

MICHIGAN BOTANICAL CLUB, INCORPORATED

CONSTITUTION AND BYLAWS

(Revised May 2009)

ARTICLE I – NAME

1.1 The name of this non-profit corporation is Michigan Botanical Club, Incorporated, hereafter referred to in the corporation's constitution and bylaws as "the Club" or "Club".

ARTICLE II – AIMS

2.1 The aims of this organization are:

1. Conservation of all native plants;
2. Education of the public to appreciate and preserve plant life;
3. Sponsorship of research and publications on the plant life of the State;
4. Sponsorship of legislation to promote the preservation of Michigan native flora and to establish suitable sanctuaries and natural areas;
5. Cooperation in programs concerned with the wise use and conservation of all natural resources and scenic features.

ARTICLE III – MEMBERSHIP

3.1 There are five classes of membership with dues as provided in the bylaws. Any individual or organization interested in the aims of the Club shall be eligible for membership.

1. Individual membership – For chapter affiliated individuals.
2. Family membership – For chapter affiliated individuals living in the same household.
3. Special Membership – for those not affiliated with any chapter.
4. Institutional membership – For organizations.
5. Honorary membership – For individuals. This class of membership may be bestowed by the Board of Directors in recognition for outstanding work in conservation or plant science. The recipients are members for life and have all the privileges of membership.

Each Active or Honorary member and a representative of each organization holding an Institutional membership shall be entitled to vote and receive official publications of the Club. Each Family membership shall receive one vote and the official publications of the Club.

ARTICLE IV – OFFICERS AND DUTIES

4.1 The officers of the Club shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

4.2 The President shall be the executive officer of the Club. The President calls and preside at meetings of the Board of Directors and of the general membership; appoints Chairs of committees, not otherwise provided for herein; and is an *ex officio* member of these committees.

4.3 The Vice President shall perform the duties of President in event of the absence or disability of the President.

4.4 The Recording Secretary keeps records of all meetings of the general membership and the Board of Directors; arranges issuance of meeting notices; keeps on file written reports from standing committees; and performs other duties generally incident to this office.

4.5 The Corresponding Secretary shall carry on all general correspondence; conducts all secretarial duties connected with State Club elections and balloting connected with constitutional amendments; arranges for issuance of State Club newsletters to be sent out to the entire Club membership; receives and processes requests for formation of new chapters; and performs other duties generally incident to this office.

4.6 The Treasurer is charged with dues, funds, accounts, receipts, and property of the Club except for those pertaining to *The Michigan Botanist*; makes disbursement under the direction of the Board of Directors; makes an itemized report of the receipts, expenditures, and inventory report of the Club property at the Spring meeting and at the end of the fiscal year; and makes reports required by the state and federal governments. The account shall be audited at the end of the fiscal year by a committee appointed by the President, consisting of two members of the Club. The Treasurer is chair of the auditing committee for *The Michigan Botanist*.

ARTICLE V – BOARD OF DIRECTORS AND DUTIES

5.1 The Board of Directors is composed of the officers, the Directors-at-Large, the immediate Past President, the president of each Chapter or their representative, and the Editor-in-Chief of *The Michigan Botanist*.

5.2 The Board of Directors interprets and implements the policies of the Club, appoints the Editor-in-Chief of *The Michigan Botanist*, and confirms the appointment to the Editorial Board of *The Michigan Botanist*.

ARTICLE VI – ELECTION AND TERMS OF OFFICERS AND DIRECTORS-AT-LARGE

6.1 A. The officers are elected biennially by the membership.

B. Each Chapter appoints one Director-at-Large every year. The term of office for the Directors-at-Large is three years.

6.2 On or before February 1 of alternate years, the President appoints a Nominating Committee of at least three active members, of whom at least one must not be a member of the Board of Directors. This committee draws up a slate of at least one candidate and not more than three for each office and presents it to the Board of Directors for certification on or before May 30.

6.3 A. The slate that has been certified by the Board of Directors is mailed to all the membership as a report on or before October 1. This report will quote the nomination and election procedures.

B. Besides committee nominations, any eligible member may be nominated by written petition of not less than ten (10) members received by the Chair of the Nominating Committee (with notice of its submission sent to the Corresponding Secretary) not later than September 1, accompanied by written consent of the nominee to be a candidate and to serve if elected.

