

Bylaws of the Flora of New Jersey Project, Inc.

ARTICLE I - NAME AND LOCATION

Section 1: Name

The name of the organization shall be the "Flora of New Jersey Project, Inc.," hereinafter referred to as "FNJ."

Section 2: Incorporation

FNJ is a non-profit organization, incorporated under the laws of the State of New Jersey. FNJ is non-political, non-partisan, and non-sectarian.

Section 3: Location

The address of record of the FNJ shall be the address of record of the Chairperson. FNJ home address will be the Chrysler Herbarium, Douglas College - Rutgers University. The Chrysler Herbarium will be FNJ primary specimen depository.

ARTICLE II - PURPOSE AND OBJECTIVE

Section 1: Purpose

The purpose of FNJ shall be to compile botanical information about the vascular plants of New Jersey, for use by agencies, conservation groups, and individuals of various levels of expertise who are interested in our state's botanical resources.

Section 2: Objectives

The objectives of FNJ shall be:

- (a) To study New Jersey's flora and document the occurrence of all species, subspecies and varieties of vascular plants found in the state. The project will involve field work and verification of specimens deposited in herbaria.
- (b) To provide a list of the vascular plants known to occur in the state, with current Latin names, synonyms, and preferred common names. The list is to be posted on a website and updated regularly as new information becomes available.
- (c) To describe the distribution, abundance, and habitat of vascular plants known to occur in the State. This will involve posting of maps and status information on a website. Eventually, the map data will be published as an atlas.
- (d) To provide keys and descriptions to aid in the identification of New Jersey's vascular plants. This will be posted on a website as work progresses but eventually will be published as a manual.
- (e) To encourage amateur botanists, particularly young ones, to study the State's plants and become involved in their documentation and protection.
- (f) To provide regular progress reports and information on FNJ activities to various organizations, clubs, and individuals with goals or interests similar to ours.

ARTICLE III - MEMBERSHIP

Section 1: Classification

Membership in FNJ shall be classified as follows:

- (a) Member
- (b) Student Member
- (c) Supporting Member
- (d) Sustaining Member
- (e) Honorary Member

Section 2: Qualifications and Privileges

(a) Member: A person interested in the botanical sciences and distribution of wild plants shall be eligible for the grade of Member in the FNJ. Members shall be entitled to vote in any election or on any question calling for a vote of the membership. They shall be entitled to attend meetings, seminars, and functions held by FNJ, receive notices such as agenda, minutes, and progress reports, sit on or chair committees, and hold office.

(b) Student Member

Any full time student enrolled in a biological science curriculum in an accredited university or college shall be eligible for the classification of Student Member upon verification of enrollment in said curriculum by the Board of Directors. Student members shall have the same rights as a full member, with the exception of the rights to vote or hold office.

(c) Supporting Member

An individual who is sympathetic to the goals of FNJ but not able to participate actively or on a regular basis shall be designated an Affiliate Member, as determined by the Board of Directors. The support, opinions, and occasional participation of Affiliate Members will be welcomed, and they shall have the same rights as a full member, with the exception of the rights to chair committees or hold office.

(d) Sustaining Member

Corporations, companies, and firms having a professional interest in the activities of FNJ or concern for its goals shall be eligible for the designation of Sustaining Member, subject to verification of such interest by the Board of Directors. Sustaining Members shall have all the rights of full membership excepting the right to vote, chair committees, or hold office.

(e) Honorary Member

Any person, be he accredited or not, who has rendered acknowledged eminent service to the goals of FNJ or protecting the botanical resources of New Jersey, shall be eligible for honorary membership. Prospective honorary members shall be recommended by an existing member and approved by unanimous action of the Board of Directors. An honorary member shall have the rights of full membership except the rights to vote and hold office.

Section 3: Dues

The annual dues of membership in FNJ shall be fixed annually by the Board of Directors, and such dues shall be paid to the Treasurer. Membership dues are payable January 1 of each year. Any member who shall fail to pay such dues within ninety (90) days after such shall become due and payable shall be notified by FNJ of such delinquency. The Board of Directors may, at its discretion, suspend members becoming unreasonably delinquent and may reinstate delinquent members. Donations to FNJ are always welcome. Dues shall be structured as follows:

- (a) Member: As fixed by the Board of Directors
- (b) Student Member: One-quarter the member rate
- (c) Supporting Member: Equal to the member rate
- (d) Sustaining Member: As fixed by the Board of Directors
- (e) Honorary Member: None

ARTICLE IV - OFFICERS

Section 1: Number and Term of Office

The officers of FNJ shall consist of a Chairperson, Vice Chairperson, Corresponding Secretary, Recording Secretary, and Treasurer. The officers with the exception of the Treasurer shall be elected for a term of one (1) year. The Treasurer shall be elected to a two (2) year term to provide administrative continuity. The term shall begin at the close of the annual meeting at which they are installed, and shall continue to the close of the next annual meeting or until a successor is duly elected and qualified. All officers may be reelected to serve as needed for the viability of the organization.

