

**COLUMBIA BASIN CHAPTER  
WASHINGTON NATIVE PLANT SOCIETY  
BYLAWS**

***CONSTITUTION***

**ARTICLE I NAME**

This organization, a branch of Washington Native Plant Society, shall be known as the Columbia Basin chapter of Washington Native Plant Society hereinafter referred to as CBNPS.

**ARTICLE II PURPOSE**

Section 1. The purpose and objectives of the Columbia Basin Chapter of Washington Native Plant Society (CBNPS) are to promote the appreciation and conservation of Washington's native plants and their habitats through study, education and advocacy.

Section 2. This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profit or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income if this Society shall ever inure to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment of, or provision for, all debts and liabilities of this Society, shall be donated to the national Society or its successor(s) which may be designated to receive said assets, subject to the order of a Court as provided by law; provided, however, that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax laws.

***BYLAWS***

**ARTICLE I TERRITORY**

The territory encompassed by the Society will be defined generally as the Columbia Basin until such time as it becomes necessary to be more specific.

**ARTICLE II MEMBERSHIP**

Section 1. Any person(s) interested in native plants and in furthering the purposes of the Society is eligible for membership.

Section 2. Monthly meetings shall be held at a time and date elected by the board. These meetings will be published in the newsletter and mailed in advance of the meeting. These meetings are open to the public.

Section 3. The chapter's general membership shall hold an annual meeting in June of each year to elect by majority vote the officers and chairpersons of committees for the following year. Newly elected officers are installed and immediately take responsibility for their posts at the annual meeting. Notice of the place, day and hour of the annual meeting shall be delivered to the membership through tangible or electronic medium not less than 10 nor more than 50 days before the date of the annual meeting.

Section 4. Each membership entitles the person or group to one (1) vote and a family to two (2) votes, on any question requiring a vote of the membership. The right to vote of a group shall be exercised by an individual designated in writing by that group as its official delegate.

Section 5. Ten percent (10%) of the "dues-paying" membership shall constitute a quorum. Each decision made by a majority of the members present at a meeting, at which a quorum is present, shall be regarded as a valid act of the membership. Member(s) may vote by written proxy.

### ARTICLE III THE BOARD

Section 1. The Board shall establish policy and manage the business and the affairs of the Society.

Section 2. The President, Vice-president, Treasurer, Secretary, the immediate past President, and chairpersons of major working committees shall be voting members of the Board. A majority of this group of people shall constitute a quorum for the transaction of business at any Board meeting.

Section 3. The Board members shall be elected for the term of one year by the membership of CBNPS via in person or written, proxy vote. Board members shall serve for a one (1) year term, or until their successors are elected. The President and Vice-president shall not serve more than three consecutive terms in the same office.

Section 4. In the event of any vacancy occurring on the board, the remaining members may elect a successor to complete the unexpired term. This person shall serve until the next annual meeting. When, for such purpose, a successor has been elected for less than a full term, such part-term commitment shall be disregarded with respect to the person's qualification for re-election for a full term or for additional consecutive terms.

Section 5. Vacancies may occur due to death or incapacity, resignation, or removal of a board member by a 2/3 vote of the Board.

Section 6. At least 60 days prior to the annual membership meeting, the Board shall appoint an *ad hoc* Nominating Committee for the purpose of nominating candidates for the Board. It is the responsibility of this committee to submit a list of Board candidates for publishing in the newsletter prior to the annual membership meeting.

Section 7. Regular meetings of the Board shall be scheduled as needed, but not less than once each two months. The dates for regular board meetings shall be determined at the first regular meeting after the annual membership meeting.

#### ARTICLE IV OFFICERS

Section 1. All officers shall serve for one (1)-year terms or until their successors are elected. However; the President and Vice-president may not serve for more than three (3) consecutive terms in the same office.

Section 2. The President shall direct and administer the affairs of CBNPS as its executive head, and shall supervise all phases of its activities, subject to instructions/advice of the Board. He/she shall also be an ex-officio member of all committees and preside at all membership and board meetings.

