



Bylaws of the Florida Native Plant Society, Inc.

Article I — Society (Society)

- A. **Corporation Name and Principal Office.** The name of the corporation is The Florida Native Plant Society, Inc., (Society). Society is a corporation organized and existing under the Florida Not for Profit Corporation Act as a charitable organization pursuant to its Articles of Incorporation, and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The corporate office location is: P. O. Box 278, Melbourne, FL 32902-0278.
- B. **Change of Address.** The location of the principal office of the Corporation may be changed by amendment of these Bylaws. The Board of Directors (Board) may change the office from one location to another location within Florida by noting the changed address and effective date below, which would constitute an amendment of these Bylaws.

_____ **Dated:** _____

_____ **Dated:** _____

Article 2 — Mission (Mission)

The mission of the Florida Native Plant Society is set forth in its Articles of Incorporation and includes promoting the preservation, conservation, and restoration of the native plants and native plant communities of Florida.

Article 3 — Members (member)

- A. **Eligibility.** Any person, group (such as a household/family or other readily identifiable organization) or business (recognized as a legal entity) supporting the mission of the Society is eligible for membership upon payment of dues. Memberships are not transferable.
- B. **Membership Administration.** The types and requirements of membership and forms for membership solicitation and renewal shall be as established by the Board and published in the Society Policy documents.
- C. **Member Responsibilities.** All members are expected to: (1) abide by Society Bylaws, its Articles of Incorporation, and adopted policies, (2) make timely payment of dues, (3) provide current contact

information, and (4) conduct themselves with regard for the environment consistent with the Society's stated Mission.

D. Membership Termination. Membership shall end:

- (1) When dues are in default. Default shall exist if the member does not maintain the membership as current. Membership automatically terminates upon default.
- (2) Upon the death or resignation of a member.
- (3) For cause, when a member is deemed to have committed acts contrary to the stated mission, Articles of Incorporation, Bylaws or adopted policies of the Society, or actions which subject the Society to public disrepute.; Such determination may only be made by a two-thirds majority of a quorum of the Board at a regularly or specially scheduled Board meeting where the matter of possible termination has been noticed at least 10 days in advance by certified US mail and email to the member at the last addresses provided by it to the Society. The member shall be given an opportunity to attend the meeting and state why their membership should not be terminated.

E. Reinstatement. Following termination of membership other than for cause, a membership may be reinstated by application with payment of dues. If membership is terminated for cause, reinstatement of membership status shall require an affirmative vote of a two-thirds majority of a quorum of the Board.

F. Membership Rights.

- (1) Of persons. Each person who is a member is entitled to (1) participate in Society sponsored activities, (2) have one vote on any question requiring a vote of the general membership, (3) seek election as an Officer or Director or appointment to a committee, and (4) attend meetings of the Board or Executive Committee on a non-participating basis. The Multi-member category is entitled to one vote only. No person shall have a property right or pecuniary interest in membership; membership privileges are those as set forth in these Bylaws, the Articles of Incorporation, and the adopted policies of the Society.
- (2) Of others. Each group or business that is a member is entitled to (1) have all persons in the group or business participate in Society sponsored activities, (2) have one vote at Society membership meetings (3) have one designated person of their group or business eligible to be elected or appointed an Officer or Director, and (4) attend meetings of the Board or Executive Committee on a non-participating basis. No person shall have a property right or pecuniary interest in membership; membership privileges are those as set forth in these Bylaws, the Articles of Incorporation and the adopted policies of the Society.
- (3) To assets. No member shall possess any property right or other pecuniary interest in or to any property of the Society. In the event all memberships are terminated or in the event of dissolution of the Society, then after paying or adequately providing for the debts and obligations of the Society, the Board shall dispose of the remaining property of the Society in accord with state and federal law, and the Society's Articles of Incorporation. No earnings or other property of the Society shall be distributed to, or inure to the benefit of, any member, former member, director, or officer of the

Society, or any other private individual, either directly or indirectly, except for payments made for goods or services received by the Society pursuant to arrangements approved by the Board.

