Wyoming Native Plant Society

BY-LAWS

ARTICLE ONE: NAME

The name of this society is the Wyoming Native Plant Society (the "Society"), a non-profit corporation.

ARTICLE TWO: PURPOSES AND POWERS

The purpose of the Society is to encourage the appreciation and conservation of the native plants of Wyoming and their ecosystems by educational programs, research and inventory work, advising government agencies responsible for management affecting the plants, exchange of information with other interested groups, and such other methods as may be deemed appropriate by the membership.

ARTICLE THREE: MEMBERSHIP

Section 1 Qualifications. Any individuals, families, firms, partnerships, associations or corporations who have an interest in Wyoming's native plants may become a member of the Society by payment of the appropriate fees and dues.

Section 2. Initiation Fees and Dues. Dues shall be payable at the start of the calendar year. Members who fail to pay their dues or assessments when they become due shall be notified by the Secretary-Treasurer or Vice President, and if payment is not made within the next succeeding six months, shall be dropped from the rolls of membership. In addition, members failing to pay their dues at or before the annual meeting shall not be eligible to vote in said meeting.

Section 3. Resignation. Any member may withdraw from the Society after fulfilling all obligations to it by giving written notice of resignation to the Secretary-Treasurer.

Section 4. Rights and Privileges. Rights and privileges of each membership shall include, but not be limited to, the right to vote in all annual or special meetings of the membership or in actions by members without a meeting; the right to take part in any programs or projects of the Society; the right to receive all Society newsletters and announcements; and the privilege of using all Society resources. These rights and privileges shall extend to all individuals in a household having a membership but to only one individual of a partnership, firm, association, or corporation. Only one vote is allowed for each membership.

ARTICLE FOUR: OFFICERS

Section 1. General. The officers of the Society shall be a President, a Vice-President, a Secretary-Treasurer, and two board members. These five officers shall constitute the Board of Directors of the Society.

Section 2. Qualifications. All officers must be members of the Society. One individual shall not hold more than one office at the same time. Members from the same household shall not be officers at the same time unless they hold separate memberships.

Section 3. Nominations. A nomination committee of three members shall be appointed by the President eight weeks before the start of the calendar year. The committee shall assemble a slate of at least one candidate for each office. Nominations may be submitted in writing by any member to the Secretary-Treasurer at least six weeks before the start of the calendar year.

Section 4. Election and Term of Office. The officers shall be elected by a majority vote of the members. Members shall have the choice of voting by mail or by email. Each officer, except the two board members, shall serve for a one-year term and shall hold office until his/her successor shall have been duly elected and shall have qualified or until he/she shall resign or shall have been removed as hereinafter provided. The two board members shall serve for a two-year term except that at the first election one board member, determined by drawing straws, shall serve for a one-year term. An officer may succeed himself/herself

Section 5. Removal. Any officer may be removed by a majority vote of the membership at a special meeting or mail vote called for such purpose. The vacancy so created shall be filled by the members by majority vote at the same meeting or in the same mail vote.

Section 6. Duties of Officers. The duties of the officers of the Society shall be as follows:

President - The President shall be the chief executive officer of the Society; shall preside at all meetings of the Board of Directors and of the membership; shall have general supervision of the officers and management of the affairs of the Society; shall sign all documents required to be executed by the Society, unless otherwise provided in these By-laws; and shall perform such other acts as are usually incident to the office of the President of a non-profit corporation.

Vice-President - During the absence or incapacity of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. Secretary-Treasurer - The Secretary-Treasurer shall issue notices of all meetings of members and of the Board of Directors, when instructed to do so; shall attend such meetings and keep full and true copies of the minutes in the minute book of the Society; shall keep a book or record containing the names, alphabetically arranged, of all persons who are members of the Society, showing their place of residence and the date when they became members; shall file all required annual reports of the Society including annual reports to the Wyoming Secretary of State and required annual forms with the Internal Revenue Service; shall have custody of the Society funds and shall keep full and accurate accounts of all receipts and disbursements, and of the financial and business transactions of the Society; shall from time to time make written reports to the Board of Directors showing the financial condition of the Society; and shall perform such other duties as the Board of Directors may designate. The Secretary-Treasurer shall keep all books and records of the Society available for inspection, during reasonable hours, by any member upon reasonable notice being given to the Secretary-Treasurer. Board of Directors - The Board of Directors shall be the governing body of the Society and shall perform such acts as are usually incident to such bodies. The board shall have the power to set or change the initiation fee or annual membership dues levels and to set the date and place of the annual meeting.

