



## **Bylaws of the Florida Native Plant Society, Inc.**

### **Article 1.0 — Purpose**

The purpose and mission of the Florida Native Plant Society, Inc. (Society) are to promote the preservation, conservation, and restoration of the native plants and native plant communities of Florida. The Society supports the purpose and mission by:

- a) educating members, business people, educators, government officials, and the general public about the value of native plants through conferences, workshops, local meetings, and publications,
- b) funding research on native plant species and native plant communities,
- c) restoring and conserving native plant communities and participating in land management activities to enhance native plant habitats, and
- d) encouraging local landscaping practices that preserve Florida's native plant heritage.

### **Article 2.0 — Corporation**

The Florida Native Plant Society, Inc. (Society) is incorporated under the laws of the State of Florida (Chapter 617, F.A.C.) and is recognized as a not-for-profit organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The provisions of these Bylaws are supplementary to, and subordinate to, the provisions of the Articles of Incorporation, as implemented in 1986.

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### **Article 3.0 — Office**

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

### **Article 4.0 — Membership**

- 4.01 **Eligibility** – Any person, household/family, business, or organization supporting the mission of the Society is eligible for membership upon payment of dues. Memberships are not transferable.
- 4.02 **Membership 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).
- 4.03 **Member Responsibilities** – All members are expected to: (1) abide by Society Bylaws and policies, (2) make timely payment of dues, (3) provide current contact information, and (4) conduct themselves with regard for the environment consistent with the Society's Mission and Goals.

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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, May 2013, April 2014, May 2015, May 2016*

4.04 **Membership Termination.** Membership shall end:

1. when dues are in default.
2. when a valid mailing or emailing address is no longer available.
3. upon the death or resignation of a member.
4. for cause, when a member is convicted of violation of environmental law, or is deemed to have committed acts contrary to the written policies of the Society; a two-thirds majority of the Society Board may order that the membership be terminated, or that renewal of the membership be denied.

4.05 **Reinstatement.**

4.051 Following termination of membership as defined by Section 4.04(1-3), 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, ~~the new annual expiration date~~ and new annual payment month, ~~shall be determined by~~ the date of reinstatement.

4.052 If membership is terminated pursuant to Article 4.04(4), reinstatement of membership status shall require an affirmative vote of a two-thirds majority of the Society Board.

4.06 **Membership Rights**

4.061 **Of persons.** Each person who is a member is entitled to (1) participate in Society sponsored activities, (2) have one vote on any question requiring a vote of the general membership, (3) seek election as an Officer or Director or appointment to a committee, and (4) attend meetings of the Board or Executive Committee on a non-participating basis.

4.062 **Of others.** Each group or business that is a member is entitled to (1) have all persons in the group or business participate in Society sponsored activities, (2) one vote on any question requiring a vote of the general membership, (3) have one of their group or business eligible to be elected or appointed an ~~Officer or Director~~, and (4) attend meetings of the Board or Executive Committee on a non-participating basis.

4.063 **To assets.** No member shall possess any property right in or to any property of the Society. In the event all memberships are terminated or in the event of dissolution of the Society, then after paying or adequately providing for the debts and obligations of the Society, the Board shall dispose of the remaining property of the Society in accord with state and federal law, and the Society's Articles of Incorporation. No earnings or other property of the Society shall be distributed to, or inure to the benefit of, any member, former member, director, or officer of the Society, or any other private individual, either directly or indirectly, except for payments made for goods or services received by the Society pursuant to contracts approved by the Board.

4.07 **Powers.** At annual meetings members shall, by a plurality decision of those present, elect Officers and Directors-at-Large. 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.

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**Article 5.0 — Board of Directors**

