

**KOMA KULSHAN CHAPTER
of the
WASHINGTON NATIVE PLANT SOCIETY
BYLAWS**

ARTICLE I. NAME

The name of the organization shall be the Koma Kulshan Chapter of the Washington Native Plant Society.

ARTICLE II. PURPOSE OF THE SOCIETY

~~The purpose of the Koma Kulshan Chapter of the Washington Native Plant Society are the preservation, conservation and study of the native plants and vegetation of Washington State and the education of the public to the values of the native flora and its habitat.~~

The purposes of the Koma Kulshan Chapter of the Washington Native Plant Society are the conservation and study of the native plants of Washington, to promote their cultivation, and by doing so increase awareness and appreciation of our native flora and its habitat.

ARTICLE III. TERRITORY

~~The territory encompassed by the Chapter includes Whatcom, Skagit, San Juan and Island counties.~~

The territory encompassed by the Chapter includes Whatcom County and adjacent areas.

ARTICLE IV. MEMBERS

Section 1. Membership:

~~Any person, family or group interested in native plants and in furthering the purposes of the Chapter who is a member of the Washington Native Plant Society and who works or maintains an address in the designated territory.~~

Any person, family, or group who is a member of the Washington Native Plant Society is eligible to join the Koma Kulshan chapter.

Section 2. Dues and Members in Good Standing: (new section)

Dues shall be determined and paid as specified by the Washington Native Plant Society State Board of Directors. Members in good standing (hereafter referred to as "members") are those whose dues are current. Members of the Koma Kulshan chapter are those persons, families, or groups who have selected membership affiliation with the Koma Kulshan chapter.

Section 3. Voting Rights:

~~Each membership entitles the person, family, or group to one (1) vote on any question requiring a vote of the membership of the Chapter. The right to vote of a group shall be exercised by an individual designated in writing by that group as its official delegate.~~

Each membership entitles the person or group to one (1) vote, the family to two (2) votes, on any question requiring a vote of the membership of the Society. The right to vote of a group shall be exercised by an individual designated in writing by that group as its official delegate.

Section 4. Meetings of Members:

~~Meetings of the membership for any purpose or business shall be called at any time by the officers or by petition to the President Chair by 10% of the membership.~~

Meetings of the membership for any purpose or business shall be called at any time by the officers or by petition to the Chair by 10% of the membership. Meetings may be held in-person or through one or more means of remote communication.

Section 5. Notification of Meetings:

~~Written notification of meetings of the members shall be given to each member entitled to attend that meeting.~~

Written notification of meetings of the members shall be given to each member entitled to attend that meeting. Notice may be given by postal mail or electronic transmission (email).

Section 6. Quorum:

~~The presence of 20% of the members at any chapter meeting shall be necessary to constitute a quorum for the transaction of business. Every decision made by a majority of the members present at a meeting at which a quorum is present shall be regarded as a valid act of the members.~~

The presence of 10% of the members at any chapter meeting shall constitute a quorum for the transaction of business. Every decision made by a majority of the members present at a meeting, at which a quorum is present, shall be regarded as a valid act of the members.

ARTICLE V. OFFICERS

- Section 1. Names of Officers:
~~The officers of the Chapter shall be President Chair, Vice-President Chair, Secretary and Treasure~~
The officers of the Chapter shall be Chair, Vice-Chair, Secretary and Treasurer.
- Section 2. Qualifications of Officers:
An officer must be a member of the Koma Kulshan Chapter of the Washington Native Plant Society.
- Section 3. Elections of Officers:
~~The officers of the Chapter shall be elected by a simple majority of the members present, assuming a quorum. Elections shall take place at the fall business meeting.~~
Elections shall take place at the fall business meeting. The officers of the Chapter shall be elected by a simple majority of the members present, as defined in Article IV, Section 6.
- Section 4. Terms of Office:
~~All elected members shall serve a term of one year and may serve additional terms if reelected. New officers shall assume duties at the end of the election meeting.~~
All elected officers shall serve a term of one year and may serve additional terms if reelected. New officers shall assume duties at the end of the election meeting.
- Section 5. Composition of Chapter Board of Directors: (new section)
In addition to the Officers, the Chapter Board shall consist of Chairs of standing committees, immediate past Chair, and the Newsletter Editor.
- Section 6. Meetings of the Chapter Board
There will be a minimum of three meetings per year of the Board plus such others as determined by the Board or by petition of 10% of the membership of the Chapter. A poll of the members of the Chapter Board may also be taken to conduct interim business. Board meetings are open to any member of the chapter.
- Section 7. Quorum: (new section)
A quorum shall consist of a majority of the Chapter Board. Every decision made by a majority of the Board members at a meeting where a quorum is present is a valid act of the Board of Directors.
- Section 8. Duties of the President: ~~The President shall preside at all Chapter meetings, shall have general supervision of the affairs of the Chapter, shall perform all other duties that are incident to the office, and may serve as an ex-officio member of all committees.~~
Duties of the Chair: The Chair shall preside at all Chapter meetings,

shall have general supervision of the affairs of the Chapter, shall perform all other duties that are incident to the office, and may serve as an ex officio member of all committees.