- (4) **Powers.** At Membership meetings members shall elect Officers and Directors by the method specified by the Board of Directors and published to the membership along with the slate of candidates proposed for election (Article 9). At all meetings of members, eligible members are entitled to vote on any motion, which vote if made by a majority shall be controlling if contrary to a vote of the Board. Provided, however, that as to any motion sought to be voted on by the membership, prior notice setting forth such motion shall have been given as set forth in Article 8 A (3) of these Bylaws.

Article 4 — Board of Directors (Board)

- A. Composition.** The Board of Directors (Board, collectively termed “Directors”) shall consist of (a) all Officers of the Society (b) a representative from the Council of Chapters (Article 11), and (c) Directors. There shall be a maximum of nineteen (19) persons on the Board. The Executive Director serves as ex-officio, non-voting member of the Board.
- B. Qualifications.** Only Society members are eligible to be Directors.
- C. Right to assets.** No member of the Board shall possess any property right in or to any property of the Society.
- D. Powers.** All governing powers reside with the Board except those reserved in these Bylaws or the Articles of Incorporation for Members, Directors, or the Council of Chapters. The Board shall have all powers and authority as authorized to it under Florida law except where inconsistent with these Bylaws or the Articles of Incorporation, and such authority shall include the power to employ legal, investment or other counsel, advisers, agents, clerks, auditors, and accountants; and pay such compensation to the aforesaid persons as the Board in its judgment may determine. The Board is authorized to create, amend, or rescind, policies and rules, regulations and procedures deemed by it to be in the best interests of the Society and in furtherance of its mission, provided they are not in conflict with law, other provisions of these Bylaws or the Articles of Incorporation. The Board shall also determine the fiscal year for the Society.
- E. Executive Director.** The position of Executive Director shall be a staff position approved by a majority vote of the Board of Directors at a meeting that is called and conducted in conformance with these Bylaws. The Executive Director shall be deemed an agent of the corporation and subject to removal at any time from the position, without notice, by a majority vote of all members of the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors and of the Society Membership and shall act in accordance with Board approved Policy and Procedures. The Executive Director shall also undertake and execute those duties and functions as may be delegated by the President, Vice President(s), President-Elect, Treasurer, Secretary, or any other officer and as assigned by proper action of the Board of Directors, all as necessary and appropriate for the administration of the business of the corporation.
- F. Removal.** The removal of an elected Officer or Director, with or without cause may be done by majority vote of members entitled to vote at an Annual Membership Meeting, or any other meeting of the Membership,

provided that advance notice of intent to seek removal of such elected Officer or Director is given to the members as set forth in Article 8 A (2) of these Bylaws. Additionally, an Officer or Director may be removed, with or without cause, on the affirmative vote of a two-thirds majority of a quorum of the Board at any regular or specially called meeting, provided that notice of such intended action is given to all Board members in writing at least ten (10) days before such meeting. At any meeting of the members or of the Board where removal is sought, the person sought to be removed shall have received the same notice as required for such meeting, and shall have the opportunity to attend such meeting and to state why he or she should not be removed, before a vote is taken. This provision does not apply to the Council of Chapters representative.

- G. Termination.** A directorship shall terminate upon the Director's resignation, death, or default in the payment of dues. Directorships may not be transferred.
- H. Compensation.** No Officer or Director shall be paid any compensation for any services rendered to the Society, but may be reimbursed for any authorized expenditures made by them on behalf of the Society as provided in Society policy.

