

**Northern Neck Chapter
of the
Virginia Native Plant Society Chapter By-Laws
(Revised March 16 2023)**

- I. NAME: Northern Neck Chapter of the Virginia Native Plant Society (VNPS).
- II. PURPOSE: To encourage the conservation of Virginia's native plants.
To educate the public about our native plants and to encourage their preservation and cultivation.
- III. MEMBERSHIP:
- A. Any person, family, or organization interested in the conservation of Virginia's native plants may become a member on payment of dues. Categories, fees, and terms will be set and reviewed periodically by the State Board of the VNPS.
 - B. Each member shall have one (1) vote. Members are in good standing on payment of yearly dues.
 - C. Members may be asked to resign for actions inconsistent with the Chapter's aims. Board action will be required.
 - D. A Chapter member may belong to more than one chapter of the VNPS on payment of additional dues set by the VNPS.
 - E. No member shall possess any property right in or to the property of the Chapter. In the event of dissolution of the Chapter, all property will go to the VNPS after any bills have been paid.
 - F. outstanding Chapter membership shall encompass, but not be limited to, the counties of Northumberland, Lancaster, Westmoreland, and Richmond.
- IV OFFICERS:
- A. Officers will be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.
 - B. Terms shall be two years in any one office; only the treasurer may serve two consecutive terms. The retiring president will sit on the Board for the following two years and shall be a voting member. Officers' terms shall commence on January 1 of the year immediately following the elections, held in accordance with Article VII, Section B., below.
 - C. Duties:

1. The President shall implement Board decisions, preside at meetings of the Chapter, Board, or Executive Committee, sign legal documents for the Chapter, and perform any additional duties.
2. The Vice President shall act for the President when necessary and perform any other duties assigned by the President, Board, or Executive Committee.
3. The Recording Secretary shall keep minutes of meetings of the Chapter, Board, or Executive Committee. The Secretary shall notify the membership of meetings, submit required documents to the membership and to the VNPS. Other duties may be assigned.
4. The Corresponding Secretary shall cast absentee votes and conduct all correspondence as needed, including thank you notes to speakers at Chapter meetings.
5. The Treasurer shall maintain records of the Chapter's finances, receive dues, maintain bank accounts, and disburse money as directed by the Board. He or she shall arrange for a budget to be established and submit an annual fiscal report in October to the Chapter. The President will act for the Treasurer in any absence.

D. Additional officers may be designated by the membership.

V. NOMINATING COMMITTEE:

1. Members of the Nominating Committee shall consist of two Board members and three members at large, who will be elected by the Board. They shall serve a two year term and not more than two consecutive terms. The Board may appoint a member at large upon a vacancy who will serve until the next annual meeting.
2. The Nominating Committee shall select a chairperson.
3. Three members of the Nominating Committee shall constitute a quorum.
4. The Nominating Committee shall select one or more candidates for each office and submit the slate to the Recording Secretary for submission to the membership thirty days before the annual meeting.

VI. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE:

2. A. Officers and Standing Committee Chairs shall constitute the Board. Board members at-large may be appointed. Each Standing Committee, each at-large member, and each Officer shall have one vote. A majority of the Board shall constitute a quorum for the transaction of business. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. The Board will meet no fewer than five times a year to conduct Chapter business.

3. The Executive Committee shall consist of the Officers and may be called to meet by the President or any other Officer. Its actions are to be reported to the Board at its next meeting.

VII. MEETINGS:

- A. The Chapter shall have no fewer than five meetings per year plus the annual meeting. These may be seminars, field trips, lectures, or other events.
- B. The annual meeting shall be held in October to elect officers and to present the budget and any other business necessary. The Recording Secretary shall notify the membership of the annual meeting date, time, and place thirty days ahead.
- C. Other business meetings may be called by the Executive Committee and shall be called upon receipt of a written request signed by 20 members. The Secretary shall notify members of the date, time, place, and purpose of such a meeting 15 days ahead of the meeting.
- D. Business action at a meeting shall be limited to the stated purpose of the meeting.
- E. Quorum—15 percent of the membership shall be required for a quorum. A majority of members present plus the absentee votes will carry a motion.
- F. A member may vote *in absentia* by giving the Corresponding Secretary a written proxy authorizing the Secretary to cast a vote for or against a resolution or for a candidate as presented in the meeting notice.
- G. Individual membership = 1 vote

Family membership = 2 votes

Associate (Group) member = 1 vote (designated by the organization)

(NOTE: Secondary members have no vote.)

VIII. COMMITTEES:

- A. The Board shall create such Standing Committees as it deems necessary to accomplish the purposes of the Chapter and shall define the responsibilities and powers of these Committees and their chairs.
- B. The chairs of Standing Committees shall be elected by the Board.
- C. Standing Committee chairs may designate one or more Committee members to serve as co-chairs or act as substitutes at Board meetings.
- D. The Board may authorize the President to create committees for special programs or projects and to select the chairs. The responsibilities and tenure of these committees shall be determined by the board.
- E. The Standing Committees shall be:
 1. Program
 2. Horticulture

3. Newsletter
4. Publicity
5. Membership
6. Refreshments
7. Ways and Means
8. Nominating
9. Conservation

IX. FINANCES:

- A. The Chapter shall adhere to record maintenance and submittal requirements of Section 501 (C) (3) of the Internal Revenue Code according to the VNPS's requirements.
- B. The fiscal year of the Chapter shall be concurrent with the fiscal year of the VNPS.
- C. Each year the Board shall present the membership with the budget for the following fiscal year. The Board shall be responsible for assuring funds are spent as budgeted. The Board may amend the budget as necessary to achieve Chapter goals and to ensure a sound financial condition.
- D. The Board shall authorize the Treasurer and President to sign withdrawals from Chapter accounts as budgeted. The Board shall approve in advance expenditures for a single item in excess of an amount designated in the budget.
- E. Every second year, the Board shall select qualified persons to conduct a review of the Chapter's financial records.
- F. All tools, equipment, and supplies purchased with Chapter funds or donated to the Chapter shall become the property of the Chapter.
- G. The Board may authorize solicitation of contributions to the Chapter for specific purposes or for general support. Acceptance of unsolicited contributions or contributions not in accord with the Board's purposes shall be subject to approval by the Board.

X. AMENDMENTS:

- A. An amendment to the by-laws shall be proposed to the membership by the Board upon a two-thirds vote of the Board or upon written request signed by twenty members.
- B. The text of the proposed amendment to the by-laws shall be sent to all Chapter members 30 days before the meeting at which the vote will be taken.
- C. The by-laws may be amended by a majority vote at any business meeting of the membership with a quorum present, after due advance notice (30 days).

XI. AUTHORITY:

- A. Robert's Rules of Parliamentary Procedure shall be the guide for the Chapter proceedings.