

**TENNESSEE NATIVE PLANT SOCIETY, INC.**  
**Constitution and Bylaws (2018 Rev.)**

ARTICLE I -- Incorporation and Name

This organization shall be incorporated as a nonprofit corporation in accordance with the laws of the state of Tennessee. The name shall be Tennessee Native Plant Society.

ARTICLE II -- Aims

- (1) To serve as a medium of information exchange and fellowship among Tennessee's botanists, both amateur and professional.
- (2) To promote education of the public about Tennessee's flora and wild plants in general.
- (3) To provide, through publication of a newsletter, a formal means of documenting information of Tennessee's flora and of informing the public about wild plants.
- (4) To promote the protection and enhancement of Tennessee's wild plant communities and their habitats.

ARTICLE III -- Membership

Section 1 -- Membership Categories

There shall be five classes of membership with dues as provided in the bylaws. Any individual or organization interested in the aims of the Society shall be eligible for membership. Membership categories are 1) Regular, 2) Student, 3) Institutional [for organizations], 4) Life, and 5) Honorary.

Honorary membership may be bestowed by the Board of Directors to an individual as recognition for outstanding work in conservation or plant science in general. The recipient is a member for life and has all the privileges of membership. A maximum of one Honorary membership per year may be awarded.

Section 2 -- Membership Benefits

Each individual member and a representative of each institutional member shall be entitled to one vote on general Society business placed before the membership and receipt of the Society newsletter.

Section 3 -- Dues and Fiscal Year

Regular and Institutional members shall pay annual dues which cover subscription to the Society's newsletter. Student members may join without dues for up to four years through their year of college graduation. Honorary membership is without fee.

Changes in annual dues and the life membership fee shall be recommended by the Board of Directors to the membership and voted on at the Annual Meeting.

The fiscal year and the membership dues renewal year shall commence on the first of January. The year for initial membership dues shall be considered as starting on the nearest first of January.

#### ARTICLE IV -- Officers and Duties

Officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer.

The President shall be the executive officer of the Society. The President shall 1) call and preside at meetings of the Board of Directors, of the Executive Committee, and of the general membership; 2) appoint Chairpersons of committees not otherwise provided for herein; and 3) prepare an annual report to be included in the last newsletter of each year.

The Vice-President shall 1) perform the duties of President in the event of the absence or disability of the President; 2) be an ex officio member of the Society's committees; and 3) serve as Program chairperson.

The Secretary shall 1) keep records of all meetings of the general membership, the Board of Directors, and the Executive Committee; 2) keep on file written reports from committees; and 3) perform other duties typically incident to the office which may include general correspondence and issuance of meeting notices.

The Treasurer shall 1) handle dues, funds, accounts, and receipts of the Society; 2) make disbursements under the direction of the Board of Directors or the Executive Committee; 3) make an itemized report of the receipts and expenditures at the end of the fiscal year; and 4) file reports required by state and federal governments. The Treasurer shall also oversee periodic financial review of Society accounts every two to three years by a qualified independent accountant.

#### ARTICLE V -- Board of Directors and Duties

There shall be a Board of Directors composed of the officers, chairpersons of standing committees, immediate past President, editor of the Society's newsletter, and six Directors-at-Large elected by the membership. Directors-at-Large shall represent the three grand divisions of Tennessee, and whenever possible at least one Director-at-Large shall reside in each of the grand divisions.

The Board of Directors shall interpret and implement the policies of the Society and shall appoint the editor of the Society's newsletter.

## ARTICLE VI -- Executive Committee and Duties

There shall be an Executive Committee consisting of the Officers. The Executive Committee shall possess and exercise the authority of the Board of Directors between meetings of the Board.

## ARTICLE VII -- Election and Terms of Officers and Directors-at-Large

### Section 1 -- Terms

- (a) The officers shall be elected biennially by the membership. The term of office for officers shall be two years.
- (b) Three Directors-at-Large shall be elected every year by the membership. The term of office for Directors-at-Large shall be two years.

### Section 2 -- Nominating Committee

- (a) On or before August 1 of each year, the President shall appoint a Nominating Committee of at least three active members, of whom at least one must not be a member of the Board of Directors. This committee shall draw up a slate of candidates for Directors-at-Large, and in alternating years, at least one candidate for each of the offices and present it to the Executive Committee for certification on or before September 15.
- (b) The Nominating Committee shall not present the name of any member as a nominee for office unless that member has consented to serve if elected.
- (c) The Nominating Committee shall make every effort to solicit nominees for the positions of Director-at-Large representing of the state's geographic diversity.

