

Amendment 13, Proposed Changes to the ONPS By-Laws, seconded by the Board, to be voted on at the 2025 Annual Meeting

Background and Process:

1. It has been 14 years since a general updating of the By-Laws. At the very bottom of this document, the current By-Laws include a summary of the previous 12 amendments made.
2. At the May ONPS Board meeting, the Board appointed a committee to review the By-Laws, looking for ways to address problems, like struggling to meet the ever-increasing quorum (number of Board members present) necessary for business.
3. The By-Laws committee, Donna Horton, Joe Roberts, and Lynn Michael, hammered out the details of Amendment 13, and presented it to the Board as a motion.
4. The motion was discussed at a Zoom meeting on July 26, 2025. Several amendments to the motion were made and accepted. The Board voted to second the motion as amended.
5. Now the amendment gets published for the ONPS members to study. Members may ask questions either by contacting a member of the By-Laws committee or on Saturday, October 4, 2025, where the motion becomes an agenda item for the annual meeting. Members may discuss and/or make further amendments to the motion.
6. Finally the ONPS members present at the annual meeting will vote on the motion.

The highlighting colors are meant to aid in finding each item in the markup copy of the By-Laws (printed below the amendment). Each Article to be amended has its own highlighting color. Each individual change is lettered and numbered for identification during a discussion. For example, in item A. there is a change proposed to re-number the last three Articles in the By-Laws. The changes are highlighted in **sage green**. Scroll down through the markup copy of the By-Laws printed below Amendment 13. When you come to the last three Articles, you will see the changes highlighted in **sage green**.

Red text indicates a proposed change, either a deletion or an addition. ~~Deletions have a line struck through them.~~
Blue text explains why the amendment is needed. It will not be part of the text of the amended By-Laws, so it does not show up in the markup copy of the By-Laws.

The By-Laws Committee makes a motion, seconded by the Board, to amend the By-Laws according to the changes listed in Amendment 13:

Articles XII (2) FISCAL YEAR, XIII AMENDMENTS, and XIV PARLIAMENTARY

AUTHORITY: ~~renumber the last three Articles to~~ **Articles XIII, XIV, and XV.** - There are two Article XIIs

B. Article IV MEMBERSHIP Section 2 through Article XV PARLIAMENTARY AUTHORITY: ~~change the name of “the Executive Board” to “the Board”.~~ Requires striking the word “**Executive**” in 38 places - Addresses the ongoing confusion over the difference between “the Executive Board” and “the Executive Committee.”

C. Article V OFFICERS Section 2 : ~~replace “a Parliamentarian to attend” with “an acting Parliamentarian at the beginning of”~~ - A Parliamentarian is needed at each meeting, even if that position rotates among people.

D1. Article VI THE GOVERNING BODY Section 2 : ~~strike “Chairs of standing committees,”~~ from Section 2. - This would reduce the Board’s voting members from 24 to a more nimble 14. Standing

committee chairs will still file a written report for each Board meeting, and would be welcome to attend Board meetings to clarify issues and questions, but will no longer vote or be part of the calculation of a quorum.

D2. Article VI THE GOVERNING BODY Section 5: Strike “a simple majority of the Executive Board” and replace with “at least seven (7) Board members, including at least one Executive Committee member” - Simplifies determining a quorum, and reduces the quorum to an achievable number

D3. Article VI THE GOVERNING BODY Section 5: Strike “20%” and replace with “2” - for simplification

D4. Article VI THE GOVERNING BODY Section 6 : It eliminates the current Section 6 by striking “Chair may authorize a member of that committee to attend an Executive Board meeting and cast the Chair’s vote,” from Section 6 and moving “The Chair of a standing committee may appoint as many committee members as are needed for the given task. Committee members must be Society members.” to Article X COMMITTEES Section 1. - Since the Chairs of the Standing committees would no longer be members of the Society’s Governing Body, the first two sentences of Section 6 would move to Article X COMMITTEES.

D5. Article VI THE GOVERNING BODY Section 6 : It creates a new Section 6 by adding “The Board will appoint a Membership Coordinator for a two-year term. The Membership Coordinator may hold another office on the Board or may be appointed from the Society membership. There is no limit to the number of terms the Membership Coordinator may serve.” - There is currently no definition of the Membership Coordinator anywhere in the By-Laws. It is an important position critical to the successful operation of the Society.

