



# Bylaws of the Florida Native Plant Society

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## ***Article 1.0 — Purpose***

The purpose of the Florida Native Plant Society is the preservation, conservation, and restoration of the native plants and native plant communities of Florida. The Society shall provide information to government officials, business persons, educators, and the public at large on the protection, management, and restoration of native plant ecosystems through ongoing distribution of knowledge by means of periodic publications, conferences, symposia, workshops, and a statewide membership organized by local chapters.

## ***Article 2.0 — Corporation***

The Florida Native Plant Society (FNPS) is incorporated under the laws of the State of Florida. The provisions of these Bylaws are supplementary to, and subordinate to, the provisions of the Articles of Incorporation, as implemented in 1986.

## ***Article 3.0 — Office***

The principal office of the Corporation shall be in the state of Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously.

## ***Article 4.0 — Memberships***

- 4.01 **Eligibility.** Any person, family, business, association, or corporation approving of, and willing to support or work toward the purpose of this organization, is eligible for membership upon payment of dues. Memberships are not transferrable.
- 4.02 **Termination.** Membership shall end:
1. **when** dues are in default which shall be the end of the month following their membership date.
  2. **when** a valid mailing or emailing address is no longer available.
  3. **upon** the death or resignation of a member.
  4. **For cause**, upon affirmative vote of two-thirds of those members present at an FNPS Board meeting. (See 4.08)
- 4.03 **Administration.** Definitions of membership categories, the annual dues for each class of membership, policy for reinstatement after short-term lapse, and forms for membership solicitation and renewal, shall be as established by the Board of Directors (Board).
- 4.04 **Reinstatement.** Following termination of membership as defined above, a membership may be reinstated by reapplication with payment of dues, or by submission of a valid mailing address if dues are still current. If the membership has been lapsed for six months or more, it shall have a new annual payment month that corresponds to the date of reinstatement. If membership is terminated for cause, membership status shall require an affirmative vote of two-thirds of those members present at an FNPS Board meeting.

4.05 **Rights**

4.051 **Of persons.** Each person who is a member is entitled to (1) participate in FNPS sponsored activities, (2) vote on any question requiring a vote of the general membership, and (3) be elected or appointed as an officer or director.

4.052 **Of others.** Each group or business that is a member is entitled to (1) have all persons in the group or business participate in FNPS sponsored activities, (2) one vote on any question requiring a vote of the general membership, and (3) have one of their group or business eligible to be an officer or director.

4.053 **To assets.** No member shall possess any property right in or to any property of FNPS. In the event all memberships are terminated or in the event of dissolution of FNPS, then after paying or adequately providing for the debts and obligations of FNPS, the Board shall dispose of the remaining property of FNPS in accord with state and federal law, and the FNPS Articles of Incorporation. In no event shall any earnings or other property of FNPS be distributed to, or inure to the benefit of, any member, former member, director, or officer of FNPS, or any other private individual, either directly or indirectly.

4.06 **Powers.** At annual meetings members shall, by a plurality decision of those present, elect officers and directors. At all meetings of members, members are entitled to vote on any motion, which vote shall be controlling if contrary to a vote of the Board.

4.07 **Meetings.**

4.071 **Annual.** The Board of Directors shall designate a time and place for a meeting of the general membership, to be held at the annual conference. This shall normally be around the first week in May, but not more than fourteen (14) months following the previous general membership meeting. Notice of this meeting shall be provided to all members from three to six weeks in advance . This notice shall appear in Society publications, either written or electronic, and/or posted on the Society's website. However, failure to hold a timely annual meeting shall in no way affect the terms of officers or directors of the Society, or the validity of actions of its board.

4.072 **Other.** In addition to annual meetings of members, meetings of members may be called at any time by (1) majority vote of the Board or (2) by the president, and must be called by the president on petition of at least 10% of the members.

4.073 **Notice.** Written notice of general meetings, giving the purpose of the meeting, shall be emailed, posted on the FNPS website or mailed to each member at least three weeks but not more than six weeks prior thereto.

