

# Bylaws and Constitution of the Bay Area Carnivorous Plant Society

Signed on: \_\_ - \_\_ - \_\_\_\_

Drafted by BACPS Board, 11-21-2015

## Article I. - Name

The name of this society shall be the Bay Area Carnivorous Plant Society, herein and hereafter referred to as the BACPS or the Society.

## Article II. - Purpose

1. To encourage interest in, and exchange of information about Carnivorous Plants (hereafter referred to as CP), and to promote fellowship and community among those interested in CP.
2. To promote the conservation of, and act in the interests in conserving habitat and wild populations of CP, in accordance with the conservation statements of the International Carnivorous Plant Society.
3. To promote the propagation, cultivation, and increase the general availability of CP.
4. To sponsor and promote scientific meetings, exchanges, and research on subjects relating to CP, with special emphasis on genus *Darlingtonia*.
5. To support, foster and provide for permanent collections and displays of CP in scientific institutions and botanical gardens for educational and research purposes.

## Article III. - Membership and Dues

1. Membership is open to all.
2. Any person having paid dues shall be considered a member in good standing and shall be eligible and qualified to vote, propose or second motions, hold office, and to participate in all matters pertaining to the BACPS.
3. Annual dues shall be \$1 per month, to be paid on an annual basis in full at the first meeting of the calendar year for existing members, and prorated for new members after their first meeting.
4. Two individuals living at the same address shall pay dues as a single member, and each shall have all privileges of membership.
5. Elected Officers of the society shall receive free membership and entry to events during their term(s) of office, as shall appointed officers as determined by the appointing authority, as required to perform their duties; Officers shall recognize no other gain from their position.

## Article IV. - Governance

1. The business and affairs of this Society shall be managed by the Board of Officers consisting of five officers: a President, a Vice-President, a Secretary, a Treasurer, and an Ex-Officio President or Officer-at-Large.
2. The President, Vice-President, Secretary, and Treasurer shall be elected each year at the last general meeting of the year.
3. Their terms of office shall begin from the day after that meeting and continue

- through the end of the day of the last meeting of the next year.
4. The President shall serve, in addition, as Ex-Officio President for an additional year after the term as a voting member of the Board of Officers, providing no other office is held concurrently. In the event that the outgoing President is unwilling or unable to serve in that capacity, the new President may appoint an Officer-at-Large to serve in that capacity on the Board.
  5. A quorum of the Board of Officers shall be three Officers present.
  6. A quorum of the general membership shall be one third of the total membership, who may be present or may vote by proxy.
  7. The Board of Officers may overrule the decisions of the President by a vote of no less than three Officers; alternately, any Officer may request that the matter be referred to the general membership for a vote.
  8. The Board of Officers shall abide by the bylaws.
  9. On written complaint, any board member or general member may be removed, after being heard, by a majority vote of the Board of Officers, or, by a majority of the general membership.
  10. Any Officer who misses three consecutive meetings shall be notified of a vote of no confidence, and upon that vote, their removal from office at the next meeting of the Board of Officers.
  11. Meetings of the Board of Officers shall be open to members only at the discretion of the President.

## Article V. - Duties of Officers

### President

1. The President will preside at all functions of the BACPS,
2. ...may fill vacancies on the Board of Officers as needed,
3. ...act as Ex-Officio President after the term of office,
4. ...keep the Vice President in particular, and all other Officers informed of the activities of the BACPS,
5. ...call for and disseminate to the Board and the membership the agendas for the meetings of the Board of Officers, and for the general meetings, at their discretion,
6. ...appoint at-will ad hoc committees, chairpersons, and editors, membership secretary, and registrars, for special duties and regular business of the BACPS,
7. ...countersign all warrants, bills, and checks for the business of the BACPS, and,
8. ...will be, for all legal purposes, the legal representative of the Society.

### Vice-President

1. The Vice-President will preside in the absence of the President or, the vacancy of that office, assume all the duties of the President,
2. ...keep informed of the activities of the BACPS,
3. ...and serve as program planning chairperson responsible for all programs, speakers, and group activities of the BACPS,
4. ...schedule and arrange an annual administrative meeting open to all members in good standing to discuss the business and administration of the Society.

### Secretary

1. The Secretary will record the minutes of all the general meetings and the

- meetings of the Board of Officers,
2. ...provide a summary of those minutes in a timely manner to the president for distribution to the Board, and for publication (see Article 9.1),
  3. ...preserve, make available and maintain in an orderly fashion all the records, archives, documents, correspondence, files, books, and materials of the BACPS,
  4. ...collect membership dues and maintain the roster of members in good standing,
  5. ...prepare and distribute ballots for annual officer elections,
  6. ...and compile and maintain a separate book all motions, proposed or passed, and keep that book available for inspection at all meetings.