D6. Article VI THE GOVERNING BODY Add “Section 7 : Every member of the Board will review the description of their job responsibilities (the ‘Hit By a Bus’ documents on file in the online work space) at the start of their term of office, and again before the end of each term, providing updates as needed.” - defines where to find detailed and current job descriptions for each Board position

D7. Article VI THE GOVERNING BODY Add “Section 8: Members of the Board or the Society shall be reimbursed only for personal funds used on special events, provided all receipts and required documentation are submitted to the Treasurer within one week after the event’s final expenditure.” - defines Board members and Society members who organize special events as volunteers

E. Article IX CHAPTERS Section 4: Add “The chapters shall operate on the same fiscal year as the Society.” - The chapters do not have separate budgets from the Society.

F1. Article X COMMITTEES Add a new “Section 3: An Audit Committee shall be formed once every three years, beginning in 2026. The Board will appoint three Board members to conduct an audit of the Society’s Minutes and Financial Reports before June 30. Their report will be presented to the Editor of *The Gaillardia* in time for publication in the Fall Issue.” renumbering the former Section 3 to “Section 4:” - Why would the Society “file for audit” our financial reports at every Board meeting, if we never conduct an audit? Whether required or not, it is considered a Best Practice for any charitable organization, indicating financial transparency.

F2. Article X COMMITTEES Section 3, renumbered to Section 4: Add “Committee reports will be written and uploaded to the Board’s electronic file sharing space (i.e. Google Drive) one week before each Board meeting.” - These reports should be a written part of the history of the Society.

F3. Article X COMMITTEES Section 3, renumbered to Section 4: Add “All committees may be revised or dissolved by vote of the Board” - The By-Laws allow the Board to create committees, but there is currently no mechanism in the by-laws to revise or end any committee.

G. Article XIII FISCAL YEAR (formerly the second Article XII) Section 1 : Add “The Board will approve an annual budget for the next fiscal year before October 31.” - our Treasurer, Mary Korthase says that ideally there will be a short online Board meeting including the newly elected Board members just to approve the Budget.

H. Add “ARTICLE XVI CODE OF ETHICS Section 1 : The Society's policy is that Board members conduct themselves in a manner consistent with sound business and ethical practices and be good stewards of member donations. No Board member shall accept any benefit as consideration for any decision, opinion, or recommendation to carry out official acts for the Society. Board members will ensure that all contracts and vendor transactions are open and awarded solely on contractual merit.” - a Best Practice included by many nonprofits these days

I. Add “ARTICLE XVII NON-DISCRIMINATION POLICY Section 1 : The Society does not discriminate based on race, gender, religion, disability, or other protected categories in any activities, including membership, hiring, and events.” - a Best Practice included by many nonprofits these days

J. Add “ARTICLE XVIII DISSOLUTION Section 1 : In the event of dissolution, the Society’s remaining assets shall be donated to another 501(c)(3) organization with a similar mission.” - If there are no guidelines here, future members may be tempted to distribute the Society’s assets among the remaining Board members or Society members.

OKLAHOMA NATIVE PLANT SOCIETY BY-LAWS

(mark-up copy showing how the amendment changes will appear)

ARTICLE I NAME

Section 1: The name of this organization shall be the Oklahoma Native Plant Society (ONPS).

ARTICLE II PURPOSE OF THE SOCIETY

Section 1: The purpose of the ONPS is to encourage the study, protection, propagation, appreciation and use of the native plants of Oklahoma.

ARTICLE III LEGAL STATUS OF THE SOCIETY

Section 1: The ONPS is an educational, non-profit organization.

ARTICLE IV MEMBERSHIP

Section 1: Membership in the ONPS shall be open to any person who supports the aims of the Society. Categories of membership shall be Student, Individual, Family, Lifetime Individual, and Lifetime Family.

Section 2: Complimentary non-voting memberships may be granted to non-members who support the aims of the Society at the discretion of the **Executive** Board.