Article 5 — Officers (Officers)

- A. Organization.** Officers shall consist of a President, Vice President for Administration, Vice President for Finance, Secretary, and Treasurer. The President-Elect or Past-President shall serve as Officers on alternate years.
- B. Qualifications.** Only Society members may be Officers.
- C. Duties of Officers.**
 - (1) President.** As the principal officer representing the Society, the President shall Chair the Board, serve as the principal Officer representing the Society, preside at Society meetings, establish agendas, and be an ex-officio member of the Committees. The President shall have general supervision of the management of the property and affairs of the Society and shall do and perform all other duties usually incumbent upon such office. The President shall have the duty and authority to establish Committees and appoint Committee Chairs, in accordance with Article 7.
 - (2) Vice President for Administration.** Duties shall include, but not be limited to, assisting the President in the affairs of the Society and exercising the functions of the President during the absence or disability of the President.
 - (3) Vice President for Finance.** Duties shall include, but not be limited to, assisting the President in the financial affairs of the Society and exercising the functions of the President during the absence or disability of both the President and the Vice President for Administration.
 - (4) Secretary.** The Secretary shall primarily have responsibility for keeping minutes of meetings of the Directors, the Members, and Board appointed Committees, and for authenticating records of the Society.
 - (5) Treasurer.** The Treasurer shall primarily have responsibility for maintaining accurate accounts, statements and inventories of the property and financial affairs of the Society, and shall report on same as required by the Board of Directors.

(6) President-Elect. The President Elect shall have the powers and duties as may be assigned to her or him by the Board of Directors or by the President, and as otherwise provided for or limited by these Bylaws. In the case of vacancy in the office of the President, the President Elect shall succeed to the office of President for the remainder of the term. In the event of vacancy in the office of President Elect, the vacancy shall be filled by the Board of Directors according to the provisions of Article 9-D.

(7) Past President. The Past President shall provide assistance and support to the President as requested by the Society and shall participate as a member of the Board and the Executive Committee for one year following his/her term as President.

- D. Additional Powers and Duties, Delegation.** In addition, the foregoing Officers shall perform such other, different or additional duties as shall from time to time be imposed or required by the Board of Directors or by the Bylaws. Officers may also delegate duties to the Executive Director as contemplated in Article 4 - E, above, but they shall oversee the Executive Director in such regard and remain responsible for the appropriate carrying out of their duties.
- E. Records.** Officers shall keep all documents and records relating to their responsibilities and duties in an orderly way, and shall deliver them to their successors in office and keep them available to the Society's virtual and/or physical office for appropriate inspection by the Board and members.

Article 6 — Executive Committee

- A. Composition.** The Executive Committee (ExCom) shall consist of the Officers of the Society, a representative from the Council of Chapters, and the Executive Director who shall serve as ex-officio, non-voting member. The President-elect and Past President shall serve on the Executive Committee when they assume that office.
- B. Duties.** The Executive Committee shall: (1) oversee and assist the Executive Director and staff in conducting the operations of the Society; (2) possess and exercise authority delegated by the Board in the management of the business of the Society between the meetings of the Board, including in the event of emergency or exigent circumstances when a meeting of the Board cannot be convened in a timely manner and (3) make regular and timely reports to the Board of the actions undertaken by it, or whenever requested by the Board.
- C. Powers.** The Executive Committee shall have and exercise the authority of the Board except any which have been expressly reserved by resolution or by these Bylaws. The Executive Committee shall act for the Board during periods between Board meetings and make decisions in emergency situations when official action is needed on short notice and a meeting of the full Board is not feasible. No proxy votes are permitted. Decisions approved by the Executive Committee in conformance with this section shall be effective as an action of the Board. However, the Executive Committee shall not have the power to:
- a. Fill vacancies on the Board or any committee.
 - b. Expend non-budgeted funds in excess of \$10,000 without express authorization of the Board.
 - c. Amend, repeal, or adopt new Bylaws.
 - d. Amend or repeal any Board resolution.
 - e. Create ad hoc or new Board committees.

- f. Establish new policy or initiate major new projects.
 - g. Remove any Director, any Officer, or the Society president.
 - h. Authorize any transfer of interest in real property.
- D. Quorum.** Half of the current members of the Executive Committee present at any meeting shall constitute a quorum and shall be empowered to conduct the business of the committee.
- E. Access.** All Board and Committee meetings shall be open to any Member or Director wishing to attend, with the exception that the President shall retain the authority to call a meeting, or special session of a meeting, that is closed to members and/or staff and contractors (i.e., Executive Session), subject to the provisions stated elsewhere for meeting notice and minutes. All Executive Committee meeting minutes (minus sensitive information) shall be available to all members.