**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, May 2013, April 2014, May 2015, May 2016

- 5.01 **Composition.** The Board of Directors (Board) shall consist of not more than 22 Directors composed of the following: (a) all Officers of the Society (b) ~~three~~ Directors representing the Council of Chapters (see Article 12.0); and (c) up to 12 but not less than eight other Directors, comprised of ~~three~~ Directors-at-Large, all standing committee chairs, ~~President Elect or Past President (as applicable), and the Executive Director serving as an ex-officio, non-voting member of the Board.~~ In the case of elimination of standing committees or vacancies, the number of Directors serving in this category may be reduced, with a minimum of ~~eight~~ being required. These Directors are accountable for implementation of the strategic goals and initiatives of the Society.
- 5.02 **Qualifications.** Only Society members in good standing are eligible to be Directors.
- 5.03 **Right to assets.** No member of the Board shall possess any property right in or to any property of the Society.
- 5.04 **Powers.** All governing powers reside with the Board except those reserved in these Bylaws for Members, Officers, or the Council of Chapters.
- 5.05 **Vacancy.** The vacancy of a Director-at-Large shall be filled by the Board for the unexpired term of the Director.
- 5.06 **Removal.** The removal of an elected Officer or Director-at-Large can be done only by majority vote at an Annual Membership Meeting. However, an Officer or Director-at-Large may be requested to resign at any time on the affirmative vote of a two-thirds majority of the Society Board whenever, in its judgment, the Society will be best served thereby.
- 5.07 **Resignation.** A directorship shall terminate upon the Director's resignation, death, or non-payment of dues. Directorships may not be transferred.

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## 6.0 — Officers and Staff

- 6.01 **Organization.** Officers shall consist of a President, Vice President for Administration, Vice President for Finance, Secretary, and Treasurer.
- 6.02 **Qualifications.** Only Society members in good standing may be Officers.
- 6.03 **Duties of Officers.**
- 6.031 **President.** As the principal officer representing the Society, the President shall (1) preside at all meetings, and make reports to members and the Board, (2) supervise Society affairs, ~~(3) direct and supervise contract services;~~ (3) mentor the President-elect and (4) perform all such other duties that are either incidental to the office or delegated to the office by the Board.
- 6.032 **Vice President for Administration.** General duties shall include:
- 6.0321 Such powers and duties as may be delegated by the Board or the President.
- 6.0322 Exercising the functions of the President during the absence or disability of the President.
- 6.0323 ~~Responsibility for overseeing~~ **Overseeing contracts for staff and contracted services.**

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 6.0311 **President-elect.** The President-elect shall participate for one year as a member of the Board and the Executive Committee in order to gain mastery of Society operations and the duties of the office of President. ¶  
 6.0312 **Past President.** "The Past President shall provide assistance and support to the President as requested by the Society for one year and shall participate as a member of the Board and the Executive Committee for one year following his/her term as President." ¶

### Bylaws of the Florida Native Plant Society

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- 6.033 **Vice President for Finance.** General duties shall include:
- 6.0331 Such powers and duties as may be delegated by the Board or the President.
  - 6.0332 Exercising the functions of the President during the absence or disability of both the President and the Vice President for Administration.
  - 6.0333 ~~Directing~~ Working with the Executive Director on the development of long-range strategic fiscal planning.
- 6.034 **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.
  - (e) the proceedings. Minutes of Board, Executive Committee, and Member 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 as delegated by the members, the Board, or these Bylaws, in keeping with state and federal laws, ~~accepting applications for chapter affiliation and presentation of same to the Board,~~ preservation of Society documents including chapter applications and contracts.
- 6.035 **Treasurer.** The Treasurer shall:
- a. keep and maintain complete, accurate, and up-to-date accounts of all financial transactions of the Society, including assets, liabilities, receipts, and disbursements.
  - b. disburse Society funds consistent with the budget as approved by the Board.
  - c. file 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.
  - d. ensure that the financial records of the Society are audited annually by an independent Certified Public Accountant.
  - e. perform such other duties as delegated by the members, the Board, or these Bylaws, in keeping with state and federal laws.
- 6.04 **Vacancy.** The vacancy of an Officer shall be filled at a meeting of the Board. 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.
- 6.05 **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. ~~the Society's virtual and/or physical office as required.~~

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6.06 Staff

- 6.061. **Executive Director.** An Executive Director may be selected and removed by plurality vote of the Board. The Executive Director shall serve as an ex-officio, non-voting member of the Board and shall have the following responsibilities:
- a. Leadership and management of all programs and service areas of the Society, under the direction of the Board.
  - b. strategic direction and development of business, donor, and membership networks for the purpose of furthering the Society’s mission.
  - c. all administrative and operational aspects of the organization.

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6.062. **Additional Staff.** Additional staff may be selected and removed by plurality vote of the Board.

