

**Bylaws of the Mid-Atlantic Carnivorous Plant Society**  
**2 September 2018**

**Article I.**  
**Name and Address**

A. Name

The name of the corporation shall be the Mid-Atlantic Carnivorous Plant Society, LLC., herein also referred to as MACPS. The board of directors may authorize the use of other names and acronyms for various purposes. Generally, the Organization shall be referred to as the Mid-Atlantic Carnivorous Plant Society.

B. Address

MACPS shall be incorporated in the State of Maryland, and bound by all rules, laws, and covenants of the State. The primary registered address of MACPS shall be that of the registered agent, with a mailing address located within the State of Maryland. The Board may authorize creation of other addresses or offices to the suit the needs of MACPS, within and beyond the State.

**Article II**  
**Purposes**

A. Objective

The objective of the Mid-Atlantic Carnivorous Plant Society is to promote education, and scientific knowledge of Carnivorous Plants, including their cultivation and conservation. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

B. Regional Scope

MACPS serves the Mid-Atlantic region of the United States, including Pennsylvania, Maryland, Virginia, West Virginia, Delaware, New Jersey, New York, and Washington, D. C.

C. Governing Instruments

MACPS shall be governed by its Bylaws.

**Article III**  
**Membership**

A. Eligibility

Any individual may join the MACPS. No individual shall be denied membership in MACPS due to race, national origin, religion, political affiliation, gender or gender identification, age, disability, orientation, or any basis prohibited by law. At the discretion of the Board, and by majority vote, an individual may be denied membership due to behavior deemed detrimental to the Organization, including (but not limited to) harassment of other members, threats of violence, discrimination, etc., damage to the standing or good-name of the MACPS, or individuals who have previously abused either an Office or Membership in the Society.

B. Dues

All members, except lifetime members as described below, are required to pay dues as described below. The Board shall, from time to time, revise the amount of Dues. Any amendment of Dues shall require a three-quarter vote from the entire Board; a vote from membership is not required.

Any member is entitled to all rights and privilege granted to members. Dues shall renew on the first of the year. Membership covers only the calendar year paid, and shall not be prorated or extended beyond 31 December of that year.

### C. Membership Types

1. Individual Membership – Any individual over the age of 18 may join the MACPS as an individual. Individual membership dues shall be set at \$20 / year.
2. Family – Any group of individuals living in a single household, at a single address, may join as a family membership. Each Family Membership, regardless of the number of individuals in the household, is viewed as a single member, and is granted only one vote in matters put before the general membership, and only one individual may sit as a Board member. Family membership dues shall be set at \$30 / year.
3. Student – Any individual enrolled in an accredited University or College, *or* any individual under the age of 18 (with parental consent) may join as a Student member. Student membership dues shall be set at \$5 / year.
4. Corporate – Business wishing to support and participate in activities of MACPS may join. Each Corporate Membership, regardless of individuals in the corporation, is viewed a single member, and granted only one vote. Corporate members may designate a single member to serve as a board member. Corporate dues shall be set at \$200 / year.
5. Lifetime Member – At the discretion of the current MACPS president, any member who has rendered significant service to MACPS may be nominated for Lifetime Membership. No one may nominate him- or herself. Upon Nomination, a three-quarters vote of the board shall confer this Member with Lifetime Membership. Lifetime Members are granted all rights and privileges of Individual Members, but are not required to pay dues, nor does their membership expire.

## **Article IV Meetings**

### A. Meeting Frequency

The Mid-Atlantic Carnivorous Plant Society shall meet at least 4 times per year. Decisions to meet more frequently shall be carried out by the Board yearly. Fewer meetings may be held due to extraneous circumstances, such as inclement weather.

### B. Meeting Location

Meetings will be held within the Region. The Board may vote to hold a meeting outside of this Region. The Board shall make all efforts to hold meetings throughout the region during each year.

### C. Elections

Elections for Board Members shall be held each year in November. Voting shall be conducted online by secure method. Any member in good standing is eligible to vote.

## **Article V Board of Directors**

### A. Designation

Any member of the Board of Directors shall be referred to as an Officer of MACPS. The collective group will be referred to as the Board.

## B. Eligibility

Any Member of MACPS, as described under membership, shall be eligible to hold office, provided they are over the age of 18 and otherwise legally able to hold office. No Board member may have a significant relationship with any other board member. Should a significant relationship develop between two Board members, one is required to resign.

## B. Meetings

The Board of Directors shall meet at least once per quarter. These meetings may be conducted online, or via conference call, with at least one meeting yearly in person. All Officers are required to attend, either in person or virtually, at least two meetings per year, as well as to regularly attend general meetings.

The minutes of all Meetings, including informal meetings and exchanges, shall be made public to the Membership. Any interested Member may attend a Board meeting. A Board meeting may be closed at the discretion of the President, under exceptional circumstances.

## C. Quorum

A Quorum shall be defined as any majority of the Board, at least 5. A Quorum shall be required to conduct any business. All matters, except those designated otherwise in this document, shall be determined by a simple majority of the present Quorum. In the event of a tie, the President shall cast a tie breaking vote.

## D. Officers

### 1. Number of Officers

The Number of Officers shall be eight, including a President, Vice President, Treasurer, Secretary and four (4) Directors.

### 2. Other Agents

At the discretion of the Board, other individuals may be appointed to act as agents of the MACPS.

