



# BYLAWS of the NATIVE PLANT SOCIETY OF OREGON

Amended 2026

## ARTICLE I: Purpose of the Society

### *Section 1: Purpose*

The purpose of the Native Plant Society of Oregon is the enjoyment, preservation, conservation, and study of the native plants and vegetation of Oregon and the education of the public to the values of native flora and its habitat. The corporation is organized under **ORS Chapter 65** as a public benefit nonprofit corporation.

## ARTICLE II: Corporation

### *Section 1: Corporation*

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of, or be distributable to, its members, directors, or officers except for reasonable compensation for services rendered.

### *Section 2: Fiscal policies*

- a. Fiscal year:* The fiscal year shall begin January 1 and end on December 31 of each year.
- b. Fiscal Policies* The Board shall adopt and periodically review fiscal management policies to ensure prudent stewardship and compliance with applicable laws.

## ARTICLE III: Membership

### *Section 1: Eligibility and Categories of Membership*

Membership in NPSO shall be open to all persons, families or groups interested in native plants of Oregon. There shall be two classes of membership; Regular and Honorary. Regular members are those who pay dues as hereinafter provided directly to the State Membership Chair (see Article 5) or to a Chapter Treasurer (see Article 9). All paid-up members of Chapters are members of NPSO. Honorary members are those upon whom the Board of Directors confers membership without payment of dues, for a fixed term or for life, in recognition of a noteworthy contribution to botany or to NPSO. Honorary complimentary memberships may be granted for a fixed term at the discretion of the President or the Board.

All membership records may be maintained electronically. Notices, ballots, and other communications will be sent by electronic means to members who have provided an electronic address for that purpose except where other means are required by law.

### ***Section 2: Right of Members to Vote***

There shall be voting members. Voting members have the right to elect and remove certain members of the Board of Directors, to amend the Bylaws and Articles of Incorporation, and to take other actions allowed by law or these Bylaws.

Each membership shall be entitled to one (1) vote on any question requiring a vote of the membership of the corporation, except for participants in family memberships. Each family membership shall be entitled to a maximum to two (2) votes. The right to vote of a group member shall be exercised by an individual designated in writing as the official delegate for that group. (A "group" refers to any affiliated organization other than a chapter.) Voting may be in person at the Annual Meeting (and recorded by the Secretary or other Board member) but all other member voting shall be conducted by written ballot transmitted by electronic means (e.g., email or an electronic voting system). Members may request paper ballots sent by postal mail as an alternative to voting by electronic means. For votes conducted by written ballot, a quorum shall be met when ballots are received from at least the same percentage of members as would be required to be present to constitute a quorum at a meeting of the members.

### ***Section 4: Use of the Society's Name***

No member may speak for or in the name of the Society without authorization by the Board of Directors.

### ***Section 5: Termination of Membership***

The Board of Directors may terminate any NPSO membership upon finding, by resolution, that a member has acted substantially contrary to the purposes of NPSO, materially violated NPSO policies as established by the Board, or used the name of or identification with NPSO (or any of its chapters) without authority and contrary to NPSO policies as established by the Board. Anyone who believes that any NPSO membership should be terminated shall transmit to the Board of Directors a written request including a statement of the facts and circumstances supporting the request. A member may be terminated for cause only after reasonable electronic written notice and opportunity to be heard before the Board of Directors during a Board meeting or via written statement submitted electronically to the Board of Directors. Reasonable notice shall be considered as a minimum of five (5) business days. Members shall be protected from removal or other retaliation for reporting financial or ethical violations.

Members may resign by electronic notice to the State Secretary; no reimbursement of membership dues will be issued to resigning members.

### ***Section 6: NPSO Fellows***

The Board of Directors may from time to time confer the honor of NPSO Fellow upon any member in recognition of outstanding service to NPSO and its purposes.

## **ARTICLE IV: Meetings**

### ***Section 1: Annual and Special Meetings***

An annual meeting of the Native Plant Society of Oregon shall be held at a date and place to be decided by the Board of Directors. Special meetings of the membership may be called at any time by the Board of Directors. All members shall be notified of all membership meetings by electronic means, not less than two weeks before such a meeting.