**Article 7.0 — Executive Committee**

7.01 **Composition.** The Executive Committee (ExComm) shall consist of the Officers of the Society, one Director from the Council of Chapters, and the Executive Director who shall serve as an ex-officio, non-voting member. In addition, on odd calendar years, the President-elect shall serve on the Executive Committee; on even calendar years, the Past President shall serve (see Section 10.02, Election of the President).

7.011 **President-elect.** The President-elect shall participate for one year as a member of the Board and the Executive Committee in order to gain knowledge of Society operations and the duties of the office of President.

7.012 **Past President.** The Past President shall provide assistance and support to the President as requested by the Society and shall participate as a member of the Board and the Executive Committee for one year following his/her term as President.

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7.02 **Duties.** The Executive Committee shall: (1) assist the Executive Director and staff in conducting the operations of the Society; (2) assist the Executive Director in overseeing activities of all Officers and committees; (3) establish ad hoc committees; and (4) make reports to the Board.

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7.03 **Quorum.** A majority of the members of the Executive Committee, including any one Director of the Council, present at any meeting shall constitute a quorum and shall be empowered to conduct the business of the committee.

7.04 **Access.** All Executive Committee meetings are open to Society members on a non-participating basis. All Executive Committee meeting minutes (minus sensitive information) shall be available to all members.

**Article 8.0 — Other Committees**

8.01 **Committee Creation.**

8.011 **Temporary.** Either the President, the Executive Committee, or the Board may create temporary committees.

8.012 **Standing.** The Board may create Standing Committees, which must have a minimum of a Chair and two additional members who are members in good standing of the Society.

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**Bylaws of the Florida Native Plant Society**

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8.013 **All committees.** The President may appoint the chairs of the Society's ~~Standing Committees~~ subject to ratification ~~by the Board~~. The chair of any committee may recruit and appoint its members as long as they are members of the Society in good standing. ~~Whichever position (President, Executive Committee, or Board)~~ creates a committee has the duty to establish and ~~modify~~ its goals, and the power to terminate it and to end an appointment to it.

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8.02 **Powers.** The powers of a committee are those given to it by ~~whichever position~~ 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.

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

8.04 **Committee Rules.** Committees may adopt ~~procedural~~ rules so long as they are not inconsistent with these Bylaws and procedures of the Board.

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## Article 9.0 — Society Meetings

### 9.01 Membership Meetings.

9.011 **Annual Membership Meeting.** The Board of Directors (Board) shall designate a time and place for a meeting of the general membership, to be held at the ~~Annual Conference~~. This shall normally be in May, but not more than ~~14~~ months following the previous general membership meeting. 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~~.

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9.012 **Other.** In addition to annual meetings of members, meetings of members may be called at any time by (a) majority vote of the Board or (b) by the President, and must be called by the President on petition of at least 10% of the ~~Society's~~ members.

9.013 **Notice.** Written notice of all ~~Membership~~ meetings, stating the purpose of the meeting, will be provided from three to six weeks in advance. This notice shall ~~be~~ posted in Society publications, either written or electronic, posted on the Society's website, and/or mailed to each member.

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9.014 **Quorum.** A quorum shall consist of those members attending that ~~Membership~~ meeting who ~~then~~ shall be empowered to transact Society business on behalf of the entire Society membership.

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9.015 **Access.** All Society members in good standing may participate ~~in~~ ~~Membership~~ meetings.

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### 9.02 Board of Directors Meetings.

9.021 **When.** The Board of Directors (Board) shall meet a minimum of quarterly, with one meeting to be held at the ~~Annual Conference~~. Meetings may be held at a physical location or during a live teleconference or video conference. Special Board meetings may be called by the President or at the request of ~~five~~ or more of

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## Bylaws of the Florida Native Plant Society

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the Directors. Notice of the time and place or manner of all meetings, including the purpose of any special meeting, shall be communicated to all Directors by email.

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- 9.022 **Quorum.** One-half of the total number of Officers and Directors then in office, and one Director representing the Council of Chapters shall be required for a quorum, who shall be empowered to transact business on behalf of the entire Society membership.

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- 9.023 **Proxy.** Voting proxies will be allowed by the Board with the stipulation that they be selected by the committee chairpersons or directors. Each committee chairperson or director is limited to granting their voting rights to a proxy no more than three times per year.

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- 9.024 **Access.** All Board of Director's meetings are open to Society members on a non-participating basis.