Article 7 — Other Committees (“Committees”)

- A. Creation.** Committees may be established by the President and/or the Board of Directors. Committees must have a minimum of a Chair and two additional members who are members of the Society. The President or Board majority may appoint the committee chairs. There shall be a charter establishing the committee stating its purpose, authority, and duration by the entity creating the Committee. The chair of any committee may recruit and appoint its members as long as they are members of the Society.
- B. Powers.** The powers of a Committee are those given to it by its charter. When powers are not specified, the committee has all powers that are reasonably necessary to achieve Committee goals, not otherwise restricted by or inconsistent with these Bylaws, the Articles of Incorporation or policies adopted by the Board.
- C. Records.** Committees must keep accurate records of motions and actions which pertain to Society resources, have legal ramifications, or make a formal recommendation for action to the President or Board. Such records shall be made accessible and part of the Corporate Record.
- D. Reports.** Each Committee chair shall report on Committee work to the Board (a) when directed by the President or Board, (b) at the end of a year after appointment even if not directed, and (c) after the Committee is terminated.
- E. Committee Rules.** Committees may adopt rules and procedures, so long as they are not inconsistent with these Bylaws the Articles of Incorporation or policies adopted by the Board.
- F. Dissolution.** Committees may be dissolved by majority vote of the Board.

Article 8 — Society Meetings

A. Membership Meetings.

- (1) Annual Membership Meeting. The Board of Directors (Board) shall designate a time and place for a meeting of the general membership. This shall normally be at the Annual Meeting in May, but not more than 14 months following the previous general membership meeting. However, failure to hold a timely annual meeting shall in no way affect the terms of Officers or Directors of the Society, or the validity of their actions. Officers and Directors shall remain fully empowered until replaced by their successors in office. This meeting may be in-person, a live teleconference or video conference, or a combination of methods.
- (2) Special Membership Meetings. In addition to annual meetings of members, meetings of members may be called at any time by (a) majority vote of a quorum of the Board or (b) by the President, or (c) by petition requesting a meeting signed by at least 5% (five percent) of the Society's members representing a majority of active Chapters presented to the President, at which time the President shall call a Special Meeting as provided in this Article. This meeting may be in-person, a live teleconference or video conference, or a combination of methods. A quorum at a Special Meeting shall be 50 members.
- (3) Notice. Written notice of all Membership meetings, stating the purpose of the meeting, including for the elections of Directors and Officers, will be provided at least three weeks in advance of such a meeting. The Executive Director shall cause such notice to be posted in Society publications, either written or electronic, posted on the Society's website, and mailed or emailed to each member.
- (4) Quorum. A quorum for the regularly scheduled Annual Membership meeting shall consist of those members attending that Membership meeting who then shall be empowered, subject to these Bylaws, to transact Society business on behalf of the entire Society membership.
- (5) Access. All Society members may participate in Membership meetings.

B. Board of Directors Meetings.

- (1) The Board of Directors (Board) shall meet a minimum of quarterly. Meetings may be held at a physical location or during a live teleconference or video conference. Special Board meetings may be called by the President or at the request of five or more of the Directors. Notice of the time and place or manner of all meetings, including the purpose of any special meeting, shall be communicated to all Directors by and posted in Society publications, either written or electronic, and on the Society's website at least three weeks prior to the meeting. Provided, however, that in the event of circumstances determined as exigent or emergency by the President or in his or her absence by the Officers who would assume the duties of the President, such notice as might be reasonably given shall suffice.
- (2) Quorum. One-half of the total number of Directors then in office shall be required for a quorum, who shall be empowered to transact business on behalf of the entire Society membership.
- (3) Voting by Proxy. Voting by proxy will be allowed by the Board with the stipulation that the person voting be selected by the Board member whom they are representing. No proxy shall be deemed operative

unless requested in advance of a meeting, in writing and signed, and submitted to the Secretary and President (may be done by email). Each director is limited to granting their voting rights to a proxy no more than three times per year.

