

Bylaws: Pinellas Chapter, Florida Native Plant Society

Article I. Name

The name of the Corporation shall be: Pinellas Chapter of the Florida Native Plant Society, Inc.

Article II. Purpose

Section 1. The corporation is to engage exclusively in any such educational, scientific, literary, historical, and charitable endeavor as are set forth in its Articles of Incorporation, and/or are the purposes and objectives of the Florida Native Plant Society, Inc., of which this corporation shall function as a Chapter, and said purpose and objectives shall conform to the provisions of Section 501(c) 3 of the Internal Revenue Code.

Section 2. This Chapter is not organized, nor shall it be operated, for monetary gain or profit, and it does not intend nor contemplate the distribution of gains, profits, or dividends to the members of the Chapter, or to any private shareholder or individual. The property, assets, profits, and net income of this Chapter are irrevocably dedicated to charitable purposes, and no part of the property, assets, profits, and net income of this Chapter shall ever inure to the benefit of any director, officer, or member thereof.

Article III. Membership

Section 1. Eligibility. Any person, group, or business interested in the purposes and objectives of this Chapter is eligible for membership in the Pinellas Chapter of the Florida Native Plant Society. Membership will be applied for through the Florida Native Plant Society (FNPS), and members will be subject to the rules and privileges of both organizations. Membership in the Pinellas Chapter will be terminated immediately following resignation, default in dues payment, or termination from FNPS.

Section 2. Dues. Dues for each class of membership shall be established by the Board of Directors of the Pinellas Chapter FNPS.

Section 3. Rights. Member will be entitled to all rights accorded by FNPS. In addition, each member will be entitled to one vote on any question requiring a vote by the membership of the Pinellas Chapter.

Section 4. Powers. At the November membership meeting, the membership shall, by a plurality decision of those present, elect Chapter officers and directors.

Article IV. Meetings

Section 1. Regular membership meetings will be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than 10 times in any calendar year.

Section 2. Quorum. A quorum for any meeting of the voting members shall be the number of voting members present equal to the number of Board members present.

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Article V. Officers/Directors

Section 1. The Officers of the Pinellas Chapter of the FNPS shall be: President, Vice-President, Secretary, Treasurer, Chapter Representative, Past-president, and up to five (5) Directors. These Officers shall be known as the Board of Directors.

Section 2. Election of Officers. Officers shall be elected annually at the November membership meeting and will hold office during the next calendar year.

Section 3. Vacancies. Should an officer be forced to vacate their position prior to completion of their term, a temporary officer shall be elected by a majority of votes taken at the first possible Chapter Board of Directors meeting, and the new officer presented at the membership meeting immediately following. Such elected officers will serve only the length of the unexpired term.

Section 4. President. The president shall direct and administer the affairs of the Chapter as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall preside at all membership and board meetings; serve ex-officio on all committees except Nominating Committee, and shall approve all contracts, documents, and official actions of the Chapter. The president shall appoint the chairpersons of all Standing Committees, subject to consent by the Board.

Section 5. Vice-President. The Vice-President shall assist the President in carrying out his/her duties, and shall exercise the duties of the President during the absence or disability of the President.

Section 6. Secretary. The Secretary is the official recording officer of the Pinellas Chapter of the FNPS and the custodian of all Chapter records, except financial records. The Secretary is responsible for keeping accurate minutes of all meetings of the Board of Directors, reporting all pertinent information to the membership, and for providing copies of the minutes to members upon request. Also, according to Article VIII, Section 5 of the FNPS Bylaws, the Chapter Secretary shall inform the Chapter Representative or FNPS Secretary of activities by forwarding reports or other pertinent documents at those times deemed necessary and convenient by Chapter officers.

Section 7. Treasurer. The Treasurer shall keep and maintain accurate and legible records of all financial transactions, shall deposit all monies to the credit of the Chapter, and maintain all accounts held by the Chapter at financial institutions, shall make regular reports on the treasury to the Board of Directors and membership, and shall disburse Chapter funds as may be approved by the Board.

Section 8. Chapter Representative. The Chapter Representative shall attend all meetings of the Board of Directors of the FNPS to represent the Pinellas Chapter, and report to the Chapter the actions and decisions there taken. The Chapter Representative shall designate a proxy if unable to attend any meetings.

Section 9. Directors. The duties of the Directors shall be as liaisons to standing committees and the membership.

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Article V. Officers/Directors - continued

Section 10. Records. Each Officer shall upon the expiration of his/her term and upon the selection of a successor, deliver to the successor the records of his/her office.

Section 11. Resignation and Removal. An officer may resign at any time by delivering a written resignation to the board of Directors. Any officer may be removed with cause if such removal is approved by an affirmative vote of two-thirds of the members of the Board of Directors.

Section 12 Duty. The control and conduct of the business of the Chapter shall be vested in its Board of Directors.

Section 13 Meetings. The Board of Directors will meet regularly at least eleven (11) times per year for the purpose of conducting Chapter business: such meeting will be held at such time and place as determined by the Board.

Section 14 Quorum. A simple majority of the elected Board shall constitute a quorum at any meeting. Decisions requiring a vote shall be made only when a quorum is present.

Article VI. Committees

Section 1. Standing Committees. The Standing Committees include Program, Field Trip, Hospitality, Membership, Public Relations, Sales, and Publicity Committees, and the Corresponding Secretary, Newsletter, and Conservation Committee.

Section 2. The President may establish such ad-hoc committees as deemed necessary to effect the work of the Chapter. (Replaces old Section 4)

Section 3. Nominating Committee.

- A. The Board of Directors shall appoint by September (July) of each year , a Nominating Committee, to consist of not more than three (3) members in good standing, with at least one member who is not on the Board. The names of the members of the Nominating Committee shall be made known to the members through the newsletter or other publication, or at a regular meeting of the members, no later than one month after the Nominating Committee has been constituted.
- B. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the Chapter. The proposed slate of officers and directors will be presented to the general membership in the October/November Newsletter and/or at the October membership meeting
- C. If there are no nominations for an officer or director then nominations may be taken from the floor at the Annual Meeting.
- D. When more than one candidate has been nominated for an office, the candidate receiving the greatest number of votes at the November membership meeting shall be elected.

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Article VI. Committees - continued

Section 4: Audit Committee

- A. An Audit Committee consisting of the Treasurer, a Board member and a non-Board member shall be appointed by the Board of Directors at the November meeting to insure that an audit of the Treasurer's accounts is accomplished. After completion of the audit, a report shall be made to the membership at a regular meeting.
- B. The Audit Committee shall meet at least twice. The Committee shall meet mid year to present an interim report, with a final auditing of the books ready for the November Board meeting.
- C. A report of the audit and a financial report shall be available to the membership at the February membership meeting.

Article VII. Amendments

These Bylaws may be amended by a majority vote of members present at any regular or special meeting of members duly scheduled, provide notice of the proposed amendment has been given at a prior meeting.

Article VIII. Dissolution

Upon dissolution of this Chapter, the assets of the Chapter remaining after payment of all debts and liabilities of this Chapter, shall be donated to the Florida Native Plant Society, Inc., so long as the Florida Native Plant Society, Inc. continues to operate as a non-profit tax-exempt organization as described in Section 501 (c) 3 of the Internal Revenue Code.