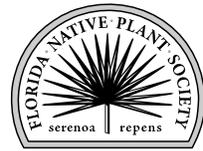


Bylaws of the Sweetbay Chapter of the Florida Native Plant Society



Article 1.0 — Purpose

The purpose of the Sweetbay Chapter of the Florida Native Plant Society is to help foster the educational and scientific goals of the Florida Native Plant Society (FNPS) in connection with the preservation, conservation, and restoration of the native plants and native plant communities of Florida. The Chapter shall represent the FNPS in Bay County and surrounding Central Panhandle Counties of Florida that do not have their own chapter. The Chapter will initiate programs and actions and provide information to groups and individuals to further these goals.

Article 2.0 — Governance

The Sweetbay Chapter of the Florida Native Plant Society shall operate as a scientific, not-for-profit, federal tax-exempt organization under the Florida Native Plant Society (FNPS) Group Exemption status allowed by section 501(c)(3) of the United States Department of the Treasury's Internal Revenue Code, or corresponding section of any future federal tax code. As such, the Sweetbay Chapter of the Florida Native Plant Society is subordinate to the FNPS and must be in compliance with their Articles of Incorporation and Bylaws. "The Bylaws of the Sweetbay Chapter of the Florida Native Plant Society," any subsequent changes, or amendments must be submitted to the FNPS and are subject to their approval.

Article 3.0 – Restrictions

No property or assets, including the net earnings, of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, board or other private persons, except that the Chapter 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 Article 1 hereof. No substantial part of the activities of the Chapter 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Chapter 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 (b) 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.

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. All members of this chapter must also be members of the FNPS. Memberships are not transferable. Persons who are not members may attend membership meetings but shall not have any member rights or powers as set forth by these bylaws.
- 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 a FNPS Board of Directors meeting. (See 4.08)
- 4.03 **Administration.** Definitions of membership categories, Chapter membership, 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 FNPS.
- 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 a FNPS Board of Directors meeting.
- 4.05 **Rights.**
- 4.051 **Of persons.** Each person who is a Chapter member is entitled to (1) participate in both FNPS and Chapter sponsored activities, (2) vote on any question requiring a vote of the general membership, (3) receive a copy of these bylaws and (4) be elected or appointed as an officer or director.
 - 4.052 **Of others.** Each group or business that is a Chapter member is entitled to (1) have all persons in the group or business participate in FNPS and Chapter 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 and receive these bylaws.
- 4.06 **Powers.**
- 4.061 **Of voting.** At annual meetings chapter members shall, by a plurality decision of those present, elect officers. At all meetings of members, members in good standing are entitled to vote on any motion, which vote shall be controlling if contrary to a vote of the Board.
 - 4.062 **Limitations.** No individual, group or business has the power to bind the chapter under any circumstances without express authority from the Board.
- 4.07 **Meetings.**
- 4.071 **Annual.** The Board of Directors shall designate a time and place for an annual meeting of the Chapter members. This shall normally be around the first week in May, but not more than fourteen (14) months following the previous annual meeting. Notice of the annual meeting shall be provided to all Chapter members at least three weeks in advance. This notice shall be appear on the Chapter calendar, either written or electronic, and/or posted on the Chapter's website. However, failure to hold a timely annual meeting shall in no way affect the terms of officers or directors of the Chapter, or the validity of actions of its board.
 - 4.072 **Regular.** Meetings or field trips must be held at least six times each year at a time and place to be determined by the membership.

