

ORGANIZATION AND BYLAWS OF THE NEW YORK FLORA ASSOCIATION
Approved July 2010

ARTICLE I

NAME

Section 1.1 The name of this organization shall be the New York Flora Association (the "Corporation").

ARTICLE II

PURPOSES

Section 2.1 The Corporation exists for the purposes enumerated in its Certificate of Incorporation, including any amendments or alterations (hereinafter collectively referred to as the "Certificate of Incorporation").

ARTICLE III

MEMBERSHIP

Section 3.1 Eligibility.

(a) Any individual who supports the purposes and goals as outlined in ARTICLE II may become a member of the Corporation (each, a "Member") as specified by the then-current membership policies of the Corporation as may be established by the Board of Directors of the Corporation (the "Board") from time to time.

(b) The Board may establish and revise classifications of membership as the Board may deem relevant and equitable. Such memberships may include individual memberships, family memberships, institutional memberships, organizational or group memberships, and honorary memberships.

Section 3.2 Dues.

(a) The Board shall establish, and may revise from time to time, annual dues rates for each membership classification and may also establish dues rates for extended periods of time including life memberships.

(b) Membership in the Corporation shall become effective upon payment of annual dues and shall lapse when dues become delinquent.

Section 3.3 Annual Meetings. The Corporation shall hold an annual meeting of the Members (each, an "Annual Meeting"), at the time and place to be set by the Board.

Section 3.4 General and Special Meetings. General meetings of Members shall be held at the dates and places to be decided by the Board. Special meetings of the Members may be called at any time by either the Board or the written request of no fewer than ten (10) active Members. All Members shall be notified of each general meeting or special meeting, in writing at least two (2) weeks in advance.

Section 3.5 Quorum and Manner of Acting. The Members present at a duly called meeting shall constitute a quorum. Except as otherwise specified in the New York Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-Laws, at any meeting duly called and held and at which a quorum is present, a majority of the votes cast at such meeting by Members of any or all classifications entitled to vote thereon who are present shall constitute an act of the Members.

Section 3.6 Voting.

(a) Each Member who has an individual membership in the Corporation shall be entitled to cast one vote on any matter subject to or submitted to a vote of all Members.

(b) The Board may establish policies governing voting by Members who belong to all other membership classifications.

Section 3.7 Continuation and Termination of Membership.

(a) Each Member shall, subject to termination provisions set forth later in this section, continue as a member of the Corporation so long as all applicable dues are paid annually.

(b) Each Member shall be removed as a member of the Corporation upon the date on which such Member's annual dues are in arrears for one (1) calendar year. Any former Member shall be reinstated as a member of the Corporation upon payment of such former Member's current dues.

(c) The Board may terminate any Member as a member of the Corporation upon finding that such Member has either (i) acted contrary to the purposes of the Corporation, (ii) violated the Corporation's policies as established by the Board or (iii) utilized the name of the Corporation or identification with the Corporation without authority and contrary to the Corporation's policies as established by the Board.

(d) Any Member may resign at any time by giving written notice of such Member's resignation either to the Board, the President, a Vice President, the Secretary or Treasurer of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, the President, a Vice President, the Secretary or Treasurer of the Corporation, as applicable, and the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 3.8 Ballot of Recall. At any time, the Members, with an affirmative vote of 2/3 of the voting membership, may recall any officer of the of the Corporation, any chair of a standing committee of the Corporation, or Director (as defined herein) for failure to perform the

duties required of the position or for any action inconsistent with the Corporation's aims and objectives; provided that any such recall vote must be requested by the Members in the form of a written petition signed by no fewer than two-thirds (2/3rds) of the Board. Once such petition for recall has been verified by the Board, the Nominations Committee shall distribute a Ballot of Recall for the said position(s) to the Members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Power and Authority of Board of Directors. The Board shall have full power to manage the Corporation, including the power to make financial decisions, assign duties, create committees, appoint committee chairs, appoint a Newsletter Editor, and to delegate authority as needed.

Section 4.2 Composition. The Board shall consist of the President, Vice-President, Secretary, Treasurer, one (1) or more Director(s)-at-large, and the Newsletter Editor (members of the Board are referred to herein as "Directors"). Any active Member may be elected to the Board; provided that such Member is in good standing during such Member's tenure of office. All of the above described Directors shall be voting members of the Board. Ex-officio, non-voting liaisons to the Board may be appointed as the Board deems appropriate.

Section 4.3 Number of Directors and Terms of Office.

(a) The Board shall be composed of no fewer than seven (7) Directors and no greater than eighteen (18) Directors. On the date these By-Laws become effective, the Board shall consist of fourteen (14) Directors (the "Initial Directors"). Thereafter, subject to such minimum and maximum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require an affirmative vote of the Board and no decrease shall shorten the term of any incumbent Director.

