

# **Bylaws of the Kansas Native Plant Society (revised July 23, 2005)**

## **ARTICLE I**

### **Name**

The name of this organization shall be the “Kansas Native Plant Society” (hereafter referred to as Society).

## **ARTICLE II**

### **Mission and Goals**

The mission of the Kansas Native Plant Society is to encourage awareness and appreciation of the native plants of Kansas in their habitats and in our landscapes by promoting education, stewardship, and scientific knowledge.

## **ARTICLE III**

### **Basic Policies**

This organization shall be non-profit, non-commercial, non-sectarian, and non-partisan.

## **ARTICLE IV**

### **Offices**

The principal office of the Society in the State of Kansas shall be located at the R.L. McGregor Herbarium, University of Kansas, in the City of Lawrence, County of Douglas. The Society may have such other offices, either within or without the State of Kansas, as the Board of Directors may determine or as the affairs of the Society may require from time to time.

The Society shall have and continuously maintain in the State of Kansas a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Kansas, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE V**

### **Membership**

Section 1. Conditions of Membership. Membership shall be open to all individuals, groups, and businesses with an interest in the mission and goals of the Society. Any person, association, foundation, or corporation who 1) submits an application for membership and 2) tenders at least one year’s dues, shall be qualified to become a member of the Society.

Section 2. Classes. The Society shall have six classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

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- Individual. Individual membership dues entitle one individual to privileges of the Society for one year.
- Family. Family membership dues entitle one family to privileges of the Society for one year.
- Contributing. Contributing membership dues entitle a member to privileges of the Society for one year, and the name of such member will be printed annually, if so desired, in the Society's newsletter.
- Student. Student membership dues entitle an elementary through high school (K-12) student, college student, or graduate student to privileges of the Society for one year.
- Lifetime. Lifetime membership dues entitle a member to privileges of the Society for life, and whenever appropriate, recognition, if so desired, will be printed annually in the Society's newsletter.
- Organization. Organization membership dues entitle an organization to privileges of the Society for one year.

Section 3. Voting Rights. Each membership in the above classes is entitled to one vote on each matter submitted to a vote of the members.

Section 4. Transfer of Membership. Membership in this Society is not transferable.

Section 5. Only members in good standing shall be eligible to participate in business meetings of the organization or to serve in any of its elective or appointive positions.

### **ARTICLE VI**

#### **Meeting of Members**

Section 1. Meetings. An annual meeting of the members shall be held at a time determined by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Board of Directors shall call special meetings as needed.

Section 2. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Kansas, as the place of meeting for any meeting called by the Board of Directors.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than ten nor more than thirty days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to

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the member at his or her address as it appears on the records of the Society, with postage thereon prepaid.

Section 4. Quorum. The number of members present at any annual or special meeting shall constitute a quorum at such meeting.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member.

### **ARTICLE VII**

#### **Board of Directors**

Section 1. General Powers. The affairs of the Society shall be managed by its Board of Directors. The Board of Directors may, from time to time, adopt rules and regulations not inconsistent with the Articles of Incorporation or these Bylaws on matters not herein determined.

Section 2. Number and Qualifications. The number of Directors shall not exceed thirty (30) plus any elected officials not previously elected to the Board. Qualifications include membership in the Society, residency in the State of Kansas, and a willingness actively to promote the goals of the Society.

Section 3. Tenure and Vacancies. One-third (1/3) of the whole number of Directors shall be elected for a term of three years; except in elections to fill vacancies, in which case the election shall be for the unexpired term. Directors shall be elected by majority vote at the annual meeting, and shall hold office until their successors shall have been duly elected. In the event of a vacancy on the Board, the Nominating Committee shall be called to recommend a replacement, which must be approved by a majority vote of the Board.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw at the same place and in conjunction with the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Kansas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Kansas, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by notice delivered personally or sent by mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be

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specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum. Eight members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than eight of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of two-thirds (2/3) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 2/3 of the Directors.

Section 11. Other Directors. The President may appoint at his or her discretion Honorary or Advisory Directors (ex officio) to serve during the term of office of the appointing President. Honorary and/or Advisory Directors shall have none of the general powers or right to vote or notice as set out in Sections 1 and 5 above.

