



Illinois Native Plant Society

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ILLINOIS NATIVE PLANT SOCIETY BY-LAWS

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ARTICLE I – NAME

Section 1. The name of this organization shall be the Illinois Native Plant Society, hereafter abbreviated as INPS.

ARTICLE II – PURPOSE

Section 1. The purposes of the Illinois Native Plant Society are as follows: 1) to promote the study, appreciation, and conservation of the native flora and natural communities of Illinois; 2) to provide education to the general public as to the value of the native flora and its habitat; 3) to produce publications that provide an outlet for such information, including but not limited to, the peer-reviewed journal of the INPS (*Erigenia*) and the quarterly newsletter (*The Harbinger*); and 4) to ensure that all are equitably and inclusively welcomed to INPS membership and programs.

Section 2. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – MEMBERSHIP

Section 1. Membership is open to anyone interested in the purpose of the INPS upon payment of dues.

Section 2. Membership classifications shall be as follows: student, individual, family, institutional, supporting, patron, business, and life. Three additional life categories provide a higher level of support, and are Iliamna, Dodecatheon, and Erigenia. Additional categories may be added as deemed necessary by a majority vote of the Governing Board.

Section 3. Each individual paid member shall be entitled to one vote on any question requiring a vote from the membership.

Section 4. Members are encouraged, but not required, to affiliate with a regional chapter, as defined in Article VII.

Section 5. Upon nomination by ten or more members, the Governing Board may grant honorary membership. The criteria and privileges for honorary membership shall be determined by the Governing Board.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. There shall be an annual meeting of the organization.

Section 2. The annual meeting shall be held at a time and place set the previous year by the Governing Board or the INPS Chapter responsible for hosting the meeting.

Section 3. Special meetings of the membership may be called by the president, by the Governing Board, or by ten (10) members by signed request. The purpose or purposes of any special meeting must be set forth in writing at the time the meeting is announced.

Section 4. All members shall be notified at least two (2) weeks in advance of the annual meeting and of any special meetings.

Section 5. Five-percent (5%) of the membership shall constitute a quorum.

Section 6. Decisions shall be determined by mailed ballot (postal or electronic format) or by a majority vote of members present at meetings, so long as a quorum is present.

ARTICLE V – GOVERNANCE

Section 1. The organization and policies of the INPS shall be determined by a Governing Board.

Section 2. The Governing Board shall consist of members-at-large, who are elected by the membership, the Executive Committee, defined below, and one representative from each regional chapter. Each member of the Governing Board must be a member in good standing of the INPS. The maximum size of the Governing Board is 20 members.

Section 3. The Executive Committee shall appoint a nominating committee to propose a slate of officers and members-at-large for the Governing Board. Election of governing board members shall be determined by mailed ballot (postal or electronic format) or by a majority vote of members present at meetings, so long as a quorum is present.

Section 4. The term of office for at-large members of the Governing Board is 3 years, with one-third of the members-at-large being elected each year. Regional chapters members are selected by their associated chapters as described in Article VII. Executive officers are selected to their positions as described in Article VI.

Section 5. The officers of the Governing Board shall be the Executive Committee, defined in Article VI, Section 2.

Section 6. The Governing Board shall meet at least three (3) times during the year, each meeting to be held in a different month, and at such other times as may be necessary to conduct the business of this organization. Meetings of the governing board will be scheduled for the upcoming year at the Annual Meeting.

Section 7. Special meetings of the Governing Board may be called by the president or by three (3) members of the Board. All members of the Governing Board must be notified at least one week in advance of special meetings.

Section 8. The quorum for a meeting of the Governing Board shall be fifty-percent (50%) of the members of the Governing Board.

Section 9. Decisions of the Governing Board, except as otherwise indicated in these by-Laws, shall be by majority vote of the members present, if a quorum is present. The president may vote on any issue and must vote in the case of a tie.

Section 10. Standing committees may be added or deleted by the Governing Board.

Section 11. Meetings of the Governing Board shall be open.

Section 12. The Governing Board shall appoint individuals to fill vacancies of members-at-large occurring before the annual meeting of the membership.

Section 13. The Governing Board by a 2/3 vote has the power to dismiss or replace a board member who has failed to fulfill the obligations and responsibilities of his/her duties in the opinion of the Governing Board.

Section 14. The Governing Board and Executive Committee may use electronic media to participate in meetings if it can be arranged so that all Board and Committee members can hear or interact with all other members. Electronic media includes phone conference calls, internet video conference meetings, email or instant messaging at a predetermined time. The use of electronic media for participation shall constitute presence in person. Arrangements will have to be made to comply with open meeting policy, stated in Section 11 above.

ARTICLE VI – EXECUTIVE COMMITTEE, OFFICERS, AND BOARD APPOINTED POSITIONS

Section 1. The Executive Committee shall consist of the officers, defined below, and shall have the power to act for the Governing Board on established policy between meetings of the Governing Board.

Section 2. The officers shall be president, vice-president, past-president, secretary, treasurer, and membership coordinator.

Section 3. The officers are elected at the annual meeting of the membership or by electronic or postal mailed ballot as described in Article V.

Section 4. The duties of the president shall be chair for the membership meetings, Governing Board meetings, and Executive Committee meetings. The president shall be an ex-officio member of all committees and shall see that all committees function. The term of office for the president is two years.

Section 5. The duties of the vice president shall be to act for the president in his/her absence, or refusal to act, and to perform the duties designated by the president each year. The term of office of the vice president is two years, to coincide with that of the president.