ARTICLE V OFFICERS

Section 1: The officers shall be a President, Vice-President, Secretary, Treasurer, and six Directors at Large. Each officer, other than the Directors at Large, shall be elected for a term of two years and shall serve until his or her successor has been elected and has assumed the office. The President shall serve no more than two consecutive terms. Directors at Large shall serve three-year terms, two being elected each year to provide continuity. No elected officer, with the exception of the Treasurer, shall serve in the same office for more than two consecutive terms on the **Executive** Board.

Section 2: The **President** shall preside at meetings of the membership and of the **Executive** Board, shall be an ex-officio member of all committees except the Nominating Committee, and shall perform other recognized duties of the office. All candidates for President must have served at least one year on the **Executive** Board before taking office. The President shall appoint ~~a Parliamentarian to attend~~ "an acting Parliamentarian at the beginning of" all general and **executive** board meetings.

Section 3: The **Vice-President** shall preside in the absence of the President, shall fulfill any special duties delegated by the President or **Executive** Board, shall perform the recognized duties of the office, and shall become President if that office becomes vacant.

Section 4: The **Secretary** shall keep the minutes of all meetings of the **Executive** Board and the Society, and perform other recognized duties.

Section 5: The **Treasurer** shall keep and maintain accurate 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 organization with such depositories as may be authorized by the **Executive** Board, disburse the funds of the Society as may be authorized by the Board or by a vote of the membership of the Society, and render to the members of the **Executive** Board, upon request, an account of all transactions and of the financial condition of the Society. The President shall have authority to act for the Treasurer when the Treasurer is unable to perform the duties of the office.

Section 6: The **Directors at Large** shall serve as voting members of the **Executive** Board, shall attend to such duties as may be assigned by the President or the **Executive** Board, and shall participate actively in the Society.

Section 7: A vacancy of any office other than that of President may be filled by vote of the Executive Committee via personal or electronic communication.

ARTICLE VI THE GOVERNING BODY

Section 1: The **Executive Board** of the ONPS shall be responsible for the business affairs and other activities of the Society. Only members of the Society shall be eligible for Board membership.

Section 2: The **Executive Board** shall consist of the elected officers of the Society, Directors at Large, **Chairs of standing committees**, the Membership Coordinator, and representatives of chapters, with the immediate Past-President as an ex-officio and voting member.

Section 3: The **Executive Board** shall hold at least three official, in-person or electronic meetings per year.

Section 4: Meetings of the **Executive Board** may be called by the President or, in the absence or inability of the President, by the Vice-President. In the absence of presidential action, a special meeting of the **Executive Board** may be called by a majority of the **Executive Board** members. Adequate notification of the date, time, place, and purpose of the meeting shall be given to each Board member at least two weeks prior to the meeting.

Section 5: The presence of **a simple majority of the Executive Board at least seven (7) Board members, including at least one Executive Committee member** at a Board meeting shall be necessary to constitute a quorum for the transaction of business. An absent Board member may appoint a proxy to vote in their stead; however, no vote taken may consist of more than **20% 2** proxy votes. Every act or decision by a majority of those present shall be regarded as a valid act of the **Executive Board**.

~~Section 6: The Chair of a standing committee may appoint as many committee members as are needed for the given task. Committee members must be Society members. Chair may authorize a member of that committee to attend an Executive Board meeting and cast the Chair's vote.~~

~~Section 6: The Board will appoint a Membership Coordinator for a two-year term. The Membership Coordinator may hold another office on the Board or may be appointed from the Society membership. There is no limit to the number of terms the Membership Coordinator may serve.~~

~~Section 7: Every member of the Board will review the description of their job responsibilities (the 'Hit By a Bus' documents on file in the online work space) at the start of their term of office, and again before the end of each term, providing updates as needed.~~

~~Section 8: Members of the Board or the Society shall be reimbursed only for personal funds used on special events, provided all receipts and required documentation are submitted to the Treasurer within one week after the event's final expenditure.~~

ARTICLE VII THE EXECUTIVE COMMITTEE

Section 1: The **Executive Committee** shall be composed of the President, Vice-President, Secretary and Treasurer.

