

**BYLAWS OF THE
PASSIONFLOWER CHAPTER
OF THE FLORIDA NATIVE PLANT SOCIETY, INC.
A Florida Not-For-Profit Corporation**

ARTICLE I. PURPOSE

The purpose of this corporation ("Passionflower Chapter") is to promote the preservation, conservation and restoration of the native plants and native plant communities in Florida through educational and volunteer activities in south Lake County FL and surrounding areas and through supporting the Florida Native Plant Society, Inc. ("FNPS" or "Society").

All articles and policies set forth herein shall be in compliance with the Bylaws of the Florida Native Plant Society (Society). Any Article or policy not in compliance shall be void and the Bylaws of the Society shall prevail.

ARTICLE II. NON PROFIT STATUS & PROHIBITED ACTIVITIES

The Chapter shall operate under the state FNPS non-profit 501(c)(3) umbrella. Notwithstanding any other provision of these bylaws or the Articles of Incorporation, this corporation 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 contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Any individual, family or organization approving of the objectives of this corporation and willing to work to further those goals is eligible for membership, upon the payment of dues as hereinafter provided. All members of this corporation must be members of the Florida Native Plant Society (FNPS).

Member in good standing means an FNPS Passionflower Chapter member who is current in dues and without other financial obligations to FNPS or the Chapter.

Persons who are not FNPS members may attend meetings and field trips of this corporation and be on this corporation's mailing list but cannot be members in good standing.

Membership shall terminate (1) on the death, resignation or expulsion of a member, or (2) when dues are in default for over sixty (60) days after renewal date. Memberships are not transferable.

Section 2. Dues

Membership dues shall be as established from time to time by the FNPS, a portion of which dues are allocable to this corporation. Following resignation or termination due to default in payment of dues, a membership may be reinstated by payment of dues pursuant to the policies of the Society.

Section 3. Voting

Only members in good standing shall be eligible to serve as officers in the corporation or vote.

Each member shall be entitled to one vote on any matter requiring a vote by the membership. Any member entitled to vote may vote in person or by proxy executed in writing by the member. A proxy shall not be valid after thirty (30) days from the date of its execution unless a longer period is expressly stated.

ARTICLE IV. NOMINATIONS and ELECTIONS

Section 1. Nominations

The Nominations and Elections Committee shall consist of up to three chapter members in good standing appointed in February by the President and approved by the Executive Committee. This committee will be charged with the following duties:

- A. Solicit members qualified and in good standing, with their consent, to run as a candidate for election.
- B. Prepare a ballot containing the official slate of qualified candidates for distribution to the members at least ten (10) days prior to the election vote.
- C. Receive all ballots from voting members, validate and tally all proxy and in-person votes received, and prepare a summary election result report.
- D. Announce the results of the election at the April annual meeting.

Section 2. Elections

Elections shall be by plurality vote. In the event all positions are uncontested, the membership can vote by acclamation to approve the entire ballot.

ARTICLE V. OFFICERS

Only members in good standing may be officers of this corporation. Officers shall be elected for a period of one (1) year at the corporation's Annual Meeting. The Officers of this corporation shall consist of a President, a Vice-President, a Secretary, Treasurer, and Chapter Representative to FNPS and such officers and appointed committee chairs shall constitute the Executive Committee.

The term of all officers shall be from June 1 to May 31.

Officers shall serve without compensation except for reimbursement for actual expenses incurred or to be incurred when funds are available and such expenses have previously been approved by the Executive Committee.

Section 1. Duties of the President

- A. Preside at all general membership meetings.
- B. Appoint committees for tasks as required, subject to the approval of the Executive Committee.
- C. Be an ex-officio member of all committees.
- D. Sign all documents, contracts, etc.
- E. Conduct periodic meetings.
- F. Attend the annual Society Conference, or if unable, appoint a representative from the membership.

Section 2. 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.
- C. Assume the office of the Presidency upon the death, resignation or removal of the President.
- D. Chair at least one Committee.

Section 3. Duties of the Secretary

- A. Record, maintain and report minutes of all business meetings including meetings of the Executive Committee and the Annual Meeting.
- B. Include officer and committee reports in the business meeting minutes.
- C. Be the custodian of all corporate records except financial.
- D. Prepare correspondence, reports, or other documents as directed by the President.
- E. Collect and maintain attendance records for all meetings, programs, field trips and other chapter activities.

Section 4. Duties of the Treasurer

- A. Keep, maintain, and report correct accounts of financial transactions monthly.
- B. Chair the Budget Committee.

- C. Be the custodian of all monies of the corporation and ensure compliance with Article VII. Contracts, Deposits and Checks.
- D. Sign all checks after verifying the expenditure is included in the approved Budget or has been approved by the Chapter Executive Committee.
- E. Prepare and submit Chapter tax returns and provide such other reports and documents to the Society Treasurer and/or Federal or State authorities as are required to maintain the Chapter's tax exempt status under the Society's Group Exemption Letter (GEL).
- F. File the corporation Annual Report with FLDOT.
- G. Calculate and pay sales tax.
- H. Prepare a monthly Treasurer's Report for the President and reports for chapter business meetings.
- I. Be custodian of all chapter financial records.

Section 5. Duties of the FNPS State Chapter Representative

- A. Attend quarterly meetings of the FNPS Council of Chapters and participate in the Council's periodic on-line meetings or conference calls representing and voting for the Chapter's interest.
- B. Report the Council's meetings, conference calls and other activities to the Executive Committee and the Chapter's members.
- C. If the Chapter Representative is unable to attend a quarterly meeting of the Council, then another member of the Executive Committee shall attend and, if no other member of the Executive Committee is able to attend, then another member of the Chapter may be appointed by the Chapter President to serve as proxy and represent the Chapter.

