



BYLAWS OF THE MARTIN COUNTY CHAPTER OF THE FLORIDA NATIVE PLANT SOCIETY

Revision 1989, Amended 1998, Revised 2018

ARTICLE 1. PURPOSE

The purpose of the Florida Native Plant Society (Society) is to promote the preservation, conservation, and restoration of the native plants and native plant communities of Florida. The Martin County Chapter (Chapter) supports this purpose 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. ORGANIZATION STRUCTURE

2.01 Name.

The Organization is known as the Martin County Chapter of the Florida Native Plant Society.

2.02 Organization Structure.

The Chapter is a Voluntary Non-Incorporated Organization which operates exclusively for charitable, educational, and scientific purposes. The Chapter is a subordinate unit of the Society's Group Exemption Letter (GEL) 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.

ARTICLE 3. PROHIBITED ACTIVITIES

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

ARTICLE 4. MEMBERSHIP

4.01 Eligibility.

Any individual, family or organization approving of the objectives of this Chapter and willing to work to further those goals is eligible for membership, upon the payment of dues as hereinafter provided.

Termination, definitions of membership categories and reinstatement are determined by FNPS.

4.02 Dues.

Membership dues shall be as established from time to time by the FNPS, a portion of which dues are allocable to this Chapter. Memberships are managed by FNPS in accordance with its rules or bylaws.

4.03 Voting.

Only members in good standing shall be eligible to vote in business meetings or serve as officers or directors in the Chapter. Each member shall be entitled to one vote on any matter requiring a vote by the membership.

4.04 Quorum.

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

4.05 Annual Meeting.

The membership shall hold an annual meeting at their April chapter meeting. Notice of such meeting shall be given to all members at their last email address at least five (5) days prior to the date of the meeting. At such annual meeting members shall, by plurality decision of those present, elect Directors of the Chapter.

4.06 Regular Meetings.

Regular meetings of the members shall be determined by the Board of Directors. Notice of any change to a set meeting place and time shall be given to all members at their last known email at least ten (10) days prior to the date of the meeting. All meetings shall be conducted under Democratic Rules of Order or similar.

4.07 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) Officers or Directors. 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 email upon each member not less than ten (10) days before such meeting, at his or her last known address. A special meeting will only address the issue for which it was called.

4.08 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 Chapter assets in the event of the dissolution of the Chapter.

ARTICLE 5. OFFICERS

The Officers of this Chapter shall consist of President, Vice-President, Secretary, and Treasurer. Other Directors including Council of Chapters Representative, Directors at Large, and such other directors with powers and duties not inconsistent with these bylaws may be appointed by the Officers. Officers shall be elected by the members of the Chapter at the annual meeting of members by a majority vote of the members present at such meeting. Terms of office begin in June. Officers may be elected for a period of one (1) year. Only members in good standing may be Officers of this Chapter. Officers shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

5.01 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. Determine time and location of monthly Board Meetings.
- F. Conduct monthly Board Meetings.

5.02 Duties of the Vice-President.

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

5.03 Duties of the Secretary.

- A. Record, maintain, and report minutes of the Board and General meetings to the Board on a monthly basis.
- B. Be custodian of all chapter records, except financial.
- C. Prepare correspondence.

5.04 Duties of the Treasurer.

- A. Keep, maintain, and report correct accounts of financial transactions monthly with copies to the Secretary for keeping along with the minutes.
- B. Chair the Budget Committee, if formed.
- C. Be the custodian of all monies of the Chapter
- D. Sign all checks as directed by the Board

E. File an annual financial report to the Society

5.05 Duties of the FNPS Council of Chapters Director/Representative.

- A. Attend State Council of Chapters meetings representing and voting for the Chapter's interest.
- B. Report meetings and annual conference to the Board.
- C. Serve as a liaison between the Council of Chapters and the Board.

5.06 Vacancies.

Vacancies in any office shall be filled by appointment by the Board. The appointment will be voted upon at the next Regular Meeting by the membership.

5.07 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 or Board the records of his/her past office. In the case of death, the Board will secure the records as soon as appropriate. All Officers should have the records of their office in a location known to other Officers.

ARTICLE 6. BOARD OF DIRECTORS

The general management of the affairs of the Chapter shall be vested in the Board of Directors. Members of the Board shall serve without compensation except reimbursement for actual expenses incurred or to be incurred. Board Officers shall be voted in by membership at the Annual Meeting. Officers automatically serve as Board Directors.

6.01 Number.

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

6.02 Qualifications.

Only members in good standing in this Chapter may be Officers or Board Directors

6.03 Composition.

The Board shall consist of the Officers, the FNPS Council of Chapters Director/Representative and any other appointed Board Directors.

6.04 Tenure.

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

6.05 Duties and Powers of Officers.

The Officers 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 or recommend expulsion of members to FNPS;
- C. Appoint committees on particular subjects from members of the Board or from the membership of the Chapter;
- D. Audit bills and disburse the funds of the Chapter;
- E. Print and circulate documents and publish articles;
- F. Carry on correspondence and communicate with other associations with the same interests;
- G. Handle not-for-profit nursery operations in accordance with Florida Department of Agriculture and Consumer Services and other regulators;
- H. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Chapter and protect the interests and welfare of the members;
- I. Remove any Officers and Board Directors of the Chapter prior to the termination date of such office;
- J. Terminate the contract of any firm, individual or other entity employed by the Chapter to perform any and all nature of services to the Chapter.

ARTICLE 7. COMMITTEES

The Chapter may have committees as needed, such as:

- Program Committee
- Plant Sale Committee

ARTICLE 8. CONTRACTS, DEPOSITS, AND CHECKS

The Board of Directors may set a monetary limit for expenditures as they seem fit. This limit may be applied temporarily or to certain transactions.

Capital Expenditures and non-standard large expenses shall be voted upon by the membership where a quorum is present.

The Treasurer shall create monthly reports, including deposits and expenses, for the Board of Directors to monitor the prior period expenses.

8.01. Contracts.

The Board must authorize any Officer or agent of the Chapter to enter into any contract or to execute and deliver any instrument or document on behalf of the Chapter, which authority may be general or specific. Contracts must have Board approval before any contract is entered into. When appropriate, contracts shall be approved by the membership.

8.02 Deposits.

All funds received by the Chapter shall be deposited at least monthly to the credit of the Chapter in such banks or other depositories as may be approved and authorized by the Board. At least two Officers will have access and the ability to monitor bank accounts and make transactions on behalf of the Chapter.

8.03 Checks.

All checks or debits will be reviewed by the Board of Directors. The Treasurer shall supply these reports as part of his/her duties.

ARTICLE 9. BYLAW AMENDMENT

The Bylaws of the Chapter may be amended, repealed or altered in whole or in part by a majority vote at the annual April meeting of the members at which a quorum shall be present. Notice of the proposed change shall be emailed to each member at his or her last known email 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 shall, prior to notice being given of such meeting, be ratified and approved by the Board by a majority vote of the officers present at such Board 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 10. FISCAL YEAR

The fiscal year of the Chapter shall be June 1 through last day of May.

ARTICLE 11. RECORDS

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

ARTICLE 12. DISSOLUTION

A local chapter may be dissolved for cause or inactivity upon majority vote of the FNPS Board of Directors. Following dissolution, no Chapter or Society 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.