Section 2: An Executive Committee meeting may be called by the President or requested of the President via communication from any member of the Committee in order to transact emergency business between meetings of the **Executive Board**. The Committee may obligate the Society to non-budgeted expenditure up to, but not exceeding \$500. The Committee can communicate its business by personal or electronic means.

Section 3: The President shall keep, or cause to be kept, accurate records of all actions to all members of the **Executive Board** within fourteen (14) days of the meeting.

ARTICLE VIII ELECTIONS

Section 1: Elections shall be held each year at the annual meeting of the Society.

- Section 2: The President shall appoint a Nominating Committee to consist of a Chair plus two additional members. At least one member must also be serving on the **Executive** Board. The names of the nominating committee, a list of the offices to be filled, and the names of the nominees are to be printed in the Society's newsletter and available on the Society website prior to the annual meeting along with a notification of the meeting.
- Section 3: The nominating committee shall nominate a candidate for each open position. Additional nominations may be made from the floor with the consent of the person to be nominated.
- Section 4: Voting shall take place by ballot of current members unless there is one nominee for an office, in which case a voice vote may be taken. The candidate receiving the most votes shall be certified as elected. In case of a tie vote, the members of the out-going **Executive** Board who are present at the meeting shall vote and the nominee receiving the majority shall be elected.
- Section 5: The newly elected officers shall take office at the conclusion of the board meeting following the annual meeting during which they were elected.

ARTICLE IX CHAPTERS

- Section 1: Members of the Society may, upon approval of the **Executive** Board, form a chapter of the Society. At least eight members residing in a local area may form operational guidelines. With its original application, each local group may request Society financial support to be used for initial organizational activities.
- Section 2: Each chapter shall appoint or elect a representative to serve on the **Executive** Board of the Society.
- Section 3: Society chapter meetings shall be open to all members of the Society and shall be publicized in the Society's newsletter. A synopsis of activities will appear in the Society newsletter.
- Section 4: State dues will be collected by the Society Treasurer. Chapter expenses, submitted in writing and accompanied by receipts, may be reimbursed by authorization of the Treasurer, President, and/or **Executive** Board. **The chapters shall operate on the same fiscal year as the Society.**
- Section 5: Chapter Authorization may be revoked by action of the **Executive** Board.

ARTICLE X COMMITTEES

- Section 1: Standing Committees, as needed to accomplish the goals of the Society, will be created by vote of the **Executive** Board. Chairs of Standing Committees shall be appointed by the President and approved by the **Executive** Board. **The Chair of a standing committee may appoint as many committee members as are needed for the given task. Committee members must be Society members.**
- Section 2: Ad hoc committees may be created as needed by the **Executive** Board or as directed by a vote of the membership at a regular or special meeting of the Society. Each such committee shall be provided specific charges of responsibility.
- Section 3: An Audit Committee shall be formed once every three years, beginning in 2026. The Board will appoint three of the Directors-at-Large to conduct an audit of the Society's Minutes and Financial Reports before June 30. Their report will be presented to the Editor of *The Gaillardia* in time for publication in the Fall Issue.**
- Section 4: All committees shall report their activities at duly constituted sessions of the **Executive** Board and at the regularly scheduled meetings of the Society. Committee reports will be written and uploaded to the Board's electronic file sharing space (i.e. Google Drive) one week before each Board meeting. All committees may be revised or dissolved by vote of the Board.**

ARTICLE XI MEETINGS

- Section 1: The Society shall hold an annual meeting between September 1 and December 1, at the time and place to be set by the **Executive** Board.
- Section 2: General meetings of the ONPS shall be held at the dates and places to be decided by the **Executive** Board. Special meetings of the membership may be called at any time by either the **Executive** Board or the written request of ten members. All members shall be notified of such meeting, in writing at least two weeks in advance.
- Section 3: The members present at a duly called meeting shall constitute a quorum.

ARTICLE XII DUES

- Section 1: The **Executive** Board shall set the annual dues, which will then be voted upon by the membership at the annual meeting. The dues amount may be reviewed and changed annually by the **Executive** Board with membership approval.
- Section 2: Annual Society dues shall be delinquent after December 31 of each calendar year.
- Section 3: Membership becomes effective upon payment of dues and lapses when dues become delinquent. Dues paid through 31 August will apply to the current year; dues paid after 31 August will apply to the next calendar year. Members will be dropped from the Society when their dues are in arrears six months. Memberships may be reinstated by payment of current dues. To maintain an unbroken or Charter membership, the payment of all delinquent dues is required.