- 4.073 **Other.** In addition to annual and regular meetings of members, meetings may be called at any time by (1) plurality decision of the Board of Directors or (2) by the president, or (3) by the president on petition of at least 20% of the members.
- 4.073 **Notice.** Notice of meetings shall give the purpose, date, time and location of the meeting, and unless otherwise specified in these bylaws shall be announced, posted and/or sent to Chapter members at least 48 hours in advance.
- 4.074 **Quorum.** A quorum shall consist of those Chapter members attending that meeting and shall be empowered to transact Chapter business on behalf of the entire Chapter membership.
- 4.075 **Location.** The location of all general meetings of the membership is subject to approval by the Chapter's Board of Directors.
- 4.08 **Discipline.**
- 4.081 **Chapter Responsibility.** If a member is deemed by a two-thirds majority of the Chapter's Board of Directors to have committed acts inconsistent with or contrary to (1) written policies of the Chapter or FNPS, or (2) any environmental law, the Chapter shall refer the offense to the FNPS Board of Directors for further action. The Chapter shall be bound by the determination of the FNPS Board of Directors regarding the member in question.
- 4.082 **From FNPS.** 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 of Directors 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 FNPS Board.

Article 5.0 — Executive Committee

- 5.01 **Organization.** The general management of the corporate and financial affairs of the Chapter shall be vested in the executive committee. It shall be the duty of the executive committee to be informed and active in overseeing the Chapter's operations and finances and its compliance with all policies, laws and requirements. The executive committee shall consist of either six or seven individuals: the immediate past president and six elected officers. The elected officers shall be the (1) president, (2) vice-president, (3) recording secretary, (4) membership secretary, (5) treasurer and (6) chapter representative. Except for the chapter representative, occupying more than one seat on the executive committee at a time is prohibited.
- 5.02 **Administration.** Members of the executive committee shall serve without compensation except reimbursement for actual expenses incurred or to be incurred. Three persons shall be required for a quorum. Meetings may be held at such times and places as the president shall decide. Executive Committee meetings may be any format as long as they are properly recorded and made available to the membership upon request.
- 5.03 **Qualifications.** Only FNPS members in good standing may be on the executive committee.

- 5.04 **Elections.** All officers shall be elected by a plurality decision at the annual meeting of Chapter members present and voting. Only votes of Chapter members shall be counted during such election. Those elected shall take office as soon as possible and shall serve until duly replaced.

Retiring officers are immediately eligible to be nominated for a different office. Retired officers are eligible for appointment to a vacant office.

- 5.05 **Nominations.** Prior to each annual meeting, the president shall appoint at least one Chapter member to a nominating committee, whose duty shall be to prepare a slate of one or more candidates for each office 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 executive committee. Notice shall appear in Chapter publications, either written or electronic and/or posted on the Chapter'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 the Executive Committee.**

- 5.061 **President.** As the principal officer representing the Chapter, the president shall (1) preside at all meetings of the members, the Board, and the executive committee, (2) have general supervision of Chapter affairs including communication to members, (3) ensure required documentation is provided in a timely fashion to the FNPS to maintain Chapter participation in the Group Exemption Letter (GEL), and (4) perform all such other duties that are either incidental to the office or delegated to the office by the executive committee.
- 5.062 **Vice-president.** The vice-president shall (1) exercise the functions of the president during the absence or disability of the president, (2) act as an aide to the president upon request by the president or the Board, (3) serve as a chair of a standing committee, and (4) have such other powers and duties as may be delegated by the executive committee or the president.
- 5.063 **Recording Secretary.** The recording secretary shall
- (1) keep, or cause to be kept, the notice and minutes of all meetings of the members, the Board, and the executive committee as well as documentation of actions taken on behalf of the Chapter without a meeting. Documentation shall include the following: (a) time and place of the meeting, (b) names and membership status of those present at meetings, and (c) the proceedings;
 - (2) ensure that proper notice of meetings is given;
 - (3) make minutes available to any Chapter member who may request them;
 - (4) maintain a book of standing rules and policies
 - (5) maintain a list of names, addresses and contacts of the Chapter's current directors and officers
 - (6) keep written communications to all members generally or all members of a class within the past 3 years
 - (7) preserve Chapter documents; and

(8) such other duties as delegated by the members, the ~~Board~~ executive committee, or these bylaws, in keeping with state and federal laws.

