

1

BY-LAWS OF
THE BOTANICAL SOCIETY OF LOWER MERION
Adopted by the Members May 13, 2014

ARTICLE I. Name and Purposes

Sec. 1. The name of the corporation shall be the Botanical Society of Lower Merion (Hereafter the "Society").

Sec. 2. The Society is formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and any subsequent amendments thereto.

Sec. 3. The purposes of the Society are set forth below, as described in the Society's Articles of Incorporation filed February 10, 1944: "...to collect and assemble, cultivate and develop trees, shrubs, and herbs indigenous to the State of Pennsylvania, to correlate and disseminate information concerning the same by lectures, exhibits and publications, to maintain for study and exhibit, specimens of such trees, shrubs and herbs, to encourage and develop an interest in and knowledge of the science of Botany."

ARTICLE II. Membership

Sec. 1. Membership in the Society shall be open to any individual irrespective of residence, provided she shall maintain membership in good standing.

Sec. 2. Membership in good standing shall be defined as having contributed annual dues. The categories of membership and the dues corresponding to each category shall be established from time to time by the Board of Directors. Household and/or couple members shall be entitled to up to two (2) votes.

Sec. 3. Only those members who have paid dues for the current year shall be entitled to notice of and/or to vote at any meeting of the general membership.

Sec. 4. Members in good standing shall be entitled to attend any Board of Director's meeting but shall not be entitled to vote at such meetings.

Sec. 5. Application for membership shall be in writing, stating name, address and contact information and accompanied by dues for the current year.

2

BY-LAWS OF
THE BOTANICAL SOCIETY OF LOWER MERION
Adopted by the Members May 13, 2014

Sec. 6. All meetings of the membership shall be held at the Merion Tribute House, Merion, Pennsylvania, or at such other place as the Board of Directors or members may, from time to time, determine.

ARTICLE III. Meetings of Members

Sec. 1. There shall be an annual meeting of the Society in the spring of each year at such time and place to be designated by the Board of Directors. Members in good standing shall be notified at least one (1) month prior to the meeting at such address as appears on the Roster of this Society or, if no address be given therein, to the last address of such member known to the secretary.

Sec. 2. Special meetings of the Society may be called by the President at his discretion, and shall be called by her as soon as practical after the receipt of a written request to call such meeting given by fifteen (15) members of the Society, or upon a resolution of the Board of Directors. All written requests for meetings shall state the reason or reasons therefor. A written or electronic notice stating the day, hour and place of the meeting shall be sent to each member of the Society at least seven (7) days, exclusive of the day of mailing, before the date of the meeting of this Society, at such address as appears on the Roster of this Society, or, if no address be given therein, to the last address of such member known to the secretary.

Sec. 3. Fifteen (15) members of the Society shall be requisite at any meeting of the membership to constitute a quorum for the election of directors or for the transaction of any other business.

3

BY-LAWS OF
THE BOTANICAL SOCIETY OF LOWER MERION
Adopted by the Members May 13, 2014

ARTICLE IV. Directors

Sec. 1. The Board of Directors shall consist of not less than nine (9) or more than fifteen (15) members, as the Board of Directors may fix by resolution.

Sec. 2. Only members in good standing by virtue of having paid dues for the Society year within which falls the date of the election shall be eligible for election as Director. No person shall be eligible for election as Director unless she has been nominated in writing or electronic communication deposited with the secretary at least three (3) days prior to the date of the election.

Sec. 3. The Directors shall be divided into three (3) separate classes of equal size, with one class to be elected at each annual meeting of members. The term of office of each Director shall be three (3) years and shall end on the date specified when he was appointed or when her successor was elected, or upon his earlier death, resignation, or removal. The term of one class of Directors shall expire in each year. There shall be no limit on the number of terms a Director may serve.

Sec. 4. A majority of the Board shall be necessary at any meeting thereof to constitute a quorum for the transaction of any business.

Sec. 5. The Board of Directors shall be responsible for the general management and control of the affairs and property of the Society. The Board shall have all the powers and shall perform all the duties not elsewhere specifically designated to be performed by other officers or committees. The Board shall meet at such time and place as the Board may from time to time designate, or upon call of the President upon at least five (5) days notice in writing or by electronic communication. The Board shall have power to call upon the officers and standing committees of the Society for reports, and shall, in general, perform all duties and exercise all such powers as shall in the opinion of the Board be necessary for the welfare of the Society and for the furtherance of the purposes and objects thereof.

