

# **BYLAWS**

**South Carolina Native Plant Society, Inc.**

**SCNPS**

**PO Box 20798**

**Charleston, SC 29413**

**Amended**

**11/18/2023**

## **Bylaws**

**SOUTH CAROLINA NATIVE PLANT SOCIETY**

### **ARTICLE I - NAME**

This organization shall be known as the SOUTH CAROLINA NATIVE PLANT SOCIETY.

### **ARTICLE II - LOCATION**

The General Offices of this organization shall initially reside in Pickens County, State of South Carolina. The location of the General Offices may change as the Board of Directors determine. Chapter offices may be located in various locations within the state of South Carolina.

### **ARTICLE III - MISSION**

The Mission of the SOUTH CAROLINA NATIVE PLANT SOCIETY is to promote South Carolina native plants and native plant communities through protection, restoration and education. To accomplish this the SOUTH CAROLINA NATIVE PLANT SOCIETY will:

- A. Educate and inform members, the general public, and decision-makers about the importance of native plants.
- B. Support government agencies and partners in regional, state, and local efforts to protect natural resources.
- C. Restore habitat biodiversity and sustainability through the use of native plants.
- D. Promote the commercial availability of native plants in South Carolina.

## **ARTICLE IV - LIMITATIONS OF PURPOSE**

The SOUTH CAROLINA NATIVE PLANT SOCIETY is a South Carolina nonprofit corporation under Section 501(c)(3) of the Code of the Internal Revenue Service of 1974, as amended. The SOUTH CAROLINA NATIVE PLANT SOCIETY shall be non-partisan, non-sectarian and non-political. The words 'non-political' and 'non-partisan' as herein used shall be construed to mean solely that the organization shall not engage in any activities favoring or opposing the election of any candidate for local, state or national elected office, or any political party, group or faction.

## **ARTICLE V – MEMBERSHIP AND DUES**

### **Section 1 – Eligibility and Categories**

Any person, family, business, or organization interested in the purposes and objectives of SOUTH CAROLINA NATIVE PLANT SOCIETY may become a member upon payment of dues. Membership categories and dues shall be set and reviewed as needed by the Board of Directors. The Board shall approve definitions of membership categories and the annual dues for each class of membership.

### **Section 2 – Membership Year**

The official membership year shall be one (1) year from the date the membership dues were paid, and renewals should occur each year on that date.

### **Section 3 – Voting Rights**

Each membership, regardless of how many individuals may be represented by that membership, shall be entitled to one (1) vote at any regular or special meeting of members on any motion properly brought before such meeting or through electronic voting, including the election of the Board of Directors. A membership must be in good standing to cast a vote.

### **Section 4 – Termination of Memberships**

Memberships are not transferable. In the event that membership dues are not paid by the due date, a membership so in default shall be dropped from the active membership list.

### **Section 5 – Member Expulsion**

Any member may be expelled for cause by resolution passed by two-thirds (2/3) of the Board of Directors. Such member shall be notified in writing at least fifteen (15) days in advance of the intention of the Board of Directors to consider this expulsion, and the specific grounds thereof, and shall be given the opportunity of a hearing before the Board. Passage of such resolution, without other act on the part of the Board of Directors, shall annul such membership, effective not sooner than five (5) days after the resolution is adopted.

### **Section 6 – Rights**

No member shall possess any property right in or to the property of the SOUTH CAROLINA NATIVE PLANT SOCIETY. No member, commercial or individual, may use the name or logo of the SOUTH CAROLINA NATIVE PLANT SOCIETY without the express permission of the Board of Directors.

### **Section 7 – Meetings**

A. Statewide membership meeting – the annual membership meeting shall be held at a time and place agreed upon by the Board of Directors and may be included in a symposium.

B. Special meetings – special meetings may be called by the Board of Directors at times and places as agreed upon by the Board of Directors.

C. Notice – If any SOUTH CAROLINA NATIVE PLANT SOCIETY business is to be transacted at the annual meeting, notice shall be transmitted to members in a reasonable amount of time before the date of the meeting. Notice of such meetings shall state the business to be transacted and may be published in a newsletter or other publication of SOUTH CAROLINA NATIVE PLANT SOCIETY, sent via email, placed on the website, and/or sent via social networks, provided such communication is transmitted prior to the meeting.

D. Quorum/Approval – Except as otherwise noted herein, approval of business shall be by simple majority of members in attendance.

E. Roberts Rules of Order - Robert's Rules of Order, current edition, shall govern all meetings of the SOUTH CAROLINA NATIVE PLANT SOCIETY where business is conducted.

## **ARTICLE VI - FINANCES**

### **Section 1 - Membership Dues**

Membership dues shall be at such rate or rates and payable at such time or times as set by the Board of Directors.

