

**BYLAWS OF THE PALM BEACH COUNTY CHAPTER  
OF THE FLORIDA NATIVE PLANT SOCIETY, INC.**

Revised September 2012

**ARTICLE I – NAME**

The name of this corporation shall be the Palm Beach County Chapter of the Florida Native Plant Society, Inc. hereinafter referred to as PBCC FNPS. The location of the principal office and the corporate mailing address shall be determined by the Board of Directors.

**ARTICLE II – PURPOSE**

Section 1. The purpose of PBCC FNPS is to provide a better understanding and appreciation of the native plants of Palm Beach County and southern Florida. To achieve this end, specific objectives are stated in environmental, educational, and civic areas, as follows:

- a. The environmental objective is to locate undisturbed native plant communities, protect those native plant species that are in danger, and encourage the restoration of native plant communities whenever possible. Also, to encourage the planting and retention of native plants as an energy-saving, water-saving, money-saving way of living.
- b. The educational objective is to provide a forum for the exchange of ideas and knowledge regarding the native flora of this area and to act as a source of native plant information to the general public.
- c. The civic objective is to make and provide recommendations to governing bodies regarding issues that concern native plants and/or their habitats.

Section 2.

Section 2.

- a. PBCC FNPS is organized exclusively for educational and/or charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- b. No part of the net earnings of PBCC FNPS shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that PBCC FNPS 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 the purpose clause hereof. No substantial part of the activities of PBCC FNPS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and PBCC FNPS shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, PBCC FNPS shall not carry on any other activities not permitted to be carried on
  - (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. We shall not issue any stock.

### **ARTICLE III – MEMBERSHIP**

Section 1. Any individual, family or organization approving of the objectives of PBCC FNPS and willing to work to further these goals is eligible for membership. Membership begins with initial payment of dues and ceases upon death or resignation of the member or when dues are in default more than 60 days after the renewal date. Memberships are not transferable.

Section 2. Chapter membership is part of a joint membership with the statewide Florida Native Plant Society, which shall set membership classes, process membership applications, set and collect dues, and rebate a portion of the dues to PBCC FNPS.

Section 3. Each member shall be entitled to one vote on any matter requiring a vote by the membership.

### **ARTICLE IV – MEETINGS**

Section 1. PBCC FNPS shall meet monthly at a location, date and time designated by the Board of Directors.

Section 2. The meeting in September will be considered the annual meeting to elect officers, receive reports and amend bylaws if necessary.

Section 3. A special meeting of PBCC FNPS can be called at any time by the Board of Directors or shall be called by a petition from 10 percent of the members. All members of PBCC FNPS shall receive one week's advance written or electronic notice of the time, place, and purpose of any special meeting.

### **ARTICLE V – BOARD OF DIRECTORS**

Section 1. The business of PBCC FNPS shall be managed by a Board of Directors consisting of nine members: President, Vice-President, Secretary, Treasurer, Chapter FNPS Representative, Conservation Chair, and three Directors at Large. The Board of Directors shall make rules and regulations to govern its meetings and the affairs of PBCC FNPS.

Section 2. The Board of Directors shall control and manage the affairs and business of PBCC FNPS, formulate goals and policies, and designate expenditures requiring its approval. The Board shall act in the name of PBCC FNPS whenever it is convened by its chair after due notice to all directors. Five directors shall constitute a quorum; each director shall have one vote that cannot be cast by proxy.

Section 3. A vacancy in any unexpired term on the Board shall be filled by a vote of the remaining members of the Board.

Section 4. The President shall chair the Board of Directors and preside over its meetings. The Vice-President shall preside in the President's absence. All meetings of the board shall be open to any member of PBCC FNPS.

Section 5. A member of the Board of Directors can be removed from the board by a two thirds vote of the membership present at a monthly or special meeting, provided that advance written or electronic notice of the removal motion shall be given to all members.

