

**BYLAWS OF THE SEA OATS CHAPTER OF THE
FLORIDA NATIVE PLANT SOCIETY, INC.**

ARTICLE I. PURPOSE

The specific and primary purposes for which this chapter is formed are to provide a better understanding and appreciation of the native plants of northeast Florida. To achieve this end, specific objectives are stated in environmental, educational, and civic areas as follows:

1. The environmental objectives are to locate undisturbed native plant communities; to protect those native plant species that are in danger; to encourage the restoration of native plant communities whenever possible; and to encourage the planting and retention of native plants as an energy saving, water-saving way of living.
2. The educational objectives are to provide a forum for the exchange of ideas and knowledge regarding the native flora of northeast Florida and to act as a source of native plant information to the general public.
3. The civic objectives are to provide and make recommendations to governing bodies regarding issues that concern native plants and/or their habitats.
4. The chapter operates under the state FNPS non profit 501(c)(3) umbrella. The chapter may elect to form its own 501(c)(3) corporation upon a majority vote of the membership and filing of the required documents with the State of Florida and the state office of the Florida Native Plant Society, Inc.
5. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II. PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws or the Florida Native Plant Society (FNPS) Articles of Incorporation, this chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations now existing or hereafter amended, or by any organization contribution to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility.

Any individual, family or organization approving of the objectives of this chapter and willing to work to further those goals is eligible for membership, upon the payment of dues as hereinafter provided. All members of this chapter must also be members of the Florida Native Plant Society (FNPS). Persons who are not FNPS members may attend meetings of this chapter and be on this chapter's mailing list but cannot be members in good standing. Membership shall terminate (1) on the death or resignation of a member, or (2) when dues are in default for over sixty (60) days after renewal date. Memberships are not transferable.

Section 2. Dues.

Membership dues shall be as established from time to time by the FNPS, a portion of which dues are allocable to this chapter. Following resignation or termination due to default in payment of dues, a membership may be reinstated by payment of dues, and such membership will have a new annual payment date that relates to the date of reinstatement.

Section 3. Voting.

Only members in good standing shall be eligible to participate in business meetings or serve as officers or directors in the chapter. Each member shall be entitled to one vote on any matter requiring a vote by the membership. Any member entitled to vote may vote in person or by proxy executed in writing by the member. A proxy vote shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated.

Section 4. Quorum.

A quorum shall constitute ten percent (10%) of the membership.

Section 5. Annual Meeting.

The membership shall hold an annual meeting on the second Tuesday of the month of February of each year at 7:00 P.M. at the principal office of the chapter or at such other place or places as may be determined by the Executive Committee. If such date is a legal holiday, then the meeting shall be held on the next succeeding Tuesday not a legal holiday. Notice of such meeting shall be given to all members at their last known e-mail address (if available) or mailing address (if no e-mail address is available) at least ten (10) days prior to the date of the meeting. At such annual meeting members shall, by plurality decision of those present, elect officers of the chapter.

Section 6. Regular Meetings.

Regular meetings of the members shall be held on the second Tuesday of each month at 7:00 P.M. at the principal office of the chapter or at other place or places as may be determined by the Executive Committee. Notice of any change of meeting place shall be given to all members at their last known e-mail address (if available) or postal mailing address (if no e-mail address is available) at least ten (10) days prior to the date of the meeting.

Section 7. Special Meetings.

Special meetings of the members may be called at any time by the President and the Vice-President, or by any three (3) members of the Executive Committee. A special meeting must be called by the President or Vice-President upon the receipt of a written request of at least ten percent (10%) of the members. Written notice of such meeting stating the time, place and purpose thereof, shall be served by e-mail (if available) or by postal service mail (if the member does not have e-mail available) upon each member of the chapter not less than ten (10) days before such meeting, at his or her last known address.

Section 8. No Right to Assets.