### 9.03 Executive Committee Meetings.

- 9.031 **When.** The Executive Committee (ExComm) shall meet a minimum of quarterly. Meetings may be held at a physical location or during a live teleconference or video conference. The Notice of time and place or manner of all ExComm meetings shall be communicated to all ExComm members by email.

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## Article 10.0 — Elections of Officers and Directors

- 10.01 **Elections.** All Officers, Directors-at-Large, and the President-elect shall be elected by a plurality vote of Society members present and voting at the Annual Membership meeting.

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- 10.02 **Timing and Tenure.** A President-elect shall be elected in odd calendar years and shall serve for one year as President-elect; upon re-election the following (even) year, this individual shall commence a single two-year term as President, followed by one year of service as Past President.

10.021 In odd calendar years, a President-elect shall be elected to a one-year term.

10.021 In even calendar years, the President, Vice President of Finance, and Secretary shall be elected to two-year terms.

10.022 In odd calendar years, the Vice President of Administration and Treasurer shall be elected to two-year terms.

10.023 Three Directors at Large shall be elected for two-year terms, in odd or even calendar years, whenever the previous term expires.

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10.024 The President shall be limited to one two-year term. The Vice President of Administration, Vice President of Finance, and Treasurer shall be limited to two consecutive two-year terms. The Secretary shall be limited to three consecutive two-year terms. Retiring Officers are immediately eligible to be nominated for a different office. Retired Officers are eligible for appointment to an unexpired term or nomination to the same office after one year.

10.025 Directors at Large shall be limited to two consecutive two-year terms.

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

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10.026 A chair of a Standing Committee shall retain his/her Directorship so long as he/she continues as chair of the committee.

10.027 Officers and Directors shall take office immediately upon election or appointment and serve until duly replaced.

10.03 **Nominations.** Prior to each Annual Membership meeting, the President shall appoint at least three Society members in good standing to a Nominating Committee, whose duty shall be to prepare a slate of one or more candidates for Officers and Directors-at-Large for presentation to the membership at the Annual Membership meeting. The nominees shall be announced to the Board. 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 Membership meeting, the chair of the Nominating Committee 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.

10.04 **Vacancy in office.** Director vacancies shall be filled for the unexpired term as follows: (1) At-Large – by the Board, (2) Standing Committee chair – by the President, subject to ratification by the Board, and (3) representatives of the Council of Chapters – by the Council of Chapters.

#### Article 11.0 — Chapters

11.01 **Organization.** Individuals interested in forming a new Society Chapter shall submit to the Secretary (1) a completed application form containing a list of the names and addresses of prospective Chapter members, including proposed Chapter officers and existing Society members who intend to join the Chapter and (2) evidence that membership dues have been received for all persons on the list.

#### 11.02 Chapter Legal Responsibilities:

11.021 **Name:** The name chosen for the new Chapter may represent the city, county, or area in which it exists, 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. Chapters are organized as either Voluntary Non-Incorporated Organizations or as Incorporated Organizations. New Chapters are expected to apply for a fictitious name from the Florida Secretary of State or to incorporate as a Florida Corporation.

11.022 **Federal Tax Identification Number (FEIN):** Chapters are required to file for a FEIN. Each Society Chapter must maintain a bank account that is used exclusively for Chapter business transactions.

11.023 **IRS 501 (c)(3) Charitable Organization:** Chapters file for IRS 501(c)(3) status tax exempt status independently or under the Society Group Exemption Letter (GEL). 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.

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Amended in May 1988; Revised in May 1993, May 1997, June 1998, May 2003, April 2007, May 2008, May 2010, May 2011, May 2013, April 2014, May 2015, May 2016



11.024 **Taxes:** Each Chapter is responsible for filing returns and paying any taxes due (sales, income, other) in accordance with all local, state, and federal laws and regulations.

11.03 **Officers.** Each Chapter shall annually elect a President and other Officers. All persons elected shall be Society members, and only votes by Society members in such elections shall be counted.

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11.04 **Bylaws.** The Society shall provide model Chapter Bylaws. Each Chapter shall adopt bylaws (1) which shall not be inconsistent with Society Bylaws, (2) submit a copy to the Society, and 3) submit a copy of Bylaws revisions to the Society for review and acceptance.

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11.05 **Duties.**

11.051 **Meetings.** Chapters shall hold local meetings or field trips at least six times each year.

11.052 **Activities.** To help foster the Society'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 the Society in its area and (2) initiating programs and actions that are consistent with the Society's mission.