Section 6. The President shall appoint an Editor, who will serve as an ex-officio member. The editor shall oversee and publish a monthly newsletter with assistance from other members as needed.

Section 7. Directors at Large shall be elected at the annual meeting by a majority vote of the members present, for a period of one year and they may serve up to three consecutive terms. They shall provide guidance and assistance on matters of the PBCC FNPS and as requested by the President.

Section 8. Expenditures of Five Hundred dollars (\$500) or more will require a majority vote of the Board of Directors.

## **ARTICLE VI – OFFICERS**

Section 1. The officers of PBCC FNPS shall consist of a President, Vice-President, Secretary, Treasurer, Chapter FNPS Representative, and Conservation Chair. Officers shall be elected at the annual meeting by a majority vote of the members present, for a period of one year. The President and Vice-President may serve up to three consecutive terms. The other officers may serve an unlimited number of terms.

Section 2. Duties of the President

- a. Preside at all meetings
- b. Appoint committees for special tasks as required.
- c. Be an ex-officio member of all committees except nominating committee.
- d. Sign or countersign all legal documents and contracts.
- e. Represent PBCC FNPS before governing bodies and other organizations.

Section 3. Duties of the Vice-President

- a. Exercise the functions of the President during the absence or disability of the President.
- b. Chair the program committee
- c. Act as an aid to the President.

Section 4. Duties of the Secretary

- a. Be custodian of all chapter records except financial.
- b. Be the registered agent for PBCC FNPS.
- c. Prepare PBCC FNPS correspondence.
- d. Provide written notice of special meetings, bylaws amendments, and director removal motions to the membership.
- e. Record minutes of all Board meetings or as requested.

Section 5. Duties of the Treasurer

- a. Keep and maintain correct accounts of financial transactions.
- b. Deposit all monies accruing to PBCC FNPS and be custodian of the same.
- c. Disburse funds as directed by the Board of Directors.
- d. Submit to FNPS an annual revenue and expense report and an asset, liability and fund balance report in the format required for the annual Florida Registration for Charitable Organizations. The annual revenue and expense report will cover January to December.

Section 6. Duties of the Chapter FNPS Representative

- a. Represent PBCC FNPS at all statewide Florida Native Plant Society Board of Directors meetings or find an alternate if unable to attend.
- b. Report back to PBCC FNPS on the matters discussed and actions taken at the FNPS statewide Board of Directors meetings.
- c. Prepare a brief written report for each calendar quarter, due at the quarterly PBCC FNPS board meeting.

Section 7. Duties of the Conservation Chair

- a. Investigate and report to PBCC FNPS on issues involving native plants and/or their habitats that may require action by the membership.
- b. Coordinate with the President in representing PBCC FNPS before governing bodies on such issues.

Section 8. Each officer shall, upon expiration of his/her term of office and the election of a successor, deliver to the successor the records of his/her past office.

**ARTICLE VII – COMMITTEES**

Section 1. A Nominations Committee shall be created appointed by the President. This committee shall consist of a minimum of two members and shall present a slate of officers to be published in the monthly newsletter at least one week prior to the annual meeting.

Section 2. The President shall create appoint such standing and temporary committees as may be deemed necessary to accomplish the aims of PBCC FNPS.

**ARTICLE VIII – AMENDMENTS**

These bylaws may be amended at the annual meeting, or at a special meeting called for that purpose, by two-thirds vote of those present, provided that the membership shall have been notified of the proposed amendments in writing or in electronic format at least one week prior to such meeting.

**ARTICLE IX – DISSOLUTION AND RIGHTS TO ASSETS**

Upon the dissolution of PBCC FNPS, assets shall be distributed for one or more exempt purpose(s) within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X – OTHER ITEMS**

Section 1. Any matter not specifically addressed in the bylaws will be governed by Robert's Rules of Order when applicable.

Section 2. The books of PBCC FNPS will be open for inspection by any citizen of Florida no more than one week after written request is filed with the Secretary.