Section 3. The Vice-president shall assist the President in carrying out those duties. In the absence of the President, the Vice-president shall preside at membership and Board meetings, direct and administer the affairs of CBNPS and supervise all phases of its activities, subject to instructions/advice of the Board.

Section 4. The Secretary shall record minutes, keep records of attendance, send notice of board meetings, and prepare other correspondence as the Board directs.

Section 5. The Treasurer shall have custody of the CBNPS funds and securities and shall see to the deposit of all moneys and securities in the name and to the credit of CBNPS as directed by the Board. The Treasurer shall disburse CBNPS funds as ordered by the Board and shall present a financial status report at the monthly Board meetings and membership meetings as requested by the Board. The Treasurer shall prepare an annual report on the financial condition of CBNPS, along with the proposed budget for the coming year for distribution to the members at the annual membership meeting and shall forward a copy of the report to Washington Native Plant Society.

#### ARTICLE V COMMITTEES

Section 1. The Board shall establish, restructure, or abolish major working committees and *ad hoc* committees as needed to pursue the objectives, purposes, and goals of the chapter. An example of an *ad hoc* committee is a nominating committee for selection of officers.

Section 2. Major working committee chairpersons shall be members of the Board. With regard to their committee, they are responsible for establishing goals and priorities and reporting progress in summary at Board meetings. If they cannot be present, a vice-chairperson should be sent in lieu to report to the Board.

Section 3. Conservation/Salvage Committee: This committee will be the “gardeners” of the chapter. Their work of salvaging and growing in their backyards will support plant sales and lend expertise with demonstration gardens / civic / school projects.

Section 4. Field Trip Committee: This committee will plan, organize, and coordinate field trips. These trips shall be open to both members and the general public.

Section 5. Fundraising/Membership Committee: This committee will be the major “cog” in coordinating ideas for generating funds for the chapter. Initially a major funding source will be

purchased memberships. However; maintenance of a membership list and recruitment of new members would be examples of ongoing responsibilities of this chairperson. Other fundraising ideas would be developed/investigated by this committee, including applying for grants.

Section 6. Newsletter Editor: This committee will be the editor of the newsletter, *The Phlox Phlyer*. This person will receive and coordinate information with other committee chairs, officers and members and report that news to the membership via the newsletter.

Section 7. Program Committee: This committee is responsible for all arrangements for speakers for regular membership meetings.

Section 8. Public Education/Publicity: This committee is responsible for media relations and communications. Press releases and advertisements will be prepared and delivered to media for activities of the Chapter. An initial project could be a professional display that communicates the Chapter's goals. It could be designed and created to take to the Benton-Franklin County Fair, Earth Day Celebration, and other community activities.

Section 9. Nominating Committee: At least 60 days prior to the annual membership meeting, no less than two members shall be appointed by the Board to serve on the Nominating Committee. The names of the Nominating Committee members shall be published in the newsletter. Membership may submit names of prospective Board candidates to the Nominating Committee. The names of the candidates are then submitted to the newsletter editor for publication in the newsletter prior to the annual membership meeting.

#### ARTICLE VI AMENDMENTS

Section 1. Any amendments to this Constitution or Bylaws shall be recommended by the Board and/or by a member of CBNPS. The Board shall notify the membership of the proposed amendment(s) in a timely manner, and shall present the proposed amendment(s) to the membership for a vote at the annual meeting, or at a regularly-scheduled monthly meeting, or at a special meeting, or through a mail-electronic ballot. The Board shall notify the membership of the place, day and hour of the meeting through tangible or electronic medium not less than 10 nor more than 50 days before the date of the meeting. An amendment shall be approved by a simple majority of the voting membership.

#### ARTICLE VII RATIFICATION

Section 1. These Bylaws have been ratified at the first Board meeting of Columbia Basin Native Plant Society by a majority vote of those Board members present on December 3, 1997.

Section 2. These Bylaws shall be in effect immediately upon ratification.

Section 3. These Bylaws are hereby adopted by the Columbia Basin Native Plant Society this 3<sup>rd</sup> day of December 1997.