5.064 **Membership Secretary.** With guidance from the membership section of the FNPS Handbook, the membership secretary shall have the following responsibilities: (1) keeping and maintaining complete, accurate, and up-to-date records of the membership, (2) membership recruitment, (3) membership retention, (4) providing regular reports and updates regarding the membership to the executive committee, and (5) collecting, maintaining and reporting volunteer time expenditures for the Chapter.

5.065 **Treasurer.** The treasurer shall have the following responsibilities:

(1) keeping and maintaining complete, accurate, and up-to-date accounts of all financial transactions of the Chapter including assets, liabilities, receipts, and disbursements;

(2) depositing all money and other valuables in the name and to the credit of the Chapter with such depositories as approved by the executive committee;

(3) disbursing Chapter funds consistent with actions approved by the executive committee;

(4) filing all financial-related reports required by local, state, or federal laws, such as (a) annual submission of Form 990 with the Department of Internal Revenue, (b) annual registration with the Department of Agriculture and Consumer Services under the Solicitation of Contributions Act, (c) an annual financial statement to meet Group Exemption Letter requirements, (d) application for a Sales Tax Exemption Certificate every five years, and (e) required taxes;

(5) providing all needed copies of reports to grantors or allied organizations;

(6) giving the executive committee and the Board a report and account of the foregoing transactions on at least a quarterly basis with a written copy of the report to be given to the recording secretary for inclusion in the minutes; and

(7) such other duties as delegated by the members, the Board, the executive committee, or these bylaws, in keeping with local, state, and federal laws.

5.0642 **Assistant Treasurer.** Upon the request of the Treasurer or upon the temporary absence or disability of the Treasurer, the President may, subject to the approval of the executive committee, appoint an Assistant Treasurer to execute all or a part of the duties of the Treasurer.

5.065 **Past President.** The past president shall exercise the functions of the president or vice president during the absence or disability of either or both officers and shall provide assistance and support as requested by any officer or Board of Directors in the furtherance of Chapter duties or goals. The past president is expected to serve as a chair of a standing committee.

5.066 **Chapter Representative.** The chapter representative is expected to participate in quarterly FNPS Board meetings to represent our Chapter. The chapter representative shall keep the FNPS informed of our activities and keep the Chapter attuned to FNPS initiatives and activities. The chapter representative shall act as an advisor to the executive committee and Chapter Board in regards to FNPS governance and policies. The chapter representative is entitled to only one vote on

the executive committee regardless of whether he holds one or two positions on said committee.

- 5.07 **Vacancy in office.** A vacancy in the office of an elected officer, other than that set forth in Section 5.0642, shall be filled at a meeting of the members, by a plurality decision. The term of any officer so elected shall be the unexpired term of the officer who created the vacancy. A vacancy in the office of past president may remain unless a previous past president is willing to fill the vacancy and is elected to do so by a plurality decision of members.
- 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 plurality decision 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 executive committee whenever, in its judgment the Chapter will be best served thereby.

Article 6.0 — Board of Directors

- 6.01 **Qualifications.** Only FNPS members are eligible to be directors.
- 6.02 **Composition.** The Board shall consist of the following directors: (1) all officers and the Past President (i.e. the executive committee), and (2) all standing committee chairs.
- 6.03 **Election.** Elections shall apply as follows: (1) officers shall be elected as set forth in Article 4 of these bylaws, (2) the past president – not elected as such but assumes this directorship upon election of a new president, and (3) standing committee chair directors – not elected but appointed by the president subject to ratification by the Board.
- 6.04 **Proxy.** The chapter representative may assign a voting proxy to another member of the Chapter, for delivery to the FNPS secretary. The voting proxy may take the form of a signed paper delivered to the FNPS Secretary or email to the FNPS 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 FNPS Secretary and will state that he or she is acting on behalf of the chapter representative. Other members of the Board may not assign a voting proxy.
- 6.05 **Tenure.** Everyone elected or appointed to be a director shall take office immediately, and serve until duly replaced.
- 6.06 **Vacancy in office.** Director vacancies shall be filled for the unexpired term as follows: (1) executive committee – as set forth in Section 5.07 and, (2) standing committee chair directors – appointed by the president subject to ratification by the Board. Directorships (except chapter representatives as outlined in section 6.04) may not be transferred.
- 6.07 **Resignation.** A directorship shall terminate upon the director's resignation, death, or non-payment of dues.

