

## **Summary of Proposed Revisions to the Bylaws of the Suncoast Chapter**

The attached DRAFT of the SNPS Bylaw Changes is submitted to the SNPS membership for approval at the November 2011 Annual Election Meeting. This draft includes all revisions, additions, and deletions to the Bylaws. These proposed Bylaw changes will:

Allow the membership to elect individuals as SNPS Officers (President, Vice President, Secretary, and Treasurer) in addition to SNPS Directors at the annual election meeting in November.

- In the current Bylaws, the membership elects the SNPS Directors each November, and then the new Directors elect the Officers at the following BOD meeting. Those Directors who are not elected as Officers remain as voting members of the SNPS Board of Directors.
- The proposed Bylaw changes will allow the SNPS membership to elect the Officers (and Directors) at the annual election meeting in November.
  - The slate of nominees published in the *Grapevine* will include the names of each nominee for an SNPS Office and the names of nominees for SNPS Director positions.

If these SNPS Bylaws changes are approved by the SNPS membership at the November 2011 Annual Election Meeting, the SNPS membership will elect SNPS Officers and Directors at the 2012 Annual Election meeting.

Respectfully submitted,

SNPS Board of Directors

October 17, 2011

## SUNCOAST NATIVE PLANT SOCIETY BYLAWS

Adopted January 16, 2008

Draft Revisions October 17, 2011

### Article 1.0

#### Name

The name of this corporation shall be Suncoast Native Plant Society, Inc. (SNPS).

### Article 2.0

#### Relationship to Florida Native Plant Society (SNPS)

The SNPS is a chapter of the FNPS and a chapter representative will be appointed by the SNPS Board of Directors (Suncoast BOD) to the FNPS Board of Directors (FNPS BOD).

### Article 3.0

#### Office

The principal place of business and mailing address of the corporation shall be at such a place inside the State of Florida as the Suncoast BOD may determine from time to time or as the business of the SNPS may require.

### Article 4.0

#### Purposes

The SNPS is organized for the purposes of educating the public about native plants, for propagating and distributing native plants, and for preserving, conserving, and restoring native plants and native plant communities of Florida.

### Article 5.0

#### Membership

- 5.01 **Eligibility.** Eligibility, termination, definitions of membership categories and reinstatement are determined by FNPS.
- 5.02 **Rights:**
  - 5.021 **Of Persons.** Each person who is a member is entitled to: participate in SNPS sponsored activities, vote on any question requiring a vote of the general membership, and be elected as a director.
  - 5.022 **Of Others.** Each group or business that is a member is entitled to: have all persons in the group or business participate in SNPS sponsored activities, one vote on any question requiring a vote

of the general membership, and have one of their group or business eligible to be an officer or director.

- 5.023 **To Assets.** No member shall possess any property right in or to any property of SNPS. In the event all memberships are terminated or in the event of dissolution of SNPS, then after paying or adequately providing for the debts and obligation of SNPS, the Suncoast BOD shall dispose of the remaining property of SNPS in accord with the state and federal law, and the SNPS Articles of Incorporation. In no event shall any earnings or other property of SNPS be distributed to, or inure to the benefit of, any member, former member, director, or officer of SNPS, or any other private individual, either directly or indirectly.
- 5.03 **Powers.** At annual meetings members shall, by a plurality decision of those present, elect officers and directors. At all meetings of members, members are entitled to vote on any motion which shall be controlling if contrary to a vote of the Suncoast BOD.
- 5.04 **Member Meetings.**
- 5.041 **Regular General Meetings.** The general membership shall meet at a place and on a schedule determined by the Suncoast BOD.
- 5.042 **Annual Election Meeting.** The Suncoast BOD shall designate a time and place for the annual election of the officers and directors of the Suncoast BOD. This shall normally be during the regular meeting of the membership in November of each year. Written notice of this meeting shall be provided to all members at least two weeks in advance; publication in the SNPS newsletter shall normally serve as such notice. However, failure to hold a timely annual election meeting shall in no way affect the terms of officers or directors of the SNPS, or the validity of actions of the Suncoast BOD.
- 5.043 **Special Meetings.** In addition to annual elections, and regular meetings, special meetings of members may be called at any time by majority vote of the Suncoast BOD, or by the president and must be called by the president on petition of at least 10 % of the members of SNPS.
- 5.044 **Notice.** Written notice of special meetings, giving the purpose of the meeting, shall be mailed, or emailed to each member at least two weeks, but not more than six weeks prior thereto.
- 5.045 **Quorum.** A quorum at the annual election meeting shall consist of those members attending that meeting, and shall be empowered to transact SNPS business on behalf of the entire SNPS membership.
- 5.046 **Location.** The location of all general meetings of the membership is subject to approval by the Suncoast BOD.

