

MICHIGAN BOTANICAL CLUB, INCORPORATED

BYLAWS

Upon adoption, these amended and restated Bylaws shall replace and wholly supersede the Constitution and Bylaws of the Michigan Botanical Club, Incorporated, as most recently amended in May 2007.

ARTICLE I

Name; Purposes

1.1 Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Michigan Nonprofit Corporation Act, as from time to time amended (hereinafter referred to as the “Act”), is and shall be “Michigan Botanical Club, Incorporated” (hereinafter referred to as the “Corporation” or the “Club”).

1.2 Purposes. The Corporation is organized exclusively for scientific, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended (the “Code”), or the corresponding section of any future federal tax code, including, for such purposes, focusing on (i) conservation of all native plants; (ii) education of the public to appreciate and preserve plant life, (iii) sponsorship of research and publication on plant life, (iv) sponsorship of legislation to promote preservation of Michigan native flora, (v) establishment of suitable sanctuaries and natural areas, and (vi) cooperation in programs concerned with the use and conservation of all natural resources and scenic features.

ARTICLE II

Name, Offices and Registered Agent; Books and Records

2.1 Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of Michigan or elsewhere as the Board of Directors of the Corporation (hereinafter called the “Board of Directors” or “Board”) shall determine from time to time. The Corporation may have such other offices, in the State of Michigan or elsewhere, as the Board of Directors shall determine from time to time.

2.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Michigan in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

2.3 Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall determine from time to time.

ARTICLE III

Membership

3.1. Qualifications, Election and Dues. The Corporation shall have one class of members. The members shall consist of the members of each of the Chapters of the Corporation.

3.2. Powers of the Members. The members shall have the following powers, to the exclusion of the Board of Directors, each exercisable pursuant to applicable Michigan law and the provisions of these Bylaws:

- (a) to elect and remove directors of the Corporation;
- (b) to repeal, modify, or amend the Corporation's Articles of Incorporation or Bylaws;
- (c) to determine whether the Corporation shall merge or consolidate with any other Corporation and to approve any plan of merger or consolidation of the Corporation;
- (d) to determine whether the Corporation shall dissolve and to approve any plan for the dissolution of the Corporation; and
- (e) to approve any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the Corporation.

3.3. Dues. Members shall pay dues as established by the Chapter to which they belong. The Board shall from time to time establish per member fees to be paid by the Chapter (i) to the Treasurer of the Corporation for the support of the Club, and (ii) for the support of *The Great Lakes Botanist*.

3.4. Annual Meeting of Members. An annual meeting of the members shall be held each year at such time and place as shall be determined by the Board for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting of the members at the time designated herein shall not work a forfeiture or dissolution of the Corporation.

3.5. Special Meetings. Special meetings of the members may be called by or at the request of the President, a majority of the members or a majority of the directors. The person or persons authorized to call special meetings of the members may fix the place for holding any special meeting of the members called by them.

3.6. Notice. Notice of any meeting of the members shall be delivered pursuant to Section 9.5 of these Bylaws by or at the direction of the Corresponding Secretary to each member at least three (3) days before the day on which the meeting is to be held. Neither the business to be transacted at, nor the purpose of, any meeting of the members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

3.7. Informal Action by Members. Any matter required to be voted on, or which may be voted on, at a meeting of the members may be taken without a meeting if the Club provides a ballot to each member. The ballot shall (i) set forth each proposed matter, (ii) provide an opportunity for the member to vote for or against each proposed matter, and (iii) specify a time by which the ballot must be returned in order to be counted as a vote. Any such matter shall be considered approved if the total number of members voting on the matter equals or exceeds the quorum required to be present at a meeting and the number of favorable votes equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same number of votes are cast. In invalid ballot, an abstention, or the submission of a ballot marked “abstain” with respect to any matter does not constitute a vote cast on that matter.

3.8. Quorum. Ten percent of the members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the members.

3.9. Manner of Acting. Any action approved by a majority of the members present at a meeting at which a quorum is present shall be enacted, unless approval by a greater number is required by law or these Bylaws.