Section 9. Duties of the Vice-president: ~~The Vice-president shall exercise the functions of the President during the absence of the President, shall be ultimately responsible for program arrangement, and shall perform other duties as assigned by the President.~~
The Vice-Chair shall exercise the functions of the Chair during the absence of the Chair, shall be ultimately responsible for program arrangement, and shall perform other duties as assigned by the Chair.

Section 10. Duties of the Secretary: ~~The Secretary shall keep the minutes of all meetings, shall handle the correspondence directed to and from the~~

~~Chapter, and shall be in charge of the directives and documents to be sent to the members as authorized by the Officers and shall be responsible for publicity for all meetings and field trips.~~

~~The Secretary shall:~~

- ~~1. Keep the minutes of all board meetings, or if unable, designate someone to do so.~~
- ~~2. Obtain the quarterly chapter membership roster from WNPS administration.~~
- ~~3. Distribute renewal reminders for those whose memberships have expired.~~
- ~~4. Mail the quarterly newsletter to members.~~

Section 11. Duties of the Treasurer: ~~The Treasurer shall keep and maintain adequate and correct accounts of the financial transactions of the Chapter, including accounts of its receipts and disbursements, shall deposit all monies in the name and to the credit of the Chapter, shall disburse the funds of the Chapter as may be ordered by the Officers, and shall render an account of all financial transactions when requested by the President.~~

~~The Treasurer shall:~~

1. keep and maintain adequate and correct accounts of the financial transactions of the Chapter, including accounts of its receipts and disbursements,
2. shall deposit all monies in the name and to the credit of the Chapter,
3. shall disburse the funds of the Chapter as may be ordered by the Officers,
4. shall render an account of all financial transactions at each board meeting and when requested by the Chair,
5. shall prepare at the end of each fiscal year, in coordination with the WNPS Business manager, an annual status report of the chapter's financial activities and financial status for the WNPS Board of Directors and for the chapter membership.

Section 12. Vacancies:

~~Any vacancy in an elective office shall be filled by an action of the remaining officers. A person thus named shall hold office for the completion of the unexpired term.~~

Any vacancy in an elective office shall be filled by appointment by the remaining officers. A person thus named shall hold office for the completion of the unexpired term.

Section 13. Records:

Each officer shall deliver to his/her successor the records of the office upon expiration of the term of the office.

ARTICLE VI. COMMITTEES

Section 1. Appointment:

~~The officers of the Chapter shall create such committees, standing or temporary, as deemed necessary to conduct the business of the Chapter. The Chair person and the members of these committees shall be appointed by the officers of the Chapter, with one officer serving as a member of each standing committee.~~

The Chapter Board shall create such committees, standing or temporary, as deemed necessary to conduct the business of the Chapter. The Chairs of these committees shall be appointed by the Chapter Board.

Section 2. Quorum:

Unless otherwise provided in the resolution that established the committee, a simple majority of the committee shall constitute a quorum.

Section 3. Tenure:

~~The tenure of a committee, its members and its chairperson shall be determined by the officers of the Chapter.~~

The tenure of a committee, its members and its chairs shall be determined by the Chapter Board.

Section 4. Powers of Committees:

~~The committees of the Chapter shall have the powers and the duties outlined by the officers of the Chapter. The Chairperson of each committee shall report to the officers on the progress and current status of the committee's work. Each committee may adopt its own rules, provided they are not inconsistent with the rules adopted by the officers of the Chapter or with the Bylaws.~~

The committees of the Chapter shall have the powers and the duties approved by the officers of the Chapter. The Chair of each committee shall report to the Chapter Board on the progress and current status of the committee's work. Each committee may adopt its own rules, provided they are not inconsistent with the rules adopted by the Chapter Board or with the Bylaws.

ARTICLE VII. LIMITATION OF AUTHORITY

In the absence of express authorization by the officers of the Chapter, no member or committee chairperson shall have the power to act or bind the Chapter in any manner.

ARTICLE VIII. AMENDMENTS

~~Changes in the Bylaws shall be recommended by the Chapter officers or members and brought before the membership for vote. An amendment shall be approved by a simple majority of the voting membership present at a business meeting as defined in Article VI.~~

Changes in the Bylaws shall be recommended by the Chapter Board or members and brought before the membership for vote. An amendment shall be approved by a simple majority of the voting membership present at a business meeting as defined in Article IV.

ARTICLE IX. RULES OF ORDER

The rules contained in the newest edition of Robert's Rules of Order, Newly Revised, shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Society or this Chapter may adopt.