



## **Bylaws**

### **Article I - Name**

The name of this society shall be the Native Plant Society of Texas - Houston Chapter (NPSOTH).

### **Article II - Mission**

The mission of the Native Plant Society of Texas - Houston Chapter shall be to promote the research, conservation, and utilization of native plants and plant habitats of Texas through education, outreach and example.

### **Article III - Membership**

#### **Section 1 - Membership**

- A. Any person, family or group who pays the proper dues is eligible for membership in the Society.
- B. Each membership entitles the person or group to one vote on any question requiring a vote of the general membership of the Society. The right of a group to vote shall be exercised by an individual, designated in writing by that group as its official delegate. A family or greater level membership level shall be entitled to two votes. However, no individual member may have more than one vote.

#### **Section 2 - Dues**

Collection of dues are the responsibility of the Native Plant Society of Texas (NPSOT).

### **Article IV - Board of Directors & Regulations**

#### **Section 1 - Duty and Definition of the Board**

The control and conduct of the property, policies, and business of the Chapter shall be vested in a Board of Directors. The Board shall consist of the Officers, the immediate Past President, the elected Directors, all of whom shall be members in good standing.

#### **Section 2 - Term Limits**

No individual shall serve more than 4 consecutive years on the Board of Directors in the same position. The Past President shall serve a term of one year. Term limits may be waived by a vote of approval of 50% of the Board.

### **Section 3 - Board Meetings**

The Board shall hold a minimum of six scheduled business meetings. The Board Meetings shall be announced on the website and at the regular membership meetings.

### **Section 4 - Special Meetings**

Special Meetings may be called by the President or upon the request of the majority of the Board. Written notice must be sent at least 3 days in advance of a special meeting and must state the purpose of the meeting.

### **Section 5 - Teleconference Meeting**

The Board of Directors and any committee of NPSOTH may hold a meeting by a teleconferencing, given a 3 day notice that includes all details about the meeting and the fact that it will be done by teleconference. In all teleconference meetings, the matters must be arranged in a manner that all persons participating can hear each other. In addition, all quorums and voting majorities required for various meetings apply to a teleconference and a person's participation in a teleconference meeting constitutes her or his presence at the meeting.

### **Section 6 - Quorum**

At least 50% of the Board of Directors present in person shall constitute a quorum.

### **Section 7 - Board Vacancies and Absences**

- A.** Vacancies: If any Board position becomes vacant for any reason, the President may appoint a replacement subject to ratification by a two-thirds vote of the Board or, if no action is taken by the President within 6 weeks, a 2/3 majority may appoint a person to fill the position. The replacement shall serve until the end of that position's term. Such service will not count towards the term limits described in Section 2 above. Should the office of President become vacant, the Vice President shall assume the office of President until a new President is appointed by the Board. The position of Vice President will be appointed and approved as described and will reside as needed.
- B.** A Board member on a sabbatical can be replaced on a temporary basis.
- C.** Absences: If a Board member is absent for three consecutive Board Meetings, or is absent from a majority of Board Meetings over a six-month period, that Board member may be removed from his/her Board position, upon a vote of three-fourths of the Board.
- D.** Any removed Board members may be replaced in accordance with procedures described in Article IV, Section 7.A.

## **Article V - Officers, Elected Directors, Committee Chairs**

**Board of Directors:** The Board of Directors will consist of Officers and Directors at Large. Only members in good standing with voting rights are eligible for election as a director or officer.

### **Section 1 - Officers**

President, Vice President, Secretary, Treasurer, and Past President. The President, Vice President, Treasurer, and Secretary shall be elected by the membership. The President becomes the Past President for one year when a new President is elected.

## **Section 2 - Directors at Large**

The Directors at Large are elected positions. There will be 4 Directors at Large when there is a Past President serving. When there is no Past President serving, there will be 5 Directors at Large. Each Director at Large will be the chair of the committee of his/her choice.

## **Section 3 - Responsibilities**

The Officers and the Directors shall set and maintain the policies of the Chapter ever mindful of the pursuit of the mission of the Society and Chapter as their foremost responsibility. They shall each undertake their best efforts in serving as the ambassadors of the Chapter.

## **Article VI - Nominating Committee and Elections**

### **Section 1 - Nominations**

- A.** The President shall appoint the Chairperson of the Nominating Committee in May. The Chairperson shall appoint the remainder of the Committee.
- B.** The Committee of two or more shall present a list of nominees to the Board no later than the September Board Meeting, or September 30 if there is no Board Meeting.
- C.** The Nominating Committee shall present a slate of officers at a general meeting at least 25 days prior to the elections. Nominations from the floor will be permitted. All nominees will be posted on the website within the following week, allowing over 20 days for notification of the candidates.
- D.** Any positions for which there are no nominees will be filled by the Nominating Committee as soon as possible and will be posted as soon as possible on the website.