## ***Section 2: Quorum***

The presence of 5% of the members at any statewide meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision of a majority of the members present at a meeting duly held, at which a quorum is present, is a valid act of the members, unless a greater number is required by law, or by the Articles of Incorporation, or by these Bylaws.

## **ARTICLE V: Dues**

### ***Section 1: Determination of Dues***

Dues shall be fixed and reviewed as needed by the Board of Directors. Membership is paid annually.

### ***Section 2: Disposition of Dues***

The dues of all members shall be paid to the Society. Dues notices and payments may be handled electronically. Dues revenue will be shared between the state and the chapters as determined by the Board of Directors.

## **ARTICLE VI: Governing Body**

### ***Section 1: Board of Directors, Eligibility***

The Board of Directors shall be the governing body of the Society, and only persons who are members of the Native Plant Society of Oregon shall be eligible for membership on this Board.

### ***Section 2: Board of Directors Fiduciary Duties***

Board members owe fiduciary duties of care, loyalty, and fidelity to the Society.

- a. Duty of Care: A Board member has the obligation to exercise reasonable care when making a decision for the organization. Reasonable care is what an "ordinarily prudent" person in a similar situation would do.
- b. Duty of Loyalty: A Board member will never use information gained through their position for personal gain or, absent approval from the Board, for the benefit of another agency or organization and will always act in the best interests of the Society.
- c. Duty of Fidelity: A Board member will maintain fidelity to the organization's mission and will not act in a way that is inconsistent with the organization's goals. The Board member will manage donated funds carefully, sustainably, and in such a way as to fulfill the organization's mission.

If the Board member is no longer able to fulfill their obligations to the organization, it will be the Board member's responsibility to resign their position as a member of the Board of Directors.

### ***Section 3: Board of Directors: Number, Composition, and Terms of Office***

There must be no less than 15 and no more than 35 members of the Board of Directors. The Board of Directors shall consist of the statewide President, Vice-President, Secretary, Treasurer, the immediate Past President if available, and the Presidents of all affiliated chapters, all of whose terms of office shall be one year, plus six Directors-at-Large elected by the general membership of the society whose terms of office shall be two years. Three Directors-at-Large shall be elected each year. When the term Director is used in these Bylaws it means all of the statewide President, Vice-President, Secretary, Treasurer, the immediate Past President if available, the Presidents of all affiliated chapters, and the Directors-at-Large.

#### ***Section 4: Removal and Resignation***

Removal: Any Board officer or director may be removed from their position by a majority vote of the Board of Directors, with or without cause, at any regular or special meeting called for that purpose (see also Article III, Section 2). Board members are to be provided with electronic written notice of the proposed removal and an opportunity to respond or be heard before a formal vote is taken.

Resignation: Any Board officer may resign from their position by providing electronic written notice to the Board President or State Secretary. The resignation shall be effective upon receipt by the Board President or State Secretary or at a later date specified in the notice.

#### ***Section 5: Vacancies***

A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of Vice-President, Secretary, Treasurer, or Director-at-Large shall be filled by a majority vote of the remaining Directors. An officer or Director-at-Large thus elected shall hold the office for the unexpired term.

#### ***Section 6: Meetings***

There shall be quarterly meetings of the Board of Directors each year. In addition, special meetings may be called by the President or, in the President's absence, inability, or refusal to act, by the Vice-President or by any five Board members. Electronic notification of the date, time and place of meetings of the Board of Directors shall be given by the Secretary to each Board member at least 5 days prior to the meetings though longer notice is preferable. Board meetings may be held in person, by teleconference, or by any electronic means that allows all participants to communicate simultaneously.

In the event a chapter president will be absent from a Board meeting, their chapter may appoint an alternate to serve for that specific meeting. The chapter must notify the Secretary in writing by email of the alternate's appointment prior to the meeting. The alternate shall possess all rights and privileges of the regular Board member for the duration of the meeting.

