

# West GA Chapter of the Georgia Native Plant Society, Inc. By-Laws

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### ARTICLE I. NAME

The name of this organization shall be the West GA Chapter of the Georgia Native Plant Society, Inc.

### ARTICLE II. PURPOSE

The mission of the West GA Chapter of the Georgia Native Plant Society, hereinafter referred to as "The Chapter," is to promote the stewardship and conservation of Georgia's native plants and their habitats through education and with the involvement of individuals and organizations.

The Chapter is a non-profit organization that has been organized in accordance with Section 501(c) (3), Chapter 3, IRS Publication 557 to operate exclusively for scientific and educational purposes as those terms are defined in the Internal Revenue Code of 1986, as amended (hereinafter referred to as The Code). The Chapter shall neither support nor oppose any candidate or political party but may take positions on public policy issues. Membership in the Chapter shall be open to any person or organization that supports the stated mission of the Chapter and complies with the Bylaws.

### ARTICLE III. BOARD OF DIRECTORS

**Section 1.** Members. The Chapter shall have a Board of Directors (hereinafter referred to as BOD) consisting of 9 members ("Directors"), to include four (4) officers of the Chapter, (4) Directors specified as Director of Rescues, Director of Education, Director of Membership, and Director of Programs who are charged with overseeing groups of functionally related committees, and (1) Immediate Past President. Each Director shall have one vote in matters rightfully to be determined by the BOD. Should two persons co-serve, they shall be entitled to only one vote. The Immediate Past President shall vote only in the event of a tie.

**Section 2.** Authority. The BOD shall have sole control and management of the Chapter's name, activities, affairs, and shall generally manage and conduct all matters necessary for the welfare of the Chapter. Without limiting the generality of the foregoing, the BOD shall have the authority to fill vacant BOD chairs or committee chairs; to create or dissolve committees; to make or authorize all contracts; to prescribe rules, regulations, conventions, aims and objectives for the Chapter, and to alter or amend the same; and to fix penalties or the violation thereof and to enforce the same.

**Section 3.** Terms/Vacancy. Each Director shall serve for a term of one (1) calendar year, beginning January 1. Vacancies on the BOD will be filled by presidential appointment approved by the BOD; such appointees will serve the remainder of the current term. In the event of a vacancy in the office of the president, the Vice President shall succeed to the office of President for the remainder of the current term. Any resignations from any elected or appointed position must be presented in writing to the BOD. Any individual Director may be relieved of his/her duties upon a two-thirds vote of the BOD. Any Director missing two consecutive BOD meetings without giving prior notice of such absence will be considered to have resigned, subject to confirmation by the BOD.

**Section 4.** Indemnification. The Chapter shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of

1986, as amended, any individual made a party to a proceeding because such individual is or was a Director of the Chapter against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Chapter and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Section, the terms 'party', 'proceeding', and 'liability' shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors, and 'director' shall have the meaning given to the term 'director' in such provisions of the Georgia Nonprofit Corporation Code.

The Chapter shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition of the proceeding, if (a) the Director furnishes the Chapter a written affirmation of the Director's good faith belief that the Director has met the standard of conduct set forth in this section, and (b) the Director furnishes the Chapter a written undertaking, executed personally or on the Director's behalf, to repay any advances if it is ultimately determined that the Director is not entitled to indemnification. The written undertaking required by subparagraph (b) above must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

**Section 5. Conflict of Interest:** No Director will receive financial recompense from the Chapter for their services to the organization during their term of office. No Director shall receive compensation from a business the Chapter engages for business purposes.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (West GA Chapter of the Georgia Native Plant Society) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the chapter or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Subsection 5.1 Definitions**

Compensation includes payment as well as gifts or favors that are not insubstantial.

### **Subsection 5.2 Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

**a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Subsection 5.3 Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Chapter is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Subsection 5.4 Periodic Reviews**

To ensure the Chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Subsection 5.5 Use of Outside Experts**

When conducting the periodic reviews as provided for in subsection 5.4, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Section 6.** Other. Anything not covered by these by-laws shall be referred to Robert's Rules of Order.

### **ARTICLE IV. OFFICERS AND DUTIES**

The officers of the BOD shall be a president, a vice-president, a secretary, and a treasurer.

**The President** shall preside over all meetings of the members and the BOD and shall have no vote. The president shall be an ex-officio member of all committees except the nominating committee. He/she shall perform such other duties as customarily pertain to the office of president, or as he/she may be directed to perform by resolution of the BOD. The president is the official spokesperson for the Chapter; however, he/she has the discretion to delegate that authority to a specific person.

**The Vice President**, in the absence or inability of the president (inability determined by a majority vote of the BOD), shall act in his/her stead. The Vice President shall be responsible for the annual business meeting program, the orientation of Directors new to the BOD, and for other projects designated by the BOD. At the will of the BOD, the Vice President shall serve as Parliamentarian.

**The Secretary** shall keep records of the proceedings of the BOD meetings and any official business that takes place in general membership meetings of the Chapter, and be responsible for all such past records of the organization except those in possession of the treasurer. The Secretary shall prepare such directives, correspondence, and other documents as are needed and authorized by the BOD. He/she shall keep the official copy of current by-laws, policies, standard operating procedures (such as financial policies and procedures, style and identity guide, committee descriptions, etc), and provide such on request.