- (4) Access. All Board and committee meetings shall be open to any Member or Director wishing to attend, with the exception that the President shall retain the authority to call a meeting, or special session of a meeting, that is closed to members and/or staff and contractors (i.e., Executive Session), subject the provisions stated elsewhere for meeting notice and minutes.

C. Executive Committee Meetings.

- (1) The Executive Committee (ExCom) meetings shall be determined by the President. Meetings may be held at a physical location or during a live teleconference or video conference. The notice of time and place or manner of all meetings shall be communicated to all committee members by email and posted in Society publications, either written or electronic, and on the Society's website at least three weeks prior to the meeting. Provided, however, that in the event of circumstances determined as exigent or emergency by the President or in his or her absence by the Officers who would assume the duties of the President, such notice as might be reasonably given shall suffice.
- (2) Quorum. A quorum shall be a majority of the members. No proxy voting is permitted.

Article 9 — Elections of Officers and Directors

A. All Officers, Directors. Shall be elected by a plurality vote of eligible Society members present and voting in the manner prescribed by the Board (Article 9 E) at the Annual Membership meeting, pursuant to the provisions set forth hereafter as to timing and tenure. No proxy voting is permitted for elections of Officers and Directors.

(1) A President-elect shall be elected in odd calendar years and shall serve for one year as President-elect; thereafter, this individual shall commence a single two-year term as President, followed by one year of service as Past President.

(2) The Vice President of Finance, and Secretary shall be elected to two-year terms in even calendar years.

(3) The Vice President of Administration and Treasurer shall be elected to two-year terms in odd calendar years.

(4) Directors All non-Officer Directors shall be elected for two-year terms, in odd or even calendar years, whenever the previous term expires.

B. Limitations of office. The President shall be limited to one two-year term as specified in Article 9 A as part of a four-year term consisting of President-elect, President, and Past-president. The Vice President of Administration, Vice President of Finance, and Treasurer shall be limited to two (2) consecutive two-year terms. Retiring Officers are immediately eligible to be nominated for a different office. Retired Officers are eligible for appointment to an unexpired term or nomination to the same office after one year. Directors shall be limited to three (3)

consecutive two-year terms. Officers and Directors shall take office immediately upon election or appointment and serve until replaced.

C. Nominations. Prior to each Annual Membership meeting, the President shall appoint at least three Society members to a Nominating Committee, whose duty shall be to prepare a slate of one or more candidates for Officers and Directors for those offices subject to election as set forth in Article 9 A for presentation to the membership at the Annual Membership meeting. The Nominating Committee shall make an open call for members to self-nominate or nominate other members (members as defined in Article 3). The Nominating Committee may endorse candidates. The nominees shall be announced to the Board, and promptly thereafter notice of same shall be given to the membership in the manner set forth in Article 8 A (3). No person may be nominated without that person's consent. The President or President Elect shall not serve on the nominating committee.

D. Vacancy in office. Director and Officer vacancies shall be filled for the unexpired term as follows:

(1) Officers and Directors – by majority vote of a quorum of the Board,

(2) Representatives of the Council of Chapters – by the Council of Chapters.

E. Method of Voting. The Board shall determine the method of voting for Officers and Directors. Methods may include voice vote at a meeting called and conducted in conformance with these Bylaws, mail ballot, or electronic ballot.

Article 10 — Chapters (Chapters)

A. Organization. Chapters are organized as subunits of the Society, having their own identities and structures established in accordance with Society Bylaws and policy.

B. Chapter Legal Responsibilities:

(1) New Chapters. New Chapters must be approved by the Board. The process for establishing a new chapter is contained in the Society's Handbook. Chapters are organized as either voluntary (non-incorporated) associations or incorporated legal entities compliant with and recognized as such under Florida law. New Chapters must obtain a fictitious name from the Florida Secretary of State if a non-incorporated association. Chapters may choose to incorporate as a legal entity pursuant to Florida law.

