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FLORIDA NATIVE PLANT SOCIETY – THE VILLAGES CHAPTER

Bylaws as Adopted on January 22, 2016

Article 1.0 -- NAME & ORGANIZATION STRUCTURE

1.01 Name

This organization, shall be known as FLORIDA NATIVE PLANT SOCIETY – THE VILLAGES CHAPTER. The name FLORIDA NATIVE PLANT SOCIETY – THE VILLAGES CHAPTER is a State of Florida registered fictitious name, Registration G15000016917. The FLORIDA NATIVE PLANT SOCIETY – THE VILLAGES CHAPTER is located in The Villages, Florida, and will be referred to hereinafter as **CHAPTER**.

1.02 CHAPTER Organizational Structure

The FLORIDA NATIVE PLANT SOCIETY – THE VILLAGES CHAPTER is organized as a non-incorporated, accredited member chapter of the **FLORIDA NATIVE PLANT SOCIETY, INC.**, hereinafter referred to as **FNPS**.

Article 2.0 -- CHAPTER PURPOSE

2.01 The specific and primary purposes for which this organization is formed are to provide a better understanding and appreciation of the native plants of Central Florida. To achieve this end, specific objectives are stated in educational, environmental, and civic areas as follows:

1. Educate and assist residents on the use of native plants in the landscape
2. Advocate for and make recommendations to governing bodies regarding issues that concern native plants and/or their habitats.

Article 3.0 -- MEMBERSHIP REQUIREMENTS

3.01 Eligibility for Membership.

Any individual, family or organization approving of the objectives of **FNPS** and willing to work to further those goals is eligible for membership, upon the payment of dues as hereinafter provided.

All members of **FNPS** who select The Villages Chapter as their designated **CHAPTER** shall have voting rights on **CHAPTER** business and may hold **CHAPTER** positions.

3.02 Non-Members

Persons who are not **FNPS** members may attend **CHAPTER** meetings and be on the **CHAPTER** mailing list but do not have membership rights.

3.03 Membership Termination

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

3.04 Dues.

Membership dues shall be as established by the **FNPS**, a portion of which dues are allocable to this **CHAPTER**. Following resignation or termination due to default in payment of dues, a membership may be reinstated by payment of dues, and such membership will have a new annual payment date that relates to the date of reinstatement.

3.05. Membership Rights.

Only **CHAPTER** members shall be eligible to vote, and only in person, or serve as officers or members of the **Executive Committee** in the **CHAPTER**. No member shall possess any property right in, or to, any property of the

CHAPTER. No member shall be entitled to share in any distribution of the chapter assets in the event of the dissolution of the **CHAPTER.**

Article 4.0 -- MEMBERSHIP MEETINGS

4.01 Annual Meeting.

The membership shall hold an annual meeting. The time and location of the meeting will be determined by the **Executive Committee.** Notice of such meeting shall be given to all **CHAPTER** members at their last known address at least ten (10) days prior to the date of the meeting. At such annual meeting members shall, by a plurality of those present and voting, elect officers of the **CHAPTER.**

4.02 Regular Member Meetings.

There will be at least six regular **CHAPTER** meetings each year. Notice of place and time will be sent to each member at least ten (10) days prior to the meeting.

4.03 Special Member Meetings.

Special member meetings may be called at any time by the President and the Vice-President, or by any three (3) members of the **Executive Committee.** A special meeting must be called by the President or Vice-President upon the receipt of a written request of at least ten percent (10%) of the **CHAPTER** members. Written notice of such meeting stating the time, place and purpose thereof, shall be sent to each member not less than ten (10) days before such meeting, at his or her last known address.

4.04 Membership Meeting Quorum Requirements.

The minimum quorum requirement shall be met when at least ten percent (10%) of the **CHAPTER** membership are present in person at the meeting.

4.05 Voting Procedures

Each member shall be entitled to one vote on any matter requiring a vote by the membership. Members must be in attendance at the meeting to vote. Proxy voting is prohibited.

