

Bylaws of the Pinellas Chapter of the 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 (“Pinellas Chapter”). 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 as established by the FNPS.

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

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 (see Article V) present.

Article V. Officers/Directors

Section 1. The Officers of the Pinellas Chapter shall be: President, Vice-President, Secretary, and Treasurer. The Directors of the Pinellas Chapter shall be: Chapter Representative, Past-president, and up to five (5) Directors-at-Large. Together, the Officers, Chapter Representative, Past-president, and Directors-at-Large shall be known as the “Board of Directors”, herein referred to as “the Board”.

Section 2. Election of Board of Directors. Members of the Board shall be elected annually in the month of April and will hold office during the next calendar year spanning the months of May to May.

Section 3. Vacancies. Should a Board member be forced to vacate their position prior to completion of their term, a temporary Board member shall be elected by a majority of votes taken at the first possible Chapter Board of Directors meeting, and the new Board member presented at the membership meeting immediately following. Such elected Board members 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/their 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 and the custodian of all Chapter records, except financial records. The Secretary is responsible for keeping accurate minutes of all Board meetings, reporting all pertinent information to the membership, and for providing copies of Board meeting minutes to members upon request.

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, shall maintain all accounts held by the Chapter at financial institutions, shall make regular reports on the treasury to the Board of Directors and membership, shall disburse Chapter funds as may be approved by the Board, and shall provide information to the Audit Committee for its review.

Section 8. Chapter Representative. The Chapter Representative shall speak for the Chapter at meetings of the FNPS Council of Chapters, and report to the Board the actions and decisions there taken. The Chapter Representative shall designate a proxy if unable to attend any FNPS Council of Chapters meetings.

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

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

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

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

Section 13. Board Meetings. The Board will meet regularly throughout the year for the purpose of conducting Chapter business; such meetings will be held at such times and places as determined by the Board.

Section 14. Emergency Meetings. The President may call an emergency meeting of the Board at such time as circumstances require a decision of the Board prior to the next scheduled Board meeting. Such meetings may be conducted asynchronously by email as needed. Emergency Meetings shall not be called to handle normal business of the Board that can be postponed until the next scheduled Board Meeting.

Section 15. Quorum. A simple majority of the elected Board shall constitute a quorum at any Board meeting. Decisions requiring a vote shall be made in person only when a quorum is present. In the absence of a quorum at a Board meeting, decisions requiring a vote may be conducted via email, with a duration of no more than seven days in which to complete a vote.

Article VI. Committees

Section 1. Standing Committees. The Standing Committees shall include Program, Membership, Volunteer, and Communications. Each of these committees shall be chaired by a Board Officer or Director-at-Large, who may recruit committee members to assist in carrying out the functions of the committee. Subcommittees for each Standing Committee may be instituted by a majority vote of the Board. Chairs of these subcommittees should be members of the Pinellas County chapter of FNPS.

- A. Program Committee: This committee shall coordinate the planning and execution of regular programs, field trips, and other activities, and shall produce an annual calendar and promotional announcements for use by the Communications Committee.
- B. Membership Committee: This committee shall coordinate with the FNPS to welcome and instruct new members, and shall work to recruit new members and retain existing ones.
- C. Volunteer Committee: This committee shall recruit, coordinate, and acknowledge volunteers in order to accomplish the goals of the Board, and shall be responsible for recording volunteer hours and submitting them to the FNPS.
- D. Communications Committee: This committee shall publicize the details of Chapter news and events to Chapter members and to the public, using the most effective means available, including the Chapter website, social media, email, and press releases, and shall maintain a database of contacts for that purpose.

Section 2. Special Committees. The Board may create ad hoc Special Committees to perform specific tasks or address specific issues. Each Special Committee shall be chaired by a chapter member in good standing, appointed by the President with the consent of the Board. Special Committee Chairs may choose their own committee members. Special Committees shall be given a time limit to complete their assigned tasks and shall be disbanded afterward.

Section 3. Nominating Committee.

- A. The Board shall appoint a Nominating Committee annually, to consist of not more than three (3) Chapter members in good standing, with at least one member who is not a member of 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 the January membership meeting.
- B. Suggestions for nominations of Board members may be submitted to the Nominating Committee by any member of the Chapter. A proposed slate of Board members will be presented to the general membership by the Nominating Committee at the March membership meeting. At that meeting, members may nominate Board members “from the floor”.
- C. Election of Board members may be performed a) at the April membership meeting, and/or b) via electronic voting. If electronic voting is used, all chapter members of record as of the April membership meeting will be polled; votes cast will be recorded, including the identity of the voter. Those who have not yet cast a vote by

the April membership meeting will at that meeting be given an opportunity to do so. Voting results will be announced at the April membership meeting.

D. When more than one candidate has been nominated for an office, the candidate receiving the greatest number of votes shall be elected.

Section 4: Audit Committee

A. An Audit Committee consisting of one Board member and one non-Board member shall be appointed by the Board of Directors at the June Board meeting to review the Treasurer's accounts, as soon as the previous year's accounts have been closed.

B. The Audit Committee shall provide an interim report no later than the second Board meeting following its appointment, and shall submit its final report at the following Board meeting.

C. The final report of the Audit Committee shall be presented to the membership at the next members meeting following its submission to the Board.

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, provided notice of the proposed amendment has been given at a prior meeting or at least one month in advance via email.

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.