

**BYLAWS  
OF  
THE NEW ENGLAND BOTANICAL CLUB,  
INCORPORATED**

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**ARTICLE I  
NAME AND PURPOSE**

Section 1. The name of this corporation shall be The New England Botanical Club, Incorporated.

Section 2. Its purpose shall be to promote the dissemination of local and general botanical information.

Section 3. The Club shall be organized and operated exclusively for its educational and scientific purposes. No part of the property or net earnings of the Club shall inure to the benefit of any individual; and no part of the property of the Club shall be used directly or indirectly in carrying on propaganda, nor shall any substantial part of the activities of the Club consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office, nor shall it publish or distribute any statements with respect thereto.

**ARTICLE II  
SEAL**

The seal of the Club shall, subject to alteration by the Council, consist of a flat-faced circular die with the words "Massachusetts," "Organized 1895, Incorporated 1920" and the name of the corporation cut or engraved thereon.



**ARTICLE III  
OFFICERS AND COUNCILLORS**

Section 1. The officers of the Club shall be a President, a Vice-President, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Curator of Vascular Plants, an Assistant Curator of Vascular Plants, a Curator of Nonvascular Plants, and a Librarian. There shall be five councillors, one of whom may be a student and one of whom may be the immediately preceding President.

Section 2. All officers and councillors shall be elected by ballot by a majority of those members voting at the Annual Meeting of the Club, and, except in the case of death, resignation, or removal, each officer shall hold office until the next Annual Meeting or until a successor is elected. Voting by proxy shall not be allowed.

Section 3. If the office of any officer or councillor becomes vacant by reason of death, resignation, or removal, the Council may appoint a successor who shall hold the office until the next Annual Meeting or until a successor is elected.

#### **ARTICLE IV COUNCIL**

Section 1. The Council shall consist of the above-named officers and councillors, the Associate Curator and the Editor-in-Chief of *Rhodora*. The Associate Curator shall be appointed by the Council to serve as a liaison with the Harvard University Herbaria. The Editor-in-Chief of *Rhodora* shall be appointed by the Council.

Section 2. The Council, a majority of which shall constitute a quorum, shall have the management and control of the Club and of all its property and affairs and shall direct the expenditure of its funds.

Section 3. The Council shall authorize and approve, except as the Council may generally or in particular cases authorize the execution thereof in some other manner, all deeds transfers, and contracts; and all bonds or notes made or endorsed by the Club shall be signed by the Treasurer and countersigned by the President or the Vice-President. All deeds, transfers, and contracts shall be signed by the President or in the President's absence by the Vice-President.

Section 4. The Council may appoint and remove such other officers or agents as it may from time to time determine. It may appoint committees as it sees fit and may delegate to these committees such powers for such terms as the Council deems best, subject to the power of the Council to revoke any such appointment at any time.

Section 5. The Council shall have the books and accounts of the Treasurer audited at least once a year by an external Auditor.

#### **ARTICLE V DUTIES OF THE OFFICERS**

Section 1. The President and Vice-President shall perform the usual duties of their offices.

Section 2. The Curator of Vascular Plants and the Curator of Nonvascular Plants shall have charge of the botanical collections of the Club. The Assistant Curator of Vascular Plants (or in that officer's absence, the Associate Curator) shall perform the duties of the Curator of Vascular Plants in the Curator's absence.

Section 3. The Librarian shall have charge of the books and manuscripts of the Club.

Section 4. The Corresponding Secretary shall give notices of all meetings of the Club and of the Council, and shall conduct the correspondence of the Club.

Section 5. The Recording Secretary, who shall be the Clerk, shall be sworn before entering upon the duties of the Recording Secretary, and as such shall keep the minutes of all meetings of the Club and of the Council and such other records as the Council may direct.

Section 6. The Treasurer shall, subject to the orders and supervision of the Council, collect and disburse the funds of the Club, and for this purpose shall have power to endorse for deposit or collection, all funds, checks,

drafts, etc. payable to the corporation or its order. The Treasurer shall keep, or cause to be kept accurate books of account, and shall make a report of the financial condition of the Club at each Annual Meeting, and at such other times as the Council may request.

## **ARTICLE VI NOMINATING COMMITTEE**

On or before December fifteenth of each year, the President shall appoint a committee of three members -who shall not be officers - to nominate officers for the ensuing year. The report of this committee, which shall be filed with the Corresponding Secretary and open to inspection at least three weeks prior to the Annual Meeting, shall be incorporated in the call for the Annual Meeting.

Nothing herein shall restrict the right of members to offer nominations from the floor provided a notice listing such nominees and signed by not less than three members shall be filed with the Corresponding Secretary not later than ten days prior to the date of the meeting.

## **ARTICLE VII MEMBERSHIP AND DUES**

Section 1. Membership inquiries and resignations may be made to the Corresponding Secretary.

Section 2. Upon payment of annual dues, all members shall have voting privileges and shall receive *Rhodora*.

Section 3. Dues and subscription price of *Rhodora* shall be determined at appropriate intervals by the Council.

Section 4. Annual dues shall be payable the first of January. Any member whose dues remain unpaid for more than three months after same become payable shall cease to receive *Rhodora*. The membership of any member shall automatically terminate if dues or other indebtedness to the Club remain unpaid for thirteen months after same become payable.

Section 5. In the event of the death, resignation, or other termination of the membership of a member, all privileges shall cease. Dues will not be prorated and reimbursed except in instances where more than one year's membership remains.

## **ARTICLE VIII MEETINGS OF THE CLUB**

Section 1. The Annual Meeting of the Club shall be held on the first Friday in March of each year, unless otherwise ordered by the Council, and regular meetings shall be held monthly, except during July, August, and September at such times as the Council may determine. If the Annual Meeting is omitted by oversight or otherwise on the day herein provided therefor, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as though transacted or held at the annual meeting.

Section 2. Special meetings may be called by the President or by vote of the Council or by written request of any ten members given to the Corresponding Secretary. Every such call shall state the object for which the meeting is being called.

Section 3. Notice of all meetings shall be distributed at least seven days before such meetings.

Section 4. At any meeting of the Club, fifteen members shall constitute a quorum for the transaction of business, except the amendment of the By-Laws.

**ARTICLE IX  
AMENDMENTS OF THE BY-LAWS**

These By-Laws may be altered, amended, or repealed in the following manner: at any Annual, regular, or special meeting of the Club by a two-thirds vote of the members present and voting, provided that at least thirty members or two-thirds of the membership (whichever is the smaller number) are present at the meeting, and that the subject matter of the proposed alteration, amendment, or repeal has been given in the call for the meeting at which the alteration, amendment, or repeal is to be considered.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Club shall end of the thirty-first day of December in each year.

**ARTICLE XI  
DISSOLUTION**

Should the Club be dissolved for any reason, the officers shall after paying or making provision for payment of all the liabilities of the corporation, distribute all assets, including all accrued income, to one or more scientific, educational and/or literary organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Law).