

BYLAWS OF CITRUS CHAPTER OF THE FLORIDA NATIVE PLANT SOCIETY

Article I – Name

The name of this organization shall be Citrus Chapter of the Florida Native Plant Society. The location of the principal office and organization mailing address shall be determined by the Board of Directors.

Article II – Purpose

The purpose of the Citrus Chapter of the Florida Native Plant Society (hereinafter referred to as “CCFNPS”) is to provide information about and foster an appreciation of Florida native plants and their communities in Citrus County and surrounding area community-at-large, government officials, business persons, educators and students, through meetings, literature, outreach at community events, and sponsoring and participating in public area native plant landscaping projects.

Notwithstanding any other provision of these articles, Citrus Chapter of the Florida Native Plant Society is exclusively a charitable and educational organization within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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

Article III – Membership

CCFNPS serves members assigned to CCFNPS by FNPS.

Any individual, family or organization approving of and willing to support or work toward the purposes of this organization is eligible for membership upon payment of dues as herein provided.

Termination, definitions of membership categories and reinstatement are determined by FNPS.

Membership dues shall be as established from time to time by FNPS, a portion of which dues are allocable to CCFNPS. Memberships are managed by FNPS in accordance with its rules or bylaws.

Only members in good standing shall be eligible to vote in business meetings or serve as an officer, director, or committee member in CCFNPS. Each member shall be entitled to one vote on any matter requiring a vote by the membership

IV – Meetings

CCFNPS shall meet at 7:00 pm on the first Tuesday of each month at a location to be designated by the Board of Directors.

There shall be at least six meetings a year, including the annual meeting for election of officers.

Meetings may be cancelled or rescheduled at the discretion of the President* due to unavailability of meeting location, conflict with a major holiday, or impending potentially dangerous weather conditions. Email notification will be sent to members as soon as possible after such decision has been made.

The November meeting will be considered the annual meeting of the CCFNPS to elect officers, receive reports and, if necessary, amend bylaws.

A special meeting of the chapter can be called at any time by the Board of Directors or by a petition from 10 % of the members. All members of the CCFNPS shall receive by email one week's advance notice of the time, place and purpose of any special meeting.

Notice of meetings, giving time, place and purpose of the meeting, shall be emailed to members who have provided a valid email address and posted on the FNPS website. Meeting notices may also be submitted to local newspapers for publication, if available.

V – Election of Officers and Directors

At the November annual meeting, members shall, by majority decision of those present, elect officers and directors.

Everyone elected or appointed to be a director shall take office on January 1st of the following year, and serve until their term expires on December 31st of that year.

VI – Board of Directors

Only FNPS members are eligible to be directors.

The business of the chapter shall be managed by a Board of Directors consisting of: President*, Vice-President, Treasurer, Secretary, Chapter Representative, and Membership Chair. The Board of Directors shall make rules and regulations to govern its meetings and the affairs of the chapter. The Board shall control and manage the affairs and business of the chapter, formulate goals and policies and designate those

expenditures requiring its approval. Three directors shall constitute a quorum; each director shall have one vote that cannot be cast by proxy.

A vacancy in any unexpired term on the Board, due to resignation, death or non-payment of dues, shall be filled by a vote of the remaining members of the Board.

The President* shall chair the Board of Directors and preside over its meetings. The Vice-President shall preside during the absence of the President(s).

All meetings of the board shall be open to any member of the chapter.

Any 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/email notice of the removal motion shall be given to all members.

VII – Officers

There shall be the following officers of the Chapter: President*, Vice President, Secretary, Treasurer, Chapter Representative and Membership Chair. The officers must be current members of the CCFNPS.

Officers shall be elected at the annual meeting by a majority vote of the members present.

The duration of each term will be one year. No one officer shall serve more than three consecutive years in a particular office. Upon completion of a three-year period in an office, the member may be elected or appointed to serve in another office.

In the event of a vacancy of an office, the Board shall appoint a member to fill such vacancy for the balance of the term of the vacated office.

An elected officer may only be removed by a majority vote at a general membership meeting. However, an officer may be asked to resign at any time on the documented affirmative vote of two-thirds majority of the Board.

Each officer shall keep appropriate records of his/her duties and, upon expiration of their term and upon election of a successor, shall deliver to the successor the records of the office prior to the first meeting of the following year.

Duties of the Officers:

The **President*** shall (1) preside at all meetings, (2) appoint committees and committee chairpersons for special tasks as required, (3) be an ex-officio member of all committees, except nominating committee, (4) sign or countersign all official documents

or contracts, (5) have general supervision of the Chapter's affairs, and (6) direct and supervise the activities of the officers and committee chairs.

* The President's position may be shared by at most two people. Both individuals must be presented as a single candidate during elections. When conducting Board of Directors business, each co-President shall have a vote. For all other intents and purposes, any reference to President in this document shall equally apply to the co-Presidents.