Section 6. Vacancies

Vacancies in any office shall be filled by appointment of the President with the approval of the Executive Committee until the next annual election, except that, upon the death, resignation or removal of the President, the Vice President shall become the President and serve out the remaining term of the former President.

Section 7. 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 the records of his/her past office.

ARTICLE VI. OPERATIONS

Section 1. General Management

The general management of the affairs of the corporation shall be vested in the Officers who 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 for reasonable cause;
- C. Appoint committees on particular subjects from members of the Executive Committee or from the membership of the corporation;
- D. Audit bills and disburse the funds of the corporation;
- E. Print and circulate documents and publish articles;
- F. Carry on correspondence and communicate with other associations with the same interests;
- G. Employ agents
- H. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the corporation and protect the interests and welfare of the members;
- I. Remove any of the officers of the corporation with due cause (such as nonperformance of duties, malfeasance or misfeasance) by a majority vote prior to the termination date of such office and appoint a successor for the remainder of the term;
- J. Terminate the contract of any firm, individual or other entity employed by the corporation to perform any and all nature of services to the corporation.

Section 2. Meetings

- A. Annual Meeting. The membership shall hold an annual meeting during the month of April each year at such place and time as may be determined by the Executive Committee. Notice of such meeting shall be given to all members at their last known email address at least ten (10) days prior to the date of the meeting. The purpose of the Annual Meeting shall be for receiving reports of officers and committees, for any other business that may arise and for installing officers, per procedures in Nominations and Election article.
- B. Program Meetings and Field Trips. Program meetings and field trips shall be held at least nine times each year at places and times as determined by the Executive Committee. Notice of meeting place and time shall be given to all members at their last known email address at least ten (10) days prior to the date of the meeting. The purpose of the Program Meetings and Field Trips shall be educational.
- C. Executive Committee Meetings. Meetings of the Executive Committee shall be held at least bi-monthly at places and times determined by the Executive Committee, including following a program meeting or field trip. All members may attend. Notice of meeting place and time shall be given to all members at their last known email address at least ten (10) days prior to the date of the meeting. The purpose of the Executive Committee meeting shall be to receive status and committee reports, plan and make decisions about Chapter activities, and conduct other business necessary for Chapter management and operations.
- D. Special Meetings. Special meetings of the members may be called at any time by the President or by any three (3) members of the Executive Committee. A special meeting must be called by the 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 mail upon each member of the corporation not less than ten (10) days before such meeting, at his or her last known email address.

Section 3. Other Activities

Fulfill the purpose set forth above, through conducting, funding, and participating in other activities including:

- A. Conferences, workshops, and publications.
- B. Outreach and native plant sales at local festivals and public events.
- C. Outreach to local businesses, educators and students, government officials, and the general public.
- D. Research on native plant species and native plant communities.
- E. Developing and/or maintaining demonstration gardens and/or community projects featuring native plants.
- F. Activities to restore and conserve native plant communities and land management activities to enhance native plant habitats.
- G. Activities to encourage local landscaping practices that preserve Florida's native plant heritage.

ARTICLE VII. CONTRACTS, DEPOSITS, AND CHECKS

Notwithstanding anything to the contrary herein provided, the President may execute any contract, check, or obligation in an amount up to \$100.00 without approval by the Executive Committee. Any contract, check, or obligation in excess of \$100.00 but less than \$200.00 shall be approved of by a majority of the members of the Executive Committee. Any contract, check, or obligation in excess of \$200.00, other than previously approved monthly obligations, shall be submitted to a meeting of the members of the corporation, and the affirmative action of a majority of such members in good standing present at such meeting (at which a quorum shall be present) shall be deemed the action of the entire membership of the corporation.

Section 1. Contracts.

The Executive Committee must authorize any officer or agent of the corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the corporation, which authority may be general or specific.

Section 2. Deposits.

All funds received by the corporation shall be deposited at least monthly to the credit of the corporation in such banks or other depositories as may be approved and authorized by the Executive Committee with a copy of the monthly statements to the President.

Section 3. Checks.

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 corporation in excess of the sum of \$200.00 shall require the signature of two (2) officers of the corporation; otherwise, one signature shall suffice.

ARTICLE VIII. - BYLAWS or CHARTER AMENDMENT

The Bylaws or the Articles of Incorporation of the corporation may be amended, repealed or altered in whole or in part by a majority vote at the annual April meeting, or at any other meeting of members, at which a quorum shall be present, provided that:

- A. Any such proposed change shall have been previously reviewed and approved as appropriate to go forward for membership vote by the Executive Committee , and
- B. Notice, including the text of the proposed change, shall have been mailed 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.

An amendment to the Bylaws shall go into effect immediately upon adoption unless otherwise specified at time of voting.

Copies of such revised and amended bylaws or Articles of Incorporation shall be given to any member upon request.

ARTICLE IX. FISCAL AND OPERATIONAL YEARS

The fiscal year of the corporation shall be January 1 through December 31.

The operational year for the corporation shall be June 1 through May 31.

ARTICLE X. SEAL

The corporation may have a corporate seal of such design as may be approved by the Executive Committee, provided that the words "a corporation not for profit" shall appear on the corporate seal.

ARTICLE XI. LOGO

The Chapter shall adopt a logo approved by the members at any membership meeting.

ARTICLE XII. RECORDS

The Chapter shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Executive Committee. 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 XIII. 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 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 FNPS Board of Directors for voluntary arbitration.

Revision History:

Revised and approved by the membership April 21, 2020

Revised and approved by the membership April 20, 2019