ARTICLE 5.0 – EXECUTIVE COMMITTEE

5.01 Responsibilities

The general management of the affairs of the **CHAPTER** shall be vested in the **Executive Committee.** Members of the Executive Committee must be **FNPS** members with **CHAPTER** affiliation, and shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

5.02 Composition of Executive Committee

The number of Executive Committee shall be composed of at least five (5) **CHAPTER** members. All elected Officers shall automatically become members of the **Executive Committee.** Additional **Executive Committee** positions may be created and filled by appointment by the **Executive Committee** members.

5.02 Executive Committee Specific Authority

The **CHAPTER Executive Committee** 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;
- C. Confirm the **CHAPTER** Representative to the **FNPS**;
- D. Form committees;

- E. Review bills and approve disbursement of funds;
- F. Contract with or employ a firm, individual or other entity;
- G. Terminate the contract of any firm, individual or other entity;
- H. Remove any of the officers of the **CHAPTER** prior to the termination date of such office.

5.03 Tenure.

Each appointed **Executive Committee** Member shall be confirmed by a vote of the **CHAPTER** Officers at the annual meeting.

Article 6.0 -- CHAPTER OFFICERS

6.01 Offices

Officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and other officers deemed needed by the **Executive Committee**. These other officers have such powers and duties consistent with the Bylaws and will be duly nominated and elected by the **CHAPTER** membership.

6.02 Officer Elections

Officers shall be elected by the **CHAPTER** members at the Annual Meeting by a plurality vote of the members present and voting at such meeting. Officers shall be elected for a term of one (1) year. Only **CHAPTER** members may be officers. Officers shall automatically be members of the **CHAPTER Executive Committee**. Officers shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

6.03 Officer Duties

Duties of the President:

- A. Preside at all general membership meetings.
- B. Conduct **CHAPTER Executive Committee** Meetings.

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.

Duties of the Secretary:

- A. Record, maintain and report minutes of the **CHAPTER Executive Committee** and General meetings.
- B. Be custodian of all records except financial.

Duties of the Treasurer:

- A. Maintain **CHAPTER** financial reports with copies to the secretary for inclusion in the minutes.
- B. Be the custodian of all monies for the **CHAPTER**.

6.04 Vacancies

Vacancies in any office shall be filled by appointment by the **Executive Committee** until the next annual election.

6.06 Termination of Office

Each **CHAPTER** 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 and **CHAPTER** property of his/her past office.

ARTICLE 7.0 -- COMMITTEES

The **CHAPTER** Executive Committee may create committees as may be deemed appropriate to accomplish the aim of the **CHAPTER**.

ARTICLE 8.0 -- CONTRACTS, DEPOSITS, CHECKS, AND FISCAL YEAR

8.01 Contracts.

The Officers must authorize any officer or agent of the **CHAPTER** to enter into any contract.

8.02 Deposits.

All funds received by the **CHAPTER** shall be deposited to the credit of the organization in such banks or other depositories as may be approved and authorized by the Officers. Copies of bank statements shall be provided to any and all **CHAPTER Executive Committee** members upon request.

8.03 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 **CHAPTER** shall require at least one authorized signature.

8.04 Fiscal Year

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

ARTICLE 9.0 -- BYLAW AMENDMENT

9.01 Amendment Process

The Bylaws of the **CHAPTER** may be amended, repealed or altered in whole or in part.

The proposed amendment shall be ratified and approved by the **CHAPTER Executive Committee** by a majority vote of those present and voting at such **CHAPTER Executive Committee** meeting.

Notice of the proposed amendment shall be given to each **CHAPTER** member at his or her last known address at least ten (10) days prior to the time and date of the members' meeting which is to consider and vote on such change or amendment.

Copies of such revised and amended Bylaws shall be given to any member upon request.

ARTICLE 10.0 -- RECORDS

10.01 Recordkeeping Requirements

The **CHAPTER** shall maintain 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. Records and names and addresses may be maintained in electronic form. The address can be either physical or email address.