### **ARTICLE VIII**

#### **Officers**

Section 1. Officers. The officers of the Society shall be a President, President Elect, Past President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, President Elect, and Past President.

Section 2. Election and Term of Office. The officers of the Society shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors.

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Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a 2/3 vote of the Board of Directors whenever, in its judgment, the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President shall appoint individuals to the Society's committees and serve as an ex officio member of all standing committees. The President may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, if required by law, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Society; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President Elect. In the absence of the President or in the event of his/her inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Past President. The Past President succeeds to that position from immediate previous service as the President. In the absence of the President Elect or in the event of the President Elect's inability or refusal to act, the Past President shall perform the duties of the President Elect, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President Elect. The Past President shall perform such other duties from time to time as may be assigned to him or her by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall record and keep the minutes of all regular and special meetings of the membership and of the Board of Directors and of the Executive Committee. The Secretary shall keep a record of attendance of all meetings.

Section 9. Treasurer. The Treasurer shall be custodian of all funds of the Society. The Treasurer shall make payments in accordance with authority granted by the Board of Directors. Unanticipated expenses may be authorized only by the Executive Committee. The Treasurer shall present to the Board of Directors an annual financial statement or other reports as requested by the President or Board of Directors.

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## ARTICLE IX

### Committees

Section 1. Standing Committees. The Board of Directors may designate one or more standing committees, each of which shall consist of at least one Director. Standing committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the business assigned to them, provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Society; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Society; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society; authorizing the voluntary dissolution of the Society or revoking proceedings therefore; adopting a plan for the distribution of assets of the Society; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Standing committees shall consist of two types, administrative and action.

A. Administrative committees shall have specified membership and terms of service, and include the Executive Committee, the Membership Committee and the Nominating Committee. The Chair of each committee shall be a Board member, appointed by the President.

1. The Executive Committee shall consist of the officers of the Board of Directors and shall carry out established policies of the Board and, except in emergencies, shall initiate no new policies without approval of the Board of Directors. Ad hoc committees may be established by the Executive Committee, upon the approval of the Board and the President, for such terms and purposes as may from time to time be necessary. The Executive Committee shall keep regular minutes and shall report its actions at regular Board meetings.

2. The Nominating Committee shall consist of two Board members who are not officers and two members-at-large appointed by the President, with the consultation of the Executive Committee. The Nominating Committee shall present to the annual meeting of the members the list of nominees approved by the Board, including a list of nominees for all officer positions. Members may also offer candidates for the Board.

3. The Membership Committee shall be responsible for recruiting new members and maintaining records of membership. Two of the members shall be from the Board of Directors and an appropriate number of additional members may be determined by the Chair.

B. Action committees will have membership determined by the Chair and/or the Board and must have at least one Board member. Action committees will have indeterminate terms of service. The Chair of each committee shall be appointed by the President and shall serve at the pleasure of the President.

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Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Society may be designated by a resolution adopted by 2/3 of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of these committees shall be members of the Society, and the President of the Society shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Society and until his/her successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the Society.

Section 4. Chairman. One member of each committee shall be appointed Chair by the President in consultation with the Board of Directors and shall serve at the pleasure of the President.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

### ARTICLE X

#### Finances

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, 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 Society, and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President Elect of the Society.

Section 3. Deposits. All funds of the Society, including those raised through membership dues, shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

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Section 5. Budget. A budget shall be drawn up in advance of the forthcoming fiscal year by the Treasurer with the recommendation of the Executive Committee, and based in part on requests from committees. The final budget must be approved by a majority of the Board of Directors. The budget shall be approved at the end of the first board meeting of the year.

Section 6. Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end on the last day of December of each year.

### **ARTICLE XI**

#### **Dues**

Section 1. Annual Dues. The Board of Directors shall determine annual dues payable to the Society by members.

### **ARTICLE XII**

#### **Waiver of Notice**

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XIII**

#### **Amendments to Bylaws**

Any member in good standing may propose amendments to the Bylaws. Proposed changes must be presented to the President 60 days prior to the annual meeting. The Bylaws may be amended by a 2/3 vote of the members present at any meeting of the Board of Directors, provided that a copy of the proposed amendment(s) is (are) furnished to each member of the Board at least two weeks in advance of the meeting; or by a 2/3 vote of the members present at the annual meeting.