

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

ARTICLE I. PURPOSE

The specific and primary purposes for which this corporation is formed are to provide a better understanding and appreciation of the native plants of Central 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 Central 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.
(OPTIONAL)

ARTICLE II. PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws or the Articles of Incorporation, this corporation 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 corporation and willing to work to further those goals is eligible for membership, upon the payment of dues as hereinafter provided. All members of this corporation must also be members of the Florida Native Plant Society (FNPS). Persons who are not FNPS members may attend meetings of this corporation and be on this corporation'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 corporation. 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 corporation. 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 first Tuesday of the month of May of each year at 7:00 P.M. at the principle office of the corporation 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 address at least ten (10) days prior to the date of the meeting. At such annual meeting member shall, by plurality decision of those present, elect officers of the corporation.

Section 6. Regular Meetings.

Regular meetings of the members shall be held on the first Tuesday of each month at 7:00 P.M. at the principle office of the corporation 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 address 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 mail upon each member of the corporation not less than ten (10) days before such meeting, at his or her last known address.

Section 8. No Right to Assets.

No member shall possess any property right in or to any property of the corporation. No member shall be entitled to share in any distribution of the corporate assets in the event of the dissolution of the corporation.

ARTICLE IV. OFFICERS

The Officers of this corporation shall consist of a President, a 1st Vice-President, a Secretary, treasurer, and such other officers including a 2nd Vice-President, and such other officers with such powers and duties not inconsistent with these bylaws and may be duly nominated and elected by the membership. Officers shall be elected by the members of the corporation 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 corporation. Officers shall automatically be members of the Executive Committee. Officers shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

The immediate past President of this corporation shall be the FNPS State Chapter Director and as such shall also be an automatic member of the Executive Committee of this corporation. In the event of failure, refusal, or inability of the immediate past President to serve, the president shall appoint a substitute director, with Executive Committee experience, from the membership of the corporation.

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, or if unable, 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 to the editor of The Tarpaper.
- C. Be custodian of all corporate records except financial. 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 corporation.
- D. Sign all checks as directed by the Executive Committee with bills initialed by the President.

Section 6. Duties of the FNPS State Chapter Director.

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

Section 7. 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 8. 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 corporation 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 shall be not fewer than six 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 corporation may be officers.

Section 3. Composition.

The Executive Committee shall consist of the officers duly elected by the membership of the corporation, together with the FNPS State Chapter Director.

Section 4. Tenure.

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

Section 5. Duties and Powers of Officers.

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 corporation;
- D. Audit bills and disburse the funds of the corporation;
- 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 objects of the corporation and protect the interests and welfare of the members;
- I. Remove any or all of the officers of the corporation 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 corporation to perform any and all nature of services to the corporation.

ARTICLE VI. COMMITTEES

The Corporation 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 aim of the corporation.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the Executive Committee and the Chairperson of each committee of this corporation. 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 corporation, 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 corporation.

Section 1. Contracts.

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

Section 2. Deposits.

All funds received by the corporation shall be deposited at least monthly to the credit of the corporation 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 corporation in excess of the sum of \$200.00 shall require the signature of two (2) officers of the corporation; otherwise, one signature shall suffice.

ARTICLE IX. BYLAW OR CHARTER AMENDMENT

The Bylaws or the Articles of Incorporation of the corporation may be amended, repealed or altered in whole or in part by a majority vote at the annual May meeting of the members at which a quorum shall be present. Notice of the proposed change shall be mailed 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 X. FISCAL YEAR

The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE XI. SEAL

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 XII. SYMBOL

The corporation’s official symbol shall be the SAMPLE (*List description of logo symbol here*).

ARTICLE XIII. RECORDS

The corporation 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.