

MARYLAND NATIVE PLANT SOCIETY, INC.

(A Maryland Nonprofit Corporation)

CORPORATE BYLAWS, as amended, 2008

ARTICLE I. NAME

The name of the corporation shall be Maryland Native Plant Society, Inc., hereinafter referred to as the "Society."

ARTICLE II. AUTHORITY

This Society was chartered by the Articles of Incorporation approved by the State Department of Assessments and Taxation on the 17th day of January, 1992, as a non-stock, nonprofit corporation to operate exclusively for educational, research and scientific purposes, and more specifically to promote, sponsor and implement education, research and service activities to promote the conservation and propagation of Maryland native plants and their habitats, and for no other purposes.

ARTICLE III. PURPOSE

As stated in the Articles of Incorporation, the Society is organized and is to operate exclusively for education, research and scientific purposes, and more specifically to promote, sponsor, and implement education, research and service activities to promote the conservation and propagation of Maryland native plants and their habitats, and for no other purposes, and to that end to receive, hold, invest, manage, use, administer and dispose of property of all kinds for the aforementioned purposes, and in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the general laws of the State of Maryland for educational, research and scientific purposes can be authorized to exercise, but only to the extent that the exercise of such powers is in furtherance of exempt purposes within the meaning of applicable provisions of the Internal Revenue Code of 1986, as amended, as such provisions pertain to organizations exempt from federal income tax, and provided that such powers shall include the solicitation or acceptance of charitable contributions from the public for the benefit of the Society.

No part of the net earnings, gains or assets of the Society shall inure to the benefit of its directors, officers or private individuals or organizations organized for profit (except the Society shall be authorized and empowered to pay reasonable compensation for services rendered). No expenditures shall be made for and no substantial part of the activities of the Society shall involve the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Society participate or intervene in any

way (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the Society shall not carry on any activities not permitted to be carried on by a Society exempt from federal income tax under the applicable provisions of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. MEMBERSHIP

SECTION 1. MEMBERSHIP CRITERIA. The Society shall be open for Membership to all persons and organizations interested in furthering the purposes of the Society as set forth in Article III - Purpose. Classifications of Membership, if any, shall be established by the Board of Directors.

SECTION 2. ANNUAL MEMBERSHIP FEE. Membership fees for all classifications of Members will be established annually by the Board of Directors.

SECTION 3. MEMBERSHIP MEETINGS. An annual business meeting of the general Membership shall be held in the State of Maryland at such time and place as the Board of Directors may determine.

SECTION 4. BENEFITS OF MEMBERSHIP. The benefits offered to Society Members will be established and reviewed annually by the Board of Directors.

SECTION 5. VOTING RIGHTS OF MEMBERS. The Board of Directors will establish the voting rights for all classifications of Members of the Society, except the Board of Directors will not restrict the one vote per Member principle, but can establish a special non-voting classification of Member. If authorized by the Board of Directors, the members may vote by mail on a stated proposal or for the election of Officers and Directors.

SECTION 6. ELECTION OF OFFICERS AND THE BOARD OF DIRECTORS. Voting Members of the Society will elect all Directors and all Officers of the Society.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. AUTHORITY. The business and affairs of the Society shall be managed by a Board of Directors, which shall have the full power and authority to do all acts and perform all functions which the Society might do or perform and establish all policy of the Society.

SECTION 2. NUMBER. The number of members of the Board of Directors, including Officers and Directors, shall be fifteen (15), which number may be increased or decreased from time to time by the Board of Directors, provided that there shall not at any time be fewer than five (5) Directors and three (3) Officers.

SECTION 3. MEMBERSHIP AND TERM OF OFFICE. (a) The Board of Directors shall consist of elected Directors and Officers of the Society. (b) The Officers and the Directors of the Society shall be elected by the Membership of the Society, and shall be installed at the annual meeting of the Members. (c) The Directors and Officers will be elected for one (1) or two (2)-year terms. Each member of the Board shall serve until his or her successor shall have been duly appointed or elected and shall have been qualified. (d) Vacancies occurring during the term of office of any elected Director or Officer may be filled by a majority vote of the remaining members of the Board of Directors and the successor shall serve until the next annual Membership meeting. (e) Any one or more of the elected Directors or Officers may only be removed with cause by a two-thirds (2/3) vote of the Board of Directors. (f) Board members must be Maryland Native Plant Society members.

SECTION 4. MEETINGS OF THE BOARD. (a) An annual meeting of the Board of Directors shall be held at such time and place as the Board may determine, except that the annual meeting must be held in the State of Maryland. Special meetings may be held within or without the State of Maryland, and may occur by means of conference telephone or other similar device in which all persons participating in the meeting can hear each other at the same time. (b) Written or printed notice, stating the time, date, and place of each meeting shall be delivered to each member of the Board of Directors at least four (4) days prior to the day of the meeting.

SECTION 5. ACTION BY THE BOARD. (a) Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted. (b) A majority of the entire Board shall constitute a quorum

SECTION 6. INTERESTED OFFICER OR DIRECTOR TRANSACTIONS. A contract or other transaction between the Society and any of its Officers or Directors or between the Society and any other corporation or organization or other entity in which any of the Officers or Directors is a director or has a material financial interest is not voidable solely because of, (1) the common directorship or interest, or (2) the presence of the Officer or Director at the meeting of the Board or of a committee which authorizes, approves, or ratifies the contract or transaction, provided that the fact of the common directorship or material financial interest is disclosed or known to the Board of Directors or committee, that such Officer or Director is recused from voting on the contract or transaction, and that the Board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of the majority of disinterested members of the Board or committee.

ARTICLE VI. OFFICERS

SECTION 1. ELECTED OFFICERS. The Officers of the Society shall consist of a President, Secretary, and Treasurer and may include one or more Vice Presidents. The Officers shall be elected by the Membership.