### 3. Removal and Resignation

Any Officer may, at any time, resign their position. Any Officer may be removed from the Board position by unanimous vote *of the other Board Members*. Any Officer subject to Removal is ineligible to vote on this matter. Any Officer who is unable to continue his or her role is required to immediately resign.

### 4. Vacancies

Any Vacancy in the Board shall be filled within 90-days. The President shall nominate an individual to fill this Vacancy, and the remaining Board shall vote by simple majority. Vacancies among Officers are described fully below.

### 5. President

The President shall act as the Primary agent of MACPS. He/she shall preside over all meetings of the general membership and board. He/she is authorized to enter into any agreements or contracts on behalf of MACPS as designated by the Board, to sign checks and otherwise authorize payments, and perform other duties as described in the Bylaws. Should a vacancy in the position of the President occur, the Vice President shall assume the position of President immediately.

### 6. Vice President

The Vice President shall assist the President in all matters, and perform tasks as required by the President. Should a vacancy in the position of Vice President occur, including by promotion to President, the President shall nominate a Director to fill this position. Said Director must accept this position, and be confirmed by a majority vote of the remaining Board.

## 7. Treasurer

The Treasurer shall have custody of all funds and accounts of MACPS. The Treasurer must keep track of all receipts, purchases, and incomes of MACPS, and provide accurate accounting of the same. The Treasurer is responsible for all deposits into the accounts of MACPS, and the maintenance of these accounts. He/she is responsible for the distribution of all funds as directed by the Board. He/she will provide a quarterly financial statement to the Membership at each meeting, either in person or via a designated proxy. The Treasurer is authorized to sign all checks, ledgers, deposits, and other orders of payment. The Treasurer is responsible for all tax documents and filings each year. The Board may authorize additional individuals to assist in these duties, but these individuals shall not have any authorization to access funds related to MACPS, to sign any check, ledger, or payment form, or enter into any contract. Upon a vacancy in this position, the President shall nominate a Director to fill this position. Said Director must accept this position, and be confirmed by a majority vote of the remaining board. Any outgoing Treasurer is required to pass all documentation onto any new Treasurer, as well as cooperate with all transitional documents and procedures in a timely manner.

## 8. Secretary

The Secretary is responsible for the maintenance of all minutes for any Board Meeting. Should the Secretary not be in attendance for any Board Meeting, this duty shall be assigned to an Officer. Minutes must be published within 14-days as designated by the Board.

The Secretary is responsible for all correspondence of the Society, including receiving any and all incoming mailings, reviewing incoming e-mails, and outgoing correspondence, including solicitation of donations and marketing. The Board may authorize additional members to assist in these duties. Upon a vacancy in this position, the President shall nominate a Director to fill this position. Said Director must accept this position, and be confirmed by a majority vote of the remaining board.

## 9. Directors

The Board shall have four directors. Each Director is responsible for representing the general Membership at all Board meetings, and upon a vacancy as described above, assuming a higher position on the Board.

Upon a vacancy among the directors for any reason, the President shall nominate a member to fill this position. Said member must accept the nomination, and be confirmed by a majority vote of the remaining board.

## **Article VI**

### **Miscellaneous**

#### A. Financial

Any payment under \$100 may be executed by the President or Treasurer at their discretion at any time. Larger payments should be voted upon by a quorum of the Board, but may be executed under special circumstances by either the President or Treasurer.

All payments shall be issued in the name of the Mid-Atlantic Carnivorous Plant Society.

All funds remain the property of the Mid-Atlantic Carnivorous Plant Association, and no funds may be appropriated for any personal use.

#### B. Conflict of Interest

Whenever any Officer has any Financial or Personal interest in a matter coming before the Board, said Officer is required to disclose this conflict. Said Officer shall still count toward a Quorum. Any conflict of interest shall be disclosed in the Minutes of said meeting. A Conflict of Interest will be determined when any Officer has a potential personal gain from a matter designated by the Board.

#### D. Usage of MACPS

Members of MACPS are only permitted to utilize their membership in keeping with the Purpose of MACPS.

No individual shall use membership, sponsorship, or affiliation with MACPS to imply endorsement of any activity without the express written permission of MACPS. MACPS will not endorse any external commercial activity. Members utilizing the name of MACPS to promote activities will be requested to cease and desist; continued activity beyond thirty days, or more than one request within a year, shall be grounds for expulsion from MACPS.

#### **Article VII Indemnification**

Any person who is or was serving at the request of MACPS as an Officer, director, trustee, or authorized agent, who is or has been threatened to be made a party to any threatened, pending, or completed legal action, suit, or proceeding, whether civil or criminal, by reason of the fact that he or she was acting as an authorized agent of MACPS shall be indemnified to the maximum extent permitted by the Laws of the State of Maryland. This includes any and all reasonable expenses, including attorney's fees, judgments, penalties, fines, etc., arising from any such action or threatened action against the MACPS.

MACPS may purchase and maintain insurance on behalf of the organization or any individual acting as an agent of MACPS against any liability asserted against the individual, whether or not MACPS has the power to indemnify said individual.

#### **Article VIII Non Discrimination**

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

#### **Article IX Amendment**

The Board shall have authorization to amend these bylaws at any time. Any amendment shall require a three-quarters vote of the Board, and a majority vote of the Membership.

These bylaws were approved by the Steering Committee at a meeting held 2 September, 2018. In attendance were:

Joshua Wiegert  
Michael Szesze  
Jason Ksepka  
Kevin Zhang  
Kyle Kressman  
Sheila Garl  
Rachel O'Leary