

Santa Fe Chapter – Native Plant Society of New Mexico

CHAPTER BYLAWS

ARTICLE I

Name

The name of this organization shall be the Santa Fe Chapter (Chapter) of the Native Plant Society of New Mexico (NPSNM).

ARTICLE II

Purpose

The purpose of the Chapter is to educate New Mexicans on native plant ecology, identification, and uses; to encourage preservation of natural habitats; to support botanical research; and to promote use of native plants for conservation of water, land and wildlife, and for their intrinsic beauty.

ARTICLE III

Membership

Section 1 - Eligibility

- a. Membership is open to any person with an interest in the purpose of the NPSNM.
- b. Membership is conferred upon payment of dues.
- c. Service awards of life memberships may be purchased (at ten times the current amount of individual memberships dues) by the Board of this Chapter for the purpose of conferring recognition of outstanding individual service to the Chapter. A life member shall be entitled to all the privileges of membership, but shall not be required to pay dues.

Section 2 - Member in Good Standing

- a. A member in good standing shall be current as to payable dues.

Section 3 - Dues

- a. Membership dues of the Chapter shall be determined by the Board of Directors of the state society.
- b. Dues are payable at the time of joining and annually thereafter. If dues are not renewed within two months of the anniversary date of the membership, the member shall be considered delinquent and shall be dropped from the membership roll.

Section 4 - Use of Society Name

- a. No one may use the name of, represent, or speak for the Chapter without approval of the chapter Board or for NPSNM without approval of the state Board.

ARTICLE IV

Board of Directors

Section 1 - Composition

- a. The Board of Directors (Board) governs the Chapter and shall consist of the following elected Officers: President, Vice President/Secretary, Treasurer, and Chapter Representative to the State Board.
- b. The following Directors, in any year they are elected, will also be voting members of the Board: Conservation Chairperson, Community Outreach/Publicity Coordinator, Field Trip Coordinator, and Program Chairperson.
- c. Chairpersons of committees, and other volunteer positions shall constitute a core group welcome at board meetings but will not vote.

Section 2 - Eligibility, Qualifications, Elections and Tenure

- a. Only members in good standing in the NPSNM for at least a year shall be eligible to be an Officer or Director of this Chapter, and may be submitted for election by a nominating committee, individual members, or be self-nominated. Nominations, if seconded, will be accepted from the floor during the election meeting.
- b. Nominees must have given their consent to be nominated.
- c. Officers for the year to come shall be elected by a simple majority of members present at a Chapter meeting held in the last quarter of the calendar year. The scheduling of the election meeting shall be announced at least 15 days in advance.
- d. In case of a tie vote, the winner shall be decided by the flip of a coin by the outgoing President immediately following the counting of vote.
- e. The terms of office will be two years. Officers will hold office from January 1 until December 31 of the following year.
- f. Officers and Directors may serve successive terms of office.
- g. Any member may be removed from the Board, for neglect of duty or when the Board determines that it is in the best interest of the Chapter, by a majority vote of Officers and Directors present at a special meeting called for this purpose (see Article VII, Section 3).
- h. Vacancies occurring on the Board may be filled by nomination and a simple majority election by the Board.

ARTICLE V

Officers and Directors Powers and Responsibilities

Section 1 - Powers and Duties

- a. The President will lead the Chapter and will call and preside over Chapter meetings and shall have *ex officio* (non-voting) membership of all committees except any nominating committee. The President will prepare a year-end report on notable Chapter events and developments during his or her year of tenure, submitted to the Chapter and NPSNM Boards by their respective first meetings of the new year.
- b. The Vice President/Secretary will assist the President and preside at meetings in the absence of the President, and prepares for assuming the position of the President if and when that position should become vacant. The Vice President is also responsible for recording the minutes at Board meetings, maintaining a record of policies currently in effect, recording election results, and archiving official documents of the Chapter.
- c. The Treasurer will handle all Chapter funds and will maintain a balance sheet showing the Chapter's financial status at all times. The Treasurer will see to the safe and orderly storage of each year's financial records and shall turn over complete records of the organization's financial status to the Treasurer's successor. The Treasurer will prepare an annual fiscal report for the Chapter as well as for the NPSNM.
- d. The President and other board authorized board members or committee chairs shall also have signature authority for the Chapter checking account, to be exercised only if the Treasurer is unavailable to transact business approved by the Board. At least two board or committee members will have signature authority for the Chapter checking account in any given year.
- e. The Chapter Representative to the State Board (called a "Director at Large" in the Bylaws of NPSNM) will present the views, concerns, and reports of the Chapter. The Representative will report back to the Board after each NPSNM Board Meeting. The Chapter Representative may prepare interim reports for the state board summer/fall meeting.
- f. The following Director positions, in years they are found to be needed for the benefit of the Chapter and are filled, shall have these areas of responsibility:
 - 1) Program Chair – securing and finalizing programs for membership meetings, associated logistics, and contact with speakers.

- 2) Field Trip Coordinator – proposing and overseeing field outings for the membership, recruitment of and liaison with trip leaders.
- 3) Community Outreach/Publicity Chair – publicizing announcements of programs to members and local outlets, and identifying and leading Chapter participation in projects that foster knowledge and appreciation of and concern for native plants in the community and among students.
- g. In the absence of Board resolutions that further define their roles, Officers and Directors shall have the powers and shall discharge the duties customarily and usually held and performed by like Officers of nonprofit corporations similar in organization and purposes to this Chapter and the NPSNM.
- h. An Officer or Director who carries out the duties of a second Board position will not have a second vote.