3.10. Officers of the Meetings. At meetings of the members, the President, if present, otherwise the Vice President, if present, otherwise a person designated in advance by the President or Vice President, if present, otherwise a person chosen by a majority of the members present at the meeting, shall act as chair of the meeting. The Recording Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting, if otherwise entitled to vote, shall, without relinquishing the chair, have full power of discussion and right to vote in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

ARTICLE IV

Board of Directors

4.1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by the Board of Directors, which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The Board may exercise all powers, rights and privileges of the Corporation and do all acts and things which may be done by the Corporation as are not by statute, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Members. Each director shall be entitled to one full vote on each matter.

4.2. Number, Election and Term of Office. The Board of Directors of the Corporation shall consist of (i) the officers enumerated in Section 5.1 of these Bylaws; (ii) the immediate past president; (iii) the president of each chapter; (iv) the three directors-at-large elected by each chapter; and (v) the editor-in-chief of *The Great Lakes Botanist*. Directors shall be elected as provided for elsewhere in these Bylaws to hold office for such terms as are provided for elsewhere in these Bylaws and until their successors shall have been elected and

qualified, or until their earlier death, resignation or removal. Directors need not be residents of the State of Michigan.

4.3. Terms of Office. Officers of the Club shall serve terms as directors coextensive with their terms as officers. The president of each chapter shall serve terms as directors coextensive with his or her term as president of such chapter. The immediate past president shall serve terms as director coextensive with the term of his or her successor as president of the Club. The editor of *The Great Lakes Botanist* shall serve three-year terms as director beginning on the date of his or her election as editor, unless the Board, upon the initial election of an editor, designates a later starting date.

4.4. Resignation and Removal. Any director may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4.5 before the effective date of the resignation. Any officer, the immediate past president, and the editor-in-chief of *The Great Lakes Botanist* may be removed, with or without cause, by the affirmative vote of the majority of the directors (other than the director whose removal is under consideration) then in office. Any chapter president and any director-at-large may be removed by the chapter to which such director belongs. The resignation by any person who is an officer of the Club shall also constitute resignation by that person as a director, unless such person is a director in another capacity.

4.5. Vacancies. Any vacancy occurring in categories (i) or (v) of the Board of Directors set forth in Section 4.2 may be filled by the directors. Any vacancy occurring in categories (iii) or (iv) of the Board of Directors set forth in Section 4.2 may be filled by the relevant Chapter in accordance with its own procedures. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

4.6. Regular Meetings. The Board of Directors may hold regular meetings at such place, either within or without the State of Michigan, and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution. The President of the Corporation may alter the date, time, and place of any such regular meeting to take place within one month of the date set for such meeting in such resolution, in which case notice shall be provided to all directors at least two weeks before the date fixed by the President for such meeting and at least one week before the date that such meeting would otherwise have been held.

4.7. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any two (2) directors. Special meetings of the Board of Directors may be held at such place, either within or without the State of Michigan, as shall be specified or fixed in the call for such meeting or notice thereof.

4.8. Notice of Meetings; Waiver of Notice. Notice of each meeting of the Board of Directors shall be delivered by or at the direction of the President or the Corresponding Secretary to each director at least three (3) days before the day on which the meeting is to be

held. Any notice required by law or by these Bylaws for any meeting of the Board of Directors may be waived in writing by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.9. Quorum. Forty percent of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any action approved by a majority of the directors present at a meeting at which a quorum is present shall be enacted unless approval by a greater number is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

4.10. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

4.11. Officers of the Meetings. At meetings of the Board, the President, if present, otherwise the Vice President, if present, otherwise a person chosen by a majority vote of the directors present at the meeting, shall act as chair of the meeting. The Recording Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and right to vote in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged. To the extent not inconsistent with law or with these Bylaws, meetings of the Board of Directors shall be conducted in accordance with the most recent edition of Robert's Rules of Order. The chair of the meeting may, in his or her discretion, suspend observance of Robert's Rules of Order, in whole or in part, for an entire meeting or for a particular instance.