4.074 **Quorum.** A quorum shall consist of those members attending that meeting and shall be empowered to transact FNPS business on behalf of the entire FNPS membership.

4.075 **Location.** The location of all general meetings of the membership is subject to approval by the executive committee.

4.08 **Discipline.** All members are expected to conduct themselves with a regard for the environment consistent with the purposes of FNPS. When a member is convicted of violation of environmental law, or is deemed to have committed acts contrary to the written policies of FNPS, a two-thirds majority of the FNPS Board may order that their

membership be terminated, or that renewal of their membership be denied. Subsequent reinstatement of a terminated membership shall be at the discretion of the Board.

## 5.0 — Officers

- 5.01 **Organization.** Officers shall consist of a president, vice-president for administration, vice-president for finance, secretary, and treasurer.
- 5.02 **Executive committee.** The executive committee shall consist of all FNPS officers, the Past President and standing committee chairpersons. Five shall be required for a quorum. Meetings may be held at such times and places as the president shall decide. It shall have the power to conduct FNPS operations as instructed by the Board. Executive Committee meetings may be held by telephone conference call or internet meeting software.
- 5.03 **Qualifications.** Only FNPS members may be officers.
- 5.04 **Elections.** All officers shall be elected by a plurality vote at the annual meeting of FNPS members present and voting. Those elected shall serve for terms as specified below; they shall take office as soon as possible, and shall serve until duly replaced.

The President shall be limited to one two-year term, and the Vice–Presidents, Secretary and Treasurer shall be limited to two consecutive two-year terms. Retiring officers are immediately eligible to be nominated for a different office. Retired officers are eligible for appointment to an un-expired term or nomination to the same office after one year.

In even calendar years, the President, Vice President of Finance, Secretary and three At-Large Directors shall be elected to a two-year term.

In odd calendar years, the Vice President of Administration, Treasurer, and three At Large Directors shall be elected to a two-year term.

- 5.05 **Nominations.** Prior to each annual meeting, the president shall appoint at least three FNPS members to a nominating committee, whose duty shall be to prepare a slate of one or more candidates for each office, including at-large directors, for presentation to the membership at the annual meeting. No member of a nominating committee shall be nominated for an office by that committee. The nominees shall be announced to the Board of Directors. Notice shall appear in Society publications, either written or electronic and/or posted on the Society’s website. After the slate of the nominating committee is presented at an annual meeting, the chair shall ask for and present to the membership any other candidates that members present may propose. No person may be nominated without that person’s consent.
- 5.06 **Duties of officers.**
- 5.061 **President.** As the principal officer representing FNPS, the president shall (1) preside at all meetings of and make reports to members and the Board, (2) have general supervision of FNPS affairs, (3) direct and supervise contract services, and (4) perform all such other duties that are either incidental to the office or delegated to the office by the Board.
- 5.062 **Vice-presidents.** The vice-president for administration and the vice-president for finance shall have such powers and duties as may be delegated by the Board or the president. The vice-president for administration shall exercise the functions of the

president during the absence or disability of the president. The vice-president for finance shall exercise the functions of the president during the absence or disability of both the president and the vice-president for administration.

- 5.063 **Secretary.** The secretary shall keep, or cause to be kept, the minutes of all meetings of (1) the members, (2) the Board, and (3) the executive committee. Minutes shall include the following: (a) time and place of the meeting, (b) the notice given, (c) the names of those present at board and executive committee meetings, (d) the number of members present or represented by written proxy at membership meetings, and (e) the proceedings. Minutes of board meetings shall be posted on the Society's website or mailed to all directors who request a printed copy prior to the next meeting. Other duties are:
- a. accepting applications for chapter affiliation and presentation of same to the Board,
  - b. preservation of FNPS documents including chapter applications and contracts with the executive director and other paid positions, and
  - c. such other duties as delegated by the members, the Board, or these bylaws, in keeping with state and federal laws.