(2) Federal Tax Identification Number (FEIN). Chapters are required to file for a FEIN. Each Society Chapter must maintain a bank account that is used exclusively for Chapter business transactions. IRS 501 (c)(3) Charitable Organization: Chapters may file for IRS 501(c)(3) tax exempt status either independently or (subject to approval by the Board) under the Society Group Exemption Letter (GEL). If electing to participate as a subordinate in the Society's GEL, a Chapter must provide the annual documentation to the Society required to maintain its participation in the GEL.

(3) Taxes Each Chapter is responsible for filing returns and paying any taxes due (sales, income, other) in accordance with all local, state, and federal laws and regulations.

- (4) Chapter Officers. Each Chapter shall elect a President and other Officers. All persons elected shall be Society members.
- (5) Chapter Bylaws. Each Chapter shall maintain Bylaws which shall not be inconsistent with Society Bylaws, the Articles of Incorporation, or policies adopted by the Board and shall submit a copy of such bylaws, or amended bylaws, to the Society for review and acceptance by the Board, which must be obtained prior to the Chapter's formal adoption of same.
- (6) Chapter Meetings. Chapters are expected to hold local meetings or field trips.
- (7) Chapter Limitations. No Chapter, Chapter Officer, or Chapter member is empowered to act or hold itself out as an authorized representative of the Society or to bind the Society in any manner or under any circumstances, without the express authorization to do so from the Board. A chapter may not engage in activities which compromise the 501 (c) (3) status of a chapter or the Society.
- (8) Chapter Membership. All members of Chapters also must be members of the Society.
- (9) Compliance. Chapters are expected to adhere to all policies adopted by the Board.
- (10) Discipline. For action inconsistent with these Bylaws, the Articles of Incorporation, adopted policies, or the stated mission of the Society, the Board may either terminate or suspend the status and privileges of a Chapter. Such action of the Board shall be taken at a meeting conducted consistent with the provisions of these Bylaws as to notice and shall also afford the opportunity to the Chapter's designated representative to appear before the Board and state why it should not be terminated or suspended, prior to the Board's vote on such matter. No Chapter shall have any proprietary interest in the name "Florida Native Plant Society". Each Chapter's right to use of "Florida Native Plant Society" either as part of its name or in any other way shall cease upon termination or suspension of its affiliation with the Society.
- (11) Chapter Dissolution. A Chapter may be dissolved, either by its own action or action of the Board. A local Chapter may be dissolved upon majority vote of a quorum of the Board, at a meeting noticed and conducted as set forth in Article 8 B. Following dissolution, no Chapter or Society property shall be retained by the Chapter, including, but not limited to, fixed assets, printed materials, and Society funds. In the event of dispute about ownership of property, or responsibility of obligations, any Chapter member may bring the matter before the Board for voluntary resolution.

Article 11 — Council of Chapters (Council)

- A. Organization.** Society's Council of Chapters shall consist of a representative from each Chapter of the Society, as defined/determined/described in Articles 3 (Membership) and 10 (Chapters).
- B. Powers.** The goals and powers of the Council shall be specified by the Board. Where powers are not specified, the Council has all powers that are reasonably necessary to achieve its goals, so long as they are not inconsistent with these Bylaws, the Articles of Incorporation or policies adopted by the Board. A representative of the Council of Chapters shall serve on the Board, with all of the powers and responsibilities therein.

- C. **Committees** of the Council. The Society's Council may establish its own Committees. Unless otherwise restricted by these Bylaws, the Articles of Incorporation, policies adopted by the Board or by other direction of the Board, or by the laws of the State of Florida.
- D. **Activities.** In support of the mission of the Society, the Council shall share information and initiate programs and actions consistent with the Society's goals. Meetings may be held at a physical location or during a live teleconference or video conference at the schedule and location determined by the Council. Minutes of proceedings and actions shall be maintained and accessible for the purposes of the Corporate Records.
- E. **Selection.** Chapter representatives are selected in accordance with the Bylaws of their Chapter. Representatives must be members of the Society.
- F. **Representation on the Board.** A representative from the Council shall be selected to serve on the Board in accordance with the guidance established in the Society Handbook. The term of office and maximum number of terms that may be served by Directors representing the Council on the Board shall be determined by the Council. The vacancy of a Director representing the Council shall be filled by the Council.