Sec. 6. If the office of any Director becomes vacant for any reason, the vacancy may be filled with any member in good standing by the affirmative vote of a majority of those present at any Board of Directors meeting following the occurrence of the vacancy. Any person chosen to fill a vacancy shall serve for the balance of the term of the person whom she succeeds.

4

BY-LAWS OF
THE BOTANICAL SOCIETY OF LOWER MERION
Adopted by the Members May 13, 2014

ARTICLE V. Officers

Sec. 1. The officers of the Society shall consist of a President, a Vice-President, a Treasurer and a Secretary. They shall be elected by the Board of Directors by the affirmative vote of a majority of those present at its first meeting following the annual members meeting each year, and shall hold office for a period of one (1) year and until their successors are elected. Any vacancy shall be filled by the Board in like manner at any Directors' meeting following the occurrence of the vacancy. All of the above offices shall be filled by persons who are Directors, and the office shall be deemed to be vacant if the person holding it ceases to be a Director.

Sec. 2. All officers of the Society shall serve without pay.

Sec. 3. The President shall preside at all meetings of the Society; shall be ex-officio chairman of the Board of Directors; shall appoint or remove all Committees, including Special Committees; call special meetings of the Society; have general superintendence and direction under the Board of Directors of all the other officers of the Society to see that the said officers properly perform their duties; shall make a report of the doings of the Society to the Annual Meeting each year; shall from time to time report to the Board of Directors and to the Society all matters within his knowledge which the interests of the Society may require to be brought to their attention; and in general she shall have all the powers and duties usually vested in the President of such a Society.

Sec. 4. The Vice President shall be vested with all the powers and shall be required to perform all the duties of the President in his absence.

Sec. 5. The Secretary shall keep a correct record of the proceedings of the Society and of the Board of Directors; shall have charge of the correspondence of the Society; shall send out notices of all meetings; and shall deliver up to his successor all books and papers in her possession, belonging to the Society, at the expiration of his term of service. She shall notify all newly elected members of their election and shall keep a roster of the Society containing the names and addresses of all members of the Society; and in general he shall perform such other duties as may from time to time be prescribed by the Board of Directors, or which usually pertain to the office of Secretary of such a Society.

Sec. 6. The Treasurer shall have the custody of the money of the Society of which she shall keep full and accurate accounts in books belonging to the Society, and shall at the expiration of his term of service transfer to her successor all papers, moneys, books, and property of the Society whatsoever in his possession. She shall disburse the funds of the Society as may

5

BY-LAWS OF
THE BOTANICAL SOCIETY OF LOWER MERION
Adopted by the Members May 13, 2014

be ordered by the Board of Directors or the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Society, and at the regular annual spring meeting a like report for the preceding year. She shall issue solicitations of dues to all members and to the community.

ARTICLE VI. Committees

Sec. 1. There shall be such Committees with such duties and powers as the President may, with the concurrence of the Board of Directors, deem desirable.

Sec. 2. The four (4) officers of the Society and one (1) additional board member to be selected by the Directors shall constitute an Executive Committee, which shall be responsible for and authorized to conduct the business of the Society, if any, between regular Board meetings. Any actions undertaken by the Executive Committee shall be reported to the full Board of Directors at the next succeeding meeting of the Board.

ARTICLE VII. Amendment

Sec. 1. These By-laws may be amended by the affirmative vote of a majority of the members present at any duly convened meeting of the members provided that the notice of the meeting shall set forth or describe the nature of each proposed amendment.

ARTICLE VIII. Masculine to Include Feminine

Sec. 1 Whenever in these Bylaws use of the masculine pronoun shall be deemed to include the feminine and vice versa.



Declaration of Adoption: I, Brenda Casper, Ph.D., in my capacity as a Director and Secretary of the Botanical Society of Lower Merion, state that the above "By-Laws of the Botanical Society of Lower Merion" is the true and correct document adopted by unanimous vote of the membership at the annual meeting, Merion Tribute House, May 13, 2014.

SIGNED: Brenda B. Casper **Date:** July 10, 2014