The **Vice President** shall (1) exercise the functions of the President* during the absence of the President(s), and (2) discharge the duties assigned by the President* and (3) serve as an understudy to the President*. The Vice President will normally be asked to run for President* when the current President* serves his/her final term.

The **Secretary** shall (1) serve as the official recording officer of the Chapter, (2) be custodian of all Chapter records (except financial records), (3) keep accurate minutes of the meetings, and (4) prepare Chapter correspondence as directed by the President* or Board.

The **Treasurer** shall (1) keep and maintain accurate records of financial transactions, (2) provide treasury reports at the monthly meetings, and (3) disburse funds covering normal monthly expenses and deposit all monies accruing to the Chapter.

The **Chapter Representative** shall (1) represent the Chapter's views to the Council of Chapters, (2) attend FNPS meetings, and (3) report to the Chapter Board and membership items of interest from FNPS.

If Chapter Representative is unable to attend a FNPS meeting, the President* shall designate a replacement to attend.

The **Membership Chair** shall (1) maintain Chapter membership records, including list of current members and email list of members and (2) notify FNPS of any errors in membership records.

To protect the privacy of individuals, membership lists are confidential and may be routinely accessed only by chapter officers.

VIII – Committees

The President* shall create any standing committees and temporary committees as may be deemed necessary to accomplish the aims of the chapter.

The President* shall specify the duties and tasks of each committee and appoint the chair. Committees shall adopt their own procedural rules which shall be consistent with these bylaws and the procedures of the Board. Each committee chair shall report on

committee work to the Board when directed by the President* or Board, but not less than at the annual meeting of the Chapter, at the end of a year after appointment, and after the committee is terminated.

The President* and Board may consider creating positions and/or committees for the following areas:

Activities – coordinate outings, follow FNPS policy regarding liability and waiver forms

Chapter Education/Research – research articles, publications, brochures, etc. relevant to our mission and have copies available at meetings and for public/outreach events

Communications - keep local press apprised of Chapter activities, collects email addresses for distribution list, send notices of monthly meetings to community calendars

Conservation – identify and prioritize local conservation issues and coordinated chapter activities regarding these issues

Education – serve as liaison with local schools and coordinate outreach programs

Event Coordination – oversee booths at public events, including recruitment of volunteers, coordination of transportation of display items, duplication of educational hand-out materials

Hospitality – ensure refreshments are available at meetings/events, if desired by the chapter

Membership– duties as assigned by membership chair

Online Media – maintain a current and accurate Chapter website, adding calendar events and appropriate content as directed by the Board, administer social media accounts

Programs – coordinate speakers for monthly chapter meetings, sending suggestions to President* for approval

IX – Financial and Chapter Operations

The Board of Directors shall designate three directors to sign checks, drafts or orders for the payment of money, notes or other evidence of indebtedness as may be issued in the name of CCFNPS. Two signatures will be required as a financial security measure on all CCFNPS checks.

The Board may accept on behalf of CCFNPS any contributions, gift, bequest or device, for either the general or specific purposes of CCFNPS.

The President* shall have authority to make purchases or expenditures up to \$100.00. Purchases or expenditures exceeding \$100.00 and up to \$200.00 shall be approved by a majority vote of the Board of Directors. Purchases and expenditures exceeding \$200 shall be approved by a majority vote of members present at a general meeting.

The Treasurer shall create monthly reports, including deposits and expenses, for the Board of Directors to monitor the prior period expenses.

The fiscal year shall begin on 01 July.

The Board must explicitly authorize any Officer or agent of the Board to enter into any contract or to execute and deliver any instrument or document on behalf of the Chapter, which authority may be general or specific. Contracts must have Board approval before any contract is entered into. When appropriate, contracts shall be approved by the membership.

CCFNPS shall keep the following items: (1) books and records of accounts, (2) minutes of meetings of members and of the Board, and (3) a copy of the Bylaws. Such items may be inspected by any member in good standing by submitting to the Board a written request.

X – Amendments

These bylaws may be amended by a two-thirds affirmative vote of the members present at the annual meeting, or at a special meeting called for that purpose. Such amendments must be presented in writing to the Board prior to the annual meeting. Membership shall have been notified by email of the proposed amendments at least one week prior to such a meeting. After amendment, an amended copy of the bylaws shall be placed in the official chapter documents.

XI – Dissolution

Dissolution shall be per FNPS Bylaws. At the time of this writing, only the FNPS Board of Directors can approve or dissolve a chapter. 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. In the event of dispute about ownership of property or responsibility of obligations, any Chapter member may bring the matter before the FNPS Board for voluntary arbitration.

XII – Other Items

Any matter not specifically addressed in the bylaws will be governed by Robert's Rules of Order or the Bylaws of FNPS, when applicable.