

# BYLAWS OF THE NEW ENGLAND BOTANICAL SOCIETY<sup>1</sup>, INCORPORATED

Adopted by the membership February 27, 2021

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## ARTICLE I

### NAME AND PURPOSE

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

Section 2. Its mission shall be to increase scientific knowledge and appreciation of the flora of New England.

Section 3. The Society shall be organized and operated exclusively for its educational and scientific purposes. No part of the property or net earnings of the Society shall inure to the benefit of any individual; and no part of the property of the Society shall be used directly or indirectly in carrying on propaganda, nor shall any substantial part of the activities of the Society consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Society 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

### OFFICERS AND COUNCILORS

Section 1. The officers of the Society shall be a President, a Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Curator of Vascular Plants, a Curator of Cryptogams, an Assistant Curator, and a Librarian. There shall be no fewer than five and no more than seven councilors, who may be students, and one of whom may be the immediately preceding President. All officers and councilors shall be members in good standing of the Society. Council members shall be representative of as many of the New England states as possible.

Section 2. All officers and councilors shall be elected by ballot by a majority of those members voting at the Annual Meeting of the Society, and, except in the case of death,

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<sup>1</sup>Editor's Note: "New England Botanical Society" is synonymous with "New England Botanical Club" throughout this document. Although replacing "Club" with "Society" was approved, the legal change in name is pending.

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 councilor 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 III**

#### **COUNCIL**

Section 1. The Council shall consist of the above-named officers and councilors and the Editor-in-Chief of *Rhodora*. 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 Society 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 Society 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. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting, if the text of the resolution or matter to be agreed upon is sent to all of the officers and councilors, and a simple majority of the officers and councilors consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Council at a meeting and may be described as such in any document executed by the Society. The vote of a simple majority of the Council present at a meeting, or a simple majority of the entire Council in the case of an electronic vote, shall constitute approval of any action.

Section 5. Council members may participate in a meeting of the Council or of a committee of the Council, by means of conference telephone, internet conference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting.

Section 6. The Council may appoint and remove such other agents as it may from time to time determine, including but not limited to the Association Manager<sup>2</sup> and the Associate Curator. The Associate Curator shall be appointed by the Council to serve as a liaison with the Harvard University Herbaria. These other agents shall not be voting members of the Council. It may appoint committees as it sees fit and may delegate to these committees

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<sup>2</sup>Editor's Note: Prior to publication of these bylaws, the Association Manager position was replaced with an Executive Director. Association Manager duties are carried out by the Executive Director as of September 26, 2022.

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 7. A CPA firm will, in the service of compiling the annual IRS tax Form 990 for the Society, reconcile all accounts, balance all transactions, and track all forms of the Society's net asset accounts. This shall constitute an annual external review of the books and accounts.

## ARTICLE IV

### DUTIES OF THE OFFICERS

Section 1. The President and Vice President shall perform the usual duties of their offices, including presiding at meetings of the Council and Society, directing the activities of the Society, managing any contracts into which the Society may enter, including those of the editorial staff of *Rhodora* and the Association Manager, and coordinating the activities of the officers and committees.

Section 2. The Curator of Vascular Plants and the Curator of Cryptogams shall have charge of the botanical collections of the Society, including management of the collections, facilitating acquisitions, and coordinating with the Associate Curator. The Assistant Curator shall assist the Curators and perform the duties of the Curators in a Curator's absence.

Section 3. The Librarian shall have charge of the books, manuscripts, maps, digital documents, and archives of the Society. Duties of the Librarian include receiving documents from the Recording Secretary and incorporating these into the archives.

Section 4. The Corresponding Secretary shall provide timely notices of all meetings of the Society and of the Council and shall conduct the correspondence of the Society.

Section 5. The Recording Secretary, who shall be the Clerk, shall keep the minutes of all meetings of the Society and of the Council and such other records as the Council may direct. These minutes and records shall be permanently retained as part of the archives of the Society.

Section 6. The Treasurer shall, subject to the orders and supervision of the Council, collect and disburse the funds of the Society, 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 Society at each Annual Meeting, and at such other times as the Council may request.

Section 7. As designated by the President, officers, committee chairs, and the Association Manager shall provide annual written reports for presentation at the Annual Meeting and Society archives.

## ARTICLE V

### NOMINATING COMMITTEE

On or before December fifteenth of each year, the President shall appoint a committee of three members—who shall not be Council members or employees of the Society—to nominate officers and councilors 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 VI

### MEMBERSHIP AND DUES

Section 1. Membership inquiries and resignations may be made to the Association Manager.

Section 2. Any person, family or household may become a member upon payment of the applicable annual dues.

Section 3. Upon payment of annual dues, all members shall have voting privileges and shall receive *Rhodora*. Each individual member shall be entitled to one vote. Each individual of a family/household membership shall be entitled to one vote.

Section 4. Dues and subscription price of *Rhodora* shall be determined at appropriate intervals by the Council.

Section 5. Annual dues shall be payable the first of January. Any member whose dues remain unpaid for more than three months shall cease to be a member and to receive *Rhodora*.

Section 6. 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 VII

### MEETINGS OF THE SOCIETY

Section 1. The Annual Meeting of the Society shall be held at the monthly meeting in March of each year, unless otherwise ordered by the Council, and regular meetings shall be held monthly or at such times as the Council may determine. If the Annual Meeting is omitted, a special meeting shall be held, 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 Society, fifteen members shall constitute a quorum for the transaction of business, except the amendment of the Bylaws.

Section 5. Members may participate in a meeting of the Society by means of conference telephone, internet conference, or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting.

## **ARTICLE VIII**

### **AMENDMENTS OF THE BYLAWS**

These Bylaws may be altered, amended, or repealed in the following manner: at any Annual, regular, or special meeting of the Society 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 IX**

### **FISCAL YEAR**

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

## **ARTICLE X**

### **DISSOLUTION**

Should the Society 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).