Section 6. The duties of the secretary shall be to take minutes at all official meetings and provide in advance of the next meeting, written copies of these minutes for approval at that meeting and to see that permanent records are kept. The secretary will also assist in planning meetings of the executive committee and governing board, and to see that permanent records are kept. The secretary will also help to carry out official correspondence through an email address also shared with other members of the executive committee. The term of office for the secretary is two years, and there is no limit on the number of terms that may be served consecutively.

Section 7. The duties of the treasurer shall be to keep the official financial records of the INPS, pay all bills, receive all funds and see that these are kept in proper banking facilities as approved by the Governing Board. The term of office for the treasurer is two years, and there is no limit on the number of terms that may be served consecutively. The treasurer and other signatories may be required by the Governing Board to be bonded. Only one signature is necessary on a check, but the president may sign in the absence of the treasurer. The treasurer shall report at each meeting of the Governing Board and at the annual membership meeting. There shall be an annual audit of the financial records by an ad hoc committee appointed by the Governing Board.

Section 8. The membership chair shall maintain accurate membership records, manage the annual membership renewal drive, process new and renewing member applications, assist with membership recruitment, coordinate with the webmaster when necessary, concerning online renewals and new signups, as well as coordinate with the editors of INPS publications to provide updated emails and addresses for mailings. The term of office for the Membership chair is two years, and there is no limit on the number of terms that may be served consecutively. The membership chair shall report at each meeting of the Governing Board and at the annual membership meeting.

Section 9. Additional non-voting positions are to be appointed by a majority vote of the Governing Board. These positions include, but are not limited to, editor of *Erigenia*, editor of *The Harbinger*, and INPS webmaster. The term of these appointed positions is one year and there is no limit on the number of terms that may be served consecutively

Section 10. Vacancies in the Executive Committee occurring before the annual meeting of the membership shall be filled by majority vote of the Governing Board.

ARTICLE VII – CHAPTERS

Section 1. The charter chapter of the INPS shall be the Southern Chapter, founded in March 1982 as the Southern Illinois Native Plant Society.

Section 2. Regional chapters may be organized with a minimum of ten (10) members upon application to the Governing Board. Upon acceptance into the INPS by the Governing Board, a portion of the annual dues for members of each regional chapter shall be remitted to that chapter for its use.

Section 3. All members of regional chapters must be members of the INPS.

Section 4. The elections, lengths of terms, and responsibilities of the chapter officers shall be at the discretion of each chapter. The officers shall include a President, Secretary, and Treasurer as well as any other deemed necessary.

Section 5. The chapter secretary shall submit a report of activities to the Governing Board and the chapter treasurer shall submit a financial statement to the Governing Board; both reports are due 31 August for the preceding fiscal year.

Section 6. A proposed chapter must ratify a set of chapter by-laws, and these by-laws must be approved by the Governing Board. Chapter by-laws must have an article on dissolution similar to Article XII. Chapter by-laws may not conflict with those of the INPS.

Section 7. Chapters may be inactivated by a two-thirds vote of the state board after a period of two years of inactivity. Inactivity is defined as a lack of chapter meetings, elections, and regular contact with the INPS State Governing Board. An inactive chapter's resources (e.g., funds, materials) will be held by the State INPS for a period of one year, during which time the chapter may reactivate and claim its resources from the INPS State Governing Board. After this time, these will be combined with INPS State Governing Board assets.

ARTICLE VIII – DUES

Section 1. The dues of the INPS shall be recommended by the Governing Board for approval by the membership at an annual meeting.

Section 2. The dues shall include a component for the State INPS budget and a component for regional chapter budgets. The component for regional chapters will be based on a per member or percentage rate, set by the State Governing Board. Members who do not belong to a regional chapter pay the full dues to the INPS.

Section 3. Dues shall be payable on the first day of January of each year. Members who join at any time during the year will receive all publications for that year. Members who join in the last quarter of the year (e.g., October 1) would have a membership for the following year, unless otherwise requested.

ARTICLE IX – FISCAL YEAR

Section 1. The fiscal year of the INPS shall be January 1 to December 31.

ARTICLE X – PARLIAMENTARY AUTHORITY

Section 1. In matters not contrary to these by-laws, Robert's Rules of Order Newly Revised shall govern.

ARTICLE XI – AMENDMENTS

Section 1. These by-laws may be amended or replaced by electronic ballot or written ballot presented to the entire membership. Amendment(s) will pass with two-thirds (2/3) affirmative vote. The by-laws may also be amended at any membership meeting by two-thirds (2/3) vote of all members present, provided a quorum is present, so long as a written notice specifying the exact amendments or replacements by-laws have been made available to all members at least fifteen (15) days before the meeting.

ARTICLE XII – DISSOLUTION

Section 1. This organization reserves the right to discontinue or dissolve with the approval of 5/6 of the members of the Governing Board and the approval of 2/3 of the members at the annual meeting or, if necessary, at a special meeting of the membership.

Section 2. Notice of intent to vote to discontinue or dissolve must be sent to members at least thirty (30) days before a vote is taken by the membership, and members shall be given written justification for this action with the notice.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed shall be disposed of by the Court of proper jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – INDEMNIFICATION

Section 1. Any officer, board member of the Illinois Native Plant Society shall be indemnified and held harmless to the full extent allowed by law.

Section 2. INPS may but is not required to obtain insurance providing for indemnification of officers and board members.

Updates to the INPS by-laws were accepted, in accordance with Article XI, Section 1, by the general membership via electronic ballot in September, 2021.

Illinois Native Plant Society Bylaws

INPS President: Janine Cotey

Date: 8/30/2023

INPS Vice President: Suzanne Mason

Date: 9/1/2023

INPS Secretary: Lisa Pij

Date: 9/11/2023