

ARTICLE I. PURPOSE OF THE SOCIETY

Section 1. Purpose of the Society

The Nevada Native Plant Society is an educational organization whose purpose is to stimulate an interest in and an appreciation of native plants and their preservation.

ARTICLE II. MEMBERS

Section 1. Membership

Any person, family, or other group interested in native plants is eligible for membership in the Society.

Section 2. Right of Members to Vote

Each membership entitles a person or family to one (1) vote on any question requiring a vote of the membership of the Society. Institutions, corporations, and other organizations holding membership in the Society shall not be entitled to vote on any business of the Society. The right to vote of a family shall be exercised by an individual designated in writing by that family as its official delegate.

Section 3. Termination of Memberships; Distribution of Assets

Membership in the Society shall terminate upon the death of a member and may be terminated by resignation or by resolution of the Board of Directors. Memberships may not be transferred. No member shall possess any property right in or to the property of the Society. In the event all memberships are terminated or in the event the Society owns or holds any property upon its dissolution, after paying or adequately providing for the debts and obligations of the Corporation, the Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation. In no event shall any earnings or other property of the Society be distributed to or inure to the benefits of any member, former member, director, or officer of the Society, or other private individual, either directly or indirectly.

Section 4. Meetings of Members

Meetings of the membership for any purpose or business shall be called at any time by the President upon resolution of the Board of Directors. For purposes of conducting Society business, the same meeting may be conducted, and the same questions may be voted on, by mutually exclusive groups of members in different locations within thirty (30) days of each other, and the votes cast by all such groups shall be combined for purposes of establishing a quorum and deciding questions. For each such group not including the President or Vice President, the President shall appoint a presiding member, whose sole duties shall be to conduct the meeting according to these bylaws, and to transmit the tallies of all votes taken to the President and the Board of Directors within seven (7) days hence, and whose appointment shall expire immediately thereupon. Beginning in 1976, there shall be at least six meetings annually, three in the spring and three in the fall. The last meeting in the fall shall

ARTICLE II. MEMBERS (continued)

Section 4. Meetings of Members (continued)

be designated the annual meeting at which time officers and two members at large of the Board of Directors shall be elected for the ensuing calendar year. Meetings including or in addition to the above may be conducted, in whole or in part, via mail, email, or other recordable means as necessary to conduct the business of the Society. Each eligible member transmitting a vote via any such means shall be deemed to have voted during such a meeting for purposes of establishing a quorum and conducting Society business.

Section 5. Notification of Meetings

Written notification of meetings of the members shall be mailed or emailed to each member entitled to vote in that meeting. Notices shall be transmitted at least two (2) weeks prior to that meeting. Such transmission shall constitute due and legal notice to a member.

Section 6. Quorum

The votes of at least 20 eligible members shall be necessary during any meeting to constitute a quorum for the transaction of business. Additionally, when less than one fifth of the total eligible members of the Society casts votes, such quorum must include a quorum of, and valid act by, the Board of Directors, as defined in these bylaws. During a meeting duly held, in which a quorum obtains, every act or decision made by (A) a majority of the votes cast, with at least one fifth, or (B) two thirds of the votes cast, with less than one fifth, of the total eligible members of the Society casting votes, shall be regarded as a valid action of the members, unless otherwise required in these bylaws, or unless a greater number is required by law.

ARTICLE III. DUES

Section 1. Manner of Fixing Dues

Dues of the members of the Society shall be fixed and reviewed as needed by the Board of Directors. Dues are payable for the calendar year.

Section 2. Payment of Dues

Dues shall be payable to the Treasurer of the Society upon proper notification. If renewal dues are not received by March 1, a reminder notice shall be sent the member. If renewal dues are not paid by April 1, the member shall be dropped from membership in the Society. Any member so terminated shall be reinstated upon payment of dues.

ARTICLE IV. DIRECTORS

Section 1. Qualification to be a Director

Any member of the Nevada Native Plant Society is eligible to be a member of the Board of Directors. A director may succeed him/herself.

ARTICLE IV. DIRECTORS (continued)

Section 2. Constitution of the Board of Directors

The Board of Directors shall consist of the officers of the Society, the immediate past president, the chair of each standing committee, and six members at large. Each member at large shall serve for a term of three years, with two members retiring annually. Any change to the term of service of members at large shall be retroactive to those members serving at the time. Two members at large shall be elected during the annual meeting each fall to replace those retiring. The election will be in accordance with Article V, Section 3.

Section 3. Meetings of the Board of Directors

The Board of Directors shall meet as needed to conduct the business of the Society. A poll of the members of the Board of Directors may be taken to conduct routine business. Meetings may be conducted, in whole or in part, via mail, email, or other recordable means, or by telephone in the case of a poll, as necessary to conduct the business of the Society. Directors transmitting votes via any such means shall be deemed to have cast votes in such meetings for purposes of establishing a quorum and conducting Society business.

Section 4. Quorum

The votes of one third of the Directors shall be constituted as a quorum for the transaction of business. Unless otherwise provided in these bylaws, every act or decision made by a majority of the votes cast during a meeting or poll duly held, in which a quorum obtains, shall be regarded as a valid act of the Board.

Section 5. Powers of the Board of Directors

The Board of Directors shall be the governing body of the Society and may delegate authority to the officers and committee chairs.