4.12. Presumption of Assent. A director who is present at a meeting of the Board at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.13. Informal Action. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Recording Secretary of the Corporation to be filed in the corporate records. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

ARTICLE V

Officers

5.1. Designation and Term of Office. The officers of the Corporation shall consist of a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The officers shall be elected in the manner set forth in Section 5.2, to hold office for a term to begin on January 1 of the year immediately following their election and to last two years and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal. No person shall hold two or more offices concurrently.

5.2. Nomination and Election. On or before February 1 of even-numbered years, the President shall appoint a Nominating Committee of at least three active members of the Club, of whom at least one must not be a member of the Board of Directors. The Nominating Committee shall draw up a slate of at least one candidate, and not more than three, for each office and present it to the Board of Directors for certification on or before May 30 of that year. A slate that has been certified by the Board of Directors shall be formally announced to all members of the Club as a report on or before October 1 of that year. The report shall also set forth the nomination and election procedures. In addition to candidates nominated by the Nominating Committee, any additional member may be nominated by written petition of not fewer than ten (10) members, to be received by the Chair of the Nominating Committee (with notice of its submission sent to the Corresponding Secretary) not later than three weeks after the date of formal announcement of the slate to the Club membership; the petition must be accompanied by written consent of the nominee to be a candidate and to serve if elected. If the slate of nominees certified by the Board of Directors has only one nomination for any office, and if no nominating petitions are received for that office as prescribed above, the nominee for that office shall be declared elected, and no further election procedures for that office shall be required. If there are two or more nominees for any office, by any means, the Nominating Committee shall include these nominees on ballots for the contested offices distributed to the members in accordance with the following procedures:

1. The ballot that has been certified by the Board of Directors shall be mailed or distributed by email by the Corresponding Secretary to all the Club membership on or before October 1. The ballots shall be returned on or before November 1 to the Chair of the Nominating Committee for tabulation.

2. The candidate receiving the greatest number of the votes cast for each contested office is elected. The Chair of the Nominating Committee certifies to the Board of Directors the complete results of the election by written notice to the Corresponding Secretary. In case of a tie, the Board of Directors shall break the tie by lot.

3. An election of an officer shall not be valid unless the number of valid ballots cast in such election is equal to at least a quorum of members. For this purpose, abstentions and ballots marked "Abstain" or similarly marked shall not be treated as valid ballots.

5.3. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article V or elsewhere in these Bylaws are subject to alteration

or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

5.4. The President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the President by the Board. Without limiting the preceding sentence by this specification, the President shall attend all meetings of the Board of Directors and shall act as the President of such meetings; unless otherwise directed by the Board; and shall see that the resolutions and directions of the Board of Directors are carried into effect. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any contracts, checks, notes or other documents which the Board has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document.

5.5. The Vice President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

5.6. The Recording Secretary. The Recording Secretary shall keep records of all meetings of the general membership and the Board of Directors; shall arrange for the issuance of meeting notices; shall keep on file written reports from standing committees; and shall perform other duties generally incident to this office.

5.7. The Corresponding Secretary. The Corresponding Secretary shall carry on all general correspondence; shall conduct all secretarial duties connected with Club elections and balloting connected with amendments to these Bylaws; shall arrange for issuance of Club newsletters to be sent out to the entire Club membership; shall receive and process requests for formation of new chapters; and shall perform other duties generally incident to this office.

5.8. The Treasurer. The Treasurer shall be charged with dues, funds, accounts, receipts, and property of the Club except for those pertaining to *The Great Lakes Botanist*; shall make disbursement under the direction of the Board of Directors; shall make an itemized report of the receipts, expenditures, and inventory report of the Club property at the Spring or Summer meeting and as of the end of the fiscal year; and shall make reports required by the state and federal governments. The account shall be audited as of the end of the fiscal year by a committee appointed by the President, consisting of two members of the Club. The Treasurer shall act as chair of the auditing committee for *The Great Lakes Botanist*.

5.9. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at a regular meeting or at a special meeting called for such purpose, and any person so elected shall hold office until the next regular election.