#### ***Section 7: Quorum and Decisions***

The presence of one-third of the Board members at a Board meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present at a meeting duly held, at which a quorum is present, is a valid act of the Board of Directors except where the law or these Bylaws require a greater level of agreement for approval.

#### ***Section 8: Action by the Board Without a Meeting***

- a. **Action by Written Unanimous Consent** In accordance with ORS 65.341, any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Such action is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- b. **Action by Electronic Means (Email):** To the extent permitted by Oregon law, including ORS 65.343, the Board of Directors may take action without a meeting by means of electronic mail or other electronic means.

1. Notice of Proposed Action: Before taking action under this section, the Society shall send an electronic mail announcement to the electronic mail address that each director has provided for receiving communications from the Society. The announcement shall state that the Board will take action and shall describe the matter  
on which the Board will act.
2. Voting Period: The announcement shall specify a deadline, not less than 48 hours after the announcement is sent, by which a director may record the director's vote.
3. Vote Required: Unless a greater number is required by these Bylaws or the Articles of Incorporation, an affirmative vote of a majority of the directors then in office shall constitute an act of the Board.
4. Effect of Action: Action taken under this section has the same force and effect as action taken at a meeting of the Board and may be described as a meeting vote in any document.
5. Record of Action: The Society shall include the electronic mail announcement and a record of the directors' votes in the minutes of Board proceedings or shall file them with the corporate records.
6. Optional Use: This section does not require the Board to act by electronic means and does not limit the Board's ability to **act at a meeting or by unanimous written consent as permitted by Oregon law.**

## **ARTICLE VII: Officers, Coordinators, and Committee Chairs**

### ***Section 1: Officers***

The elected officers shall be a President, Vice-President, Secretary and a Treasurer who shall be voting members of the Board. Additionally, there shall be four officers appointed by the president and confirmed by the Board, who shall be non-voting: the Membership Chair, the editors of the *Bulletin* and *Kalmiopsis*, and the Webmaster. They shall be given notice of all Board meetings and have the right to attend and participate at Board meetings.

### ***Section 2: President***

The President shall preside at the meetings of the membership and of the Board of Directors, act as the Agent for Service of Process for the Society, act as spokesperson for the Society, and perform additional functions as required.

### ***Section 3: Vice-President***

The Vice-President shall preside in the absence of the President and shall perform additional functions as required. The Vice-President shall become President immediately if the office of President becomes vacant.

### ***Section 4: Treasurer***

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 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 the funds of the Society as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the

Society. The Treasurer shall remit promptly to chapter treasurers their portion of all membership dues as received quarterly (or as determined by the Board), and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

***Section 5: Secretary***

The Secretary shall keep the minutes of all meetings of the Board of Directors, the statewide meetings of members (where membership voting occurs), with the time and place of holding, and shall have such other duties as may be prescribed by the Board of Directors. The Secretary shall prepare such directives and other documents as are needed and authorized by the Board of Directors.

***Section 6: Membership Chair***

A State Membership Chair shall be appointed annually by the President, with the approval of the Board of Directors. The Membership Chair shall maintain the official roster of NPSO members and forward all dues received via mail (or by such means as approved by the Board of Directors), together with relevant details, to the Treasurer, promptly on a routine basis at a frequency agreed upon with the Treasurer. The Membership Chair shall report the names of new members and any address changes to the Editor of the *Bulletin* promptly on a monthly basis and perform any other duties prescribed by the Board of Directors.

***Section 7: Editor of the Bulletin***

The Editor of the NPSO Bulletin shall be appointed annually by the President, with the approval of the Board of Directors, to perform the duties customarily associated with the office and such other duties as the Board of Directors may prescribe.

***Section 8: Kalmiopsis Editor***

The Editor of NPSO's annual journal *Kalmiopsis* shall be appointed annually by the President, with the approval of the Board of Directors. This editor shall be responsible for overseeing production under the direction of the Board.

