

BYLAWS OF THE NATIVE PLANT SOCIETY OF TEXAS FREDERICKSBURG CHAPTER

Adopted by the membership May 29, 2001. Revised January 27, 2004.

ARTICLE I. Name

The name of this society shall be the Native Plant Society of Texas, Fredericksburg Chapter.

ARTICLE II. Purpose

The purpose of the Fredericksburg Chapter shall be to promote the conservation and utilization of the native plants and plant habitats of Texas, with emphasis on the Edwards Plateau, through education, outreach, and example.

ARTICLE III. Membership

SECTION 1 – Eligibility. Any person, family, or group who is a member of the Native Plant Society of Texas is eligible for membership in the Fredericksburg Chapter.

SECTION 2 – Dues. Membership dues are fixed by the State Society and are payable to the State Society on the anniversary of the membership.

SECTION 3 – Voting. On any question requiring a vote of the general membership of the Chapter, each person or group shall be entitled to one vote, and each family shall be entitled to two votes.

ARTICLE IV. Officers

SECTION 1 – Titles of Officers. The officers of the Chapter shall be a President, a Vice-President, a Secretary, a Treasurer, and three Directors.

SECTION 2 – Duties of Officers. The officers shall perform the duties prescribed both by these bylaws and by the parliamentary authority adopted by the Chapter, where applicable, and the duties shall specifically include:

A. President

- (1) The President shall represent the Chapter to the general public.
- (2) Shall preside at Chapter meetings and at Board meetings.
- (3) Shall represent the Chapter as a voting member of the State Board, or designate another representative, and shall serve as liaison for the Chapter to the State Board.
- (4) Shall coordinate the development of an annual budget for Chapter expenditures.
- (5) Shall be an ex-officio member of all committees except the Nominating Committee.

B. Vice-President

- (1) The Vice-President shall be responsible for arranging the programs for the general meetings of the Chapter.
- (2) Shall perform the duties of the President during absences of the President.
- (3) Shall act as President in the event that position becomes vacant, until it is filled by vote of the general membership of the Chapter.

C. Secretary

- (1) The Secretary shall record the proceedings of Board meetings and of Chapter meetings and activities.
- (2) Shall keep a roster of all Chapter meetings.
- (3) Shall maintain the Chapter Bylaws and make them available upon request to the Board and to the general membership of the Chapter.

D. Treasurer

- (1) The Treasurer shall keep a correct account of receipts and disbursements to support the annual budgeting process.
- (2) Shall render financial reports to the State Society on a quarterly basis, to the Chapter Board when it meets, and to the general membership of the Chapter when it meets;

E. Directors

- (1) The Directors shall perform duties as assigned by the President.

SECTION 3 – Nomination Procedure

- A. The Board shall appoint a Nominating Committee consisting of three or more members and these appointments shall be announced at the July general meeting. It shall be the duty of this committee to nominate one or more candidates for each office.
- B. The Nominating Committee shall report at the general meeting in September. At that time, additional nominations from the floor shall be permitted, after which nominations shall be closed.
- C. All nominees must have agreed in advance to serve if elected.

SECTION 4 – Election Procedure; Term of Office

- A. Elections shall be held at the October general meeting, and the voting method shall be by voice if there is only one nominee for each office. If there is more than one nominee for any office, voting shall be by ballot or by show of hands.
- B. Officers shall be elected to serve for one year or until their successors are elected, and their term of office shall begin in January following the elections.

SECTION 5 – Office-Holding Limitations

No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office.

SECTION 6 – Vacancy in Office

A vacancy in an elected office may be filled by vote of the general membership of the Chapter. Except as provided in Article IV, Section 2-B-(3) of these Bylaws, and the Board may fill a vacant position on an interim basis as it deems necessary to carry on the work of the Chapter.

ARTICLE V. Meetings

SECTION 1 – General Meetings. The general meetings of the Chapter shall be held on the last Tuesday of each month from January through October, unless otherwise directed by the Board.

SECTION 2 – Special Meetings. Special meetings may be called by the President or by the Board or upon request of ten members of the Chapter. Except in cases of emergency, at least three days' notice shall be given.

SECTION 3 – Quorum. Fifteen members of the Chapter at a general or special meeting shall constitute a quorum.

ARTICLE VI. The Board of Directors

SECTION 1 – Board Members. The officers of the Chapter, including the Directors, shall constitute the Board of Directors.

SECTION 2 – Board Duties and Powers. The Board shall have general supervision of the affairs of the Chapter between its general meetings, fix the hour and place of meetings, make recommendations to the Chapter, develop a budget on an annual basis, and perform other duties as specified in these bylaws. The Board shall be subject to the orders of the Chapter and of the State Society and shall take no actions which conflict with these.

SECTION 3 – Board Meetings. The Board shall hold regular meetings on a monthly basis from January through November, unless otherwise directed by the Board, and shall notify the general membership in advance of the date, time and place of the regular meetings. Special meetings of the Board may be called by the President, or shall be called upon request of three members of the Board.

SECTION 4 – Quorum. Four members of the Board at a regular or special meeting shall constitute a quorum.

ARTICLE VII. Committees

SECTION 1 – Publicity Committee. A Publicity Committee shall be appointed by the President, with Board approval, and shall be responsible for publicizing the Chapter's general meetings and other activities.

SECTION 2 – Newsletter Committee. A Newsletter Committee shall be appointed by the President, with Board approval, and shall be responsible for publishing and distributing a Chapter Newsletter to the membership on a regular basis.

SECTION 3 – Other Committees. Other committees, standing or special, shall be appointed by the President, with Board approval, as the Chapter or Board deems necessary to carry on the work of the Chapter.

Article VIII. Parliamentary Authority

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised*, shall govern the Chapter in all cases where they are applicable, provided that they do not conflict with these Bylaws, the State Society Bylaws, or any special rules of order that the Chapter or State Society may adopt.

ARTICLE IX. Amendment of Bylaws

These Bylaws may be amended by a two-thirds vote of members present and voting at a general or special meeting of the Chapter, provided that the amendment has been submitted to the membership in writing at least thirty days in advance.

ARTICLE X. Suspension of Bylaws

These Bylaws or sections thereof may be temporarily suspended under special circumstances by a two-thirds vote of members present and voting at a general or special meeting of the Chapter, provided that the suspension has been submitted to the membership in writing at least thirty days in advance.

ARTICLE XI. Dissolution

To dissolve the Chapter, a resolution should be prepared, such as “Resolved, that the Fredericksburg Chapter of the Native Plant Society of Texas be dissolved as of (insert date).” This resolution may be preceded by a preamble setting forth the reasons for dissolution. It is, in effect a motion to rescind these Bylaws, and therefore requires the same notice and vote as set forth in Article IX – Amendment of “Bylaws. In the event that the Chapter is dissolved, the Treasurer shall pay all outstanding bills and any other expenses of the Chapter and turn any funds over to the Vice-President-Finance of the State Society. The Treasurer shall place a receipt for this money in his/her files and place a copy of the receipt in the minutes which shall, with all other files, be sent to the State Society.