Section 7. Vacancies. Any officer may resign at any time by giving written notice to the President or to the Secretary-Treasurer of the Society. Such resignation shall take effect at the time specified therein, but not retroactively, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy, however occurring, may be filled by majority vote of the Board of Directors for the remaining portion of the term.

Section 8. Salaries. The officers shall serve without salary or other compensation.

ARTICLE FIVE. MEETINGS.

Section 1. Annual Meeting. The annual meeting of the Society shall be held at such place in the State of Wyoming as determined by the Board of Directors and as announced in the notice of the meeting.

Section 2. Board of Directors Meetings. Meetings, conference calls, and e-mail votes of the Board of Directors may be called by the President or any three members of the Board whenever a need for Board action arises. Meetings shall be open to the entire membership. All Board actions will be reported in the newsletter.
Section 3. Notice. Reasonable notice (at least two weeks) of any annual or Board of Directors meeting shall be given by personal contact, mail, or telephone to each member at his/her last known address except that in the case of Board of Directors meetings, notification need only be given to members of the Board and such other members of the Society who have requested such notification.

Section 4. Quorum. A quorum for all meetings of members shall consist of the representation in person or by proxy of twenty percent of the membership. A quorum for Board of Directors meetings shall be a presence of three members of the Board.

Section 5. Manner of Acting. The act of the majority of the members present at a meeting at which a quorum is present shall be an act of the membership or Board of Directors, depending on the type of meeting, except where a two-thirds vote is called for in these By-laws.

Section 6. Proxies. Any member of the Society may vote by proxy at any annual meeting or special meeting. A proxy shall be delivered to the Secretary-Treasurer in writing and shall be revocable at the pleasure of the member executing it.

Section 7. Organization and Order of Business. Meetings shall be presided over by the President, or if he/she is not present, by the Vice-President, or if neither is present, by a member of the Board of Directors chosen by a majority of the Board members present. The Secretary-Treasurer shall act as secretary of every meeting, but in his/her absence, the President may appoint any person to act as secretary of the meeting. The order of business shall be as follows:

1. Calling the meeting to order.
2. Recording of the members present.
3. Proof of notice of meeting.
4. Report of the secretary on existence or lack of a quorum.
5. Reading of the minutes of the last meeting and disposal of any unapproved minutes.
6. Reports of officers.
7. Reports of committees.
8. Unfinished business.
9. New business.
10. Adjournment.

Section 8. Action Without a Meeting. Any action required or which may be taken at a meeting of the members of the Society may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by two-thirds of the members entitled to vote with respect to the subject matter. In like manner the Board of Directors may take action without a meeting provided that the action so taken is approved in writing by all of the members of the Board.

ARTICLE SIX: COMMITTEES.

Section 1. Nominating Committee. Composition and duties of the nominating committee are presented in Article Four, Section 3.

Section 2. Auditing Committee. An auditing committee of two members of the Society shall be appointed by the President at least 14 days before the annual meeting whose duty it shall be to audit the books and records of the Society. The committee shall present its findings at the annual meeting.

Section 3. Other Committees and Ex Officio Members. Other special or standing committees shall be appointed by the President whenever deemed necessary. The President shall be ex officio a member of all committees except the nominating and auditing committees.

Section 4. Committee Membership. Any member of the Society including officers may be members of any committee except that officers shall not be members of the auditing committee.

ARTICLE SEVEN: CHECKS AND DEPOSITS.

Section 1. Checks. All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued in the name of the Society shall be signed by officers of the Society or Board-appointed members delegated with check-signing authority on file at the Bank. All expenditures of $50 or more per item including scholarship awards but excluding routine newsletter expenses shall first be approved by a majority vote of the Board.