- 5.064 50641 **Treasurer.** The treasurer shall have the following responsibilities:
- a. keeping and maintaining complete, accurate, and up-to-date accounts of all financial transactions of FNPS including assets, liabilities, receipts, and disbursements
  - b. depositing all money and other valuables in the name and to the credit of FNPS with such depositories as approved by the Board
  - c. disbursing FNPS funds consistent with the budget as approved by the Board
  - d. filing all financial reports required by local, state, or federal laws, such as Form 990 with the state Department of Internal Revenue, solicitation reports, excise and intangible tax reports, and an annual report to the State of Florida
  - e. providing all needed copies of reports to grantors or allied organizations
  - f. ensuring that the financial records of the Society are audited annually by an independent Certified Public Accountant
  - g. being available as a resource to assist local chapters with bookkeeping or financial questions
  - h. when requested, giving the president and the Board a report and account of the foregoing transactions
  - i. such other duties as delegated by the members, the Board, or these bylaws, in keeping with state and federal laws.

5.0642 **Assistant Treasurer.** Upon the request of the Treasurer, the President may, subject to the approval of the Executive Committee, appoint an Assistant Treasurer to perform those duties assigned by the Treasurer. In the temporary absence or disability of the Treasurer, after providing notice to the Executive Committee and the Executive Director, the Assistant Treasurer is authorized to execute the duties of the Treasurer.

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

- 5.07 **Vacancy in office.** A vacancy in the office of an officer shall be filled at a meeting of the Board, but this action may not be taken by the executive committee. A plurality of directors casting votes shall be sufficient to elect. The term of any officer so elected shall be the unexpired term of the officer who created the vacancy.

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- 5.08 **Records.** Officers shall keep in an orderly way all documents and records relating to their responsibilities and duties, and shall deliver them to their successor at the expiration of their term of office.
- 5.09 **Removal.** The removal of an elected officer can only be done by majority vote at a general membership meeting. However, an officer may be requested to resign at any time on the affirmative vote of a two-thirds majority of the FNPS Board whenever, in its judgment the society will be best served thereby.

#### ***Article 6.0 — Executive Director***

An executive director may be selected and removed by plurality vote of the Board.

#### ***Article 7.0 — Board of Directors***

- 7.01 **Qualifications.** Only FNPS members are eligible to be directors.
- 7.02 **Composition.** The Board shall consist of the following directors: (1) all officers including the Past President, (2) all directors elected at-large, (3) all standing committee chairs, and (4) a representative member from each chapter.
- 7.03 **Tenure.** Everyone elected or appointed to be a director shall take office immediately, and serve until duly replaced. The terms in office are as follows: (1) at-large directors – two years, (2) standing committee chair directors – at the pleasure of the president subject to ratification by the Board, and (3) chapter representative directors – at the pleasure of the membership of their chapter.
- 7.04 **Proxy.** A chapter representative may assign a voting proxy to another member of the same chapter, for delivery to the FNPS secretary, subject to the bylaws of the representative's chapter. Other members of the Board may not assign a voting proxy. The voting proxy may take the form of a signed paper delivered to the Secretary or email to the Secretary originated by the chapter representative. If the chapter representative is temporarily unable to assign the voting proxy, the chapter president may do so by signed paper or email to the Secretary and will state that he or she is acting on behalf of the chapter representative.
- 7.05 **Election.** Elections shall apply as follows: (1) at-large directors – not over seven by a plurality at the annual membership meeting (also see 5.05), (2) standing committee chair directors – not elected but appointed by the president subject to ratification by the Board, and (3) chapter representative directors – by a plurality of FNPS members at any meeting of the chapter, or if none are so elected, then as appointed by the chief executive officer of the chapter subject to ratification at any meeting of the chapter.
- 7.06 **Vacancy in office.** Director vacancies shall be filled for the unexpired term as follows: (1) at-large – by the Board, (2) standing committee chair – same as original appointment, and (3) chapter representative – same as original election.
- 7.07 **Right to assets.** No member of the Board shall possess any property right in or to any property of FNPS.
- 7.08 **Resignation.** A directorship shall terminate upon the director's resignation, death, or non-payment of dues. Directorships (except chapter representatives) may not be transferred.