### **Section 2 - General Funds**

All receipts from membership dues and other sources shall constitute the General Funds of the organization, unless otherwise provided for by the Board of Directors, from which the expenses for the maintenance and conduct of the organization shall be paid at the direction of the Board of Directors. No part of the General Funds shall inure to the benefit of or be distributable to its members, officers or other private persons except that the organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III.

### **Section 3 - Chapter Funding**

The Board of Directors shall allocate a portion of membership dues collected to each Chapter; this allotment to the chapters shall be made known to the membership by the Board of Directors. Upon application, a Chapter may receive Special Funds upon approval of the Board of Directors (see Article XII, Section 3, B). Any funds raised by a Chapter by other means shall be held for the Chapter to use on an ongoing basis and shall not return to the General Funds at the end of the fiscal year.

### **Section 4 - Earmarked Funds**

Money generated for special projects consistent with the Mission of the SOUTH CAROLINA NATIVE PLANT SOCIETY is to remain committed to those specific projects and will not be considered General Funds. In the event that there is money remaining after a project is completed or a project is abandoned or determined by the Board of Directors to be outside the goals of the SOUTH CAROLINA NATIVE PLANT SOCIETY, those funds earmarked for the project may be returned to the donors or added to the SOUTH CAROLINA NATIVE PLANT SOCIETY General Funds at the discretion of the Board of Directors.

### **Section 5 – Expenditures**

Funds drawn out by checks must be signed by the SOUTH CAROLINA NATIVE PLANT SOCIETY Treasurer.

#### Section 6 - Fiscal Year

The fiscal and organizational year of the organization shall be from July 1 to June 30 of each year.

#### Section 7 - Audit

The Board of Directors will select a CPA every fifth year to perform a compliance of the organization's financial accounts.

### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall be under the management of its Board of Directors and such agents as the Board of Directors may elect or employ.

#### Section 1 - Membership of the Board of Directors

The membership of the Board of Directors of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall consist of the following:

- A. State President, Vice President, Treasurer, and Secretary;
- B. The President of and one additional designee from each regional chapter of the SOUTH CAROLINA NATIVE PLANT SOCIETY. This regional Chapter representative shall be chosen by means and methods as determined by the individual Chapter;
- C. Committee Chairperson(s) determined by the Board of Directors; and
- D. Immediate Past President.

#### Section 2 – Duties

The Board of Directors shall have the power:

- A. To do whatever they deem necessary for the proper conduct of the business affairs of the organization.
- B. To acquire and dispose of the property of the organization and to employ such assistance as may be necessary for the implementation of the work of the organization.
- C. To establish the operating procedures and fiscal policies of the organization.
- D. To establish whatever subsidiary organization(s) or regional Chapters the Board of Directors may deem desirable to further the mission, programs, and goals of the organization and to set appropriate structures and reporting requirements for these subsidiary or regional Chapters.
- E. To establish by majority vote standing rules that shall provide guidance for fulfilling the mission and bylaws of the organization.

#### Section 3 - Meetings

A. Regular Meetings - The Board of Directors shall meet at least semi-annually at a time and place mutually agreed upon by the Board of Directors.

B. Special Meetings - Special meetings may be called by the President or by any member of the Board of Directors at the request in writing of not less than three (3) members of the Board of Directors.

#### Section 4 – Quorum/Approval

The quorum for any action by the Board of Directors shall be a simple majority in person, electronically or by phone, of the membership of the Board of Directors and can include written proxies from absent Board members. A proxy shall be valid only for the meeting date for which it is written. No Board member can exercise more than two (2) proxies at any one (1) meeting. The number of proxy votes cast shall be noted for each action. Decisions of the Board of Directors shall be made by simple majority of the total votes cast unless otherwise stated herein.

#### Section 5 - Vacancies

A. Vacancies occurring on the Board of Directors, excluding Chapter designees, shall be filled by appointment by the President of the SOUTH CAROLINA NATIVE PLANT SOCIETY for the un-expired terms, with the approval of the Board of Directors.

B. Vacancies occurring on the Board of Directors from Chapter designees shall be filled as determined by the President of the individual Chapter.

C. Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors without reasonable cause approved by the Board of Directors may have his/her office declared vacated and his/her place may be filled from the membership at large as prescribed above.

D. Any member of the Board of Directors or any other elected or appointed officer, chairperson or committee member may be removed, either with or without cause, at any time, by a two-thirds (2/3) majority vote of the members of the Board of Directors.

### **ARTICLE VIII - INDEMNIFICATION**

The organization shall indemnify an individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the organization) because he/she is or was a director or officer of the organization or because while an officer or director of the organization, he/she was serving the organization in any capacity at the request of the organization against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his/her willful misconduct or knowing violation of the criminal law.

