

# **COLORADO NATIVE PLANT SOCIETY**

## **Articles of Incorporation**

### **ARTICLE I**

The name of the corporation is the Colorado Native Plant Society (CoNPS).

### **ARTICLE II**

The period of duration of the corporation shall be perpetual.

### **ARTICLE III**

The purposes for which the corporation is formed are as follows:

1. To encourage the appreciation and conservation of the native plants and ecosystems of Colorado by such methods as may be deemed appropriate by the Society, including, but not limited to, identification of habitat and ecosystems, identification of threatened or endangered plants, acquisition of land, participating in governmental and educational programs, encouraging the State of Colorado to enter into cooperative agreements with the United States concerning threatened or endangered plants pursuant to the Endangered Species Act of 1973 (P.L. 93-205:87 Stat. 884) or other legislation and to cooperate with other organizations with similar purposes.
2. To take and hold, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for and of its purposes, any property, real, personal or mixed, without limitation as to amount or value: to own (and while the owner of any stocks, bonds, securities, notes or other evidences of indebtedness created or issued by any corporation or association organized under the laws of any state, country, nation or government, to exercise and enjoy all of the rights, powers and privileges of ownership, including the right to vote in respect thereof, with power to designate some party for that purpose from time to time, to the same extent that natural persons might or could do), operate, use, enjoy, manage, improve, mortgage, pledge, lease, assign, sell or otherwise dispose of any such property; to change and vary the investments of the Society from time to time and to invest and reinvest its funds in any securities or property deemed proper by its Board of Directors for such investments; and, in general, to deal with and expend the property and funds of the Society for the purposes thereof in such a manner as in the judgment of its Board of Directors will best promote its purposes.

**Bylaws**  
**Revised October 28, 2016**

***Article I. Members***

Section 1. Membership

Any individual, family, or other organization interested in the native plants of Colorado is eligible for membership in the Society. There shall be the following classes of membership: Student, Senior, Individual, Family, Organization, Supporting, and Life. Qualification for each class of membership shall be as follows: Student (any individual enrolled full-time in an academic institution); Senior (any individual 65 years of age or older); Individual (one person); Family (any group of individuals sharing a common home and incomes); Organization (any corporation or other group other than an individual person or family); Supporting (any individual, family, or organization which chooses to contribute at the Supporting level set by CoNPS); Life (any individual who chooses to make a onetime life membership dues payment at the level set by CoNPS).

Section 2. Rights of Members

Every member is entitled to participate in the activities of all chapters in the state organization. When votes are requested of the membership, each student, senior, individual, supporting, organization, and lifetime member is entitled to one vote. Families will receive two votes.

Section 3. Termination of Memberships: Distribution of Assets

Membership in the Society shall be terminated for Student, Senior, Individual, Supporting, and Life members upon the death or resignation of that member or by resolution of the Board of Directors. Membership in the Society shall be terminated for Family or Organization members upon the dissolution of these entities or by resolution of the Board of Directors. Memberships may not be transferred. No member shall possess any property right in or to the property of the Society.

Membership in the Society may be revoked by a majority vote of the members of the Board of Directors if it is their judgment that the member's presence in the Society is harmful to the mission of the Society.

Section 4. Meetings of the Members

An Annual Meeting of the Society shall be held and this shall be at a time and place determined by each year's Annual Meeting Planning Committee. Special meetings for any purpose may be held at any time by the Board of Directors. The membership shall be notified of all meetings one month in advance whenever possible. If one month's notice is not feasible, Society members should be afforded the opportunity of reviewing the proceedings of that emergency meeting

and, if deemed necessary, having another meeting to review the emergency meeting proceedings and decisions.

**Section 5. Quorum at Meetings of Members**

The presence of ten percent of Society members shall be necessary to constitute a quorum for the transaction of Society business at meetings of the membership. Members may be present in person, via telephone, computer, or by other means, including by proxy. Every decision made by a majority of these members shall be regarded as a valid act of the Society, unless a greater number is required by law, or by the Articles of Incorporation, or by the Bylaws.

**Section 6. Electronic Voting by Members**

Members may be given the choice of voting electronically or by regular paper mail. The Board of Directors may, without calling a meeting, request members to vote on issues.

***Article II. Dues***

**Section 1. Manner of Establishing Dues**

Dues are to be established by the Board of Directors and may be changed at any time by a majority vote of the Board of Directors. Dues for all classes of membership except Lifetime membership are payable on an annual basis and are good for twelve months from the date the person joins. Lifetime membership dues shall be paid in full in one sum at the time of application.

**Section 2. Payment of Dues**

Dues shall be payable to the Treasurer of the Society upon a person's application for membership in the Society. Members shall receive timely notification for their membership renewal and shall receive at least one further reminder. When any member is in default in the payment of dues for a period of five months, that person's membership shall be terminated. No person who has failed to pay their dues on time shall be entitled to any of the rights and privileges of membership.