Vacancies occurring in any of the offices of the Society shall be filled by election by the Board of Directors. The person so elected shall serve until the next annual election, or until a successor is chosen. Other officers, such as an Editor of website and manual submissions, may be appointed by the Board of Directors. These officers shall serve for a five-year term and may succeed themselves.

Section 2: Board of Directors

The Board of Directors shall consist of the officers listed above and a variable number of associate directors as determined by the officers. The Chairperson shall be the Chairman of the Board and the Vice Chairperson shall be Vice Chairperson of the Board. The Term of all directors shall begin at the close of the annual meeting at which they are installed and shall continue to the close of the next annual meeting or until a successor is duly elected and qualified. Directors may be reelected to serve as needed for the viability of the organization.

Section 3: Vacancies

Vacancies occurring in any of the offices of the organization shall be filled by election by the Board of Directors. The person so elected shall serve until the next annual election, or until a successor is chosen.

Section 4: Duties of Officers

(a) Chairperson: The Chairperson shall preside at all meetings of the membership and the Board of Directors. He or she shall be the principal officer of FNJ, shall guide its functions, shall act as an ex-officio member of each standing or special committee, and shall appoint committees not otherwise provided for. The Chairperson, in conjunction with the Board of Directors, shall provide the schedule of meetings and meeting agenda to the Corresponding Secretary for timely distribution to members.

(b) Vice Chairperson: The Vice Chairperson shall, in the absence or disability of the Chairperson, assume all of the duties and exercise the powers of the Chairperson. And he or she shall perform such other duties as the Board of Directors shall prescribe.

(c) Corresponding Secretary: This Secretary shall be the custodian of records, including Bylaws and amendments made thereto. He or she shall give due notice of all meetings, conduct the correspondence of the Society, and prepare all letters to be written in its name, retaining copies of them. This Secretary shall maintain the membership list and work with the Treasurer in orienting and corresponding with new members.

(d) Recording Secretary: This Secretary shall take minutes of general meetings and meetings of the Board of Directors and provide copies to the Corresponding Secretary for archiving and distribution. And he or she shall be the custodian of records of FNJ meetings, including agenda and minutes of general meetings and meetings of the Board of Directors.

(d) Treasurer: The Treasurer shall collect and have charge of all income, make disbursements authorized by the Board of Directors, and maintain full financial records. He or she shall render a summary report of the finances of FNJ at the Annual Meeting, or oftener if requested, and at any other time desired. He or she shall report to the Board of Directors, in detail, all receipts and expenditures handled by him or her. The books of the Treasurer shall be audited annually by such auditors as may be selected by the Board of Directors or, lacking same, by the Board of Directors themselves, the results of such audit to be presented to the membership at the annual meeting. He or she shall be the custodian of past financial records and have tax returns prepared as needed. New memberships and renewals shall be reported promptly to the Corresponding Secretary.

Section 5: Policies and Procedures Regarding Officers and Directors

(a) No member may be nominated for Chairperson without having served as an officer or director in the preceding year.

(b) No member shall be nominated for chairman if he has served in that position for the preceding two (2) full consecutive years without the approval of the membership.

(c) There shall be no restrictions as to reelection of the Corresponding Secretary, Recording Secretary, and Treasurer.

(d) The Corresponding Secretary and Treasurer shall be allowed compensation for the administrative staff necessary to their official duties. The amount of compensation is to be determined by the Board of Directors.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: Nominations

A Nominating Committee, appointed by the Chairperson, shall select a slate of candidates to consist of Officers and Directors, subject to the approval of the Board of Directors. Members of the organization will be invited to make other nominations by mail. Only members who are in good standing and whose dues are current are eligible for nomination. All nominees shall be consulted by the Nominating Committee as to their availability for office. Following acceptance by the Board of Directors, the list of proposed officers and directors shall be published or sent to the membership by special mailing. This slate will be presented to the members at the annual meeting.

Section 2: Elections

Elections will be held at the annual meeting. Members unable to attend may submit their vote by mail, to be received by the date of the meeting.

ARTICLE VI - ADMINISTRATION

Section 1: Board of Directors

The Board of Directors shall have vested in it the governance of FNJ, control of FNJ property, and the management of its activities and fiscal affairs. The Board shall have complete authority to act for FNJ, being restricted in its action only these Bylaws.

The Chairperson, or Vice Chairperson, and at least two-thirds of the remaining directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been attained.

Section 2: Finance Official

The Board of Directors shall designate a Finance Official who shall oversee the Treasurer and have supervision of all financial affairs of FNJ. He or she shall direct an audit of the accounts of FNJ annually and shall make recommendations to the Board of Directors as to the amount of the membership annual dues, the investment of monies, and other financial matters.

Section 2: Meetings

(a) Board of Directors. The Board of Directors shall hold at least one (1) meeting annually, at such time and such place as it may designate for the transaction of FNJ business. Special Board meetings may be called at any time or place by the Chairperson or a majority of the Board.