**The Treasurer** is the chief fiscal management officer of the Chapter and is responsible for the development of the fiscal policy and long term fiscal planning. The treasurer shall collect the revenue of the Chapter and pay its bills, as authorized by the BOD. He/she shall prepare and maintain full and complete records of assets and liabilities of the Chapter and such tax reports as may be required. The treasurer shall submit an annual financial report for the current year and a budget for the coming year to the BOD at their meeting immediately prior to the Annual Meeting. All funds of the Chapter shall be deposited in the name of the Chapter in recognized financial institutions. The treasurer or the president will sign or approve all checks. The Treasurer shall make available for inspection by any member of the Chapter any financial records requested.

## **ARTICLE V. MEMBERSHIP AND DUES**

**Section 1.** Eligibility and Categories. Any person, family, business, or organization interested in the conservation of Georgia's native plants may become a member of the Chapter upon payment of dues. Membership categories and dues shall be set and reviewed as needed by the BOD. The BOD shall approve definitions of membership categories, the annual dues for each class of membership, and policy for reinstatement after short-term lapse.

**Section 2.** Calendar Year. The calendar year for the Chapter will be January 1 to December 31. Dues shall be due in January and payable not later than March 31. Dues paid after October 1 shall be applied to the next calendar year. Dues will not be prorated otherwise.

**Section 3.** Voting Rights. Each membership shall be entitled to one (1) vote regardless of how many individuals may be represented by that membership.

**Section 4.** Termination of Memberships. Membership is not transferable. Membership shall terminate upon the earliest of:

1. Failure of the member to renew his/her membership by paying the annual dues by January 31.
2. Death of all members within a single membership.
3. Expulsion of the member as provided for in this paragraph. The BOD may expel any member for actions inconsistent with the Chapter's aims and objectives. The member shall be given at least 7 days notice of any proposed action by the BOD to expel the member, with a statement of the reasons for the proposed expulsion, and may appear at the BOD meeting at which the action is proposed to be taken to explain his/her actions.

**Section 5.** Rights. No member shall possess any property right in or to the property of the Chapter. No member, commercial or individual, may use the name or logo of the Chapter without the express permission of the BOD.

## **ARTICLE VI. MEETINGS**

**Section 1.** General Membership Meetings. The Chapter will hold at least four general membership meetings during the year on a regular schedule to be set by the BOD.

**Section 2.** Board of Directors Meetings. The BOD shall meet at least four times during the fiscal year. The president as needed may call special meetings of the BOD provided that all BOD members receive at least four days notice of such meeting, and shall call a special meeting upon the written request of four members of the BOD. The President shall have the authority to schedule a BOD meeting on an alternative date that is agreeable to a majority of the elected BOD members when necessary to achieve quorum. The President is authorized to allow members of the BOD to attend a BOD meeting by telecommunication as necessary and possible. All meetings of the BOD are open to the general membership of the Chapter.

**Section 3.** Annual Business Meeting. The Annual Business meeting shall be conducted as the last General Membership Meeting of the calendar year. The program shall include the report of the nominating committee, a financial report, and reports from chapters and committees. These reports, other than the nominating committee report, may be written with copies available to the membership or published in other appropriate media designated by the BOD.

**Section 4.** Quorum. A majority of the total number of Directors shall constitute a quorum at any meeting.

## **ARTICLE VII. ELECTIONS**

**Section 1.** Nominating Committee. There shall be a Nominating Committee consisting of at least five members of the Chapter, no more than three of whom may be Directors. The Nominating Committee will be appointed by the President and approved by the BOD. The Nominating Committee will create a slate of Directors, specifying Officers. No later than the last general membership meeting preceding the annual meeting, the Nominating Committee will announce the date of the upcoming election and how to submit nominations. After review by the BOD, the slate shall be publicized to the general membership at least two weeks before the Annual Meeting in a media deemed appropriate by the BOD. The Nominating Committee will, to the extent possible, ensure that the slate reflects the geographic diversity of the membership.

**Section 2.** Elections. Elections will be held at the Annual Business Meeting. Nominations may be taken from the floor of the Annual Meeting for either vacancies in the slate or alternative candidates for specific directorships, provided the nominee is present or has consented. The slate will be elected by simple majority of those members present. In case of competition for any office, voting will be by written ballot by members present at the meeting. The candidate receiving the highest number of votes is elected. In the event of a tie, the BOD casts the deciding vote.

#### **ARTICLE VIII. Chapter DISSOLUTION**

In the event of dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the BOD shall dispose of the remaining assets by contributing the assets to any non-profit, charitable, and/or educational organization, as described in The Code.

#### **ARTICLE IX. AMENDMENTS TO THE BY-LAWS**

**Section 1.** Vote Required. These by-laws may be amended by a two-thirds (66%) vote of the BOD at a regular or called BOD meeting plus a two-thirds vote of the members present at a regular meeting.

**Section 2.** Effective Date. These by-laws shall become effective immediately upon ratification unless otherwise stipulated.

Adopted as revised 12/18/2012 .