### **ARTICLE IX - ELECTION OF OFFICERS**

#### Section 1– Nominating Committee and Elections

A. In every odd-numbered year, the President of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall name a nominating committee consisting of up to three (3) members of the existing Board of Directors and no more than one (1) member from each of the regional Chapters. The Nominating Committee shall automatically dissolve following the election in Section 4 below.

B. The Nominating Committee shall prepare a list of candidates to be known as the official ballot from which members will elect officers. The list of nominated candidates will be published in the next issue of the organization's newsletter or in an email to the membership no later than forty-five (45) days prior to the election (see Section 4).

## Section 2 – Membership Nominations

Not later than twenty (20) days after publication of the official ballot, additional nominations may be made by any members in good standing. If additional nominations are received, the Nominating Committee shall verify that the nominee(s) is a member in good standing and willing to serve. Once approved, such nominee(s) will be included on the official ballot.

## Section 3 – Absentee Ballots

An Absentee Ballot may be requested by any member of good standing not attending the annual membership meeting where the election will be held. The request must be made in writing (including electronic/e-mail submittals) to the Nominating Committee. Upon receipt of such request, the Nominating Committee shall verify that the request is from a member in good standing and shall mail or e-mail an Absentee Ballot to the member. The completed Absentee Ballot must be received by the Nominating Committee no less than four (4) days prior to the election. The Nominating Committee shall tally the absentee votes with the votes cast at the annual membership meeting.

## Section 4 – Election

If no additional nominations are received, by the deadline in Section 2, the candidates on the official ballot shall be declared elected by the Nominating Committee at the annual membership meeting. If additional Nominations are received by the deadline and verified as eligible and willing to serve by the Nominating Committee, the ballot shall be presented to the members for vote by secret casting at the annual membership meeting. Election shall be by simple majority of the votes cast by the members present and absentee ballots.

# **ARTICLE X – OFFICERS**

## Section 1 – President

The President of the SOUTH CAROLINA NATIVE PLANT SOCIETY or his/her designee shall preside at all meetings of the organization and the Board of Directors. If the President wishes to engage in debate on an active motion, he/she must pass the presiding role to the Vice President or other designee. The President shall perform all duties incident to the office and advise such actions, as she/he may deem likely to increase the usefulness and prosperity of the organization. The President is the official spokesperson of the SOUTH CAROLINA NATIVE PLANT SOCIETY and shall represent the organization, its Mission, goals and objectives, as well as its projects and programs to the public. The President shall be an ex-officio member of all committees and all regional Chapters.

## Section 2 – Vice President

The Vice President of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall assume the duties of the President in the absence of the President or at the President's discretion and shall assist the President in those functions necessary to the leadership and development of the organization. In the event the President is no longer able to serve, the Vice President shall become President for the remainder of the term. The Vice President is assumed to be President-Elect in the event the President decides not to run for reelection.

## Section 3 - Treasurer

A. Monies - The Treasurer of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall have the charge and custody of and be responsible for all funds of the organization and for the administering of the funds of the organization. The Treasurer shall deposit monies in the name of the organization as designated by the Board of Directors. The Treasurer shall maintain accurate records of receipts and disbursements. Upon approval of the annual budget, the Treasurer is authorized to incur obligations on accounts and expenses

provided in the annual budget without further approval of the Board of Directors. The Treasurer shall also have the authority to sign checks written on behalf of the organization and shall pay bills.

B. Reports - The Treasurer shall prepare a report for each meeting of the Board of Directors and annual membership meeting reporting the running financial status of the organization and the running membership status of the organization. The Treasurer shall provide reports on the status of accounts as requested by each Chapter.

C. The Treasurer shall execute and maintain all official correspondence with local, state, and federal entities related to the corporate and tax status of the organization.

D. Surety Bond - The Treasurer may be required to furnish a surety bond in favor of the organization for the performance of his/her duties in such amounts as may be determined by the Board of Directors. The premium for the bond shall be paid by the organization.

#### Section 4 - Secretary

The Secretary of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall maintain all official records of the organization as well as the minutes of the Board of Directors meetings and, when required, membership meetings. Actions handled remotely via e-mail, discussion and voting must also be recorded. The Secretary or his/her designee shall distribute official minutes of the meetings of the Board of Directors. The Secretary will assure that all minutes and other documents are placed into a permanent archive, the nature of which will be established by Board of Directors actions.

#### Section 5 – Terms of Office

The terms of office for all officers shall be two (2) years. The terms of office shall start on January 1 of the year following the election. Officers may be reelected.

### **ARTICLE XI - COMMITTEES**

#### Section 1 - Special and Ad Hoc Committees

A. The Board of Directors may create or abolish Special or Ad Hoc Committees based on short- term needs, programs or projects of the organization.

