

**Georgia Native Plant Society, Inc. Bylaws  
(the “Bylaws”)**

Adopted November 12, 2019, amended June 2, 2026

**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 champion the stewardship and conservation of Georgia’s native plants and their habitats.

**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 its dissolution or 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 Internal Revenue 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 Internal Revenue 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 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 4. 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 Annual 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 Annual 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 two 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 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 Special 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 the 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.

**Section 2. Decisions.** Decisions by the Board shall be made by any mechanism the Board 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. They 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 their stead. They 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; 2) 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 GNPS under its seal is duly authorized; 3) 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 as 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 them 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. 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. 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. 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 the Board 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 have at least three Directors and no more than seven total members.

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 Governance Committee shall also recommend a slate of candidates to fill the Officer positions of the Board to be voted on by the Board at the same Board meeting or before the end of the year.

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 Directors and no more than seven total members if needed to add expertise to the committee.

**Section 5. Audit Committee**

The Audit Committee shall have at least three Directors and no more than seven total members. The Chair of the Audit Committee shall not be an Officer of the Board.

The Audit Committee shall determine annually whether GNPS is required to obtain an External Audit or CPA Review under Article X, Section 1, and shall report that determination to the Board. When an External Audit or CPA Review is required, the Audit Committee shall oversee the selection, engagement, and performance of the external CPA.

In any fiscal year in which GNPS is not required to obtain an External Audit or CPA Review, the Audit Committee shall oversee an Internal Financial Review in accordance with Article X, Section 2.

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

The Board may from time to time establish such Standing or Ad Hoc Committees as are required to effectively carry out 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. FINANCIAL OVERSIGHT**

**Section 1. External Audit or CPA Review.**

GNPS shall engage an independent certified public accountant (“CPA”) to conduct an external audit or CPA financial review, performed in accordance with applicable American Institute of Certified Public Accountants (“AICPA:”) standards, only under the following circumstances:

- 1. When required by federal or state law, including Georgia’s Charitable Solicitations Act;
- 2. When required by a grantor, contract, or funding agreement; or
- 3. When the Board of Directors determines that an external engagement is in the best interest of the organization based on size, complexity, or identified risk.

The Audit Committee shall document the basis for determining whether an external engagement is required and shall present this determination to the Board for approval. The Audit Committee shall oversee the selection, engagement, and performance of the external CPA, subject to Board approval of the engagement.

### **Section 2. Internal Financial Review (Default Annual Requirement).**

In any fiscal year in which GNPS is not required to obtain an external audit or CPA review, the organization shall conduct an Internal Financial Review.

The Internal Financial Review shall be conducted by two to three individuals appointed annually by the Audit Committee who:

- are not involved in day-to-day bookkeeping or financial transactions;
- are not Board Members; and
- possess sufficient financial literacy to perform the review.

Reviewers may be GNPS members, volunteers, or external individuals who meet these criteria.

### **Section 3. Definition of Internal Financial Review.**

An Internal Financial Review is a governance level examination of GNPS's financial records, internal controls, and financial reporting practices. It is not an audit and does not provide assurance under AICPA standards.

The purpose of the Internal Financial Review is to:

- assess whether financial activity is properly recorded;
- evaluate whether internal controls are functioning as intended;
- identify risks, irregularities, or opportunities for improvement; and
- provide the Board with reasonable oversight information.

The Internal Financial Review supplements, but does not replace, the Treasurer's responsibility for regular financial reporting to the Board.

The Audit Committee shall determine the scope, procedures, and documentation for each year's Internal Financial Review and may revise such procedures as needed.

### **Section 4. Reporting.**

The results of any external audit, CPA review, or Internal Financial Review shall be reported to the Audit Committee and presented to the Board of Directors. Recommendations and management responses shall be documented. The Audit Committee shall maintain records of completed reviews in accordance with GNPS's general recordkeeping practices.

### **Section 5. Authority to Modify Procedures.**

The Audit Committee may adopt, revise, or replace internal review procedures, checklists, or risk assessment tools without requiring a bylaw amendment, provided such procedures remain

consistent with this Article.

## **ARTICLE XI. CONTRACTS, LOANS, FUNDS & 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 GNPS, 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 GNPS without a specific written authorization of the Board.

**Section 2. Loans.** No loans shall be contracted on behalf of GNPS 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 GNPS, shall be signed by the Treasurer of GNPS, or their designee(s), and in such manner as determined by a 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, 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 they may deem necessary and appropriate for the efficient and effective operation of the activities of GNPS. 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 Internal Revenue Code, 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 they believed in good faith to be in or not opposed to the best interests of GNPS. For purposes of this Article, 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 Article, 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 permanently keep 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 their 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, and 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 Chapter 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 GNPS 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 Board is empowered to develop a policy regarding election of these Chapter representatives as Board members. Chapter representatives will not have a vote on matters of the Board 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 their 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. Newly formed Chapters 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 release, indemnify, and hold harmless GNPS from any and all claims or liability in connection with activities or functions of the Chapters.

**Section 5. Dissolution:** A 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 immediately become the property of GNPS upon dissolution.

### **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, 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 Bylaws shall become effective immediately upon ratification unless otherwise stipulated. The Board will develop a policy regarding notification to members of all changes to the Bylaws.

### **Article XXI. CONSTRUCTION**

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