C. If the Nominating Committee has submitted, and the Board of Directors has certified, only one nomination for office, and if no nominating petitions are received for any office as prescribed above, those nominated are declared elected, and no further election procedures are required for each such office.

D. If there are two or more nominees for any office, by any means, the Nominating Committee will include these nominations on the ballots according to the following procedures:

1. The ballot that has been certified by the Board of Directors shall be mailed by the Corresponding Secretary to all the membership on or before October 1. The ballots shall be returned on or before November 1 to the Chair of the Nominating Committee for tabulation.

2. The candidate receiving the greatest number of the votes cast for each contested office is elected. The Chair of the Nominating Committee certifies to the Board of Directors the complete results of the election by written notice to the Corresponding Secretary. In case of tie, the Board of Directors breaks the tie by lot.

3. The terms of all Officers and Directors-at-Large commences at the beginning of the fiscal year.

ARTICLE VII – BOARD, AND GENERAL MEMBERSHIP MEETINGS

7.1 Board of Directors Meetings: The Board shall hold at least one fall, one winter, and one spring meeting each year at the call of the President. One half of the members of the Board shall constitute a quorum for conducting business, and a simple majority of those present is required for action unless otherwise specified herein. If no meeting of the Board of Directors has been held within a period of sixty days, and no meeting has been scheduled by the President for the

ensuing thirty days, the Recording Secretary shall send out notices for such a meeting upon the written request of any five members of the Board of Directors.

7.2 General Membership Meetings: There shall be at least two general meetings of the membership each year. A quorum for voting at meetings of the General Membership shall consist of twenty members or ten percent of the members in good standing, whichever is larger. A simple majority of those present is required for action, unless otherwise stated herein. No quorum shall be required for discussion of matters of business. A special meeting of the General Membership may be called on written petition of ten percent or the members in good standing. The Recording Secretary shall send out notice for such a meeting on receipt of the petition. In the absence of the President and Vice President at this special meeting, the members present shall elect a temporary chair for this meeting.

ARTICLE VIII –AMENDMENTS AND REVISIONS TO THE CONSTITUTION

8.1 Proposal of Amendments and Revisions to the constitution: Amendments and revisions to the constitution may be proposed by any of the following methods:

A. Amendments or constitutional revisions may be originated by any member of the Board of Directors. If approved by the Board, the proposed amendment or revision is submitted to the membership by mail for their ratification.

B. A proposed amendment or constitutional revision, signed by ten members in good standing, may be submitted to the Board of Directors by written notice to the Corresponding Secretary and shall be considered by the Board at their next meeting. If approved by the Board of Directors, the proposed amendment or revision is submitted to the membership by mail for ratification.

8.2 Approval of Amendments and Revisions: Amendments or revisions to the constitution shall be submitted to the membership by mail after approval by a majority vote of the Board of Directors. A two-thirds majority of the membership voting is necessary to ratify an amendment or revision to the Constitution.

***** BYLAWS *****

ARTICLE I – INCORPORATION

1.1. This club is incorporated as a nonprofit corporation in accordance with the laws of the state of Michigan.

ARTICLE II – FISCAL YEAR

2.1 The fiscal year, and the membership dues renewal year commences on the first of January. The year for initial membership dues shall be considered as starting on the nearest first of January.

ARTICLE III – CHAPTERS

3.1 Any regularly organized group interested in the aims of this Club may be affiliated with the Club as a Chapter upon application to the Board of Directors by written notice to the Corresponding Secretary. A Chapter shall have access to the facilities of the Club and may join in any of its activities. The Constitution and Bylaws of the Chapter may be patterned after, but shall not conflict with the Constitution and Bylaws of the Michigan Botanical Club. Chapters shall provide for election of officers annually or biennially. When these conditions obtain, a certificate of Chapter affiliation shall be granted by the Board of Directors. All members of the Chapter shall be members of the Club. Each Chapter will appoint or elect one Director-at-Large each year to serve for a three-year appointment. Each Chapter shall submit an annual report of the Chapter activities at the Spring Meeting of the Michigan Botanical Club. At the beginning of each quarter (November, February, May, and August), the Chapter Secretary or membership Chairman shall compile a current and accurate roster of the Chapter membership. This roster will be kept as a password protected database accessible through the Club's website.

