

NORTHEAST CHAPTER
of the
ILLINOIS NATIVE PLANT SOCIETY

BYLAWS

ARTICLE I – NAME

Section 1. The name of this organization shall be Northeast Chapter of the Illinois Native Plant Society.

ARTICLE II – PURPOSE

Section 1. The purposes of the Northeast Chapter of the Illinois Native Plant Society are as follows: 1) to promote the appreciation, conservation, and study of the native flora and natural communities of Illinois, with emphasis on northeastern Illinois; 2) to provide education about the native flora and natural communities of Illinois; and 3) to provide activities and programs that encourage collegiality among area members of the Illinois Native Plant Society (INPS).

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 of) 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. Chapter membership is open to any member of INPS.

Section 2. Each individual paid member shall be entitled to one vote on any question requiring a vote from the membership.

ARTICLE IV – MEMBERSHIP MEETINGS

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

Section 2. The annual meeting shall be held at a time and place set by the Chapter Board.

Section 3. Special meetings of the membership may be called by the President, by the Chapter Board, or by eight (8) 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. Five-percent (5%) of the membership shall constitute a quorum.

Section 5. Decisions shall be determined by ballot 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 Northeast Chapter shall be determined by the Chapter Board.

Section 2. The Chapter Board shall consist of up to six (6) officers, as defined below, and up to three (3) members-at-large. Each member of the Chapter Board must be a member in good standing of the INPS.

Section 3. Election of Board members shall be determined by ballot, or by a majority vote of members, so long as a quorum is present.

Section 4. The term of office is two (2) years. The president and vice president may serve a maximum of six (6) continuous years in each position.

Section 5. The Chapter Board shall meet at least three (3) times during the year, each meeting in a different month, and at such other times as necessary to conduct the business of the organization.

Section 6. Meetings may be held in person or electronically such that all attendees can hear or interact with all other attendees.

Section 7. Special meetings of the Chapter Board may be called by the President or by three (3) members of the Chapter Board. All members of the Chapter Board must be notified at least three (3) days in advance of special meetings.

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

Section 9. Decisions of the Chapter Board, except as otherwise indicated in these bylaws, 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 removed by the Chapter Board.

Section 11. The Chapter Board shall appoint individuals to fill vacancies occurring before the annual meeting of the membership.

Section 12. The Chapter 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 Chapter Board.

ARTICLE VI – OFFICERS

Section 1. The officers shall be a president, vice president, treasurer, membership chair, field trip coordinator, and newsletter editor.

Section 2. The duties of the president shall be chair for the membership meetings and Chapter Board meetings. The president shall be an ex-officio member of all committees and shall see that all committees function. The President will normally serve as the Chapter's representative to the INPS State Governing Board with other officers attending when the President is unable to attend. The president shall assist in planning meetings, take minutes, and help to carry out official correspondence; these tasks may be shared with other members of the Chapter Board.

Section 3. 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.

Section 4. The duties of the treasurer shall be to keep the official financial records, pay all bills, receive all funds, and see that these are kept in proper banking facilities as approved by the Chapter Board. Only one signature is necessary on a check, but the President may sign in the absence of the Treasurer. The treasurer shall provide a report for each meeting of the Chapter Board.

Section 5. The membership chair shall maintain accurate membership records and assist with membership recruitment. The membership chair shall provide a report for each meeting of the Chapter Board.

Section 6. The newsletter editor shall coordinate, write, edit, and produce a newsletter for the chapter.

ARTICLE VII – CHAPTER AFFILIATION

Section 1. The Northeast Chapter shall be affiliated with INPS under the rules and regulations of that organization.

Section 2. A chapter representative shall attend all INPS Governing Board meetings.

Section 3. The chapter shall submit quarterly reports of activities and financial statements to the Governing Board.

ARTICLE VIII – DUES AND FUNDRAISING

Section 1. Society dues shall be payable to INPS in accordance with the state bylaws.

Section 2. Fundraising may be conducted by the Northeast Chapter at the discretion of the Chapter Board, for application to local projects.

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 bylaws, Robert’s Rules of Order Newly Revised shall govern.

ARTICLE XI – AMENDMENTS

Section 1. These bylaws may be amended or replaced at any membership meeting or by ballot as described above.

ARTICLE XII – DISSOLUTION

Section 1. This Chapter reserves the right to discontinue or dissolve with the approval of 80% or more of the members of the Chapter Board and the approval of 66% or more of the voting members.

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 Chapter, assets shall be distributed to the Illinois Native Plant Society, or, if not possible, 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.

ARTICLE XIII – INDEMNIFICATION

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

Bylaws organizing committee members: Anna Braum, cassi saari, Kathleen Garness, Iza Redlinski, Jason Zylka, Mark Kluge, Sheri Moor. Adopted: April 9, 2019

Approved by the Illinois Native Plant Society State Governing Board on May 13, 2019