***Section 9: Webmaster***

The Webmaster shall maintain the NPSO website under the direction of the Board.

***Section 10: Committee Chairs and Coordinators***

The Board of Directors may establish standing committees and related entities. Standing committee chairs, as well as coordinators without a standing committee are appointed by the President and confirmed by the Board. They may be removed with or without cause by a majority vote of the Board after providing them with electronic written notice of the proposed removal and an opportunity to respond or be heard before a formal vote is taken. This same removal procedure applies for the Membership Chair, Editor of the *Bulletin*, *Kalmiopsis* Editor, and Webmaster.

Chairs for temporary, ad hoc committees and/or working groups, may be appointed by the President and may be removed by the President for cause or without cause or when the need for the group has expired.

***Section 11: Delivery of Records***

Each officer, appointed or elected, and every committee chair or coordinator, upon the expiration of their term or the termination of their duties for any other reason, shall deliver to their successor the records of the office. NPSO records are normally kept in the appropriate folder in NPSO's Google Drive.

## **ARTICLE VIII: Elections**

### ***Section 1: Notice***

The *Bulletin* of the Native Plant Society of Oregon shall contain a timely notice of the annual election of officers and directors.

### ***Section 2: Nominating Committee***

At the Annual Meeting each year, the President shall appoint a Nominating Committee, to consist of a Chair and three or more members of which only one is a member of the Board of Directors. The Committee shall report to the President, by December 1, or as soon as practicable, the names of its nominees for elective office. The membership of the Nominating Committee, the list of offices to be filled by election, and the names of the candidates shall be in the February *Bulletin*. The names of additional nominees submitted by any group of five or more members in good standing shall be in the February *Bulletin*. These dates may be altered by the Board of Directors for good cause shown. The Nominating Committee shall not recommend any member for office without receiving written consent of the nominee.

### ***Section 3. Ballots.***

A written ballot, including the names of all nominees and space for write-in candidates, shall be transmitted by mail or electronic means to all paid members as of April 1 of each year, with instructions that ballots must be **received by the Society** not later than May 1 in order to be counted. These dates may be altered by the Board of Directors for good cause shown. Members may request a paper ballot sent by postal mail as an alternative to electronic transmission.

### **In all solicitations for votes by written ballot, whether electronic or on paper, the Society shall:**

- a. indicate the number of responses required to meet quorum requirements;
- b. state the percentage of approvals necessary to approve each matter other than the election of directors; and
- c. specify the deadline by which a ballot must be received by the Society in order to be counted.

The failure to comply with any procedural requirement of this Section shall not invalidate a vote or ballot if the failure did not affect the outcome of the vote.

### ***Section 4: Elections Committee***

Votes shall be counted by an election committee appointed by the President. The candidate for each office receiving the most votes is certified as elected. In case of a tie vote, the Board of Directors shall decide. The newly elected officers take office at the conclusion of the Annual Meeting. *The elections committee will also hold the special responsibility for reviewing and confirming results of Bylaw amendments.*

### ***Section 5: Directors-at-Large Term***

Any Director-at-Large who has served a full two-year term shall not be eligible for reelection for a period of one year.

## **ARTICLE IX: Chapter Organization**

### ***Section 1: Founding Procedure***

A group of ten or more persons, members or nonmembers of the Society, may organize a chapter of the Native Plant Society of Oregon upon approval by the Board of Directors. A written request addressed to the State Board for recognition as a chapter shall be mailed or emailed to the State Membership Chair to initiate the process. The chapter's proposed bylaws should be submitted to the State Board with this request. These shall be accompanied by fully completed applications for membership and payment of current dues for each nonmember.

### ***Section 2: Chapter Name***

Such chapters as the Board of Directors may authorize shall be designated, "The \_\_\_\_ Chapter of the Native Plant Society of Oregon." When a previously organized club or society desires to become an NPSO chapter, it may retain its name, if preferred, and be known officially as "The \_\_\_\_ Club/Society, a Chapter of the Native Plant Society of Oregon."