ARTICLE IV – DUES

4.1 Establishment of Dues

- A. All members pay yearly dues as determined by the Board of Directors.
- B. The Board or Directors shall publish, in an official Club publication, any changes in dues not less than four months before the effective fiscal year.
- C. Dues determined by the Board of Directors are governed by the following constraints:
 - a. The Institutional dues shall be no less than dues for an Individual member and no more than double the dues for an Individual member.
 - b. The Honorary membership shall be without fee.
 - c. The dues shall include a specified amount for subscription to *The Michigan Botanist* and/or other official Club publications.

4.2 Chapter Dues

- A. The state annual dues, of members affiliated with a Chapter, are paid to the Michigan Botanical Club, Incorporated, by each chapter, at the rates determined by the Board or Directors.
- B. In addition to state membership dues, each Chapter has the privilege of setting its own Chapter dues to be paid by its members. Individual chapters may offer discounted chapter dues for student memberships.
- C. Chapters will assume any obligation in connection with distribution of *The Michigan Botanist* and/or other formal publications.

D. Any chapter in arrears to the Michigan Botanical Club, Incorporated, for more than one year shall be considered inactive. Official publications and/or journals covered by increased dues will not be sent to members of chapters in arrears.

4.3 Special Member Dues

A. The annual dues of Special Members are paid to the Michigan Botanical Club, Incorporated, at the same rate as Institutional members as determined by the Board of Directors.

ARTICLE V – STANDING COMMITTEES

5.1 The Standing committees are Big Tree, Editorial Board of *The Michigan Botanist*, and other committees as are deemed necessary.

5.2 The chair of each committee shall submit a written report to the Recording Secretary at the Annual Spring Meeting, and may be asked to report to the Board of Directors at other times.

ARTICLE VI – THE MICHIGAN BOTANIST

6.1 The name of the journal published by the Michigan Botanical Club, Incorporated, is *The Michigan Botanist*.

6.2 An Editor-in-Chief is appointed for a 3-year term of office by the Board of Directors at the winter Board meeting. The Editor-in-Chief has the power and duty to manage the journal, to appoint an Editorial Board and a Business-circulation Manager subject to confirmation by the Board of Directors, and to submit an annual report to the Board of Directors reflecting current policies or changes thereof. In the event that the Editor-in-Chief is unable to perform the duties of the office, the Editor-in-Chief shall designate an Assistant Editor to serve until such time as the Editor-in-Chief is able to perform the duties.

6.3 The Editorial Board composed of no fewer than three nor more than six members serves a term of office coterminous with the Editor-in-Chief. The Editorial Board shall communicate at least once a year and serves at the call of the Editor-in-Chief to advise about the production, policies, and operations of the journal.

6.4 The Michigan Botanist Fund is the name of the monies belonging to the Journal operations.

6.5 The Business-circulation Manager is responsible for the collection, deposit, and disbursement of all money earmarked for Journal operations. The Business-circulation Manager shall maintain a current record of all revenues and expenditures of the Fund, and submit to the Board of Directors an annual financial report summarizing operations and the financial condition of the Fund at the end of the fiscal year. The State treasurer shall provide for an annual audit of the Michigan Botanist Fund.

ARTICLE VII – VACANCIES

7.1 In case of death, resignation, inability to serve, or non-performance of duties by the President, the Vice President shall succeed to that office. The filling of vacancies in any other office on the Board shall be by election by the Board of Directors at a regular or special meeting.

ARTICLE VIII – AMENDMENTS AND REVISIONS TO THE BYLAWS

8.1 Proposal of Amendments and revisions to the Bylaws. Amendments and revisions to the bylaws may be proposed by any of the following methods:

A. Amendments or revisions may be originated by any member of the Board of Directors. If approved by the Board, the proposed amendment or revision shall be submitted to the membership by mail for their ratification.

B. A proposed amendment or revision, signed by ten members in good standing, may be submitted to the Board of Directors by written notice to the Corresponding Secretary and shall be considered by the Board at their next meeting. If approved by the Board of Directors, the proposed amendment or revision shall be submitted to the membership by mail for their ratification.

8.2 Approval of Amendments and Revisions. Amendments or revisions to the Bylaws shall be submitted to the membership by mail after approval by a majority vote of the Board of Directors. A simple majority of the membership voting is necessary to ratify an amendment or revision to the Bylaws.

ARTICLE IX – PARLIMENTARY AUTHORITY

9.1 All business, unless stated otherwise in the Constitution or Bylaws, shall be conducted in accordance with the Robert's Rules of Order.