

# By-Laws of the Native Plant Society of New Mexico

## Purpose of the Society

(Amended and Restated, February 2012)

The Native Plant Society of New Mexico is a non-profit organization that strives to educate the public about native plants by promoting knowledge of plant identification, ecology, and uses; fostering plant conservation and the preservation of natural habitats; supporting botanical research; and encouraging the appropriate use of native plants to conserve water, land, and wildlife.

## Section I. Members

1. Membership is open to any person with an interest in the purpose of NPSNM.
2. Membership is conferred upon payment of dues. Service awards of life memberships may be purchased (at ten times the current amount of individual membership dues) by members, chapters, or the state organization for the purpose of conferring recognition of outstanding individual service to NPSNM. A life member shall be entitled to all the privileges of membership but shall not be required to pay dues.
3. Membership dues of NPSNM shall be fixed by the Board of Directors and revised periodically as needed.
4. Dues are payable at the time of joining NPSNM and annually thereafter.
5. If dues are not renewed within three months of the due date, the member shall be considered delinquent and dropped from the membership roll.

## Section II. Board of Directors

1. Corporate power shall be vested in a Board of Directors (Board) of not fewer than seven members, consisting of the Executive Officers and a Chapter Representative from each chapter (Directors at Large).
2. Only NPSNM members shall be eligible to be members of the Board.
3. A Nominating Committee chosen by the President shall nominate Executive Officers. Any group of five or more members may make additional nominations. The names of all nominees who have given consent will be submitted to the President, and lists of offices and nominees shall be publicized to all members at least thirty days prior to the close of voting in the election.
4. Election of Executive Officers shall be by ballot of all members, with the nominee receiving the most votes being elected. In case of a tie vote, the Board shall decide.

5. Each NPSNM chapter shall be represented on the Board. One Chapter Representative (Director at Large) shall be elected to the Board by each chapter.

6. The term of office for Executive Officers will be two years. Chapter Representatives will hold office from the time of their election until the election of their successors.

7. Officers and other Directors may succeed themselves.

8. Any Director may be removed from the Board upon a two-thirds (2/3) vote of the Board for neglect of duty or whenever the Board determines that the best interest of NPSNM will be served thereby.

9. Any vacancy occurring in an Executive Office shall be filled by nomination from the President or Vice-President and majority vote by the remaining Directors. Vacancies of any Directors at Large shall be filled by the affected NPSNM chapter(s) with their election of one chapter member to the Board.

### Section III. Officers

The Executive Officers of NPSNM and their duties are:

1. A President, who will lead the organization and will call and preside over all regular meetings of NPSNM.

2. A Vice-President, who will assist the President and preside in the absence of the President.

3. A Recording Secretary, who will prepare the annual report, record the minutes of Board meetings, maintain a record of policies currently in effect, record election results, and keep the NPSNM historical records.

4. A Membership Secretary, who will distribute and receive membership applications, collect dues, maintain a list of members, and work with chapter Membership Secretaries to monitor the status of members.

5. A Treasurer, who will handle all funds and maintain a balance sheet showing the Society's financial status. The Treasurer will see to the safe and orderly storage of each year's financial records and participate in the NPSNM Finance and Investment Committee.

### Section IV. Meetings

1. Meetings of the Board of Directors shall be held two or more times per year.

2. A simple majority of the Directors shall constitute a quorum for transaction of business

at any meeting of the Board.

3. Any Director who cannot attend a Board meeting may designate, in writing, a member of the NPSNM chapter that he or she represents as his or her proxy for the purpose of introducing, discussing or voting upon, motions before the Board.

4. The order of business at Board meetings shall be: a) Call to order; b) Previous minutes; c) Treasurer's report; d) Membership Secretary's report; e) Old business; f) New business; g) Adjournment.

5. The rules contained in the newest edition of Robert's Rules of Order shall govern NPSNM in all cases except where they are inconsistent with these by-laws or any special rules of order this society may adopt.

6. An annual meeting of the membership will be called at a location chosen by the Board.

7. The President may call special meetings of the NPSNM membership on not less than ten days notice of time and place.

#### Section V. Committees

1. The Board shall appoint Committee Chairpersons who will assemble their Committees. A majority of each Committee must be comprised of NPSNM members. The standing Committees of NPSNM are:

a. A Conservation Committee, which monitors issues affecting native plants and their habitats; informs the Board and membership of these issues; and promotes the use of native plants for conserving water, land, and wildlife.

b. A Finance and Investment Committee, which proposes an annual operations budget to the Board; researches and recommends investments of funds; and suggests other fiscal directives to support the purpose of NPSNM. The NPSNM Treasurer shall be either Chairperson or member of this Committee.

2. The President may create additional committees and focus groups, as are necessary and convenient, to accomplish the purpose of the Society.

3. Committee Chairpersons will report on committee activities to the Board at Board meetings. Chairpersons may call committee meetings and a summary of meetings shall be submitted to the Board and entered into the minutes.

#### Section VI. Chapters

1. A group of NPSNM members may organize a chapter by submitting a petition for approval by the Board. The chapter purposes should be stated and should be in accord with the purposes and by-laws of NPSNM. Each chapter may select such officers as it

deems suitable and in a manner it feels is appropriate.

2. All chapters shall adopt by-laws for the governing of their organizations. Chapter by-laws shall not be inconsistent with NPSNM by-laws. A copy of such by-laws and any subsequent amendments shall be submitted to the NPSNM Recording Secretary.

3. In the absence of express authorization of the Board, no chapter, chapter officer, or chapter member shall have power to act or bind NPSNM in any manner. Each chapter's right to use as a part of its name the words Native Plant Society of New Mexico, shall cease upon the termination or suspension of its status as a chapter.

#### Section VII. Protocols

1. The Board shall have sole authority to appoint members to the chairs of committees, editorial positions, and other positions essential to the conduct of NPSNM business.

2. Only the Board shall be empowered to incur indebtedness and authorize payment.

3. Salary or other compensation shall not be paid to any member of the Board.

4. NPSNM may raise funds to support its activities by dues, donations, subscription to educational programs, sale of items related to native plant materials, field trip fees, and government and private grants.

5. All funds shall be deposited in the NPSNM account or accounts with the bank(s) or securities designated by the Board.

6. New Directors and Committee Chairpersons shall be advised to read the NPSNM by-laws and all current resolutions or policies in effect upon taking office. Information on how to access these documents shall be provided.

7. All retiring Directors and Committee members shall surrender to the Board all NPSNM documents and property in their possession.

#### Section VIII. Amendments

The Board shall give at least 30-day notice of their intention to amend or restate these by-laws to the NPSNM membership. A resolution of amendment to these by-laws must be passed by a majority vote of the Board.

#### Amended and Restated

The herein revised by-laws of The Native Plant Society of New Mexico have been brought before the Board of Directors on February 11, 2012, and adopted by majority vote of the Board.

Tom Antonio, President, and Pam McBride, Recording Secretary