

NATIVE PLANT PROJECT
BY-LAWS

I. OBJECTIVES.

The scope and objectives of the Native Plant Project (NPP) shall include any activities, projects and programs necessary to accomplish to purposes of the organization outlined in Article 4 of the NPP Articles of Incorporation.

11. YEAR.

The NPP year runs from the end of one January annual meeting to the end of the next for accounting, membership, and program purposes.

III. MEMBERSHIP.

A. Eligibility. An individual, firm, organization, or partnership interested in the purpose and objectives of the NPP is eligible for membership.

B. Classifications. The classes of membership are:

- (1) Regular
- (2) Contributing
- (3) Life
- (4) Honorary Life: The Board of Directors may elect individuals who have made extraordinary service contributions to the NPP to Honorary Life membership.

C. Dues. The Board of Directors will set dues amounts for Regular, Contributing, and Life membership classes.

D. Privileges. All members current in dues will be active and have one vote at meetings and other business matters and shall enjoy all other rights and benefits of membership.

IV. GOVERNANCE.

A. Board of Directors.

1. The direction and control of business of the NPP shall be vested in a Board of Directors consisting of fifteen (15) active members elected at the annual meeting of the NPP. In addition, there will be an Advisory Board of Directors with members appointed at the discretion of the elected Board of Directors.
2. Unless otherwise specified in the By-Laws and the Articles of Incorporation of the NPP, the Board of Directors may employ or appoint such agents it deems necessary to carry out the business and objectives of the NPP.
3. Any vacancies on the Board of Directors for whatever cause shall be filled by appointment of the remaining members of the Board of Directors. The appointee shall serve out the term of his/her replacement or until the next annual election whichever is sooner.

4. Any director who misses three (3) consecutive meetings without reasonable cause may be removed from the Board of Directors by majority vote of the rest of the members of the Board of Directors.
5. The term of office for a Board of Directors member shall be three (3) years with terms so arranged that ordinarily five (5) members will be elected at each annual meeting except for filling vacancies.
6. When the Board of Directors grants a leave of absence at the request of a Director, it shall appoint a temporary Director whose tenure and vote shall extend until the elected Director attends another Board of Directors meeting or until the end of the elected term, whichever occurs first.

B. Officers.

1. The NPP officers and their order of succession shall be President, Vice President, Secretary, and Treasurer.
2. The officers will be elected from the Board of Directors for two (2) years in odd-numbered years and shall hold office until their successors are elected and qualify. Vacancies in even-numbered years will be filled for the remainder of the year.
3. Duties of the officers include:
 - (a) The President shall be the official head of the NPP and shall preside at the annual, general, and special meetings of the membership and meetings of the Board of Directors. He/She shall be directly responsible to the Board of Directors.
 - (b) The Vice President shall assume the duties of the President in his/her temporary absence. He/She shall be the Programs Chairman and Publicity Chairman. He/She shall be assigned whatever other duties are compatible with his/her office and the objectives of the NPP.
 - (c) The Secretary shall record the proceedings of all meetings of the members and Board of Directors. He/She shall be responsible for maintaining the By-Laws and other records of the NPP. He/She shall prepare and send out notices of meetings and other NPP events. He/She shall handle all official NPP correspondence and generally perform such other duties consistent with the office of Secretary. The Secretary shall circulate to the membership proposed By-Laws amendments, nominations, and other important business in advance of the meeting at which the voting is to occur.
 - (d) The Treasurer shall be responsible for all funds paid into the NPP, shall approve and countersign all checks paid by the NPP, maintain all pertinent financial records and prepare reports on all NPP financial matters. The Treasurer may appoint, subject to approval and confirmation by the Board of Directors, a

Deputy Treasurer authorized to sign deposit slips and checks paid by the NPP. The Treasurer will prepare and send out annual dues statements. The Treasurer may utilize the mailed meeting notice or a newsletter to request annual dues payment in lieu of dues statements. The Treasurer shall serve with or without bond at the discretion of the Board of Directors.

(e) An officer may be removed from office by majority vote of the full Board of Directors and vacancies shall be filled in the same manner.

4. Business Procedures. Business shall be conducted at all meetings according to the procedures outlined in Robert's Rules of Order, latest revised edition, unless otherwise directed by the majority of the Board of Directors.

V. MEETINGS.

A. Annual Meeting. The annual meeting of the NPP shall be at the regular January meeting unless changed by the Board of Directors. The membership will be notified at least fifteen (15) days in advance in the event of a change in the date of the annual meeting.

B. General Meetings. General meetings of the NPP will be held on the fourth Tuesday of the month unless rescheduled by the majority vote of a quorum of the Board of Directors or the membership and announced at the previous general meeting. Later changes to the general meeting date require one week's written notice to the membership.

C. Special Meetings. Special meetings may be called by the Board of Directors and require one week's written notice to the membership.

D. Board of Directors Meetings. Board of Directors meetings shall be held before or after general meetings and shall be announced in the monthly meeting notice. Special Board of Directors meetings may be called by the President or by petition of one-third of the Board of Directors. Either method requires one week's written notice to Board members. Any member may attend Board of Directors meetings in non-voting capacity.

E. Quorum. A quorum for conducting business of the NPP shall consist of 4 members. A quorum for the Board of Directors shall be four (4) of the fifteen (15) Directors. All business, elections, and matters subject to vote shall be conducted by a majority of those present, except amendments to the Articles of Incorporation and the By-Laws, which shall require a 2/3 vote of those present.

VI. COMMITTEES.

A. Executive. The Executive Committee shall consist of all officers of the NPP and shall primarily function in planning and drafting proposals except under emergency conditions when it can act upon business on behalf of the organization. Their decisions shall be subject to the vote of the entire Board of Directors at the next Board of Directors meeting.

B. Nominating. The Nominating Committee shall consist of three (3) or more members appointed by the Board of Directors for nominating officers and members to serve on the Board of Directors.

C. Other Committees. Other committees may be established by the Board of Directors to perform designated functions. These may include: Finance, Library, Publicity, Public Relations, or Programs. Ad hoc committees required to perform other duties deemed necessary by the Board of Directors may be appointed to serve at the Board of Directors' discretion.

VII. DISSOLUTION

A. Dissolution. Upon the dissolution of the NPP, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the NPP exclusively for the purposes of the NPP in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the NPP is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII. BY-LAW AMENDMENTS

A. Amendments. These By-Laws may be amended at a meeting of the Board of Directors by two-thirds vote of Directors present, provided notice was given at least thirty days in advance of the meeting. Directors may vote through their representative or duly appointed proxy. All proposed amendments should be submitted in writing to the NPP Board of Directors for submission to the membership.

B. Interpretation. The Board of Directors' interpretation of the By-laws shall be considered the correct interpretation when reached by majority vote.

C. Implementation. These By-Laws shall become effective immediately upon adoption.