**Section 3. Sharing of Dues with Chapters**

The Society Treasurer shall annually place a percentage of the Society dues paid by each member into the budget of that person's chapter. The percentage will be determined by the Board of Directors.

***Article III. Board of Directors***

**Section 1. Powers of the Board of Directors**

The Board of Directors shall be the governing body of the Society. The Board shall determine the policies of the Society. The Board of Directors may delegate

authority as it sees fit to Society committees, Society members, Administrative Assistant, etc.

Section 2. Qualification to be a Member of the Board of Directors

Only persons who are at least eighteen years old and members of the Society shall be eligible to be a member of the Board of Directors. No more than two people in a family or organization which is a member of the Society shall be eligible to be on the Board of Directors of the Society at any given time.

Section 3. Composition of the Board of Directors.

The Board of Directors shall consist of Officers, , the Presidents of all duly recorded chapters of the Society, and six to eight At-Large Directors elected by the general membership of the Society. Officers of the Board of Directors shall consist of any combination of the following: a President, Vice-President, Secretary and Treasurer or a three to six-member Operating Committee which may include the positions of President, Vice-President, Secretary or Treasurer, if those positions are filled.

Section 4. Election and Tenure of the Members of the Board of Directors

A. Officers of the Board of Directors may be nominated by any member of the Society and any member of the Society at least eighteen years of age may be elected an officer. The vice-president shall solicit nominations for the officers from the membership. Officers shall be elected by the Board of Directors. The vice-president shall present to the Board of Directors a ballot listing the candidates for officers. These ballots shall be distributed by mail or email to the present members of the Board of Directors at least four weeks prior to the last yearly meeting of the Board of Directors. Ballots shall be returned to the Secretary of the Board of Directors no later than one week prior to the last yearly meeting of the Board of Directors. A plurality of all votes cast shall be sufficient to elect the officers. The Secretary of the Board of Directors shall immediately tabulate the vote and announce the results. The new Officers of the Society shall assume their duties and become voting members of the Board of Directors at the last yearly meeting of the Board of Directors or as determined by the majority vote of the Board of Directors.

Officers shall serve for three years. An officer may serve consecutive terms.

B. Chapter presidents shall become members of the Board of Directors immediately upon their election by the individual chapters.

Chapter presidents shall serve as determined by chapter rules.

C. At-Large Directors may be nominated by any member of the Society and any member of the Society at least eighteen years of age may be elected an At-Large member of the Board of Directors. These nominations are to be solicited

by the Society vice-president in the spring issue of *Aquilegia* and the ballot is to be distributed to all members in the summer issue of *Aquilegia*. Ballots shall be returned to the Secretary of the Board of Directors no later than one week prior to the last yearly meeting of the Board of Directors. Balloting may be done by regular mail or electronically. A plurality of all votes cast shall be sufficient to elect. The Secretary of the Board of Directors shall immediately tabulate the vote and announce the results. The new At-Large Directors shall become voting members of the Board of Directors at the last yearly meeting of the Board of Directors.

At-Large Directors shall serve three-year terms. Two or three, At-Large Board of Directors shall be elected each year.

Section 5. Mid-term Vacancies in the Board of Directors

Mid-term vacancies in the Board of Directors shall be filled in the following manner:

- A. Chapter president: The vacancy shall be filled at the earliest possible time by that chapter in a manner determined by chapter policy.
- B. President of the Board of Directors: The vice-president shall immediately become president. If the vice-president position is unfilled or he/she declines to accept the presidency and an Operating Committee is in place, then the position of president may remain unfilled until such time the Board of Directors deems it necessary to hold an election in the manner described in Article III, Section 4A. Otherwise an election shall take place immediately in the manner described in Article III, Section 4A.
- C. At-Large member of the Board of Directors or an officer other than the president of the Society: The vacancy shall be filled as quickly as possible by a vote of the remaining members of the Board of Directors. The vice-president or president shall, as soon as possible after a vacancy occurs, solicit nominations from the Board of Directors (and if possible, from the Society as a whole), distribute ballots, tabulate the ballots, and announce the results. Ballots shall be distributed by mail or email. The vacancy shall be filled by a majority vote of the remaining Board of Directors. The elected individual shall become a member of the Board of Directors immediately and shall hold the office for the unexpired term.

Section 6. Termination of Membership on the Board of Directors: Distribution of Assets

A directorship in the Society shall be terminated upon the death or resignation of the Director. A resigning member of the Board of Directors must provide a written resignation to the entire Board of Directors.

All members of the Board of Directors are expected to work actively to encourage the appreciation and conservation of the native plants and ecosystems of

Colorado. A member of the Board of Directors may be removed from office by a majority vote of the other members of the Board of Directors if it is felt that the member is not fulfilling their obligation to the Society.

