Bylaws of the Native Plant Society of Texas
Approved by the membership 10/16/93;
adopted by the Corporation 1/15/94
amended 10/21/05, 10/21/06, 10/21/07, 10/17/09, 10/08/10, 10/06/12, 1/19/14.
10/18/14, 9/18/19, 1/21/2021

ARTICLE I. NAME
The name of this society shall be the Native Plant Society of Texas; the Society may also be known as NPSOT.

ARTICLE II. PURPOSE OF SOCIETY
The purpose of the Native Plant Society 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 shall be entitled to two votes.
C. Honorary Life Membership may be conferred upon selected persons as recommended by the State Board and approved by the membership. An Honorary Life member shall be entitled to all the privileges of membership but shall not be required to pay dues.

Section 2. DUES
A. Membership dues of the Society shall be fixed by the State Board and revised periodically as needed.
B. Membership in the Society commences on the date dues payment is received by the State office, and is renewable annually from that date.
C. If dues are not renewed within two calendar months following the anniversary date of initial membership, that member shall be dropped from the membership roll.

Section 3. CHAPTERS
A. Any group of ten or more memberships in the Native Plant Society of Texas may petition the State Board to form a local chapter; adopt bylaws not inconsistent with the State; and take any other actions that are not contrary to the State Bylaws. A member of the society may choose to be a member of any chapter.
B. Each Chapter shall elect a Chapter President and may elect a board if it wishes.
C. Each Chapter President shall see that programs promoting the objectives of the Society are provided for the chapter and shall provide a written account of chapter finances to the State Office on a regular basis.
D. The current Chapter President, or another representative designated by each Chapter on a yearly basis, shall represent that Chapter as a voting member of the State Board, and shall serve as liaison for that chapter with the State Board.

ARTICLE IV. STATE OFFICERS

Section 1. TITLES OF OFFICERS

- President
- Immediate Past President
- President-Elect
- Vice-President Administration
- Vice-President Finance
- Vice-President Communications
- Vice-President Education
- Vice-President Affiliations and Advocacy
- Vice-President Chapter Liaison

Section 2. ELECTION OF STATE OFFICERS

A. All officers of the State Board (with the exception of the President, Immediate Past President, and the Chapter representatives) shall be elected by the membership: President-Elect, Vice-President Administration, Vice-President Chapter Liaison, Vice-President Finance, Vice-President Communications, Vice-President Education, Vice-President Affiliations and Advocacy.

B. Nominating Committee.

1. The Nominating Committee shall be responsible for seeking out candidates for State Office positions, with attention to applicable skills and experience, willingness to serve the Society, geographical distribution and other factors the Committee agrees to be relevant.
2. The Immediate Past President shall serve as chair of the Nominating Committee. In the event the Immediate Past President is unable to serve, then the President, with the approval of the State Board, shall appoint the chair of the Nominating Committee.
3. In addition to a Chair, the Nominating Committee shall be composed of no fewer than four and no more than six additional members, including no more than one member from any chapter and no more than one member from At-Large Memberships. Elected Officers shall not serve on the Committee. The President, with the approval of the State Board, shall appoint one-half of the Nominating Committee members each year, who shall each serve a single two-year term and may not serve two consecutive terms.
4. The Nominating Committee shall announce a slate of candidates to the membership at least thirty days prior to the counting of ballots.
5. The Committee shall oversee the conduct of the election and announce the results at the Annual Meeting.

C. Election shall be by a majority of the votes cast. Voting may be conducted by mail, by electronic means, or at the Annual State Meeting.

D. All elected State Officers shall serve a term of two years, but never more than two terms consecutively in the same position. The only exception to this rule shall be the office of President-Elect who cannot serve two consecutive terms. The President and Immediate Past President will each serve a two-year term in office. All terms begin at the close of the Annual State Meeting.

E. A vacancy in an elected State Office may be filled by vote of the State Board.
Section 3. 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.

Section 4. REIMBURSEMENT FOR EXPENSES
A State Officer may not be reimbursed for activities, including travel, on behalf of the Society, unless agreed to in advance and budgeted or approved by the Finance Committee.

ARTICLE V. ANNUAL STATE MEETING
Section 1. TIME AND PLACE
The Annual State Meeting of Members shall be on the third Saturday in October unless otherwise ordered by the State Board at a location decided upon by the State Board.

Section 2. QUORUM
The members present at the Annual State Meeting shall constitute a quorum.

