

**NATIVE PLANT SOCIETY OF TEXAS  
PINES AND PRAIRIES CHAPTER**

**BYLAWS**

**ARTICLE I — NAME**

The name of the society shall be the Native Plant Society of Texas, Pines and Prairies Chapter.

**ARTICLE II — PURPOSE OF THE CHAPTER**

The purpose of the Pines and Prairies Chapter shall be to promote the conservation, research, and utilization of the native plants and plant habitats of Texas, through education, outreach, and example.

**ARTICLE III — MEMBERSHIP**

**Section 1.** Any person, family or group who is a member of the Native Plant Society of Texas is eligible for membership in the Pines and Prairies Chapter.

**Section 2.** Each member is entitled to one vote on any question requiring a vote of the general membership.

**Section 3.** Membership dues are fixed by, and are payable to, the State Society.

**ARTICLE IV — BOARD OF DIRECTORS**

**Section 1. Duty and Definition.** The control and conduct of the chapter shall be vested in the Board of Directors. The board shall consist of the elected officers and 3 elected directors at large. These directors shall be elected for staggered 2-year terms.

**Section 2. Term Limits.** No individual shall serve more than 3 consecutive terms in the same elected position.

**Section 3. Meetings.** The board shall meet at least quarterly. Notice and the agenda of any meeting shall be posted on the website and by email to chapter members at least 72 hours prior to the meeting and shall be open to the general membership.

**Section 4. Quorum.** 50% of the Board of Directors present in person or via teleconference shall constitute a quorum. Reference herein to a majority of the board means a majority of the directors present after this quorum is met.

**Section 5. Vacancies.** A director who is absent from three consecutive meetings may be replaced by a two thirds vote of the board. A member in good standing may be appointed to fulfill the remaining term of any vacancy by a majority vote of the board.

**Section 6. Reimbursements.** No member of the board may receive payment from the chapter for activities on behalf of the chapter. A board member may be reimbursed for out-of-pocket expenses as approved by a majority of the board.

## **ARTICLE V — OFFICERS**

The officers of the Pines and Prairies Chapter shall be President, Vice President, Secretary, and Treasurer.

### **Section 1. President**

**A.** The President shall preside at the general meetings and at the board meetings, shall nominate all committee chairpersons, other than the directors at large, who shall serve upon approval by the majority of the Board.

**B.** The President shall appoint a Nominating Committee chairperson who shall select two chapter members to serve as the nominating committee.

**C.** The President shall cast the chapter vote at the State quarterly meetings. If the President cannot attend, the President is responsible for authorizing the Vice President or other Board member to attend and cast the chapter vote.

**D.** The President is responsible for the chapter “Year in Review” report to be sent to the State Society.

### **Section 2. Vice President**

**A.** The Vice President shall exercise the function 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 roster of all chapter members, which includes names, addresses, telephone numbers, and e-mail addresses.
- C.** 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 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, with the assistance of the President, shall open a bank account. All Chapter money shall be kept in this account.
- C.** Only the Treasurer's signature will be needed to disperse funds approved by the board with the exception of amounts over one hundred dollars (\$100), in which case the signature of the President shall also be required.
- D.** In the event that the Treasurer is temporarily unable to fulfill his or her duties, the President shall be authorized to sign all checks. If the elected Treasurer is incapacitated for longer than 30 days, that individual shall be promptly removed and replaced at the discretion of a majority of the board.

## **ARTICLE VI — NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

- A.** The Nominating Committee shall present a slate of officers and directors at large at a general meeting at least thirty days (30) prior to elections. This slate may contain one or more names for each office.
- B.** At the same general meeting, the President shall ask for further nominations from the floor, after receipt of which the nominations shall be closed.

## **Section 2. Elections**

- A. Elections shall be held at the second general meeting of the calendar year, and may be by ballot if there is more than one nominee for any office.
- B. The elected officers shall be installed and take office immediately.

## **Section 3. Vacancies**

In the event that an officer is unable to fulfill his/her duties, the President shall nominate a Chapter member in good standing to fill the position, upon approval of the majority of the Board.

## **ARTICLE VII — COMMITTEES**

- A. Standing Committees of the Pines and Prairies Chapter shall be
  - 1. Publicity (to include social media posts),
  - 2. Membership
  - 3. Newsletter
  - 4. Any other committee the Board finds necessary to the operation of the chapter.
- B. The elected Directors at Large shall chair a standing committee of their choice. Any conflict shall be resolved by a majority of the board.
- C. The President has the authority to appoint chairpersons of committees other than those chaired by a Director at Large.

## **ARTICLE VIII – RECORDS**

Each director and committee chairperson shall deliver the records of office or committee to the successor upon expiration of the term of office or the termination of duties for any reason.

## **ARTICLE IX — AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a two-thirds vote of members present and voting at a general meeting after notice of the proposed changes has been presented to the membership at least thirty (30) days in advance.

## **ARTICLE X — COMPLIANCE WITH STATE BYLAWS**

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

## **ARTICLE XI — DISSOLUTION OF THE CHAPTER**

In order to dissolve the Pines and Prairies Chapter of the Native Plant Society of Texas, a resolution should be prepared, such as: “Resolved, that the Pines and Prairies 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 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.

The foregoing By-Laws were adopted by a majority of the then current membership on December 18, 2020.

Affirmed by the Board of Directors on March 4, 2021, after the vote was reviewed by Eric Walberg,  
Secretary