### Section 3 -- Publication of the Slate of Nominees

- (a) The slate shall be certified by the Executive Committee and printed in the third quarter or fall issue of the Society's newsletter. This report will detail the nomination and election procedures.
- (b) In addition to nominations by the Nominating Committee, any eligible member may also be nominated from the general membership if accompanied by written consent of the nominee. Such nominations are to be received by the Nominating Committee no later than three weeks after the October publication.
- (c) If the Nominating Committee has submitted and the Executive Committee has certified only one nomination per office and the exact number of candidates necessary for the Board of Directors, and if no nominating petitions are received for any office or Board position as prescribed above, those nominated shall be declared elected with no further election procedures required.

- (d) If there are two or more nominees for any office, by any means, the Nominating Committee will include these nominations on the ballot required by the following section.

#### Section 4 -- Balloting

- (a) The ballot which has been certified by the Executive Committee shall be published in the fourth quarter or winter issue of the Society newsletter. Ballots shall be returned on or before January 1 to the chairperson of the Nominating Committee for tabulation.
- (b) The candidates receiving the greatest number of votes cast for each contested office shall be declared elected. The chairperson of the Nominating Committee shall certify to the Board of Directors the complete results by written notice. In case of a tie, the Board of Directors shall break the tie by lot. Candidates elected shall be notified by the secretary, and the election results published in the Society's newsletter.
- (c) The terms of all officers and Directors-at-Large shall commence on January 1 or upon certification of balloting results.

#### Section 5 -- Vacancies

In case of death, resignation, inability to serve, or nonperformance (i.e., absence from three consecutive meetings without notice) of duties by any officer or Board member, the Executive Committee shall certify to the Board of Directors that a vacancy exists. In case of a vacancy in the presidency, the Vice-President shall succeed to that office. The filling of vacancies in any other office or elective position on the Board shall be by election by the Board of Directors at a regular or special meeting.

### ARTICLE VIII -- Standing Committees

Standing Committees shall be designated by the Board of Directors. Such Committees may include but are not limited to:

Membership -- maintain an accurate record of names and addresses of all Society members

Education and Outreach -- represent the Society at relevant non-Society events (e.g., exhibit shows, symposiums, guest speaker requests, etc.) and distribute information to the general public

Field Trips/Program -- organize the Society's seasonal slate of hikes and other informational programming

Electronic/Social Media -- update the Society's Web site, Facebook page, and any other social media platform the Society might employ

Chairpersons of Standing Committees serve as non-voting, ex officio members of the Board of Directors.

## ARTICLE IX -- Meetings (Board, Executive Committee, General Membership)

### Section 1 -- Board of Directors Meetings

- (a) The board shall hold at least three meetings each year at the call of the President. One-third of the Board members shall constitute a quorum for conducting business, and a simple majority is required for action unless otherwise specified herein.
  
- (b) If no meeting of the Board of Directors has been held within a period of 90 days, and no meeting has been scheduled by the President for the ensuing 30 days, the Secretary shall send out notices for such a meeting upon written request of any three members of the Board of Directors.

### Section 2 -- Executive Committee Meetings

The Executive Committee shall hold meetings at any time, at the call of the President. Three members shall constitute a quorum.

### Section 3 -- General Membership Meetings

- (a) There shall be at least one general meeting of the membership each year.
  
- (b) A quorum for voting at meetings of the General Membership shall consists of 20 members or 15% of the members in good standing, whichever is smaller. Only a simple majority of those present is required for action unless otherwise stated herein. No quorum shall be required for discussion of business.
  
- (c) A special meeting of the General Membership may be called by written petition of 10% of the members in good standing. The Executive Committee shall send out notice for such a meeting upon receipt of the petition. In the absence of the President and Vice-President at this special meeting, the members present shall elect a temporary chairperson for this meeting.

## ARTICLE X -- Parliamentary Authority

All business, unless stated otherwise in the Constitution and Bylaws, shall generally follow Roberts Rules of Order.

## ARTICLE XI -- Use of Society Name or Image

Tennessee Native Plant Society, its logo, name, image, or likeness, may not be used in the promotion of any commercial enterprise. It may, with Board approval, be used in association with those organizations that share TNPS goals.

## ARTICLE XII -- Amendments

### Section 1 -- Proposal of Amendments to the Bylaws

Amendments shall be proposed by any of the following methods.

- (a) Amendments may be originated by any member of the Board of Directors.
- (b) A proposed amendment, signed by 10 members in good standing, may be submitted to the Board of Directors by written notice and shall be considered by the Board at its next meeting.

### Section 2 -- Approval of Amendments

Amendments to the bylaws shall be first approved by majority vote of the Board of Directors. Upon Board approval, amendments will be posted on the Society's Web site and published in its newsletter for review and comment by the membership. If there are no objections, the amendments will be considered approved as written.

The Constitution and Bylaws were approved as revised herein by the Board of Directors at their winter meeting on January 27, 2018.