6.08 **Meetings.**

- 6.081 **When.** The Board shall meet at least quarterly. The annual meeting of the Board shall be held no later than 30 days following the annual meeting of the Chapter members. At each meeting of the Board, the time and place of the next Board 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.
- 6.082 **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 Chapter membership. All Board meetings are open to Chapter members, on a non-participating basis, except during discussion of personnel matters.
- 6.083 **Purpose.** The Board shall be responsible for planning and executing all Chapter activities outside of those provided for in Article 5 of these bylaws.

Article 7.0 — Committees

7.01 **Creation.**

- 7.011 **Temporary.** The president, the executive committee, or the Board may create temporary committees.
- 7.012 **Standing.** The Board or the Executive Committee may create standing committees.
- 7.013 **All committees.** The president may appoint their chairs subject to ratification of the Board. 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.

7.02 **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.

7.03 **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) upon notice of termination of the committee.

7.04 **Rules.** Committees may adopt their own procedural rules so long as they are not inconsistent with these bylaws and established procedures.

Article 8.0 — Financial Operations

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

8.02 **Records.** The treasurer shall keep and maintain complete, accurate, and up-to-date accounts of all financial transactions of the Chapter including assets, liabilities, receipts, and disbursements. Records shall remain readily available for a period of 3 years, after which they shall be archived and stored in such a way they may be retrieved within a reasonable

period of time. Financial records may be inspected by any member or agent or attorney of any member or anyone specifically designated by law to do so at any reasonable time.

- 8.03 **Tax status.** The Sweetbay Chapter of the Native Plant Society shall be operated as a voluntary non-incorporated scientific, not-for-profit, tax- exempt organization subordinate to the Florida Native Plant Society as described in section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any later U.S. Internal Revenue law).
- 8.04 **Banking authorization.** 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 shall require the signature of two Chapter officers. The Chapter shall maintain at least two but no more than four authorized signatures for every financial account. Only Chapter officers shall be authorized as signers. Authorizations shall be updated as often as necessary to comply with these bylaws.
- 8.05 **Limitations for financial expenditures.** Any monetary expenditure in an amount up to \$200 may be executed through the approval of no fewer than two Chapter officers authorized in accordance with Article 8.04. An affirmative decision by the plurality of the executive committee is needed to execute any contract, check, or obligation in an amount of \$200 to \$500. Any amount in excess of \$500, excluding previously approved monthly obligations, shall be submitted to a meeting of the members and shall be executed upon an affirmative decision by the plurality of members present and voting.

Article 9.0 — 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 10.0 — Amendment

- 10.01 **Method.** These bylaws may be amended by an affirmative vote of three-fourths of the members present at any regular meeting of members.
- 10.02 **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 Chapter's website and provided to each member of the executive committee.

Article 11.0 — Dissolution.

- 11.01 **Cause.** Should the Chapter become inactive for a period of 12 consecutive months, it may be dissolved upon majority vote of the FNPS Board of Directors.
- 11.02 **Property.** Upon 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 member of the Chapter may bring the matter before the FNPS Board for voluntary arbitration. Property of the Chapter remaining after paying or adequately providing for the debts and obligations of the Chapter shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to a federal, state, or local government entity for a public purpose. In no event shall any earnings or

other property of the Chapter be distributed to, or inure to the benefit of, any member, former member, director, or officer of the Chapter, or any other private individual, either directly or indirectly.

Approved this 30th day of July in the year 2012.

President _____
Lisa A. Keppner

Vice-President _____
Jodi Moore

Recording Secretary _____
Brenda Saunders

Treasurer _____
Ina Crawford

Approved and adopted by the membership on August 2, 2012.