#### Treasurer

1. The Treasurer will be responsible for financial matters of the BACPS in consultation with the Board of Officers,
2. ...keep proper records of all receipts, income, memberships, expenses, warrants and accounts, and keep these open for inspection by the Officers at all times,
3. ...prepare and present financial reports following each general meeting and the annual show for publication in the BACPS newsletter, and an annual report on or by the last day of January each year,
4. ...be provided with adequate money to perform the duties of the Office, against which receipts for expenses will be recorded,
5. ...prepare warrants, bills, and expenses for the signature of the President,

#### Ex-Officio President or Officer-at-Large

1. The Officer-at-Large shall assist the other members of the Board of Officers in whatever ways they deem fit.

#### Article VI. - Elections and Voting

1. Members wishing to stand for election must submit their candidacy, including a brief personal statement, to the Secretary no less than 2 weeks in advance of the final general meeting of the year.
2. Ballots shall be distributed to members at the beginning of the final general meeting of the year. Completed ballots shall be deposited in a sealed container and counted during the meeting, the results to be announced at the conclusion of said meeting.
3. In the event of a tie vote, a re-vote will be taken; should that result in a tie, the President will determine a winner by the draw of straws.

#### Article VII. - Financial Year and Reviews

1. The financial year of the society shall correspond to the calendar year and the financial reports for the previous year shall be completed and ready for inspection and publication no later than the first of February.
2. All tax documents will be filed in February or well in advance of any tax deadlines.
3. The President may call at any time for a review of the finances, accounts, liabilities and status of the moneys of the BACPS. This may include an audit by certified public accountant at the expense of the BACPS.

#### Article VII. - Meetings and Annual Show

1. General meetings shall be held quarterly, with notice of upcoming meetings given to the membership no less than one month in advance.
2. The Annual Show and Sale shall be held in summer, in addition to the regular summer meeting.
3. The Board of Officers shall meet within one month preceding each general meeting to discuss the business of the Society.

#### Article IX. - Publications

1. The Secretary shall provide the minutes of each of the general meetings, and a summary of the meetings of the Board of Officers to the President in a timely manner for publication in the BACPS Newsletter or similar organ or means.
2. The BACPS Newsletter and the minutes therein shall be shared with the membership no more than 1 month following each general meeting.
3. The President may call for the publication of other materials such as is deemed in the interests of the BACPS.

#### Article X. - Rules of Order

1. All meetings and proceedings of the BACPS shall be governed by the principles contained in Robert's Rules of Order, Revised, except where they conflict with these bylaws or, such as convened by the President.
2. The president shall determine the need for parliamentary procedure and maintain a level of order in keeping with the spirit of such procedure.
3. The President may establish (or abolish) at-will the office of Parliamentarian to enforce order.

#### Article XI. - Amendments

1. The Board may amend or repeal these bylaws as permitted by law, providing there is a quorum of Officers present at any meeting.
2. Any amendment or repeal may be referred to a vote by the general membership by a motion from any Officer, or from a seconded motion from the general membership. Until such a vote, the amendment is suspended.
3. Any vote on amendments or repeal will be publicized in written or electronic form at least two weeks in advance of a vote at the general meeting.
4. Any amendment may be passed or repealed by a simple majority in a vote by ballot of the membership, if a quorum is present or voting by proxy.
5. All amendments passed or proposed shall be recorded in a separate book of amendments; this book shall be present and available for inspection at all gatherings of the BACPS.

#### Article XII. - Dissolution

1. A vote on a motion to dissolve the BACPS shall be taken only after referred to the general membership, as for an amendment, and shall only take place after publication, as for in Article XI.(3)
2. A vote on a motion to dissolve shall be by a ballot, and may be passed only by a vote of an absolute majority of the membership, who may be present or voting by proxy.

3. In the absence of a majority of the membership casting votes on the motion to dissolve, one more vote shall be taken no sooner than one month after, and should that not result in the resolution of the motion, the President, or remaining Officers, will dissolve the Society.
4. After making provision for payment of all liability of the BACPS, they will donate all remaining assets to nonprofit fund(s), foundations(s), or corporations(s) whose aims and purposes are sympathetic to that of the BACPS and which have established their nonprofit status under Section 501(c)3 or 501(c)5 of the Internal Revenue Code or such section as may be enacted to replace it. The institutions of first choice shall be the University of California Botanical Gardens at Berkeley and the International Carnivorous Plant Society.

\* ( End of bylaws of the BACPS ) \*

Certification:

I, \_\_\_\_\_, being the recording Secretary of the BACPS, hereby certify that the foregoing Bylaws were duly adopted by the Board of Officers on \_\_\_\_\_ and witnessed by \_\_\_\_\_ and \_\_\_\_\_.

Appendix I. - Signatory Officers ( Incorporators )

President - \_\_\_\_\_ date \_\_\_\_\_

\_\_\_\_\_

Address \_\_\_\_\_

Vice President - \_\_\_\_\_

\_\_\_\_\_

Secretary - \_\_\_\_\_

\_\_\_\_\_

Treasurer - \_\_\_\_\_

\_\_\_\_\_

Officer-at-Large - \_\_\_\_\_

\_\_\_\_\_