

This is the current copy of the By-laws as revised in June 2011.

BY-LAWS OF THE MONTANA NATIVE PLANT SOCIETY Adopted 4-30-88

Article I. Name

Section 1. This corporation shall be named and known as the Montana Native Plant Society, Inc.

Article II. Purpose

The purposes of the Montana Native Plant Society shall be as follows:

The preservation, conservation, and study of the native plants and plant communities of Montana and the education of the public to the values of the native flora and its habitat.

To be a non-profit corporation organized under the Montana Non-profit Corporation Act.

To be organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

To engage, to the extent not inconsistent with the purposes set forth, in other activities not prohibited by law.

Article III. Membership

Section 1. Membership shall be open to any person who agrees with the purposes of this organization as stated in Article II.

Section 2. No persons shall be denied membership due to sex, creed, color, religion, or national origin.

Section 3. Membership categories and dues shall be set by the Board.

Article IV. Governance

Section 1. Except as otherwise provided by law, the Articles of Incorporation and these By-laws shall control the affairs of the Society.

Section 2. The Society shall be governed in its affairs by a Board of Directors. Only persons who are members of the Society may be Board members.

Section 3. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and East and West Director's-at-Large who are elected by the general membership. The Board of Directors also includes the Past-President and a designated representative of each Chapter. Finally, the Board of Directors includes the Newsletter Editor(s), Webmaster, Membership Chairperson, and the Standing Committee Chairpersons. The Newsletter Editor(s), Webmaster, Membership Chairperson, and the Standing Committee Chairpersons are appointed by a majority vote of the Board. All Board members listed above are voting members.

Section 4. Each individual member within a category of membership shall be accorded one vote for

the purposes of electing officers or acting on any other matters properly brought before the membership.

- Section 5. The President and the Board of Directors, when acting in accordance with the Articles of Incorporation and these By-laws may speak and act on behalf of the membership of the Society.
- Section 6. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- Section 7. Indemnification of Corporation of Directors and Officers. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of Montana.

Article V. Officers and Board Members

- Section 1. The Society shall have the following officers: President, Vice-President, Secretary, and Treasurer.
- Section 2. All officers and Board members shall serve two-year terms of office. Any officer or Board member may serve successive terms if duly elected and/or approved by the Board of Directors. The President, Treasurer, and West Director-at-Large positions should be rotated at one time (odd years); the Secretary, Vice-President, and East Director-at-Large at the other (even years).
- Section 3. The President shall serve as the presiding officer of the Society, perform such duties as are usually performed by a president, and perform such duties as the Board of Directors may direct. ~~The President shall preside over the regular Board Meetings and Annual Membership Meeting.~~ The President shall be responsible for the preparation and distribution of meeting agendas and any notices and materials as may be appropriate for distribution to the Board of Directors or Society members in general. The President, subject to review by the Board of Directors, may delegate to other officers or persons chosen by the President responsibilities for Society activities. The President may speak and act on behalf of the Society in such matters as the Board may authorize or direct.
- Section 4. The Vice-President shall preside in the absence of the President and shall perform additional functions as required. The Vice-President shall become President immediately if the President vacates the office before the end of the President's current term. The Vice-President upon assuming the Presidency shall serve as President until the end of the current term. ~~The Vice-President shall receive and present reports on behalf of Board members absent from Board meetings.~~
- Section 5. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the Society, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, shall render to the President and Directors whenever they request an account of all transactions and of the financial condition of the Society. ~~The Treasurer shall make required filings with the IRS to maintain Society 501 (c) 3 status. The fiscal year of the Society shall be from January 1 to December 31. The Treasurer shall store all current Society financial records in accordance with the approved record retention schedule and IRS guidelines.~~

Section 6. The Secretary shall keep the minutes of all meetings of the Board of Directors, with the time and place of holding, and shall have such other duties as may be prescribed by the Board of Directors. The Secretary shall prepare such directives and other documents as are needed and authorized by the Board of Directors. The Secretary shall maintain a notebook of Society policies, procedures, guidelines, and other information as needed. The Secretary shall track other miscellaneous information on awards, funding proposals including small grants, annual meeting locations, membership, and other information over time for historical purposes. The Secretary shall provide a copy of records of the Society's activities annually to the University of Montana, Mansfield Library. ~~The Secretary shall store all current Society records in accordance with the approved record retention schedule.~~

Section 7. A vacancy in the office of Vice-President, Secretary, or Treasurer shall be filled by a person selected by majority vote of the Board of Directors. An officer thus elected shall hold the office until the end of the current term.