SECTION 2. DUTIES OF THE PRESIDENT. The President, subject to the direction of the Board of Directors, shall provide general supervision and direction for the Society. He or she, or his or her designee, shall preside over all general Membership meetings and over all meetings of the Board of Directors

SECTION 3. DUTIES OF THE VICE PRESIDENT(S). In the absence of the President, one of the Vice Presidents, if any, shall be authorized to and shall perform all the duties and exercise the authority of the President.

SECTION 4. DUTIES OF THE SECRETARY. The Secretary shall record all meetings of the Board of Directors and business meetings of the general Membership of the Society. The Secretary shall have custody of the seal of the Society, shall be empowered to affix the corporate seal to documents, execution of which, on behalf of the Society, and under its seal, is duly authorized, and when so affixed, may attest the same. The Secretary shall exercise such other duties and authority as may be determined and assigned by the Board of Directors.

SECTION 5. DUTIES OF THE TREASURER. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Society, and shall deposit the same or cause the same to be deposited in the name of the Society in such bank or banks as the Board of Directors may designate; shall have supervision over the accounts of all receipts and disbursements of the Society; shall, whenever required by the Board of Directors, render or cause to be rendered financial statements of the Society; and shall exercise such other duties and authority as may be determined and assigned by the Board of Directors.

SECTION 6. COMPENSATION. No voting member of the Board of Directors or any Officer of the Society shall receive a salary or other compensation, except all expenses of Directors for attending all meetings of the Board of Directors shall be covered by the Society.

ARTICLE VII. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of the President and the Society's presiding Officers. During the intervals between the meetings of the Board of Directors, the Executive Committee shall have all the power vested in the Board of Directors by law or by these Bylaws to manage the property, business and affairs of the Society, providing the Executive Committee shall not have the power of the Board of Directors in reference to electing, appointing or removing any members of the Board of Directors or of said Committee; nor in reference to amending or repealing the Articles of Incorporation or these Bylaws; nor in reference to any matter which under the General Laws of the State of Maryland is vested exclusively in the Board of Directors and may not be exercised by any Committee of the Board. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep a record of all action taken by it, and shall

report such action to the Board of Directors at the next meeting. The actions of the Executive Committee shall be reviewed at the next Board of Directors meeting, and except where the rights of a third party are involved, the actions may be revised or altered by the Board of Directors.

SECTION 2. OTHER COMMITTEES. The President, with the approval of the Board of Directors, shall from time to time appoint such Standing and Special Committees as shall be deemed necessary to carry on the activities of the Society and further its objectives.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

SECTION 1. SCOPE OF INDEMNIFICATION. Reference is made to Section 2-418 (and any other relevant provisions) of the *Corporations and Associations Article of the Annotated Code of Maryland* (1985). Particular reference is made to the class of persons (hereinafter "Indemnitees") who may be indemnified by a Maryland corporation pursuant to the provisions of such Section 2- 418, specifically any past or current Director, or Officer, employee or agent who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of service in the capacity of Director, Officer, employee or agent of the Society unless it is established that (a) the act or omission of the Indemnitees was material to the matter giving rise to the proceeding and (b) was committed in bad faith or was the result of active and deliberate dishonesty, or (c) in the case of any criminal proceeding, the Indemnitee had reasonable cause to believe that the act or omissions was unlawful.

SECTION 2. INDEMNITY. (a) The Society shall indemnify such Indemnitees to the fullest extent to which it is empowered to indemnify such persons under Section 2-418 of the *Corporations and Associations Article of the Annotated Code of Maryland* as it maybe amended from time to time. (b) Indemnification shall be provided for any Director or Officer who has been successful, on the merits or otherwise, in the defense of any proceeding referred to in this Article against reasonable expenses incurred by such Director in connection with such proceeding.

SECTION 3. INSURANCE. The Society shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Society against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Society would have the power to indemnify against liability under the provisions of Section 2-418 of the *Corporations and Associations Article of the Annotated Code of Maryland*.

SECTION 4. MISCELLANEOUS. This Article shall not be deemed to limit any power of the Society of the Board of Directors to provide additional or other indemnity to any other person.

ARTICLE IX. FINANCE

SECTION 1. DEPOSITS. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories the Board may select.

SECTION 2. FINANCIAL STATEMENTS. The Treasurer of the Society shall prepare annually a full and correct statement of affairs of the Society, including a balance sheet and a statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the Annual Meeting of the Board of Directors and, within twenty (20) days after the Annual Meeting, placed on file at the Society's principal office.

ARTICLE X. ADOPTION AND AMENDMENT OF BYLAWS

SECTION 1. ADOPTION. The Board of Directors shall adopt Bylaws for the conduct of affairs of the Society, which shall be consistent with the Articles of Incorporation.

SECTION 2. AMENDMENT. (a) Except as provided in Subsection (b), the Board of Directors shall have the power, by an affirmative vote of a majority of the entire Board at any regular or special meeting thereof, to make and adopt new bylaws, or to amend, alter, or repeal any of the Bylaws of the Society, provided that the amendment does not violate either the General Laws of Maryland or the applicable provisions of the Internal Revenue Code of 1986, as amended. (b) If a proposed amendment would alter the one-vote-per-Member principle, or would eliminate the right of Members to elect Officers or Directors, such proposed amendment will be adopted only if approved by the Membership.

ARTICLE XI. MISCELLANEOUS

SECTION 1. PARLIAMENTARY AUTHORITY. The latest edition of Robert's *Rules of Order* shall govern all meetings of the Society and its Board of Directors insofar as they are applicable and consistent with the Articles of Incorporation of the Society or these Bylaws.

SECTION 2. FISCAL YEAR. The Society's fiscal year shall end on December 31.