Article 12 — Advisory Board

The Advisory Board (Advisory Board) shall function as a Board Committee and consist of members appointed by the Board. All committee chairs who do not serve on the Board, or chose not to, are eligible to serve on the Advisory Board, pending approval by the Board. In addition, the Board shall appoint Advisory Board Members (Advisors) who can guide the Board on operational, technical, financial, mission or project related, or development matters. Advisors attend Board meetings as non-voting participants. Advisors shall attend Board meetings at least four times per year, and with greater frequency as desired or as Board matters require Advisor inputs. Advisors are expected to impart useful knowledge and guidance to the Board, and serve as a conduit to any committees they chair or serve on.

The Advisory Board has no minimum or maximum number, nor are members subject to term limitations. Removal or termination of Advisors shall follow the process outlined elsewhere in these Bylaws.

The Advisory Board is expected to create a governance charter and report any changes or needed changes to the Board of Directors on an annual basis.

Article 13 — Emblem and Publications

- A. **Symbol.** The saw palmetto (*Serenoa repens*) is the official emblem of the Society.
- B. **Magazine.** The Society may publish a magazine, called The Palmetto.
- C. **Newsletter.** A newsletter may be published by the Society under the name, "The Sabal Minor."

Article 14— Amendment

These Bylaws may be amended by an affirmative vote of 60% of eligible members present at any Annual Membership meeting, or at any other meeting of members consistent with Article 8 A (Society Meetings),

provided that the language of the proposed changes shall have been published to the entire membership at least three weeks prior to the vote. After amendment, an amended copy of these Bylaws shall be posted on the Society's website and provided to each member of the Board.

Article 15 — Access to Corporate Records

All members shall have access to minutes and records of the Society in the manner established by Florida law.

Article 16 — Dissolution

Dissolution of the Society is as provided in Articles of Incorporation

Article 17 — Controlling Law on Other Issues, Prohibitions and General Procedures

- A. **Florida law.** Any issues not otherwise addressed in these Bylaws or the Articles of Incorporation shall be controlled by [Chapter 617 of the Florida Statutes](#), as may be amended by the Florida Legislature from time to time. These Bylaws shall be construed consistent with applicable Florida law and in the event of irreconcilable conflict with any such laws, the relevant Florida statutory provisions shall be deemed to supplant the offending bylaw. All immunities, indemnities, rights and protections afforded by Florida law to members, officers and directors shall be deemed incorporated into these Bylaws unless specifically and lawfully provided for differently by the Society's Articles of Incorporation or these Bylaws.
- B. **Prohibition of Political Endorsements or Contributions.** Consistent with its Articles of Incorporation, the Society is prohibited from making or offering any endorsement or campaign contribution to candidates for elective office, or from endorsing or contributing to any political party or partisan organization. No officer, director, member or employee in offering or making an endorsement or contribution in their personal capacity shall imply, state, insinuate, or cause to be believed by the recipient or the public that any such personal endorsement or contribution is representative of any official or unofficial support by the Society. Provided, however that these prohibitions shall not be construed to limit the Society's stated mission, and toward such in the Society, through proper Board action, may offer or make public comment and endorsement of nonpolitical/nonpartisan causes of concern related to its mission.
- C. **Rules of Order.** The latest edition of Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by specific procedures adopted by the Board.

Dated: June 25, 2022

The undersigned hereby certify that these Bylaws of the Florida Native Plant Society, Inc. were adopted at the Annual Meeting of Members held on June 25, 2022.

Florida Native Plant Society, Inc. – a Florida not-for-profit corporation



By: _____ Secretary

Printed Name: Bonnie Basham

By:  _____ President

Printed Name: Mark Katelli

Revision History:

Amended in May 1988, Revised in May 1993, May 1997, June 1998, May 2003, April 2007, May 2008, May 2010, May 2011, May 2013, April 2014, May 2015, May 2016, May 2018, May 2019 and June 2022