Members of the Board of Directors may also be removed from office by a majority vote if it is felt that the member's conduct reflects negatively on CoNPS. Being convicted of a felony or using the office for political or financial purposes are examples of other actions that would cause the Board of Directors to vote to remove a member of the Board of Directors.

Membership on the Board of Directors cannot be transferred. No Director shall possess any property right in or to the property of the Society.

#### Section 7. Meetings of the Board of Directors

The Board of Directors shall meet at least one time over the calendar year. Directors shall be available to members for a time period during the Annual Meeting. A yearly schedule of the regular meeting(s) shall be announced in *Aquilegia* and on the CoNPS web site. A summary of the minutes of the meetings of the Board of Directors shall be published in *Aquilegia* and on the web site.

Special meetings of the Board of Directors may be called by the President or by any five Directors. Written or email notification of the date, time, and place of the special meetings of the Board of Directors shall be given as soon as possible by the Secretary to all Directors and if feasible, to the Society membership.

#### Section 8. Attendance and Quorum of the Board of Directors

It is expected that all members of the Board of Directors will attend all meetings or appoint a proxy. The presence, either in person or via electronic means, of a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

#### Section 9. Voting by the Board of Directors

Each Director shall have one vote on all issues with the following exception: If a chapter president or At-Large Director is elected to be an officer of the Board of Directors, that person shall have two votes, one as chapter president or At-Large Director and one as an officer of the Board of Directors.

At meetings of the Board of Directors, votes may be cast in person, by proxy, or by electronic means such as telephone conferencing, email, instant messaging, etc.

Between meetings of the Board of Directors, it is efficient and feasible to discuss and vote on some issues via electronic means, such as email. Any Society member may request such discussion and vote but only officers of the Board of Directors may call for the discussion and vote. Whenever possible, the officers

shall share with each other the nature of the discussion before the discussion and vote take place. Ample time should be given for the discussion and vote. Issues voted on electronically between regular Board Meetings require a majority of the sitting Board of Directors to be passed.

The results of all votes, whether electronic or in person, should be announced by indicating how each member voted.

#### ***Article IV. Officers of the Board of Directors***

##### Section 1. Election and Tenure of Officers

See *Article III*, Section 4.

Section 2. Duties of the President. These duties may be filled by the President or any member or members of the Operating Committee.

The president shall preside at all meetings of the members and Board of Directors, shall have general supervision of the affairs of the Society, shall sign or countersign all certificates, contracts, and other instruments of the Society as authorized by the Board of Directors, shall make reports to the Board of Directors and members, and shall perform all such other duties as are incident to this office or are properly required by the Board of Directors.

The president is responsible for being sure that the Society works actively to encourage the appreciation and conservation of the native plants and ecosystems of Colorado.

Section 3. Duties of the Vice-President. These duties may be filled by the VicePresident or any member or members of the Operating Committee. The vice-president shall exercise the functions of the president during the absence, disability of the president, resignation, or removal of the president. The vice-president shall have such powers and discharge such duties as may be assigned to him by the Board of Directors or by the president. The vice-president shall work with the Annual Meeting Planning Committee to plan an Annual meeting, using the guidelines set forth in the “Annual Meeting Planning Manual” and making sure that the meeting supports the goals of the society. The VicePresident shall be responsible for developing a slate of nominees for the various elections, including elections of At-Large members of the Board of Directors, officers of the Board of Directors, and replacement for members of the Board of Directors who leave office early.

Section 4. Duties of the Secretary. These duties may be filled by the VicePresident or any member or members of the Operating Committee. The Secretary shall arrange for meetings of the Board of Directors. The Secretary will take minutes at all meetings of the Board of Directors and statewide meetings of the members. The Secretary shall distribute such minutes to the Board of Directors within two weeks. The Secretary shall give notice of all meetings of the

Board of Directors and statewide meetings of the members as required by these Bylaws. The Secretary shall keep the seal of the corporation in safe custody. The Secretary shall prepare those directives and other documents needed and authorized for the internal use of the Board of Directors, shall receive petitions for chapter formation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or president. In the event the Secretary is unable to perform any of the above duties, the Secretary is to delegate this authority to another member of the Board of Directors, the Administrative Assistant, or an individual approved by the president of the Board of Directors.

Section 5. Duties of the Treasurer. . These duties may be filled by the Treasurer or any member or members of the Operating Committee.

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, or cause to be deposited, all monies and other valuables in the name and to the credit of the Society with such depositories as may be designated by the Board of Directors. The treasurer shall disburse, or cause to be disbursed, the funds of the Society as may be ordered by the Board of Directors, shall render to the President and other members of the Board of Directors, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Society, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or president.