ARTICLE VI

Committees

6.1. Executive Committee. There shall be established an Executive Committee, which shall consist of the President, the Vice President, the Treasurer, the Recording Secretary, and the Corresponding Secretary. The President shall act as chair of the Executive Committee. The Executive Committee shall be empowered to make any decision on behalf of the Board of Directors that is urgent and cannot await a meeting of the full board, except as provided in the next section. A majority of the members of the Executive Committee shall constitute a quorum. Any action approved by a majority of the members of the Executive Committee present at a meeting at which a quorum exists shall be enacted. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee. All actions taken by the Executive Committee shall be reported to the full Board of Directors no later than the next scheduled meeting of the full board.

6.2. Limitations on the Power of the Executive Committee. The Executive Committee shall have no power to do any of the following:

- (a). Amend the Articles of Incorporation of the Corporation;
- (b). Adopt any agreement of merger or conversion;
- (c). Recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (d). Recommend a dissolution of the Corporation, or the revocation of a dissolution;
- (e). Amend these Bylaws;
- (f). Fill vacancies in the Board of Directors;
- (g). Fix compensation for directors for serving on the board;
- (h). Take any action that is required by these Bylaws to be taken by a majority of the whole Board of Directors.

6.3. Special Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these Bylaws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have

advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. Committees appointed pursuant to this Section shall consist of such members as may be determined by the Board or the President. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board and shall provide regularly to the Board, at such intervals and to such extent as may be determined by the Board, written or oral summaries of all committee meetings, deliberations and proposed actions.

6.4. Tenure. Members of committees appointed pursuant to Section 6.3, other than any committee designated by the Board as a standing committee, shall serve for one year and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a member's service is sooner terminated by death, resignation, inability or unwillingness to serve or removal by the Board. Vacancies on any such committee may be filled by and at the discretion of the Board for the unexpired portion of the term.

6.5. Meetings. The Board of Directors or the President shall designate one of the members of each committee appointed pursuant to Section 6.3 as its chair. For all committees, the chair shall preside at meetings of the committee. In the absence of the chair, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given to its members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

ARTICLE VII

Federal Tax Provisions

7.1. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth above.

7.2. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7.3. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation, assets of the corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section

501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE VIII

Indemnification

8.1. Indemnification of Directors, Officers, Employees and Agents. The Corporation may indemnify to the fullest extent authorized or permitted by the Act any person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

8.2. Contract with the Corporation. The provisions of this Article VIII shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article VIII is in effect, and any repeal or modification of this Article VIII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

8.3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Article VIII.

8.4. Indemnification Not Exclusive. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.5. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.

ARTICLE IX

Miscellaneous Provisions

9.1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors, or the Treasurer with the approval of the Board of Directors, may designate.

9.2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.3. Gifts. The Board of Directors, the President, the Vice President, the Treasurer, the Editor of *The Great Lakes Botanist*, and any standing or special committee designated by the Board to have such authority may accept on behalf of the Corporation any grant, contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

9.4. Fiscal Year. For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of the same year. The Board of Directors may, by resolution, change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution, but only upon approval by the Internal Revenue Service, if such approval is required by law.

9.5. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon. Any notice required by these Bylaws may be delivered electronically to the recipient's email address or its equivalent as it appears in the records of the Corporation.

9.6. Investment. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

9.7. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

9.8. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

9.9. Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.10. Reimbursement and Compensation. The Board shall determine the compensation, if any, to be paid to directors and officers for their services as directors. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors, excluding costs incurred in attendance at Board meetings.

9.11. Compensation for Services. A director or officer of the Corporation, or any firm or corporation in which such director or officer is a member, director, officer or otherwise interested, may be engaged by the Corporation to render services on behalf of the Corporation, even though such director or officer shall make or participate in the decision to so engage himself or herself or such firm or corporation. A member, director or officer or any firm or corporation so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

9.12. Electronic Communication. If a notice or other communication is required or permitted under these Bylaws or by the Act to be given or made in writing, electronic transmission is written notice or communication.

ARTICLE X

Chapters

10.1. Independent Organizations. As of the adoption of these Bylaws, the chapters of the Club are autonomous organizations affiliated with the Club. Chapters shall adopt their own bylaws, establish and elect their own boards and officers, and maintain their own funds, subject only to the requirement that chapter bylaws shall not be inconsistent with these Bylaws, and the payment of such portion of membership dues to the Club as shall be determined from time to time by the Board of Directors. As long as a chapter remains autonomous, it shall not partake of any tax classification pertaining to the Club.