(b) Membership Meetings. FNJ shall hold one (1) regular meeting in February of each year which shall be known as the annual meeting and Board of Directors Meeting. It shall be held at such time and place as may be prescribed by the Board of Directors. The order of business for the annual meeting shall be as follows:

1. Chairperson's address, to include a report of the activities of the Board of Directors.
2. Report of the Treasurer.
3. Report of the Standing and Special Committees.
4. Unfinished Business.
5. New Business.
6. Election and Installation of Officers for the ensuing year.
7. Technical papers and discussions.

Meetings of the membership shall be presided over by the Chairperson, or if he is not present, by the Vice Chairperson, or if both are not present, by a chairman to be chosen at the meeting. In all matters coming to a vote, each member shall be entitled to one (1) vote, and all questions shall be decided by a majority vote of the members present or represented at the meeting.

Section 3: General

(a) The latest edition of Robert's Rules of Order shall be accepted by FNJ as final authority of all questions of parliamentary law.

(b) The physical year of corporation shall begin on the first day of January and end on the thirty-first day of December each year.

ARTICLE VII - INTENTION TO OPERATE AS A NOT-FOR-PROFIT CORPORATION

(a) FNJ shall not have, or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent FNJ from qualifying, and continuing to qualify, as a non-profit corporation under the Internal Revenue Code, nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of New Jersey, or any other jurisdiction where its activities are carried on.

(b) FNJ shall never be operative for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of FNJ shall be used for, accrued to, or fall to the benefit of any member or private individual within the meaning of the Internal Revenue Code.

(c) No compensation or payment shall ever be paid or made to any member, officer, or director of FNJ, except as a reasonable amount for expenditures or services actually made, or rendered to, or for, FNJ, and with approval of the Board of Directors.

(d) In the event of the dissolution of the organization, all of the assets and property of FNJ remaining after the proper payment or satisfaction of its expenses and liabilities shall be distributed in accordance with the applicable provisions of Articles 10 and 11 of the Not-for-Profit Corporation Law, as amended, to such educational or scientific organizations as shall qualify under section 501(c)(3) of the Code.

ARTICLE VIII - COMMITTEES

Section 1: Appointment

The Chairperson, with the approval of the Board of Directors, shall appoint the Chairman of all standing committees and may also appoint the members thereof. The Chairperson of the Board of Directors may also appoint special committees for specific purposes.

Section 2: Committees, Generally

(a) All Standing Committees, and such special committees as may be appointed by the Board, shall be subject to the Board of Directors in all their actions.

(b) The terms of office of all committees shall expire with the close of the annual meeting following their appointment, unless specifically extended by vote of the members at the annual meeting or by the Board of Directors.

(c) No committee or individual member is authorized to make any commitments concerning future actions of FNJ or to make contracts or agreements involving payments by FNJ without specific prior authorization of the Board of Directors.

Section 3: Standing Committees

(a) Nomenclature Committee. This committee shall be composed of the Nomenclature Committee chairperson, the Manual Committee chairperson, and a member in good standing. The committee's responsibility is to research taxa of vascular plants occurring in the State, provide a continuously modernized list of Latin and common names, and provide current information to prospective authors, the chairpersons of the Atlas, Manual, Internet Technology committees, and the public via the FNJ website.

(b) Atlas Committee. This committee shall be composed of the Atlas chairperson, the Internet Technology Chairperson, and a member in good standing. The committee's responsibility is to provide guidelines to authors for submissions to the evolving Flora of New Jersey's Atlas, edit documents for inclusion, and provide the Internet Technology (IT) Committee with finished copy to be posted on the Atlas section of the FNJ website.

(c) Manual Committee: This committee shall be composed of the Manual chairperson, the Nomenclature Committee chairperson, and a member in good standing. The committee's responsibility is to provide guidelines to authors for submissions to the evolving Manual of the Flora of New Jersey, editing submissions, and the final preparation of each finished section.

(d) Internet Technology (IT) Committee. This committee shall be composed of the IT Committee chairperson, the Atlas Committee chairperson, and a member in good standing. The committee's responsibility is to set internet and web page conventions, receive page content from committees and officers, post current information, and maintain the FNJ website.

(e) Education and Outreach Committee. This committee shall disseminate the results of our work to botanists and interested parties, associated professionals in conservation and service organizations, and the general public. The Committee shall also represent the FNJ in the development of curricula or educational programs related to New Jersey plants.

Section 5:

ARTICLE IX - AMENDMENTS

Section 1: Petitions by the Membership

Petitions for proposed amendments to the FNJ By Laws must be in writing, signed by at least one-fifth (1/5) of the total voting membership of FNJ, and presented to the Board of Directors at least 30 days prior to the annual meeting. At the instruction of the Board, the secretary shall send copies of all proposed amendments to all members of FNJ at least 15 days prior to the annual meeting or cause same to be published in the official FNJ publication. Such proposed amendments shall be in order for discussion at the said meeting.

Section 2: Annual Meeting Procedure

The proposed amendments shall be discussed at the annual meeting and may be amended in any matter pertinent to the original proposals by a majority vote at such annual meeting. These proposed amendments, in their original form, or if amended, in their amended form, shall then be approved or disapproved by a two thirds (2/3) majority vote of the members present and voting.

Section 4: Effective Date of Amendment

Amendments shall take effect immediately upon their adoption.