Section 8. Each officer or member of the Board, appointed or elected, upon the expiration of their term or the termination of their duties for any other reason, shall deliver to their successor the records of the office.

Section 9. If a written grievance is filed with the Board against a Board member, the Board must act on the grievance at the next scheduled Board meeting. The Board member may respond to the grievance at that time.

Section 10. A member of the Board of Directors can be terminated by a two-thirds majority vote of the Board.

Article VI. Elections

Section 1. The election of President, Vice-President, Secretary, Treasurer, and East and West Directors-at-Large shall be conducted by ballot prior to the annual meeting. Each member of the Society shall have a ballot mailed or electronically sent to him or her. The ballot will be accompanied by biographical information on the nominees.

Section 2. A nomination committee selected by the President, with Board of Directors approval, shall provide a list of nominees for each office and Board position that is to be elected at the general election.

Section 3. All nominees shall have equal opportunity to provide biographical information and statements to the membership by such means as may be made available.

Section 4. The officers or Board members elected are those persons who shall receive the most votes of the membership voting.

Article VII. Meetings

Section 1. At least one general membership meeting shall be held annually for the purpose of announcing the outcome of the elections, for voting on By-law changes, and for adopting an annual budget. This meeting shall be designated as the annual meeting.

Section 2. The Board of Directors shall conduct a Board of Directors meeting at the time of the annual meeting. Additional Board meetings may be held at such times and places as the President or the Board of Directors directs.

- Section 3. The membership of the society shall be provided with effective and timely notice of the time, place, and agenda of any membership meetings.
- Section 4. The Board of Directors shall be given notice of the call of Board meetings in the manner that it directs.
- Section 5. Board of Directors meetings shall be open to the attendance of any member of the Society.
- Section 6. Official business of the Board of Directors may be conducted by telephone, mail, or electronic format provided that each Board member is informed by the President of the matter to be considered and is provided the opportunity to comment and vote on any item of business requiring a vote of the Board of Directors.
- Section 7. Representation of a majority of the members of the Board of Directors shall constitute a quorum for the conduct of the business of the Society.
- Section 8. The President and Treasurer shall at the annual meeting present a report to the Board of Directors on the financial status of the Society and the activities of the Society.

Article VIII. Finances

- Section 1. The accounting of the Society shall be on a cash basis.
- Section 2. All checks drawn against Society funds shall be signed by the President, Treasurer, or such other persons as the Board of Directors may designate.
- Section 3. Costs incurred by the President or other persons acting in an authorized manner on behalf of the Society may be reimbursed from Society funds if approved by the Board of Directors. The Treasurer shall provide the Board of Directors with an accounting of all such expenditures.
- Section 4. The Board of Directors may raise monies to be used for the activities of the Society in any manner which is in accordance with its status as a non-profit corporation, applicable laws, the Articles of Incorporation, and these By-laws.
- Section 5. All income received by the Society shall be applied only to such purposes as are in accordance with its status as a non-profit corporation, applicable laws, the Articles of Incorporation, and these By-laws. No part of any income received shall go to the benefit of any officer, Board member, or any other person.
- Section 6. In the event of the dissolution of the Society all remaining assets shall be disbursed in accordance with applicable laws and the Articles of Incorporation.

Article IX. Committees

- Section 1. The Board of Directors may designate such standing and ad hoc committees as are appropriate and necessary for the conduct of the business and activities of the Society.
- Section 2. The President may appoint with the approval of the Board of Directors persons to chair or sit on such committees as the Board of Directors may designate.
- Section 3. The chairpersons and committees may act and speak on behalf of the Society only as may

be authorized by the President and the Board of Directors.

Article X. Chapter Organization

Section 1. A group of ten or more persons, members of the Society, may organize a chapter of the Montana Native Plant Society upon approval of the Board of Directors. A written request addressed to the Board of Directors for recognition as a chapter shall be mailed to the President to initiate the process.

Section 2. Each chapter, as the Board of Directors may authorize, shall be designated "The _____ Chapter of the Montana Native Plant Society."

Section 3. Members of each chapter shall elect their own officers, consisting of a President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer). All election results shall be promptly reported to the Secretary of the Society.

Section 4. Duties of the chapter officers shall be those usually associated with the offices.