7.09 **Meetings.**

- 7.091 **When.** The Board shall meet quarterly. The annual meeting of the Board shall be held at the annual conference. At each meeting of the Board, the time and place of the next regular meeting shall be announced. Special board meetings may be called by the president or at the request of 25% of the directors. Notice of the time and place of all meetings, including the purpose of any special meeting, shall appear in Society publications, either written or electronic, and/or posted on the Society's website or mailed to any Board member requesting a written copy not less than seven days but not more than six weeks prior thereto.
- 7.092 **Quorum.** One-third of the Board of Directors shall be required for a quorum, which shall be empowered to transact business on behalf of the entire FNPS membership. All meetings are open to FNPS members, on a non-participating basis, except during discussion of personnel matters.
- 7.093 **Powers.** The Board has all governing powers except those reserved in these bylaws for members or officers.

**Article 8.0 — Committees**

8.01 **Creation.**

- 8.011 **Temporary.** Either the president, the Executive Committee, or the Board may create temporary committees.
- 8.012 **Standing.** The Board or the Executive Committee may create standing committees.
- 8.013 **All committees.** The president may appoint their chairs and members subject to ratification of the Executive Committee. Members of the committees may be appointed by the President. Whoever creates a committee has the duty to establish and change its goals, and the power to terminate it and to end an appointment to it.

8.02 **Powers.** The powers of a committee are those given to it by whoever created it. When powers are not specified, the committee has all powers that are reasonably necessary to achieve committee goals, not otherwise restricted by these bylaws.

8.03 **Reports.** Each committee chair shall report on committee work to the Board (1) when directed by the president or Board, (2) at the end of a year after appointment even if not directed, and (3) after the committee is terminated.

8.04 **Rules.** Committees may adopt their own procedural rules so long as they are not inconsistent with these bylaws and procedures of the Board.

**Article 9.0 — Chapters**

9.01 **Organization.** To organize an FNPS chapter, the following should be submitted to the secretary (1) a completed application form containing a list of the names and addresses of prospective chapter members, including existing FNPS members who intend to join the chapter and (2) evidence that membership dues have been received for all persons on the list.

9.02 **Chapter Legal Responsibilities:**

9.021 **Names:** The name may represent the city, county, or area in which they exist, the scientific name of a unique or indigenous plant existing in the area, or a common plant name that is descriptive of the area or some combination thereof. Chapters may choose either of the following name styles: (1) \_\_\_\_\_ *Chapter of the Florida Native Plant Society*, or (2) \_\_\_\_\_ *a Chapter of the Florida Native Plant Society*. All chapter names must be approved by the Board. New chapters are expected to apply for a fictitious name from the Florida Secretary of State or incorporate as a Florida Corporation.

9.022 Chapters are required to file for a Federal Identification Number. Chapters are expected to maintain bank accounts to which FNPS can send membership checks. Chapters may file independently or under the FNPS Group for IRS 501 ( c ) ( 3 ) status. Chapters are organized as either Voluntary, Non-Incorporated Organizations or Incorporated Organizations. Non-Incorporated and Incorporated chapters can elect to participate as subordinates under the Group Exemption Letter (GEL) 501(c)(3) status of the Society. Incorporated chapters may elect to apply for independent IRS 501(c)(3) status rather than participate as a subordinate in the Society's GEL. Each Chapter is responsible for filing returns and paying any taxes due (sales, income, other) in accordance with State of Florida and federal law. If electing to participate as a subordinate in the Society's GEL, a Chapter must provide the annual documentation to the Society required to maintain its participation in the GEL.

9.03 **Officers.** Each chapter shall annually elect a president and other officers. All persons elected shall be FNPS members, and only votes by FNPS members in such elections shall be counted.

9.04 **Bylaws.** FNPS shall provide model chapter bylaws. If a chapter adopts bylaws (1) the bylaws shall not be inconsistent with FNPS bylaws, and (2) a copy shall be deposited with the FNPS secretary.

9.05 **Duties.**

9.051 **Meetings.** Meetings or field trips must be held at least six times each year.