ARTICLE VI. STATE BOARD
Section 1. MEMBERSHIP
A. The voting members of the State Board shall be the State Officers: President, Immediate Past President, President-Elect, Vice-President Administration, Vice-President Chapter Liaison, Vice-President Communications, Vice-President Finance, Vice-President Education, Vice-President Affiliations and Advocacy, and one Chapter Representative (the current Chapter President or other designated member of that chapter) from each NPSOT Chapter. State Officers may not vote simultaneously as Chapter Representatives. Non-voting members shall be Presidential appointments, and chairs of standing and special committees.
B. Proxy: State Officers unable to attend a Board Meeting may vote by proxy by sending a signed note authorizing another State Officer to cast this vote; Chapter Representatives may send a substitute representative from their Chapter or sign a proxy note authorizing another member of the State Board to cast their vote.
C. Quorum: A quorum shall consist of eight members of the State Board, of which at least five must be state officers and three must be chapter presidents/representatives. No business requiring a decision by the State Board may be conducted without a quorum.

Section 2. DUTIES
The duties of the State Board shall be to implement the purposes and policies of the statewide organization and to promote the Society.

Section 3. MEETINGS
There shall be at least four State Board Meetings yearly. The first three shall be scheduled for early February, May and August as planned by the State Board. The fourth shall be sometime in November as planned at the third quarter meeting of the State Board. Other meetings may be called at the discretion of the President or at the request of a majority of the voting membership of the State Board.
Article VII. EXECUTIVE BOARD
Section 1. COMPOSITION
1. The Executive Board shall consist of the State Officers: President, Immediate Past
   President, President-Elect, Vice-President Administration, Vice-President Chapter Liaison,
   Vice-President Communications, Vice-President Finance, Vice-President Education, Vice-
   President Affiliations and Advocacy.
2. Quorum: A quorum shall consist of two-thirds of the filled seats in the Executive Board.
   No business requiring a decision by the Executive Board may be conducted without a
   quorum.

Section 2. DUTIES
1. The duties of the Executive Board shall be to implement the purposes and policies of the
   statewide organization and to promote the Society.
2. The authority of the Executive Board is to be made on an ‘as needed’ basis between regular
   Board meetings and permit timely actions by making basic operating decisions and
   authorizing small unbudgeted expenditures.
3. Annually, in conjunction with adopting the Annual Budget, the State Board shall determine
   the scope and limitations allowed to the Executive Board for the following year.

Section 3. MEETINGS
The Executive Board shall conduct business as needed between meetings of the State Board.
The Executive Board may use electronic means, including email, video and audio
conferencing, and other electronic technologies as appropriate.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES
Section 1. HISTORIAN
A. Composition: The Historian shall be appointed by the President. The Historian may select
   others to assist as needed.
B. Duties: The Historian shall keep a history of the Native Plant Society of Texas from the
   beginnings to the present and shall obtain a copy of the annual minutes for the history book.

Section 2. AWARDS COMMITTEE
A. Composition: The Chair of the Awards Committee shall be appointed by the President.
   Members representing various geographical regions and native plant related disciplines shall
   be appointed by the Chair.
B. Duties: Each year, the Awards Committee shall propose a slate of awardees, for the various
   awards given by the Society, to the State Board for approval. The Committee may propose
   changes in criteria when deemed appropriate.

Section 3. AUDIT COMMITTEE
A. Composition: The Audit Committee is to be composed of three (3) to five (5) members
   from the general membership of NPSOT. Members cannot serve simultaneously as a member
   of the Audit Committee and as a State Officer. The committee members are selected by the
   President and approved by a vote of the State Board. The term of appointment for Audit
   Committee members is to be for three years. Each year a minimum of one member rotates
   out, and a newly appointed member rotates onto the Audit Committee.
B. Duties: The role of the Audit Committee is to support fiscal accountability of the organization by conducting an annual review of the internal financial operations and external state and federal reports, and by advising the State Board with recommendations for improved procedures. The Audit Committee will have open access to all organizational records. The Audit Committee will report their yearly findings to the general membership at the annual meeting.

Section 4. OTHER COMMITTEES
Such other committees, standing or special, shall be appointed by the President, with the approval of the State Board, as the Society or the State Board shall from time to time deem necessary to carry on the work of the Society.

ARTICLE IX. PARLIAMENTARY AUTHORITY
The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order this Society may adopt.

ARTICLE X. METHOD OF AMENDING THE BYLAWS
These Bylaws may be amended by two-thirds of the votes cast, provided written notice of each proposed amendment is submitted to the membership at least thirty days before the votes are to be counted. Voting may be by mail, by electronic means, or at the Annual State Meeting.

ARTICLE XI. DISSOLUTION CLAUSE
In the event of the dissolution of the Native Plant Society of Texas, the assets of the Society, remaining after payment of or provision for all debts and liabilities of the Society, shall be distributed as shall be determined by the State Board only to such organization(s) organized and operated exclusively for educational and scientific purposes as shall at the time qualify as tax-exempt charitable organization(s) under Section 501(C)(3) of the Internal Revenue Code.