ARTICLE **XII - Replace with XIII** FISCAL YEAR

- Section 1: The fiscal year of the Society shall be from November 1 to October 31 of each year. **The Board will approve an annual budget for the next fiscal year before October 31.**

ARTICLE **XIII - Replace with XIV** AMENDMENTS

- Section 1: These by-laws may be amended by an affirmative vote of two-thirds of the members present at any duly constituted meeting. Proposed amendments shall be submitted to the membership electronically or in print by the **Executive** Board along with notification of the meeting. Such notice is to be in the hands of the members at least two weeks before the scheduled meeting.

ARTICLE **XIV - Replace with XV** PARLIAMENTARY AUTHORITY

- Section 1: Robert's Rules of Order shall be the parliamentary authority when it is not inconsistent with the Society by-laws or any special rules of the Society.

ARTICLE XVI CODE OF ETHICS

- Section 1: The Society's policy is that Board members conduct themselves in a manner consistent with sound business and ethical practices and be good stewards of member donations. No Board member shall accept any benefit as consideration for any decision, opinion, or recommendation to carry out official acts for the Society. Board members will ensure that all contracts and vendor transactions are open and awarded solely on contractual merit.

ARTICLE XVII NON-DISCRIMINATION POLICY

- Section 1: The Society does not discriminate based on race, gender, religion, disability, or other protected categories in any activities, including membership, hiring, and events.

ARTICLE XVIII DISSOLUTION

- Section 1: In the event of dissolution, the Society's remaining assets shall be donated to another 501(c)(3) organization with a similar mission.

HISTORY OF THE ONPS BY-LAWS

Original By-Laws	1-10-1987	
Amendment 1	1-28-1987	Annual meeting to be set between September 1 and December 1 each year.
Amendment 2	11-4-1987	Chapters authorized.
Amendment 3	10-26-1991	Membership categories listed; Life memberships added
Amendment 4	10-3-1992	Board memberships changed from 5 to 6 total years; Executive Committee added; Dues payment clarified; general typographical and grammatical changes.
Amendment 5	10-21-1995	President's term limited to two years
Amendment 6	10-19-2002	Historian duties added; process for paying chapter expenses clarified; history of by-laws added; general typographical and grammatical changes.
Amendment 7	10-9-2005	Removed term limit for Treasurer
Amendment 8	10-1-2011	General updating of entire by-laws
Amendment 9	9-28-2013	Adding membership database coordinator to Board; changing membership arrears from one year to six months; changing fiscal year from calendar year to Nov. 1 through Oct. 31.
Amendment 10	10-8-2016	Office of Historian is changed to standing committee; Members of the Executive Board and Executive Committee clarified; Executive Board meets in person three times per year; Allows Executive Committee to use electronic communication; Appointment of Parliamentarian by President; Chair of standing committee can appoint members as needed and appoint a member to vote at Executive Board meetings in their absence; Includes Family Life Memberships.
Amendment 11	9-24-2022	Article IV Section 2: Complimentary memberships clarified as <u>non-voting</u> . Article VIII Section 4: Voting shall take place by ballot <u>of current members</u> . Article VIII Section 5: Newly elected officers shall take office at the conclusion of the <u>board meeting following the</u> annual Meeting during which they were elected.
Amendment 12	10-7-2023	Article V Section 1: <u>Historian</u> is an <u>appointed</u> position, not elected. Officers are elected for terms of <u>two (2) years</u> . Article VI Section 3: Board meetings may be electronic. Article VI Section 5: An absent Board member may appoint a proxy to vote in their stead; however, no vote taken may consist of more than 20% proxy votes. Article VII Section 2: The Committee may obligate the Society to a non-budgeted expenditure up to, but not exceeding \$500. Article VIII Section 1: Notice of proposed by-laws changes and meetings may be <u>electronic</u> or printed.