B. The President shall appoint Chairpersons and members of Committees who shall be subject to approval by the Board of Directors. The Committee Chairpersons and members shall begin their duties following approval by the Board of Directors.

C. Nominating Committee – The Nominating Committee is a Special Committee. (See Article IX, Section 1.)

### **ARTICLE XII - CHAPTERS AND SUBSIDIARY ORGANIZATIONS**

The SOUTH CAROLINA NATIVE PLANT SOCIETY recognizes the advantages of regional Chapters of the organization to reflect regional needs of the membership, ease of assembly and regional ecological environments.

#### Section 1 - New Chapter

A. Any individuals in a geographic region who may desire to be associated together as a Chapter may apply to form a regional Chapter. The desire to form a Chapter shall be communicated to the Board of

Directors in a petition signed by not less than ten (10) individuals who would be eligible for membership in such Chapter. If two-thirds (2/3) of the Board of Directors approves the formation of such Chapter, the Board of Directors approves the formation of such Chapter, the President of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall issue authorization to proceed with organization of the new Chapter. The first meeting of the new chapter should be attended by a representative from the Board of Directors if possible.

B. The Chapter may propose its own bylaws, rules, and regulations as it may consider necessary. No Chapter may propose to adopt any bylaws, rules or regulations that conflict with the mission, purposes, policies, projects or programs of the SOUTH CAROLINA NATIVE PLANT SOCIETY.

## Section 2– Finances

A. Chapter Funding– Each fiscal year a percentage of membership dues collected from members of the Chapter shall be allocated for use by that Chapter as described in Article VI Section 3.

B. Special Funds - Each Chapter may request that the Board of Directors consider allocating additional funds to use at the Chapter’s discretion for programs and projects approved by the Board of Directors

C. Chapter Generated Funds - Chapters may generate funds through Chapter activities or external funding, as long as the funds are to be utilized in furtherance of the Mission of the SOUTH CAROLINA NATIVE PLANT SOCIETY. Any funds remaining at the end of each fiscal year would be held for the Chapter to use and would not return to the General Funds.

## Section 3 - Indebtedness

No Chapter or member of the SOUTH CAROLINA NATIVE PLANT SOCIETY shall contract or incur debt on a Chapter’s behalf or on behalf of the SOUTH CAROLINA NATIVE PLANT SOCIETY which shall in any way, or to any extent, render the SOUTH CAROLINA NATIVE PLANT SOCIETY liable for the payment of any sum, unless the same shall have been specifically approved by the State Board of Directors.

## Section 4 – Resolution

No action or resolution of any Chapter or member shall be binding upon or expressive of the sense of the SOUTH CAROLINA NATIVE PLANT SOCIETY.

## Section 5- Dissolution

Any Chapter may be voluntarily dissolved by the Board of Directors upon petition approved by two-thirds (2/3) of the members of the Chapter present at the meeting officially called for the purpose of considering such dissolution. Any Chapter may be suspended or involuntarily dissolved by a two-thirds (2/3) majority vote of the Board of Directors. At the time of any such dissolution, all funds in the possession of, or allocated for the dissolving Chapter, shall revert to and shall be transferred to the SOUTH CAROLINA NATIVE PLANT SOCIETY General Fund.

## Section 6 - Reports

Chapters shall submit reports of the Chapter activities, proceedings, programs and projects at the request of the State Board of Directors.

## **ARTICLE XIII – DISSOLUTION**

The SOUTH CAROLINA NATIVE PLANT SOCIETY and its Chapters shall use funds only to accomplish the Mission, objectives and purposes specified by these Bylaws, and no part of said funds shall inure to, or be



distributed to the members of the organization. On dissolution of the SOUTH CAROLINA NATIVE PLANT SOCIETY, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined by Section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors.

#### **ARTICLE XIV - RATIFICATION OF AND AMENDMENTS TO BYLAWS**

##### **Section 1– Ratification and Amendment**

A. Ratification - These Bylaws will become effective upon ratification by a simple majority of members present at the annual membership meeting when they are presented for ratification. These Bylaws will be e-mailed to all members at least thirty (30) days in advance of the annual membership meeting at which they are presented for ratification.

B. Amendment - These Bylaws may be amended by a simple majority of members present at an annual membership meeting when the proposed amendment(s) is presented for action.

RATIFIED BY THE MEMBERSHIP ON THE 18th DAY OF NOVEMBER 2023.



(Name) President \_\_\_\_\_

Kathryn K. Ellis

(Name) Vice President \_\_\_\_\_

Virginia Meador

October 2024 motion at annual meeting changed the wording of Article VI, Section 7 from audit to compliance.  
CDW  
Address of SCNPS changed from PO Box in Chester to PO Box in Charleston. CDW