or assist in the preparation of the budget; 2) make financial information available to the Board members; 3) cause to be prepared an accurate statement of the assets and liabilities of the Chapter 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 the Chapter in the State of Georgia within a timely manner, and thereafter kept available for a period of at least ten years; and 4) in general, perform all of the duties incidental to the office of Treasurer and such other duties as may be assigned to him/her by the President or the Board or these Bylaws.

## Article 9. Elections

Section 1. **Governance Committee.** The governance committee will be appointed by the Chapter President and approved by the Chapter Board. The Governance Committee will create a slate of Directors, specifying Officers. No later than the last general membership meeting preceding the annual meeting, the Governance Committee will announce the date of the upcoming election and how to submit nominations. After review and approval of the Chapter Board, the slate shall be publicized to the membership at least two weeks before the Annual Meeting in a media deemed appropriate by the Chapter Board. The Governance Committee will, to the extent possible, ensure that the slate reflects the diversity of the membership.

Section 2. **Elections.** Elections shall be held at the Annual Meeting for either vacancy in the slate or alternative candidates for specific Directorships, provided the nominee is present or has consented. The slate will be elected by a simple majority of those members present or by electronic vote. In case of competition for any office, voting will be by written ballot by members present at the meeting or by electronic ballot. The candidate receiving the highest number of votes is elected. In case of a tie, the Board casts the deciding vote.

## Article 10. Committees

Section 1. **Members.** Committees may be comprised of Board members and non-Board members; non-Board members should have relevant qualifications or experience. In addition, the Board or its Committees may designate non-Board members of the Chapter to serve on all

Standing and Ad Hoc Committees. Such non-Board members may vote on actions carried out within a Committee, and their presence counts toward the quorum of the Committee. All voting members of a committee must be chapter members.

**Section 2. Executive Committee.** Appointment and Number: The Board may constitute annually from its members an Executive Committee consisting of the President, Vice President, 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 the Chapter, 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 Chapter Board meetings, the Executive Committee can act. In this event, the Act of the Executive Committee shall be an act of the Chapter Board of Directors. Such action shall be recorded in the minutes and shall be reported to the Chapter Board at the next regular Chapter 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 as requested.

**Other Provisions:** The Chapter Board may terminate the Executive Committee at any time. The Chapter 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, pursuant to these bylaws' requirements.

**Section 3. Governance Committee.** The Governance Committee shall consist of not less than two directors of the Chapter.

**Nominations:** The Governance Committee shall, at a Chapter Board meeting prior to the end of the calendar year, recommend for approval by the Chapter Board a slate of candidates to fill vacancies on the Chapter Board, which candidates shall be voted on by the members by electronic or in-person ballot before 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 Chapter Board at the same Chapter Board meeting.

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

**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 two members. The membership will consist of Chapter board members and non-board members if needed to add expertise to the committee.

Section 5. **Standing and Ad Hoc Committees.** The Chapter 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 the Chapter. The President of the Chapter Board shall appoint the Chairs of these committees.

Section 6. **Oversight.** The Chapter Board shall be responsible for overseeing the work of committees.

## **Article 11. Chapter Affiliation Agreement**

Upon approval of the application for GNPS Chapter status, the Chapter will execute an Affiliation Agreement with Georgia Native Plant Society. The Affiliation Agreement shall be renewed at a frequency determined by the GNPS Board of Directors.

## **Article 12. Contracts, Loans, Funds and Gifts**

Section 1. **Contracts.** The GNPS BOD 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 Chapter, and such authority may be general or confined to specific instances. No Member of GNPS and no Member of the Chapter or the Board shall enter into any commitment binding upon GNPS or the Chapter without a specific authorization of both the GNPS BOD and the Chapter Board.

Section 2. **Loans.** No loans shall be contracted on behalf of the Chapter and no evidence 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 the Chapter, shall be signed by the treasurer of the Chapter, 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 the Chapter not otherwise employed shall be deposited within ten days to the credit of the Chapter in such depositories as the Board may select.

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

## **Article 13. 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. 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.

## **Article 14. Corporate Records**

Section 1. **Records.** The Chapter 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 the Chapter 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.

Reports of Chapter activities, elections, and other relevant information shall be provided to the GNPS Secretary or his/her designee at a frequency to be determined by the GNPS Board but not less than annually.

## **Article 15. Fiscal Year**

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

## **Article 16. Rules of Order**

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

## **Article 17. Dissolution**

In the event of dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the Board shall dispose of the remaining assets by contributing the assets to Georgia Native Plant Society, Inc., 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 18. Amendments To The Bylaws**

Section 1 - **Vote Required.** These bylaws may be amended by a two-thirds vote of the Chapter Board at a regular or called Board meeting plus a two-thirds vote of the Chapter members voting either in person or by electronic voting. Such a 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 4, section 2 at least two weeks prior to the vote.

Section 2 - **Quorum.** A quorum will be the number of members voting.

Section 3 - **GNPS BOD Approval Required.** Any amendments or modifications to the Chapter bylaws must be approved by the GNPS BOD.

Section 4 - **Consistency.** These bylaws shall remain consistent with those of GNPS.

Section 5 - **Effective Date.** Amendments to these bylaws shall become effective immediately upon ratification and approval by the GNPS BOD.

## **Article 19. Construction**

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

**Approved by GNPS BOD on 6/15/2021.**