(b) Each Director shall hold office until the expiration of the term for which he or she is elected or appointed, and until his or her successor has been elected, or until his or her earlier death, resignation or removal in accordance with these By-Laws. The term of office of each Director shall be staggered and begin immediately following the applicable Annual Meeting in which such Director is appointed, or at whatever time votes can be validated, and last for three (3) years. The Board has the option to fill an unexpired term (whether resulting from the death, resignation or removal of a Director) by appointment. The appointed Board member shall serve for the remainder of the unexpired term, after which the seat shall be filled by election. Directors may be elected to any number of consecutive terms. Notwithstanding any provision of this Section to the contrary, the terms of the Initial Directors will be as follows:

(1) each of Michael Corey, Ed Frantz, Gerry Moore, David Werier and Meg Wilkinson shall serve as a Director until the 2010 Annual Meeting;

(2) each of Bruce Gilman, Joseph McMullen, Connie Tedesco and Priscilla Titus shall serve as a Director until the 2011 Annual Meeting; and

(3) each of Christopher Martine, Andrew Nelson, Richard Ring, Troy Weldy and Steve Young shall serve as a Director until the 2012 Annual Meeting.

Section 4.4 Nominations and Elections of Directors.

(a) Other than the Initial Directors, elections of Directors for open Board positions shall be conducted by the Nominations Committee (as defined herein) and held every year at the Annual Meeting. The Nominating Committee shall nominate a candidate for each open Board position. Additional nominations may be submitted to the Nominating Committee for consideration or made via write-in of names on the ballot.

(b) Prior to each Annual Meeting, the Nominating Committee shall cause (i) the names of the members of the Nominating Committee, (ii) a list of the open Board positions to be filled and (iii) the names of the nominees for Directors to be either (x) published in the Corporation's newsletter or (y) reported to the Members by mail, email or alternative form of technology along with a notification of such Annual Meeting.

(c) Members' ballots shall be cast by mail, email, or some other alternative form of technology prior to the Annual Meeting or at the Annual Meeting. The existing Board shall resolve all ties by a vote of the Board.

Section 4.5 Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing to the Board, the President, the Treasurer or the Secretary, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Board, the President, a Vice President, the Secretary or Treasurer of the Corporation, as applicable. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 4.6 Removal. Any Director may be removed by the Board upon the death, disability or upon the occurrence of on or more of the following events: (a) such Director has three (3) or more consecutive unexcused absences from any meeting of the Corporation; or (b) such Director is removed upon the vote of the Members in accordance with Section 3.8 hereof.

Section 4.7 Meetings of the Board. The Board shall meet at times and places to be specified by the Board. Special meetings of the Board may be called at any time or upon written demand of not less than three (3) Directors. At any special meeting of the Board, only the business specified in the notice of such meeting may be transacted. Written notice of the date, time, place, and purposes of each meeting of the Board will be sent to each Director at least seven (7) days prior to such meeting.

Section 4.8 Quorum and Manner of Acting. Fifty percent (50%) or more of the entire Board will constitute a quorum. Except as otherwise specified in the New York Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-Laws, if a quorum is present at the time of a vote, the act of a majority of the Directors present will be the act of the Board.

Section 4.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.

Section 4.10 Telephonic Presence. The Directors or any committee designated by the Board may participate in a meeting of the Board or of any committee of the Corporation, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 4.11 Honorary Board Members. The Board may appoint an unlimited number of honorary board members of the Corporation (each, an "Honorary Board Member"). Such Honorary Board Members shall be non-voting members of the Board and shall serve for a term of three (3) years. There shall be no limit as to the number of consecutive terms that any Honorary Board Member may serve.

Section 4.12 Rules of Order. At the meetings of the Board, the latest edition of *Robert's Rules of Order* shall apply when procedures are not specified by these By-laws.

Section 4.13 Compensation. Directors shall not receive any salary or other compensation for their services as Directors, except that nothing contained herein shall be construed to preclude any Director from being reimbursed by the Corporation for reasonable out-of-pocket expenses incurred in connection with his or her service as a Director or prevent the payment of compensation for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director; provided there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this Section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a Director is affiliated.

ARTICLE V

OFFICERS

Section 5.1 General. The Board may elect a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers, employees and agents as it determines appropriate and necessary. A person may hold any number of offices, except that the office of President may not be held by a person also serving as Secretary or Treasurer at the same time. Each officer of the Corporation will have the authority and duties provided in these By-Laws and such other authority and duties as may be assigned to him or her from time to time by the Board.