### ***Section 3: Chapter Officers, Election***

Members of each chapter shall elect their own officers, consisting of at least a President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer). All election results shall be promptly reported to the Secretary and Webmaster of the Native Plant Society of Oregon.

### ***Section 4: Chapter Officers, Duties***

Duties of the chapter officers shall be those usually associated with the offices.

### ***Section 5: Board Membership of Chapter Officers***

The President of each local chapter shall be a member of the Board of Directors of the Native Plant Society of Oregon.

### ***Section 6: Membership Privileges***

All members of a local chapter have full membership in the Native Plant Society of Oregon and are entitled to all the privileges pertaining thereto.

### ***Section 7: Chapter Bylaws***

Local chapters are authorized to adopt their own bylaws, not inconsistent with those of the Society. Any amendment of local bylaws should be submitted to the State Board for approval.

### ***Section 8: Chapter Programs***

Each chapter is encouraged to have its own programs and educational activities.

### ***Section 9: Chapter Reports***

Publications, reports of meetings, chapter news, and items for publication should be sent to the Editor of the *Bulletin* of the Native Plant Society of Oregon. Such information must be received by the monthly publication deadline established by the Editor. Chapters are encouraged to submit reports of their activities to the State Board prior to each State Board meeting.

### ***Section 10: Chapter Independence***

No chapter or affiliated society, or any officer or member thereof, except with approval of the Board of Directors, shall have power to act for the Native Plant Society of Oregon in any official manner,

financially or otherwise. Local chapters shall hold harmless the Native Plant Society of Oregon from any liability in connection with activities or function of the chapters.

### ***Section 11: Chapter Meetings***

Meetings of the members of local chapters shall be held not less than four times annually, the dates, time and place to be decided by the local officers.

### ***Section 12: Dues***

Each chapter treasurer or secretary-treasurer may collect the annual dues from each member and shall remit them in full promptly to the NPSO State Membership Chair, together with annual membership renewals.

## **ARTICLE X: Amendment Procedure**

### ***Section 1: Proposal***

Amendments to these Bylaws may be proposed by a majority vote of those voting at any regular or special meeting of the Society, or amendments may be proposed by a majority vote of those voting at a meeting of the Board of Directors. Membership is to be notified of proposals via electronic means, typically in the *Bulletin* with details on the proposal distributed via email to the active membership.

### ***Section 2: Adoption***

Amendments shall require approval by two-thirds of those members voting, provided that the proposed amendment(s) shall have appeared in compliance with Article X Section 1 and that the completed ballots or responses have been reviewed by the elections committee, and potentially others at the discretion of the Board of Directors, no later than one month after publication and ballot distribution. The results will be reported within two weeks of the closing date by the State Secretary.

## ***ARTICLE XI – Conflict of Interest and Ethics***

Directors, officers, and committee members shall disclose any actual or potential conflicts of interest and shall refrain from participating in related decisions. The Board shall maintain a written Conflict of Interest Policy consistent with IRS Form 990 best practices and require annual disclosure statements which the Secretary shall place in the appropriate Google drive folder.

## **ARTICLE XII – Indemnification and Insurance**

To the fullest extent permitted by Oregon law, the Corporation shall indemnify any director, officer, employee, or volunteer for expenses reasonably incurred in connection with any legal proceeding arising from service to the Corporation. The Corporation may purchase and maintain insurance for such persons.

## **ARTICLE XIII – Dissolution**

Upon dissolution or final liquidation of the Corporation, all corporate assets (after payment of liabilities and other commitments) shall be transferred to an organization organized for public or charitable purposes, consistent with the purposes and goals of the Corporation and exempt from taxation under IRC 501(c)(3).

**ARTICLE XIV – Miscellaneous**

If any provision is found invalid, the remaining sections remain in effect. These Bylaws supersede all prior versions and take effect upon adoption.

The Native Plant Society of Oregon prohibits discrimination based on protected status including race, color, religion, sex, sexual orientation, gender identity, disability, age, national origin, marital status, and other factors covered by state and federal law.