Section 2. Completion of Term

All Officers and Directors, upon completion of their terms, shall surrender to the succeeding Board all documents and property in their possession that pertain to the Chapter.

ARTICLE VI Committees

Section 1 - Creation

- a. Standing Committees will include a Program, Field Trip, and Leonora Curtin Wetland Preserve Committee.
- b. Standing Committee Chairpersons are appointed or approved by the Board.
- c. The President may create, subject to the approval of the Board, temporary committees, as may be suitable, necessary, and convenient to accomplish the aims of the Chapter. The Board shall approve their powers, duties, and tenure.
- d. Committee Chairpersons will assemble their committees.
- e. Voting members of each committee must be NPSNM members.
- f. Committees may be chaired by more than one person.

Section 2 – Committee Meetings

Committee meetings may be called by the Committee Chairperson or by the President, and a summary of any meeting shall be given to the Board on request, and entered into the minutes.

ARTICLE VII Meetings

Section 1 - Board Meetings

- a. Meetings of the Chapter Board of Directors shall be held two or more times per year, and are called by the President.
- b. A simple majority of the officers and directors eligible to vote shall constitute a quorum for the transaction of business at any duly called Board meeting.
- c. Special Board meetings are those involving the removal of an elected officer, dissolution of the Chapter, or significant, unbudgeted expenditures. The Board will establish a policy for predetermining an amount considered significant in this regard. Special Board meetings may be called by the President or by a majority of the Officers and require the notification of the full Board by all reasonable means at least 15 days in advance of the meeting.
- d. When necessary, the Board may meet and make its decisions by means of conference calls or remotely by other electronic media, subject to the same rules and policies as other Board meetings.

Section 2. – General Membership Meetings

- a. The dates of general membership meetings and the principal, planned field trips shall be decided by officers or chairpersons specified by the Board and are to be presented in writing to the membership.

Section 3 - Special Meetings of Membership

- a. Special Meetings may be called by the President or by the Board of Directors or shall be called upon the written request of 20 members of the Chapter. The Chapter membership shall be given not less than 15 days notice of the subject, time and place. The purpose of the meeting shall be stated in the call. No business shall be transacted except that mentioned in the call unless the special meeting coincides with a regular membership meeting.
- b. Quorum requirements are not applied to any Chapter membership meetings, and only a simple majority of those present is required to pass a resolution, except for a resolution to dissolve the Chapter (see Article X).

Section 4 - Parliamentary Authority

The rules contained in the newest edition of Robert's Rules of Order shall govern the Chapter in all cases except where they are inconsistent with these bylaws or the NPSNM bylaws or any special rules of order the society may adopt.

ARTICLE VIII Fiscal Policies

Section 1. Expenditures, Funds, Payments

- a. Projects and other proposals involving expenditures shall be approved by the Board in advance of their commencement.
- b. All funds shall be deposited in the Chapter account in a bank designated by the Board.
- c. The Chapter may raise funds to support its activities as approved by the Board.

Section 2. Compensation

- a. No salary or other compensation, other than reimbursement for normal operational or pre-approved project expenses, shall be paid to any Officer, Director or Chairperson.
- b. The board may establish policies to award honoraria or gifts to individuals who are not Board members for special services to the Chapter.
- c. Activities that benefit both the society and individual members shall be evaluated by the Board for appropriateness.

Section 3. Audits

An audit of the Chapter's financial records shall be performed at the end of the fiscal year (January 1st through December 31st), or at any time requested by the Board of Directors, using a means designated by the Board of Directors.

ARTICLE IX Amending the Bylaws

Section 1. Amendment Procedure

A proposal to amend the bylaws may be considered by the membership for approval after it originates by one of the following ways:

- a. A majority of the Board of Directors at a properly called meeting approves an amendment to present to the membership for vote, or by
- b. A petition from members in good standing stating the proposed amendment and signed by at least 10 percent of the current membership is submitted to the Board of Directors prior to the Board issuing the call to a meeting for a membership vote.

Section 2. Notification of Membership

To be considered at a specially called meeting or a regular membership meeting, a proposed amendment to these bylaws shall be announced to the members of the Chapter at least 15 days prior to the meeting.

Section 3. Adoption of an Amendment

- a. An amendment is adopted if approved by a majority of members attending the meeting.
- b. The amendment is to be printed at the end of the official copy of the current bylaws.
- c. The new amendment is ratified as formally adopted by the signatures of the President and one other officer who witnessed the vote for adoption.

ARTICLE X
Dissolution of Chapter

Section 1. Procedure

Dissolution of the Chapter requires 30 days prior notification to the membership of the meeting at which a two thirds majority will determine whether or not the Chapter is dissolved.

Section 2. Assets

In event of the dissolution of the Chapter, its assets shall automatically and simultaneously become the property of the NPSNM.

ARTICLE XI
Adoption of These Bylaws

These bylaws have been approved by the majority of the Directors and Chapter Members in good standing present at a Chapter meeting held on November 12, 2024.

President, Santa Fe Chapter NPSNM

Vice President/Secretary, Santa Fe Chapter NPSNM