Section 5.2 Elections and Term. The officers of the Corporation shall be elected annually by the Board at the first meeting of the Board following each Annual Meeting. The Nominating Committee shall prepare a list of offices to be filled and suggest a slate for consideration by the Board. Each officer of the Corporation shall hold office for one (1) year, until the next succeeding meeting of the Board or until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

Section 5.3 Resignation. Any officer of the Corporation may resign from office at any time. Such resignation shall be made in writing to the Board, the President, the Treasurer or the Secretary of the Corporation, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Board, the President, the Treasurer or the Secretary of the Corporation, as applicable. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of such officer.

Section 5.4 Removal. Any officer of the Corporation may be removed by the Board upon the death, disability or upon the vote of the Members in accordance with Section 3.8 hereof.

Section 5.5 Vacancies. A vacancy of any office other than that of President may be filled by a vote of the Board. In the event that a vacancy of the office of President occurs, the Vice-President shall assume the post until the Board elects a new President. In the event that a vacancy of the office of President and Vice-President occur simultaneously, the Board shall appoint an interim President to complete the term of office.

Section 5.6 Duties and Powers of the President. The President shall:

- (a) be the chief representative of the Corporation;
- (b) preside at meetings of the Members and of the Board;
- (c) be an ex-officio member of all committees except the Nominating Committee;
- (d) perform other recognized duties of the office;
- (e) have served at least one (1) year on the Board before taking office;
- (f) have authority to act for the Treasurer when the Treasurer is unavailable;
- (g) be a resident of or work in New York State; and
- (h) have such other powers and shall perform such other duties as may be from time to time assigned by the Board.

Section 5.7 Duties and Powers of the Vice-Presidents. The Vice-Presidents shall:

- (a) preside at meetings of the Members and the Board in the absence of the President;
- (b) perform the recognized duties of the office;
- (c) fulfill the term of the office of President if that office becomes vacant;
- (d) chair the Grants and Awards Committee (as referenced herein); and

- (e) have such other powers and shall perform such other duties as may be from time to time assigned by the Board.

Section 5.8 Duties and Powers of the Secretary. The Secretary shall:

- (a) ensure that minutes are taken of all meetings of the Members and of the Board;
- (b) in cooperation with the Treasurer, maintain a roster of active Members;
- (c) oversee all correspondence of the Corporation, including website development;
- (d) preside at meetings of the Members and the Board in the absence of each of the President and Vice Presidents;
- (e) chair the Field Trips and Seminars Committee (as referenced herein); and
- (f) have such other powers and shall perform such other duties as may be from time to time assigned by the Board.

Section 5.9 Duties and Powers of the Treasurer. The Treasurer shall:

- (a) in cooperation with the Secretary, maintain a roster of active Members;
- (b) chair the Finance Committee (as referenced herein);
- (c) keep and maintain accurate accounts of the transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements;
- (d) deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be authorized by the Board;
- (e) disburse the funds of the Corporation as may be authorized by the Board or by a vote of the membership of the Corporation, render to the members of the Board, upon request, an account of all transactions and of the financial condition of the Corporation;
- (f) complete all paperwork necessary to maintain and report the Corporation's not-for-profit status as defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- (g) present an annual report to the Board on or before March 31 of each year and publish said report in NYFA Newsletter; and
- (h) have such other powers and shall perform such other duties as may be from time to time assigned by the Board.

Section 5.10 Compensation. Any officer, employee or agent of the Corporation may be entitled to receive a reasonable salary or other compensation for services rendered to the Corporation, but only when such salary or other compensation is authorized by vote of the Board. If an officer, employee or agent is also a Director, then he or she may not participate in the discussion or vote with respect to his or her compensation. Officers of the Corporation may be reimbursed by the Corporation for reasonable out-of-pocket expenses incurred in connection with their service as officers of the Corporation.

ARTICLE VI

STANDING AND AD HOC COMMITTEES

Section 6.1 Standing Committees. The Board may create one or more standing committees (each, a "Standing Committee"), as needed to accomplish the goals of the Corporation. The Chairperson of each Standing Committee shall be appointed by the President and approved by the Board. The majority of the members of the Standing Committees shall be Members. Each Standing Committee may adopt its own rules; provided that such rules are not inconsistent with such Standing Committee's stated powers and duties or with these Bylaws. The Chairperson of each Standing Committee may call committee meetings, and a summary of such meetings shall be submitted to the Board and entered into the minutes of the Board.

Section 6.2 Existing Standing Committees. As of the date of these By-Laws, the existing Standing Committees are as follows:

(a) Nominating Committee.

(1) Composition and Term. The President shall appoint a Nominating Committee to consist of a chairperson plus two (2) additional members. At least one (1) member must also be serving on the Board. The term of office for all members of the Nominating Committee is two (2) years, concurrent with the fiscal year of the Corporation. No member of the Nominating Committee shall serve for more than three (3) consecutive terms. In case of a vacancy, the President shall appoint a new member to the Nominating Committee for the remainder of the term.