Section 5. Each local chapter shall designate a representative to serve as a member of the Board of Directors of the Montana Native Plant Society.

Section 6. All members of a local chapter must be members of the Society and are entitled to all the privileges pertaining thereto.

Section 7. Local chapters are authorized to adopt their own By-laws, not inconsistent with those of the Society.

Section 8. Each chapter is encouraged to have its own programs and educational activities.

Section 9. Publications, reports of meetings, chapter news, and items for publication should be sent to the President or Newsletter Editor(s) of the Society.

Section 10. No chapter or affiliated society, or any officer or member thereof, except with approval of the Board of Directors, shall have power to act for the Society in any official manner, financially or otherwise.

Section 11. Meeting of the members of local chapters shall be held not less than four times annually, the dates, time, and place to be decided by the local officers.

~~Section 12. The approval of the Board of Directors is required for chapters to apply for grants or other funding using the Montana Native Plant Society 501 (c) (3) status.~~

~~Section 13. "The Board of Directors may dissolve a chapter that it finds is not fulfilling the intent of the Society in establishing the chapter. The Board will develop and maintain a Chapter dissolution policy and list it on the Society Webpage"~~

Article XI. Amendments

Section 1. These By-laws may be amended by a two-thirds vote of those members present and voting at the annual meeting or of those members returning ballots within 30 days of ballot mailing.

Article XII. Adoption

Section 1. These By-laws initially shall be adopted by a unanimous vote of the Board of Directors. The By-laws as adopted by the Board of Directors shall be presented to the members at the next annual meeting to be considered for ratification. The By-laws must be ratified for final adoption by majority vote of the members present at that annual meeting or by a mail poll of the membership requiring a two-thirds vote of ballots returned within 30 days of ballot mailing.

Section 2. These By-laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

Article XIII Society Newsletter

Section 1. The Society shall publish a Newsletter four times a year on January 1, April 1, July 1, and October 1. The Newsletter will be numbered by Volume and Issue. The Field Trip Booklet will be published by May 1.

Section 2. The Newsletter may be produced by a paid publisher, but the Newsletter Editor(s) will be a member of the MNPS and be responsible for approval of articles used in the Newsletter.

MONTANA NATIVE PLANT SOCIETY -- RECORD OF BY-LAWS AMENDMENTS

.March 2011-update

The following has been excerpted from MNPS minutes.

October 22, 1988 (FALL BOARD MEETING)

Specific language on terms of election needed.

Anne Bradley proposed:

Two of the officers should serve one more year and the other two should be up for election at the next annual meeting (Spring 1989), and that the President and Treasurer positions should be rotated at one time, the Secretary and Vice-President at the other.

President/Treasurer -- Spring 1989 (odd years)
Vice-President/Secretary -- Spring 1990 (even years)

Nomination committee will consist of one person from each chapter

Two non-voting Directors-at-Large will be chosen from areas that do not have chapters. One from the eastern part of the state. One from the western part of the state.

By-laws amendment to be presented at annual meeting

May 6, 1989 (GENERAL MEMBERSHIP MEETING, HELENA)

General membership meeting adopted two amendments. No record of amendments in minutes or files.

Motion made by Jan Nixon that the immediate Past President of MNPS become a voting member of the

Board of Directors of the Society. John Pierce seconded and the motion passed a voice vote of membership.

February 10, 1990 (WINTER BOARD MEETING)

By-laws Article XII. Section I. Kathy moved (? seconded) that this article be amended by adding the following at the end: "or by a mail poll of the membership requiring a two-thirds vote of ballots returned by a specified date. Motion passed.

May 5, 1990 (GENERAL MEMBERSHIP MEETING)

A By-laws change was described and passed unanimously.

Hand written note in margin of a copy of the By-laws: Add to end Article XI. Section 1. ", or of those "members returning ballots within 30 days of ballot mailing."

May 2, 1992 (GENERAL MEMBERSHIP MEETING, BOZEMAN)

General membership meeting adopted two amendments:

Article IV, Section 3: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, a designated Representative of each chapter, the Newsletter Editor(s), and two Directors-at-large, one for eastern Montana and one for western Montana. The Directors-at-large shall serve as representatives on the Board for those members who are not affiliated with a chapter.

Article XII, Section 1: These By-laws may be amended by a two-thirds majority of those members voting. Voting will be conducted either at the annual meeting or by mail ballot.

June 11, 1994 (BOARD MEETING NOTES)

Linda Iverson would complete the By-laws changes and deposit the disk with the Secretary.