1. No member shall possess any property right in or to any property of the chapter. No member shall be entitled to share in any distribution of the chapter assets in the event of the dissolution of the chapter.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ID) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas

of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. OFFICERS

The Officers of this chapter shall consist of a President, a 1st Vice-President, a Secretary, a Treasurer, a Chapter Representative, and such other officers, including a 2nd Vice-President, with such powers and duties not inconsistent with these bylaws and as may be duly nominated and elected by the membership. Officers shall be elected by the members of the chapter at the annual meeting of members by a majority vote of the members present at such meeting. Officers may be elected for a period of one (1) year. Only members in good standing may be officers of this chapter. Officers shall automatically be members of the Executive Committee. Officers shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

Section 1. Duties of the President.

- A. Preside at all general membership meetings.
- B. Appoint committees for special tasks as required.
- C. Be an ex-officio member of all committees except the nomination committee.
- D. Sign all documents, contracts, etc.
- E. Conduct monthly Board Meetings.
- F. Attend annual State Conference, if possible, or appoint a representative from the Executive Committee.

Section 2. Duties of the 1st Vice-President.

- A. Exercise the functions of the President during the absence or disability of the President.
- B. Chair the Program Committee.
- C. Act as an aide to the President.

Section 3. Duties of the 2nd Vice-President.

- A. Exercise the functions of the President during the absence or disability of the President and 1st Vice-President.
- B. Chair the Events Committee.
- C. Act as an aide to the President.

Section 4. Duties of the Secretary.

- A. Record, maintain and report minutes of the Executive Committee, Board and General meetings to the Executive Committee on a monthly basis.
- B. Provide a summary of all of the meetings monthly as requested by any print or electronic news media.
- C. Be custodian of all corporate records except financial records. The Treasurer's report is to be included in the minutes.
- D. Prepare correspondence.

Section 5. Duties of the Treasurer.

- A. Keep, maintain, and report correct accounts of financial transactions monthly with copies to the Secretary for inclusion in the minutes.
- B. Chair the Budget Committee.
- C. Be the custodian of all monies of the chapter.
- D. Sign all checks as directed by the Executive Committee with bills initialed by the President.

Section 6. Duties of the FNPS State Chapter Representative.

- A. Attend quarterly State Board meetings representing and voting for the Sea Oats Chapter's interest.
- B. Report quarterly meetings and annual conference to Executive Committee.
- C. Act as an advisor to the Executive Committee.

Section 7. Duties of the Past President.

The Past President shall provide assistance and support as requested by FNPS.

Section 8. Tenure.

Each officer shall be installed and take office at the beginning of the February Meeting and serve until duly replaced.

Section 9. Vacancies.

Vacancies in any office shall be filled by appointment of the President with the approval of the Executive Committee until the next annual election.

Section 10. Termination of Office.

Each officer shall, upon the expiration of his/her term of office or upon resignation or removal, and upon the election or appointment of a successor, deliver to the successor the records of his/her past office.

ARTICLE V. EXECUTIVE COMMITTEE

The general management of the affairs of the chapter shall be vested in the Executive Committee. Members of the Executive Committee shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

Section 1. Number.

The number of officers of the Executive Committee shall be not fewer than five and may be changed from time to time by an amendment of these bylaws in the manner herein provided.

Section 2. Qualifications.

Only members in good standing in this chapter may be officers of the Executive Committee.

Section 3. Composition.

The Executive Committee shall consist of the officers duly elected by the membership of the chapter.

Section 4. Tenure.

Each officer of the Executive Committee shall be installed and take office at the beginning of the February Meeting and serve until duly replaced.

Section 5. Duties and Powers of the Executive Committee

The Executive Committee shall have the authority to:

- A. Hold meetings at times and places as may be deemed proper and necessary;
- B. Admit, suspend or expel members;
- C. Appoint committees on particular subjects from members of the Board or from the membership of the chapter;
- D. Audit bills and disburse the funds of the chapter;
- E. Print and circulate documents and publish articles;
- F. Carry on correspondence and communicate with other associations with the same interests;
- G. Employ agents;
- H. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the chapter and protect the interests and welfare of the members;
- I. Remove any or all of the officers of the chapter with due cause prior to the termination date of such office;
- J. Terminate the contract of any firm, individual or other entity employed by the chapter to perform any and all nature of services to the chapter.

