

OKLAHOMA NATIVE PLANT SOCIETY BY-LAWS

Article I NAME

Section 1: The name of this organization shall be the Oklahoma Native Plant Society (ONPS).

Article II PURPOSE OF THE SOCIETY

Section 1: The purpose of the ONPS is to encourage the study, protection, propagation, appreciation and use of the native plants of Oklahoma.

Article III LEGAL STATUS OF THE SOCIETY

Section 1: The ONPS is an educational, non-profit organization.

Article IV MEMBERSHIP

Section 1: Membership in the ONPS shall be open to any person who supports the aims of the Society. Categories of membership shall be Student, Individual, Family and Life.

Article V OFFICERS

Section 1: The officers shall be a President, Vice-President, Secretary, Treasurer, Historian and six Directors at Large. Each officer, other than the Directors at Large, shall be elected for a term of one year and shall serve until his or her successor has been elected and has assumed the office. The PRESIDENT shall serve no more than two consecutive terms. Directors at Large shall serve three-year terms, two being elected each year to provide continuity. No individual, with the exception of the Treasurer, shall serve in a voting capacity for more than six consecutive years on the Executive Board.

Section 2: The **President** shall preside at meetings of the membership and of the Executive Board, shall be an *ex-officio* member of all committees except the Nominating Committee, and shall perform other recognized duties of the office. All candidates for President must have served at least one year on the Executive Board before taking office.

Section 3: The **Vice-President** shall preside in the absence of the President and shall perform the recognized duties of the office and shall become President if that office becomes vacant.

Section 4: The **Secretary** shall keep the minutes of all meetings of the Executive Board and the Society, maintain a roster of active members and perform other recognized duties.

Section 5: The **Treasurer** shall keep and maintain accurate accounts of the transactions of the Society, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the organization with such depositories as may be authorized by the Executive Board, disburse the funds of the Society as may be authorized by the Board or by a vote of the membership of the Society, and render to the members of the Executive Board, upon request, an account of all transactions and of the financial condition of the Society. The President shall have authority to act for the Treasurer when the Treasurer is unable to perform the duties of the office.

Section 6: The **Historian** shall be custodian of the Society's historical scrapbooks, keeping them current and displaying them at meetings of the Society.

Section 7: The **Directors at Large** shall serve as voting members of the Executive Board and shall participate actively in the society.

Section 8: A vacancy of any office other than that of President may be filled by vote of the Executive Board.

ARTICLE VI THE GOVERNING BODY

- Section 1: The **Executive Board** of the ONPS shall be responsible for the business affairs and other activities of the Society. Only members of the Society shall be eligible for Board membership.
- Section 2: The Executive Board shall consist of the elected officers of the Society, Directors at Large, Chairs of standing committees, and representatives of chapters, with the immediate Past-President as an *ex-officio* and voting member.
- Section 3: The Executive Board shall meet at least once each year.
- Section 4: Meetings of the Executive Board may be called by the President or, in the absence or inability of the President, by the Vice-President. In the absence of presidential action, a special meeting of the Executive Board may be called by a majority of the Executive Board members. Adequate notification of the date, time, place, and purpose of the meeting shall be given to each Board member at least two weeks prior to the meeting.
- Section 5: The presence of a majority of the Executive Board at a Board meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision by a majority of those present shall be regarded as a valid act of the Executive Board.
- Section 6: The Chair of a standing committee may authorize a member of that committee to attend an Executive Board meeting and cast the committee vote.
- Section 7: The **Executive Committee** shall be composed of the President, Vice-President, Secretary and Treasurer. In the event of the extended absence of an officer of the Board, a qualified replacement shall be appointed to the Executive Committee by the Board. An Executive Committee meeting may be called by the President or requested of the President via written communication from any member of the Committee.

The Executive Committee shall be empowered to take only procedural actions or obligate the Society to financial expenditures of less than \$100. Substantive decisions and financial obligations in excess of \$100 require action by the Executive Board.

The President shall keep, or cause to be kept, accurate records of all actions taken at a meeting of the Executive Committee and shall report these actions to all members of the Executive Board within fourteen (14) days of the meeting.