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11.053 **Limitations.** No Chapter, Chapter Officer, or Chapter member has the power to bind the Society under any circumstances without express authority from the Board.

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11.054 **Membership growth.** All members of Chapters also must be members of the Society. Chapters shall foster the growth of the Society by soliciting Society memberships. Any dues of and information about new members thus obtained shall be sent to the Society in accord with Society Board instructions. 11.06

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**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 the Society.

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11.07 **Dissolution.** A local Chapter may be dissolved for cause or inactivity upon majority vote of the Society Board. Following dissolution, no Chapter or Society property shall be retained in the possession of any member but shall be retained by the Society. In the event of dispute about ownership of property or responsibility of obligations, any Chapter member may bring the matter before the Society Board for voluntary arbitration.

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## Article 12.0 — Council of Chapters

12.01 **Organization.** The Society's Council of Chapters shall consist of a representative from each Chapter of the Society in good standing, as defined/determined/described in Article 11.0 - Chapters.

12.02 **Powers.** The goals and powers of the Council of Chapters shall be specified by the Board. Where powers are not specified, the Council has all powers that are reasonably necessary to achieve its goals, not otherwise restricted by these Bylaws. Three members of the Council of Chapters shall be elected by the Council to serve on the Board, with all of the powers and

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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, May 2013, April 2014, May 2015, May 2016

responsibilities therein. One of the Council representatives serving on the Board will also serve on the Executive Committee, as selected by the Council of Chapters.

12.03 **Committees of the Council of Chapters.** The Society’s Council of Chapters may establish its own Committees. Unless otherwise restricted by these Bylaws, by direction of the Board, or by the laws of the State of Florida, any such Committee may adopt its own procedural rules. No such committee shall have the status of a Standing Committee under Section 8.012.

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12.04 **Activities.** In support of the mission of the Society, the Council of Chapters shall share information and initiate programs and actions consistent with its goals. Meetings may be held at a physical location or during a live teleconference or video conference, at the schedule and location determined by the Council of Chapters.

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12.05 **Selection.** Chapter representatives are selected in accordance with the bylaws of their Chapter. Representatives must be members of the Society in good standing.

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12.06 **Representation on the Board.** Three Directors from the Council of Chapters shall be elected by a plurality vote of its members to represent the Council on the Board, one of whom shall be selected to serve on the Executive Committee. The term of office and maximum number of terms that may be served by Directors representing the Council of Chapters on the Board shall be determined by the Council of Chapters. The vacancy of a Director representing the Council of Chapters shall be filled by the Council of Chapters.

### Article 13.0 — Financial Operations

13.01 **Contracts.** The Board may designate any Board member, Staff member, or Society contractor as an agent of the Society with general or limited authority (1) to enter into any contract on behalf of the Society or (2) to execute and deliver any instrument on behalf of the Society. 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 the Society.

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13.02 **Gifts.** The Board may accept on behalf of the Society any contribution, gift, bequest, or device for either the general or specific purposes of the Society.

13.03 **Fiscal year.** The fiscal year shall correspond to the calendar year.

13.04 **Principal office.** The Society shall keep the following items at its principal office and/or its virtual 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.

13.05 **Tax status.** The Society 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 14.0 — Logo and Official Publications

14.01 **Symbol.** The saw palmetto (*Serenoa repens*) is the official symbol of the Society.

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- 14.02 **Magazine.** The Society shall publish a magazine, called *The Palmetto*. It shall contain news and official announcements about the Society, as well as other material of interest. It may be in either printed or electronic format.
- 14.03 **Newsletter.** The Society shall publish a newsletter, called *The Sabal Minor*. It will contain news and official announcements about the Society. 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 15.0 — Parliamentary Authority**

For all meetings, the rules contained in the current edition of *Democratic Rules of Order* ~~*Robert's Rules of Order, Newly Revised*~~ or other meeting rules as approved by the Board shall be referenced as a guideline to 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 16.0 — Amendment**

- 16.01 **Method.** These Bylaws may be amended by an affirmative vote of three-fourths of the members present at any Annual Membership meeting, or at any other meeting of members; or by an affirmative vote of at least a 60% majority of the members participating in an on-line vote and/or mail-in vote which would adhere to the guidelines under Articles 9.013 & 9.014.
- 16.02 **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 Society Board.

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