ARTICLE VI. COMMITTEES

The Chapter may have the following committees:

- A. Conservation
- B. Education
- C. Publicity
- D. Membership
- E. Program
- F. Science and Information
- G. Landscape
- H. Plant Sales and Fund Drives
- I. Budget
- J. Events
- K. Newsletter
- L. Telephone
- M. Website

The President may create such other committees as may be deemed appropriate to accomplish the aims of the chapter.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the Executive Committee and the Chairperson of each committee of this chapter. Additional directors may serve upon nomination by the Executive Committee and approval of the general membership. The Board of Directors shall meet at such time as the President shall determine.

ARTICLE VIII. CONTRACTS, DEPOSITS, AND CHECKS

Notwithstanding anything to the contrary herein provided, the President may execute any contract, check, or obligation in an amount up to \$100.00 without approval by the Executive Committee. Any contract, check, or obligation in excess of \$100.00 but less than \$200.00 shall be approved of by a majority of the members of the Executive Committee. Any contract, check, or obligation in excess of \$200.00 excluding monthly obligations shall be submitted to a meeting of the members of the chapter, and the affirmative action of a majority of such members in good standing present at such meeting (at which a quorum shall be present) shall be deemed the action of the entire membership of the chapter.

Section 1. Contracts.

The Executive Committee must authorize any officer or agent of the chapter to enter into any contract or to execute and deliver any instrument or document on behalf of the chapter, which authority may be general or specific.

Section 2. Deposits.

All funds received by the chapter shall be deposited at least monthly to the credit of the chapter in such banks or other depositories as may be approved and authorized by the Executive Committee with a copy of the monthly statements to the President.

Section 3. Checks.

Any check, draft, or authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the chapter, in excess of the sum of \$200.00 shall require the signature of two (2) officers of the chapter; otherwise, one signature shall suffice.

ARTICLE IX. PARLIMENTARY AUTHORITY

For all meetings, the rules contained in the most current edition of Robert's Rules of Order, Newly Revised, shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order that the Chapter may adopt.

ARTICLE X. BYLAW OR CHARTER AMENDMENT

The Bylaws of the chapter (or the Articles of Incorporation if a separate chapter corporation is enacted) may be amended, repealed or altered in whole or in part by a majority vote at the annual February meeting of the members at which a quorum shall be present. Notice of the proposed change shall be e-mailed to each member (if e-mail is available) or mailed by the postal service (if e-mail is not available) to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

The proposed change or amendment to the Bylaws or Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Executive Committee by a majority vote of the officers present at such Executive Committee meeting. Only those officers present may cast their vote on the action before the meeting.

Copies of such revised and amended bylaws or Articles of Incorporation shall be given to any member upon request.

ARTICLE XI. FISCAL YEAR

The fiscal year of the chapter shall be February 1 through January 31.

ARTICLE XII. SEAL

If a chapter corporation is formed, the corporation shall have a corporate seal of such design as may be approved by the Executive Committee, provided that the words “a corporation not for profit” shall appear on the corporate seal.

ARTICLE XIII. SYMBOL

The chapter’s official symbol shall be the sea oats plant, *uniola paniculata*, as depicted on a drawing to be approved by a majority of the membership at a regular chapter meeting, and such symbol or logo may be amended from time to time upon a majority vote of the chapter membership.

ARTICLE XIV. RECORDS

The chapter shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Executive Committee. All such records may be inspected by any officer, member, or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE XV. ADOPTION AND AMENDMENT ENDORSEMENTS

Bylaws duly adopted by a majority vote of the membership of the Sea Oats Chapter of the Florida Native Plant Society, Inc. on _____, 2009.

Signature of Officer

Type or Print Name and Title

Signature of Officer

Type or Print Name and Title