The Treasurer shall submit one financial report at the beginning of each fiscal year at a regularly scheduled meeting of the Board of Directors and a summary report at all other regularly scheduled meeting of the Board of Directors.

The functions of the treasurer may be divided into two main areas: the day-to-day disbursement and deposit of funds, and the reconciling of accounts, preparation of financial statements and general overseeing of all financial affairs. The first duties may be assigned to one person, such as an administrative assistant, and the second duties should be assigned to the elected board treasurer.

Section 6. Records

Officers shall, upon leaving office, deliver to their successor the records of the office within four weeks.

#### *Article V. Committees*

Section 1. Society Committees

The Board of Directors shall create such committees as may be deemed suitable, necessary, and convenient to accomplish the aims of the Society. The president shall appoint, subject to the approval of the Board of Directors, a chair for each



committee. Vacancies shall be filled by the president, subject to approval by the Board of Directors.

Section 2. Tenure of Committees and Their Members

The tenure of a committee and its members shall be at the pleasure of the Board of Directors.

Section 3. Powers of Committee

The committees of the Society shall have those powers and duties as outlined by the establishing resolution of the Board of Directors. The chair of each committee is considered a voting member of the Board. The chair of each committee, or a delegate, is expected to be present at each Board Meeting to discuss the committee's work.

Section 4. Rules

Each committee may adopt its own rules provided that they are consistent with the establishing resolution or the Bylaws.

***Article VI. Chapters***

Section 1. Organization

Ten or more members of the Society may organize a chapter of the Society by submitting to the Secretary a petition giving the names and addresses of the ten or more members. (Family and organization memberships may each count as two members.) The Secretary shall submit the petition to the Board of Directors for approval.

Section 2. Designation

Newly established chapters shall be designated as "The ..... Chapter of the Colorado Native Plant Society."

Section 3. Chapter Officers

Chapters shall elect those officers deemed necessary when they deem it convenient to accomplish the purposes of the chapter. The term of chapter officers is to be set by each chapter. Officers may serve consecutive terms. Each chapter president shall be a member of the Board of Directors and shall attend, in person, electronically, or through a delegate, all Board Meetings.

Section 4. Chapter Bylaws

The members of each chapter may adopt bylaws for the governing of the chapter, provided that the bylaws are consistent with the Society Bylaws and Articles of Incorporation. If adopted, a copy of such bylaws shall be deposited with the Secretary of the Society.

Section 5. Members

Only members of the Society shall be entitled to chapter membership. Members of any chapter are entitled to participate in all activities of the Society and activities of all other chapters.

Section 6. Chapter Duties

The members of each chapter shall hold meetings at such times and places deemed suitable, necessary, and convenient to accomplish the purposes of the chapter and Society. Each chapter shall hold at a minimum one annual meeting and conduct at least three field trips annually. To encourage membership and to educate the public about the value of Colorado native plants, the chapter meetings and field trips shall be publicly advertised and shall be free and open to both members and non-members.

Chapter presidents shall present a report of the chapter activities at each Board Meeting and shall provide the Society newsletter and the webmaster with a list of activities.

Section 7. Withdrawal of Chapter Status

The Board of Directors may terminate or suspend chapter status and privileges if the chapter takes any action inconsistent with the Articles of Incorporation or Bylaws of the Society or if the Board of Directors feels that continuing the chapters' relationship to the Society is not in the best interest of the Society.

Section 8. Limitation of Chapter Authority

All actions by chapters must be consistent with the Society Articles of Incorporation and Bylaws. No chapter officer or chapter member shall have power to bind the Society in any manner unless given written authorization by the Board of Directors. No chapter shall have any proprietary interest in the name "Colorado Native Plant Society". Each chapter's right to use as part of its name the words "The Colorado Native Plant Society" shall cease upon the termination or suspension of its status as a chapter.

***Article VII. Books and Records***

Section 1.

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep at the registered address a record giving the names and addresses of the members entitled to vote. Any member, his agent, or his attorney may inspect all books and records of the corporation for any purpose at any reasonable time. After a five-year period, the Secretary may elect to construct an Archival record of the proceedings of the Society.

***Article VIII. Contracts, Checks, Deposits and Funds***

Section 1. Contracts

The Board of Directors may authorize any officer or agent of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer or other persons authorized by the Board of Directors.

Section 3. Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, savings and loan associations, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Society.

***Article IX. Fiscal Year***

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

***Article X. Seal***

The Society shall have a seal upon which shall be inscribed: “The Colorado Native Plant Society Non-profit Colorado”.

**Article XI. Amendments**

Section 1. Manner of Amending Bylaws

The Bylaws may be adopted, amended, or repealed by the affirmative vote of two-thirds of the Board of Directors present in person at any duly constituted meeting of the Board of Directors or via electronic means.