ARTICLE V. OFFICERS

Section 1. Names of Officers

The officers of the Society shall be a president, a vice president, a recording secretary, a corresponding secretary, and a treasurer.

Section 2. Qualifications to be an Officer

Any member of the Society is eligible to be nominated for an office. A member need not be a member of the Board of Directors at the time of his/her nomination for an office. An officer may succeed him/herself.

Section 3. Election of Officers

An election of officers shall occur during the last meeting of the members or various member groups each fall. Two members at large for the Board of Directors shall be elected during this same meeting. To accomplish this election, the President shall appoint a Nominating Committee of three members at least a month in advance of the election. One member of this Committee shall be chosen from the Board of

ARTICLE V. OFFICERS (continued)

Section 3. Election of Officers (continued)

Directors. The Nominating Committee shall prepare a slate of candidates for each office and for the two members at large of the Board of Directors. Election of all officers and Board members at large shall require a collective quorum of votes cast, and shall in all cases require a simple majority of affirmative votes. After any vote, if none of the candidates for a position received a majority of affirmative votes, a run-off vote shall be held among the candidates for that position who received the highest and second highest number of affirmative votes.

Section 4. Duties of the President

The President shall preside during, or otherwise duly oversee, all meetings of the members and Directors, shall have general supervision of the affairs of the Society, shall sign or countersign all certificates, contracts, and other instruments of the Society as authorized by the Board of Directors, shall make reports to the Board and members, and shall perform all other duties as are incident to his/her office or are properly required of him/her by the Board of Directors or these Bylaws.

Section 5. Duties of the Vice President

The Vice President shall exercise the functions of the President during the absence or disability of the President. S/he may be assigned other duties by the Board of Directors.

Section 6. Duties of the Secretaries

Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Board of Directors and of the meetings of the members. The Recording Secretary may delegate the recording of minutes to additional Scribe or Scribes, subject to the approval of the Board of Directors. S/he shall have such other powers and duties as may be prescribed by the Board of Directors.

Corresponding Secretary. The Corresponding Secretary shall take care of the correspondence directed to the Society. S/he shall also be in charge of directives and documents to be sent to the members as authorized by the Board of Directors. S/he may be assigned other duties by the Board of Directors.

Section 7. Duties of the Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the transactions of the Society, including accounts of its receipts and disbursements. The Treasurer shall deposit all moneys in the name and to the credit of the Corporation. S/he shall disburse the funds of the Society as may be ordered by the Board. S/he shall render an account of all financial transactions when requested by the President or the Board.

Section 8. Vacancies

Any vacancies in elective offices shall be filled by an election held for this purpose during a meeting of the remaining members of the Board of Directors. A person thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor.

ARTICLE V. OFFICERS (continued)

Section 9. Records

Each officer shall deliver to his/her successor the records of his/her office upon expiration of his/her term of office.

ARTICLE VI. COMMITTEES

Section 1. Kinds of Committees

Two classes of committees are recognized: Standing Committees and Temporary Committees.

Section 2. Standing Committees

The President shall create, subject to the approval of the Board of Directors, such Standing Committees as may be deemed suitable, necessary and convenient to accomplish the aims of the Society. The President shall appoint, subject to the approval of the Board of Directors, a Chair for each committee. The President, with the approval of the Chair of the committee, shall appoint such additional co-chairs and members as are deemed necessary for the proper functioning of the committee. Vacancies on Standing Committees shall be filled by the President subject to the approval of the Board of Directors. The Chair of each Standing Committee is a member of the Board of Directors.

Section 3. Temporary Committees

The President shall create such Temporary Committees as deemed necessary by the Board of Directors. The Chair and the members of these committees shall be appointed by the President, subject to the approval of the Board of Directors. One member of the Board of Directors shall serve as a member of each of these Temporary Committees.

Section 4. Quorum

Unless otherwise provided in the resolution of the Board of Directors or President establishing the committee, a majority of the whole committee shall constitute a quorum and the act or decision of a majority of the votes cast during a meeting in which a quorum obtains shall be the act or decision of the committee.

Section 5. Tenure of Committees and Their Members

The tenure of a committee and its members is at the pleasure of the Board of Directors.

Section 6. Powers of Committees

The committees of the Society shall have those powers and duties as outlined by the Board of Directors or the President. The Chair of a committee shall render, upon request, an accounting of the progress and current status of the committee's work. Each committee may adopt its own rules provided they are not inconsistent with rules adopted by the Board of Directors, or the bylaws.

ARTICLE VII. CONTRACTS, DEPOSITS, DISBURSEMENTS, GIFTS

Section 1. Contracts

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

Section 2. Deposits

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

Section 3. Disbursements

All checks, drafts, or orders for the payment of money shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Contributions, Gifts, or Bequests

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

ARTICLE VIII. AMENDMENTS

Section 1. Manner of Amending Bylaws

Changes in these bylaws or new bylaws may be recommended to the members by two thirds of the votes cast during a meeting of the Board of Directors in which a quorum obtains. A written or electronic copy of the proposed changes shall then be transmitted to each member prior to or concurrently with due notice of the meeting scheduled for their adoption. Two thirds of the votes cast during this meeting, providing a quorum obtains, is necessary to adopt new bylaws or to amend or repeal existing bylaws.

ARTICLE IX. RULES OF ORDER

Section 1. Parliamentary Authority

The rules contained in the newest edition of Roberts Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order this Society may adopt.

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