Section 2. Deposits. All funds of the Society shall be deposited in the name of the Society in a checking account of a commercial bank or similar institution. If desired, the Board of Directors may establish another account in a commercial bank or similar institution.

Section 3. Dividends. No dividend shall be paid and no part of the income of the Society shall be distributed to its members or officers.

ARTICLE EIGHT: PARLIAMENTARY AUTHORITY.

Robert's Rules of Order, latest edition, shall govern the conduct of proceedings except where the laws of the State of Wyoming or these By-laws require a different method of procedure.

ARTICLE NINE: AMENDMENT OF THE BY-LAWS.

The membership by simple majority vote of all members in good standing shall have the power to amend the By-laws of the Society at any meeting or by email. Amendments proposed for any meeting shall be announced in the notice for that meeting. Amendments can be acted upon without a meeting in accordance with Article Five, Section 8.

ARTICLE TEN: FISCAL YEAR

The fiscal year of the corporation shall be January I through December 31.

ARTICLE ELEVEN: CHAPTERS.

Section 1. Establishment. Local chapters may be established where sufficient interest exists.

Section 2. Membership. Membership in chapters of the Society requires membership in the Society, and thus all Chapter members shall have the obligations, rights and privileges of members of the Society in accordance with Article Three: Membership. Additional fees and dues for Chapter membership shall be determined upon establishment of the Chapter.

Section 3. Officers and committees. Chapter officers, committees, terms, qualifications, nominations and elections shall be determined upon establishment of the Chapter.

Section 4. Meetings. Chapter meetings, notice, quorum, organization and manner of acting shall be determined upon establishment of the Chapter.

Section 5. Checks and deposits. Funds of the Chapter not otherwise encumbered shall be deposited to the credit of the Chapter in such banks or other depositories as the Chapter may select. No dividend shall be paid and no part of the income of the Chapter shall be distributed to its members or officers.

Section 6. Chapters shall conform to the Articles of Incorporation and By-laws of the Wyoming Native Plant Society except for matters addressed in Sections 2 through 5 above.

Know all persons by these presents, that we, the undersigned members of the Board of Directors of the Wyoming Native Plant Society, hereby assent to the foregoing By-laws and adopt them as the By-laws of said Society.

(Signed by Robert Lichvar, President; Ronald L. Hartman, Vice-President; Donald A. Shute, Secretary-Treasurer; Mark R. Stromberg and R.W. Scott, Board members. 1980).

* Amendment adopted by vote of members, 1993: ARTICLE ELEVEN: CHAPTERS.
* Amendments adopted by vote of members, July, 1994: ARTICLE FOUR. OFFICERS, Section 6, Board of Directors. ARTICLE FIVE: MEETINGS, Section 1, Annual Meeting. ARTICLE FIVE: MEETINGS, Section 6, Proxies.
* Amendments adopted by vote of members, 2008: ARTICLE THREE: MEMBERSHIP, Section 2, Initiation Fees and Dues. ARTICLE FOUR: OFFICERS, Section 3, Nominations. ARTICLE NINE:  AMENDMENT OF THE BY-LAWS.
* Amendments adopted by vote of members, 2010: ARTICLE THREE: MEMBERSHIP, Section 2, Life membership. ARTICLE FIVE, MEETINGS, Section 2, Board may meet by conference call or email. ARTICLE SEVEN, CHECKS AND DEPOSITS, Section 1, check-signing privileges and Board approval of expenditures.

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned members of the Board of Directors of the Wyoming Native Plant Society, hereby assent to the foregoing By-laws as amended and adopt them as the By-laws of said Society.

(Signed by Amy Taylor, President; Dorothy Tuthill, Vice-President; Ann Boelter, Secretary-Treasurer; Karen Clause and Andrew King, Board members. October 2, 2012).

* Amendments adopted by vote of members, 2014: ARTICLE THREE: MEMBERSHIP, Section 2. ARTICLE FOUR: OFFICERS, Sections 3, 4 and 6. ARTICLE FIVE: MEETINGS, Section 7. ARTICLE SIX: COMMITTEES, Section 4. ARTICLE SEVEN: CHECKS AND DEPOSITS, Section 2. ARTICLE ELEVEN: CHAPTERS, Section 5.