9.052 **Activities.** To help foster FNPS's educational and scientific goals in connection with the preservation, conservation, and restoration of both the native plants and native plant communities of Florida, each chapter has the primary responsibility of (1) representing FNPS in its area and (2) initiating programs and actions that are consistent with the goals of FNPS. Reports about and documents related to newly undertaken chapter programs and activities shall be promptly forwarded to the executive director.

9.053 **Limitations.** No chapter, chapter officer, or chapter member has the power to bind FNPS under any circumstances without express authority from the Board.

9.054 **Membership growth.** All members of chapters also must be members of FNPS. Chapters shall foster the growth of FNPS by soliciting FNPS memberships. Any dues of and information about new members thus obtained shall be sent to FNPS in accord with FNPS Board instructions.

9.06 **Discipline.** For action inconsistent with these bylaws, the Board may either terminate or suspend the status and privileges of a chapter. No chapter shall have any proprietary interest in the name "Florida Native Plant Society". Each chapter's right to use "Florida Native Plant Society" either as part of its name or in any other way shall cease upon termination or suspension of its affiliation with FNPS.

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***Bylaws of the Florida Native Plant Society***

*Amended in May 1988; Revised in May 1993, May 1997, June 1998, May 2003, April 2007, May 2008, May 2010, May 2011*

- 9.07 **Taxes.** Chapters are individually responsible for complying with all local, state, and federal laws and regulations.
- 9.08 **Dissolution.** A local chapter that has become inactive may be dissolved upon majority vote of the FNPS Board of Directors. Following dissolution, no chapter or state property shall be retained in the possession of any member. In the event of dispute about ownership of property or responsibility of obligations, any chapter member may bring the matter before the FNPS Board for voluntary arbitration.

#### ***Article 10.0 — Financial Operations***

- 10.01 **Contracts.** The Board may designate the executive director or any board member as an agent of FNPS with general or limited authority (1) to enter into any contract on behalf of FNPS or (2) to execute and deliver any instrument on behalf of FNPS. Also, it may authorize any person so designated to sign checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness as may be issued in the name of FNPS.
- 10.02 **Gifts.** The Executive Committee may accept on behalf of FNPS any contribution, gift, bequest, or device for either the general or specific purposes of FNPS.
- 10.03 **Fiscal year.** The fiscal year shall correspond to the calendar year.
- 10.04 **Principal office.** FNPS shall keep the following items at its principal office: (1) books and records of account, (2) minutes of the meeting of members and of the Board, and (3) a list of the names and addresses of all members, and a master copy of the Bylaws; such items may be inspected by any member at any reasonable time.
- 10.05 **Tax status.** FNPS and each chapter thereof shall be operated as a scientific, not-for-profit, tax- exempt organization as described in section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any later U.S. Internal Revenue law).

#### ***Article 11.0 — Logo and Official Publications***

- 11.01 **Symbol.** The saw palmetto (*Serenoa repens*) is the official symbol of FNPS.
- 11.02 **Magazine.** FNPS shall publish a magazine, which shall be called *The Palmetto*. It shall contain news and official announcements about FNPS, as well as other material of interest. It may be in either printed or electronic format.
- 11.03 **Newsletter.** FNPS may publish a newsletter, called *The Sabal Minor*, that will contain news and official announcements about FNPS. So long as published in the newsletter, news and official announcements need not be published in *The Palmetto*. The *Sabal Minor* shall be in electronic (preferred) or printed format.

#### ***Article 12.0 — Parliamentary Authority***

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

#### ***Article 13.0 — Amendment***

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### ***Bylaws of the Florida Native Plant Society***

*Amended in May 1988; Revised in May 1993, May 1997, June 1998, May 2003, April 2007, May 2008, May 2010, May 2011*



- 13.01 **Method.** These bylaws may be amended by an affirmative vote of three-fourths of the members present at any annual meeting or at any other meeting of members.
- 13.02 **Copies.** A copy of proposed amendments shall be mailed to any member on request, and shall be made available to any member at a meeting where amendment is being considered. After amendment, an amended copy of these bylaws shall be posted on the Society's website or provided to each member of the FNPS Board of Directors.