10.2. Admission of New Chapters. Any regularly organized group interested in the aims of the Club may petition the Board of Directors for admission as a chapter by written notice to the Corresponding Secretary. The Bylaws (or Constitution and Bylaws, as the case may be) of the chapter may be patterned after, but shall not conflict with, these Bylaws. Chapters shall provide for the election of officers annually or biennially. When these conditions obtain, and upon approval by the Board of Directors, a certificate of Chapter affiliation shall be granted by the Board of Directors.

10.3. Dues. Chapters shall impose such dues, and for such categories of members, as they may determine. The Board of Directors shall publish, in an official Club publication, any changes in such payments not less than four months before the effective calendar year. Dues, and any renewal thereof, shall pertain to the calendar year. Any new members shall have the option of indicating whether initial dues paid, at whatever time of year, pertain to the current calendar year or to the following calendar year.

10.4. Directors-at-Large. Each chapter shall elect or appoint three directors-at-large from among its membership to serve on the Board of Directors. The director-at-large shall serve staggered three year terms, beginning on January 1 of each year. A new chapter shall be entitled to full representation on the Board and, during its first year, may elect or appoint one director-at-large to a one-year term, one to a two-year term, and one to a three-year terms. Upon the expiration of the one- and two-year terms, successors shall be elected or appointed to three-year terms.

10.5. Reports and Membership Roster. Each Chapter shall submit an annual report. Each Chapter Secretary or membership Chairman shall keep up to date a current and accurate roster of the Chapter membership. This roster will be kept as a confidential database accessible to those persons permitted by or under the direction of the Board.

ARTICLE XI

Scientific Journal

11.1. Journal. The Club shall publish a peer-reviewed scientific journal (the “Journal”) whose scope and purpose shall be determined by the Board of Directors. Upon the adoption of these Bylaws, the name of the journal is *The Great Lakes Botanist*. The name of the journal may be changed by the Board of Directors without amending these Bylaws. Any reference in these Bylaws to *The Great Lakes Botanist* shall refer to the Journal, regardless of any future name change.

11.2. Editor-in-Chief. The Board of Directors shall appoint the editor-in-chief of *The Great Lakes Botanist* for three-year terms. Any vacancy in the editorship shall be filled for a new 3-year term. The editor-in-chief shall have full authority to manage *The Great Lakes Botanist*, including the appointment of any associate or assistant editors and members of an editorial board, the creation and management of a separate bank account for the income and expenses of the Journal, and the engagement of typesetters, printers, web hosts, and other independent contractors for the efficient publication and dissemination of the Journal. Notwithstanding the foregoing, the management of the Journal shall operate under the general oversight of the Board of Directors, and the account shall be subject to the oversight of the Board of Directors and of the Treasurer.

11.3. Future Changes in Sponsorship of the Journal. If it deems it appropriate and advantageous, the Board of Directors, by majority vote of the whole board of directors, may approve (i) any merger of the Journal with one or more journals published by sister societies and any agreement with such sister societies regarding the sponsorship and management of the merged journal, or (ii) any agreement with any sister society without its own journal regarding the joint sponsorship and publication of the Journal. Upon the adoption and entry into force of any such agreement, this Section shall be deemed to be amended to the extent necessary to bring it into conformance with such agreement. For purposes of this Section, the term “sister society” shall mean any state, provincial, or regional botanical club or native plant society with purposes similar to those of the Club. The Board of Directors is granted substantial leeway in interpreting the scope and meaning of the terms “sister society” and “similar purposes.”

ARTICLE XII

Amendments

12.1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, upon the recommendation of the Board of Directors at any time or from time to time, by the affirmative vote of a majority of the total number of directors then in office, subject to approval by a majority of the members at a meeting at which a quorum is present.

12.2. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be altered or amended upon the recommendation of the Board of Directors at any time or from time to time, by the affirmative vote of a majority of the total number of directors then in office, subject to approval by a majority of the members at a meeting at which a quorum is present.