Article VI, Section 2: The rewrite dropped the inclusion of one chapter representative in the nominating committee.

June 18, 1999 (SUMMER GENERAL MEMBERSHIP MEETING)

By-laws changes recommended by the Board were approved by the general membership.

Article IV, Section 2: Dropped "elected by the membership" after Board of Directors because some Board members are not elected.

Article IV, Section 3: The section was rewritten to bring it up to date. The rewrite clarifies the Board members that are elected and listed all current non-elected Board members.

Article V, Section 2: added, "and/or approved by the Board of Directors".

Article VI, Section 1: The section was rewritten to clarify the election of Board members as listed in Article IV, Section 3.

July 2001 (SUMMER GENERAL MEMBERSHIP MEETING)

By-laws changes recommended by the Board were approved by the general membership.

Several edits were made to make the By-laws consistent.

Article IV, Section 3: added, "The Newsletter Editor(s) is appointed by a majority vote of the Board".

Article V: The title was changed to include Board Members because some are not Officers.

Article V, Section 5: added: "The fiscal year of the Society shall be from March 1 to the end of February".

Article V, Section 8: added: "or member of the Board" because not all members of the Board are officers.

Article V: added a new Section 9 to create a process for grievances: "If a written grievance is filed with the Board against a Board member, the Board must act on the grievance at the next scheduled Board meeting. The Board member may respond to the grievance at that time".

Article V: added a new Section 10 to clarify termination of Board members: "A member of the Board of Directors can be terminated by a two-thirds majority vote of the Board".

Added a new Article XIII dealing with the Society Newsletter:

"Article XIII Society Newsletter"

Section 1. The Society shall publish a Newsletter four times a year on January 1, April 1, July 1, and October 1. The Newsletter will be numbered by Volume and Issue. The field trip booklet will be published by May 1.

Section 2. The Newsletter may be produced by a paid publisher, but the Newsletter Editor(s) will be a member of the MNPS and be responsible for approval of articles used in the Newsletter".

June 2002 (SUMMER GENERAL MEMBERSHIP MEETING)

Article V, Section 4: changed "residency" to "presidency"

Article V, Section 5: changed fiscal year from "March 1 to the end of February" to "January 1 to December 31".

Article X, Section 9: added "Newsletter" in front of "Editor(s)".

Article XIII. Section 2: capitalized "Editor(s)".

July 2004 (SUMMER GENERAL MEMBERSHIP MEETING)

Article IV. Section 3: The Webmaster, Membership Chairperson, and the Standing Committee Chairpersons were added as voting members of the Board and appointed by a majority vote of the Board.

Article VI. Elections: The article was changed to recognize electronic ballots.

Article VII Meetings: The article was changed to indicate that at the general membership meeting the outcome of the elections would be announced and the general membership would vote on By-laws changes.

July 2005 (SUMMER GENERAL MEMBERSHIP MEETING)

Two new Sections to Article IV were added to cover indemnification of Directors:

- “Section 6 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation”.
- “Section 7. Indemnification of Corporation of Directors and Officers. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of Montana”.

March 2006 (SPRING BOARD MEETING)

The Board approved minor editorial changes to the By-laws correcting inconsistencies in the use of the words “By-laws”, “Editor(s)”, and “Newsletter”, etc. (They are underlined in the 2006 Copy only)

June 2011 (General Membership Meeting)

The General Membership approved some minor editorial changes such as commas, period, etc.

Added new sentences to Article V:

- Section 3....”The President shall preside over the regular Board Meetings and Annual Membership Meeting”.
- Section 4....”The Vice-President shall receive and present reports on behalf of Board members absent from Board meetings”.
- Section 5. “The Treasurer shall make required filings with the IRS to maintain Society 501 (c) 3 status”. “The Treasurer shall store all current Society financial records in accordance with the approved record retention schedule and IRS guidelines”.
- Section 6. “The Secretary shall store all current Society records in accordance with the approved record retention schedule”.

Added two new sections to Article X:

- “Section 12. The approval of the Board of Directors is required for chapters to apply for grants or other funding using the Montana Native Plant Society 501 (c) (3) status”.
- “Section 13. The Board of Directors may dissolve a chapter that it finds is not fulfilling the intent of the Society in establishing the chapter. The Board will develop and maintain a Chapter dissolution policy and list it on the Society Webpage”.

Mnpsbylaw20111105final.doc