(2) Duties. Acting by majority vote, the Nominating Committee shall prepare a slate of nominations for Directors (presented to the Members) and officers of the Corporation (presented to the Board). Nominations by petition of the Members shall be automatically placed on the slate, without distinction from nominations from the Nominating Committee. The Nomination Committee shall conduct all elections of Directors and officers of the Corporation.

(b) Native Plant Conservation Committee. The Native Plant Conservation Committee shall (1) monitor issues affecting the native plants of New York and their habitats, (2) inform the Board and Members of these issues, and (3) promote the conservation of native plants.

(c) Finance Committee. The Finance Committee shall propose an annual operations budget to the Board and suggest other fiscal directives to support the purpose of the Corporation. The Treasurer shall be the chairperson of the Finance Committee.

(d) Grants and Awards Committee. The Grants and Awards Committee shall provide recognition awards for outstanding service, research, and presentation of botanically important projects in New York State. The Grants and Awards Committee shall administer the Corporation's Small Grant Program in efforts to stimulate research, conservation, and educational activities contributing to scientific knowledge about plants of New York State. The Vice-President shall be the chairperson of the Grants and Awards Committee.

(e) Field Trips and Seminars Committee. The Field Trips and Seminars Committee shall promote an understanding and appreciation of the flora of New York State through field trips, seminars, and workshops conducted by knowledgeable Members and other botanical experts.

(f) Newsletter Committee. The Newsletter Committee shall create and edit the NYFA Newsletter, which is the Corporation's newsletter, to be published on a regular basis to the Members. The editor(s) of the NYFA Newsletter shall be chosen by the Board. The Newsletter Editor shall be the chairperson of this Newsletter Committee.

(g) New York Flora Atlas Committee. The New York Flora Atlas Committee is responsible for maintaining the New York Flora Atlas. The New York Flora Atlas is a joint effort between the Corporation and partners, including various herbaria and other organizations, with the goal of providing users with a comprehensive searchable database of the vascular and non-vascular plants of New York State and providing advice to the Members on plant taxonomy and nomenclature.

Section 6.3 Ad Hoc Committees. The Board may create ad hoc committees as needed by the Board or as directed by a vote of the Members at a regular or special meeting of the Members. Each such ad hoc committee shall be provided specific charges of responsibility and reasonable deadlines for final reports to be made to the Board and/or the Members. The chairpersons of such ad hoc committees shall be appointed by the Board.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 7.1 Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to write checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 7.2 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VIII

OFFICE AND BOOKS

Section 8.1 Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 8.2 Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of members and of the Board.

ARTICLE IX

FISCAL YEAR

Section 9.1 The fiscal year of the Corporation shall be the period commencing on January 1 and ending on December 31 of each year, or such other period as determined by the Board.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his, her, or testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees ("Damages"). No indemnification may be made to or on behalf of any such person if such Damages were primarily caused by such person's willful misconduct or knowing violation of criminal law.

Section 10.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, officers and employees pursuant to Section 10.1 of this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 10.1 of this Article.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended, restated or repealed by the affirmative vote of two-thirds (2/3rds) of the entire Board; provided that any such amendment, restatement or repeal shall be presented in writing to the Members, and the Board shall give the Members at least thirty (30) days' prior written notice of its intention to amend, restate or repeal, as applicable,

these By-Laws. The Members shall be encouraged to contact the Board and comment on any such changes to the By-Laws within such thirty (30) day period.

ARTICLE XII

CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS

Section 12.1 Disclosure. Immediately upon election or appointment to the Board and as needed thereafter, all Directors shall disclose any relevant interest which may pose a potential conflict of interest. Disclosure shall include any interest, financial or otherwise, in any corporation, organization, partnership or other entity which provides professional or other services to the Corporation. However, such interests shall not include positions on legislative matters of general impact. Disclosure statements shall be available to any Director or officer of the Corporation on request. When any matter comes before the Board or any committee of the Corporation in which any Director has an interest, that interest shall be immediately disclosed to the Board or such committee.

Section 12.2 Determining whether a Conflict of Interest Exists. Whether a Director has a conflict of interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or the applicable committee. After disclosure of the interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or the applicable committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Board or the applicable committee members shall decide if a conflict of interest exists by majority vote.

Section 12.3 Voting. No Director shall vote on any matter in which he or she has a conflict of interest.

Section 12.4 Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest to such person and the Board.

ARTICLE XIII

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XIV

REFERENCE TO CERTIFICATE OF INCORPORATION

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

Date of Adoption: **19 July 2010**