Article VII ELECTIONS

- Section 1: Elections will be held each year at the annual meeting of the Society. Notice of the annual election and a report of the nominating committee shall be made in writing to the membership at least two weeks in advance of the scheduled meeting.
- Section 2: The President shall appoint a Nominating Committee to consist of a Chair plus two additional members. At least one member must also be serving on the Executive Board. The names of the nominating committee, a list of the offices to be filled, and the names of the nominees are to be printed in the Society's newsletter prior to the annual meeting or reported to the membership by mail along with a notification of the meeting.
- Section 3: The nominating committee shall nominate a candidate for each open position. Additional nominations may be made from the floor with the consent of the person to be nominated.
- Section 4: Voting shall take place by ballot unless there is one nominee for an office, in which case a voice vote may be taken. The candidate receiving the most votes shall be certified as elected. In case of a tie vote, the members of the out-going Executive Board who are present at the meeting shall vote and the nominee receiving the majority shall be elected.

Section 5: The newly elected officers shall take office at the conclusion of the annual meeting during which they were elected.

ARTICLE VIII CHAPTERS

Section 1: Members of the Society may, upon approval of the Executive Board, form a chapter of the Society. At least eight members residing in a local area shall first apply in writing to the Board, proposing a name for the chapter and submitting operational guidelines. With its original application, each local group may request Society financial support to be used for initial organizational activities.

Section 2: Each chapter shall appoint or elect a representative to serve on the Executive Board of the Society.

Section 3: Society chapter meetings shall be open to all members of the Society and shall be publicized in the Society's newsletter. Minutes will be submitted to the Society Secretary, and a synopsis of activities will appear in the Society newsletter.

Section 4: State dues will be collected by the Society Treasurer. Chapter expenses, submitted in writing and accompanied by receipts, may be reimbursed by authorization of the Treasurer, President, and/or Executive Board.

Section 5: Chapter Authorization may be revoked by action of the Executive Board.

ARTICLE IX COMMITTEES

Section 1: Standing Committees, as needed to accomplish the goals of the Society, will be created by vote of the Executive Board. Chairs of Standing Committees shall be appointed by the President and approved by the executive Board.

Section 2: *Ad hoc* committees may be created as needed by the Executive Board or as directed by a vote of the membership at a regular or special meeting of the Society. Each such committee shall be provided specific charges of responsibility and reasonable deadlines for final reports to be made to the Executive Board and/or membership.

ARTICLE X MEETINGS

Section 1: The Society shall hold an annual meeting between September 1 and December 31, at the time and place to be set by the Executive Board.

Section 2: General meetings of the ONPS shall be held at the dates and places to be decided by the Executive Board. Special meetings of the membership may be called at any time by either the Executive Board or the written request of ten members. All members shall be notified of such meeting, in writing at least two weeks in advance.

Section 3: The members present at a duly called meeting shall constitute a quorum.

ARTICLE XI DUES

Section 1: The Executive Board shall set the annual dues, which will then be voted upon by the membership at the annual meeting. The dues amount may be reviewed and changed annually by the Executive Board with membership approval.

Section 2: Membership becomes effective upon payment of dues and lapses when dues become delinquent. Dues paid through 31 August will apply to the current year; dues paid after 31 August will apply to the next calendar year. Members will be dropped from the Society when their dues are in arrears one calendar year. Memberships may be reinstated by payment of current dues. To maintain an unbroken or Charter membership, the payment of all delinquent dues is required.

ARTICLE XII FISCAL YEAR

Section 1: The fiscal year of the Society shall be the calendar year.

ARTICLE XIII AMENDMENTS

Section 1: These by-laws may be amended by an affirmative vote of two-thirds of the members present at any duly constituted meeting. Proposed amendments shall be submitted to the membership by the Executive Board along with notification of the meeting. Such notice is to be in the hands of the members at least two weeks before the scheduled meeting.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order shall be the parliamentary authority when it is not inconsistent with the Society by-laws or any special rules of the Society.

History of the ONPS By-Laws

Original By-Laws: 1-10-1987

Amendment 1: 1-28-1987 Annual meeting to be set between September 1 and December 1 each year.

Amendment 2: 11-04-1987 Chapters authorized.

Amendment 3: 10-26-1991 Membership categories listed; Life memberships added.

Amendment 4: 10-03-1992 Board memberships changed from 5 to 6 total years; Executive Committee added; dues payment clarified; general typographical and grammatical changes.

Amendment 5: 10-21-1995 President's term limited to 2 years.

Amendment 6: 10-19-2002 Historian duties added; process for paying chapter expenses clarified; history of by-laws added; general typographical and grammatical changes.

Amendment 7: 10-9-2005 Removed term limit for Treasurer