

BY-LAWS
of the
CINCINNATI WILD FLOWER PRESERVATION SOCIETY
Revised March 12, 2004

ARTICLE I
Name

The name of this organization shall be the Cincinnati Wild Flower Preservation Society.

ARTICLE II
Object

The object of the Society shall be the promotion of the study and enjoyment of wild plant life, and the education of the membership and the public for the conservation of our native flora.

ARTICLE III
Membership

Membership shall be open to those interested in the objects of the Society.

Classes of membership shall be: Active, Household, Sustaining, Student, Life, and Honorary Life.

Active, household, and sustaining membership shall be open and choice of status may be made annually by each member.

Life membership shall be open to adults upon payment of the minimum fee for Life members. They shall be exempt from further dues and shall have the status of active membership.

Student membership shall be open to those attending secondary school or University.

Upon recommendation by the Board, Honorary Life Membership may be conferred by the general membership upon individuals who have, by their outstanding merit, deserved this distinction.

Dues shall be: Active members, \$12.00 per year; Household, \$20.00 per year; Sustaining members, \$25.00 per year; Student members, \$5.00 per year; Life members, \$250.00 single payment.

Dues amounts may be amended, as recommended by the President, by vote of two-thirds of the members present at a general meeting.

Honorary Life members shall be exempt from dues. Dues shall be payable September 1.

New members joining in January or later shall pay one half the year's dues.

Membership can be terminated for non-payment of dues for a period of 12 months.

ARTICLE IV
Board of Directors

The Board of Directors shall be composed of 9 elected members. The elected members shall constitute a rotating board, each member of which shall be elected for three years, with one-third of the members being elected each year. They shall be elected from the general membership at the March meeting.

There are no term limits.

If a Board member resigns the President may appoint a member to fill the vacancy, who shall serve until the next March meeting.

The duties of the Board shall be to exercise a general superintendence over the affairs of the Society and to report all actions at the regular meetings. At any regular meeting the Board may present any question on which it may wish to consult the general membership for recommendations.

ARTICLE V
Elections

In January of each year the President shall appoint from the voting membership outside the Board, a Nominating Committee of not fewer than three persons, who, at the March meeting shall present a list of proposed Board members. At the March meeting, nominations may also be made from the floor.

Elections shall be by acclamation, except when the number of nominees shall exceed the vacancies on the Board to be filled. In the latter case election shall be by written ballot. The candidates receiving the greatest number of votes shall be considered elected.

ARTICLE VI
Officers

After the Annual Meeting, the retiring President shall call a meeting of the newly composed Board of Directors. They shall elect from their number the officers for the ensuing year:

President
Vice-President
Recording Secretary
Corresponding Secretary
Treasurer

The new officers will assume duties for the future year's program and activities. (Note: The retiring officers shall be responsible for completing all activities previously scheduled.)

Duties of officers:

The **President** shall preside at all meetings of the Society and the Board, shall appoint all committees, shall be a member ex-officio of all committees except the Nominating

Committee, and with the approval of the Board shall appoint a new incumbent to any office vacated between regular elections. The President shall also be responsible for producing the newsletter and the year's printed schedule of programs and field trips, and for documenting the whereabouts of the books and papers belonging to the Society. At the March meeting the President shall give a brief report summarizing the activities of the year.

The **Vice-President** shall assist the President and shall preside in the absence of the President.

The **Recording Secretary** shall keep a true record of all proceedings of the Society and the Board, and provide a copy of each meeting's minutes to the President. At each meeting the Recording Secretary shall read the minutes of the previous Meeting. The Recording Secretary shall preside in the absence of the President and Vice-President.

The **Corresponding Secretary** shall take care of the correspondence and send out notices of all activities. The Corresponding Secretary shall obtain from the Chair of the Nominating Committee the names of the proposed candidates for the Board of Directors.

The **Treasurer** shall collect all dues and shall be custodian of all funds, shall keep an accurate account of all financial transactions, paying bills at the direction of the Board of Directors, and shall give a report at the March meeting and such other times as requested by the President. The Treasurer shall inform the Corresponding Secretary and Membership Committee of names and addresses of new members promptly so that they may receive the next notice of activities. At the end of the year, the Treasurer will supply the Recording Secretary with a list of all members in good standing. The Treasurer's books at the end of the fiscal year, August 30th, shall be filed for audit by a committee appointed by the President.

ARTICLE VII

Meetings

Regular meetings shall be held monthly from September through March.

The Annual Meeting shall be held in March.

At all general meetings of the Society, except when the meeting is combined with activities of another organization, any member may present any matter for the consideration of the Board of Directors. If the proposal is seconded by another member, the matter may be presented to the Board of Directors at their next meeting.

Special Meeting. If at any time, ten members in good standing shall petition the Board to hold a special meeting, the President shall call a meeting of all members within two months after receipt of such a petition. Written notice of said meeting, together with a statement of the purpose thereof, shall be sent to the voting membership at least ten days before said meeting.

The Board of Directors shall meet at least once a year, and with such greater frequency as will best serve the interests of the Society.

ARTICLE VIII
Committees

Standing Committees shall be:

- Program
- Field Trip
- Hospitality
- Conservation
- Membership
- Publicity

The President may appoint as many other special committees as necessary to conduct the affairs of the Society properly.

ARTICLE IX
Quorum

General Meetings. Twenty members shall constitute a quorum.

Board of Directors. Four members shall constitute a quorum.

ARTICLE X
General Prohibitions

Notwithstanding any provision of these By-Laws that might be susceptible to a contrary construction:

- A. The Society shall be organized and operated exclusively for the purposes stated in Article II, "Object";
- B. No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private member or individual;
- C. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise of attempting to influence legislation, or intervene in any political campaign on behalf of a candidate for public office;
- D. The Society shall not be organized or operated for profit.

ARTICLE XI
Distribution on Dissolution

Upon dissolution of the Society, the Board of Directors shall distribute the assets and accrued income to one or more organizations as determined by the Board of Directors, but which organization or organizations shall meet the limitations prescribed in Sections A - D inclusive of Article X immediately preceding.

ARTICLE XII
Use of Society's Name

Unauthorized use of the name of the Cincinnati Wild Flower Preservation Society for advertising or other propagandistic ventures is prohibited. Authorization for use can be obtained from the Board of Directors.

ARTICLE XIII
Parliamentary Authority

The rules contained in Robert's Rules of Order Revised shall govern the procedure of the Society in all matters not covered by these By-Laws.

ARTICLE XIV
Amendments

The By-Laws of this Society may be amended at any regular meeting of the members or at any special meeting called by the President for this purpose. Written notice of such meetings is to be sent out in the newsletter at least ten days in advance.

A vote of at least two-thirds of those members present and voting shall be required in favor of the proposed change for its adoption.

(End of Cincinnati Wild Flower Preservation Society Constitution revised March 12, 2004)