### **Section 2 - Elections**

- A.** Elections will be held during the November membership meeting, unless there is an urgent need to postpone them until no later than the January membership meeting.
- B.** The Officers and the Directors at Large shall be elected by a majority vote of the votes cast by the members with voting rights who are in attendance at the time of the election.
- C.** During the elections nominations will be taken from the floor. Nominations will close when there are no more nominations from the floor.
  - 1. Officer Positions - Nominations from the floor shall be for specific offices.
  - 2. At Large Positions - Nominations for at large positions shall be for a non-specific position. If there are more nominees than the number of At Large positions, all those running for At Large positions shall be on a written ballot and the four or five (per Article V, Section 2) people with the most votes are elected.
- D.** The elected officers shall be installed and take office on January 1. If the elections are held in January the officers take office at the end of the January meeting.

## **Article VII - General Meetings**

The Board shall decide the date, time, and place of meetings and notify the membership of their decision.

## **Article VIII - Duties of the Officers**

### **Section 1 - President**

- A.** The President shall preside at the general meetings and at the Board Meetings and shall appoint all Committee Chairpersons not otherwise provided for in the Bylaws.
- B.** In May the President shall appoint a Chairperson of the Nominating Committee who will then select the remaining committee members.
- C.** The President is responsible for the Chapter "Year in Review" report for the state that is due September 1.
- D.** The President is responsible for the Houston vote at the state quarterly meetings. If the President cannot attend, she or he is responsible for authorizing another NPSOTH member to attend and vote.

### **Section 2 - Vice President**

- A.** The Vice President shall exercise the functions of the President during any absences of the President and may be assigned other duties by the President.
- B.** The Vice President shall act as Program Chairperson.

### **Section 3 - Secretary**

- A.** The Secretary shall record the proceedings of meetings as well as special events and shall be responsible for necessary correspondence.
- B.** The Secretary shall keep a copy of the Bylaws and record the date of any changes that are made. A copy of the current Bylaws should be available at all times and be passed on to the new Secretary when elected.

### **Section 4 - Treasurer**

- A.** The Treasurer shall keep a correct account of receipts and disbursements and shall render a financial statement to the State Society quarterly and to the Board when it meets. Special reports may occasionally be requested by the Board, President, or State Society.
- B.** The Treasurer shall maintain the existing Chapter bank account or open a new one, with the assistance of the President.
- C.** Only the Treasurer's signature will be needed to disperse funds, with the exception of amounts over two thousand dollars. In which case, the signature of the President shall also be required.
- D.** In the event that the Treasurer is unable to fulfill his or her duties, the President shall be authorized to sign all checks.

## **Article IX - Committees**

**Section 1** - The President has the authority to appoint chairpersons and to create committees not already mentioned in the Bylaws and filled by the elections.

**Section 2** - Standing Committees shall include, but are not limited to, Membership and Publicity.

## **Article X - Records**

Each officer shall deliver the records of office to the successor upon expiration of the term of office or the termination of an officer's duties for any reason.

## **Article XI - Reimbursements**

No member of the Board may receive payment from the Chapter for activities or for travel on behalf of the Chapter. A member of the Board may be reimbursed for such out-of-pocket expenses as have been agreed to by the Board.

## **Article XII - Amendment of Bylaws**

These Bylaws maybe 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 twenty-five (25) days in advance.

## **Article XIII - Accessibility of Bylaws**

The most current version of the Bylaws should be available on the Chapter website.

## **Article XIV - Dissolution Clause**

In order to dissolve the Houston Chapter of the Native Plant Society of Texas, a resolution should be prepared, such as: "Resolved, that Houston Chapter be dissolved as of the date of \_\_\_\_\_." This resolution may be preceded by a preamble setting forth the reasons for the dissolution. It is, in effect, a motion to rescind the Bylaws, and, therefore, requires the same notice and vote to amend them. The required notice should be sent by mail (e-mail or US post) to all members of record thirty (30) days before a vote is taken. In the event that the Chapter is dissolved, the Chapter Treasurer shall pay all outstanding bills and any other expenses of the Chapter and turn all remaining money over to the State Treasurer of the Native Plant Society of Texas. The Chapter Treasurer shall place a receipt for this money in his/her files and place a copy of the receipt in the Secretary's notebook.

## **Article XV - Houston Chapter**

This Chapter shall work in accord with the Native Plant Society of Texas and comply with the State Society Bylaws.