## ARTICLE 6.0

### Officers

- 6.01 **Organization.** Officers shall consist of a president, vice president, secretary, and treasurer. Officers shall be members of the Suncoast BOD elected at the annual election meeting.
- ~~6.02 **Qualifications.** Only SNPS members may be officers or directors.~~
- 6.03 **Elections.** All officers shall be elected by a plurality vote at the annual election meeting of SNPS members present and voting. Those elected shall serve for a one-year term; they shall take

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office immediately, and shall serve until duly replaced. This shall normally be in November of each year.

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**6.04 Nominations.** Prior to each annual election meeting, the president shall appoint at least three SNPS members to a nominating committee, whose duty shall be to prepare a slate of one or more candidates for each office and director. No member of a nominating committee shall be nominated by that committee. The nominees for officers and directors shall be announced to the Suncoast BOD, and shall be published in the issue of the SNPS newsletter immediately preceding the annual election meeting. After the slate of the nominating committee is presented at the annual election meeting, the president shall ask for and present to the membership any other candidates that members present may propose. No person may be nominated without their consent.

**6.04 Duties of Officers.**

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**6.041 President.** As the principal officer representing SNPS, the president shall:

- 1) preside at all meetings of and make reports to members and the board,
- 2) have general supervision of SNPS affairs,
- 1) appoint, with the consent of the BOD, at least 3 SNPS members to a nominating committee (Article 6, Section 6.04), not less than 3 months prior to the annual membership meeting (Article 5, Section 5.042), and
- 2) perform such other duties that are delegated to the office by SNPS policies.

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**6.042 Vice President.** The vice president shall exercise the functions of the president during the absence or disability of the president and such other powers and duties delegated by Suncoast BOD.

**6.043 Secretary.** The secretary shall keep, or cause to be kept, the minutes of the annual election meeting and the Suncoast BOD meetings and shall perform such other duties that are delegated by Suncoast BOD.

Minutes shall include the following:

- 1) time and place of the meeting,
- 2) the names of those present at Suncoast BOD meetings,
- 3) the number of members present or represented by written proxy at the annual election meeting, and
- 4) the proceedings.

**6.044 Treasurer.** The treasurer shall have the following responsibilities:

- 1) keeping and maintaining complete, accurate, and up-to-date accounts of all financial transactions of SNPS including assets, liabilities, receipts, and disbursements,
- 2) depositing all monies and other valuables in the name and to the credit of SNPS with such depositories as approved by the Suncoast BOD, disbursing SNPS funds as approved by the Suncoast BOD board,
- 3) filing all financial reports required by local, state, or federal laws, and an annual report to the State of Florida,
- 4) when requested, giving the president and the Suncoast BOD a report and account of the foregoing transactions, and

5) such other duties as delegated by Suncoast BOD or these bylaws, in keeping with state and federal laws.

6.05 **Vacancy in Office.** A vacancy in the office of an officer shall be filled at a meeting of the Suncoast BOD. A plurality of directors casting votes shall be sufficient to elect. The term of any officer so elected shall be the unexpired term of the officer who created the vacancy.

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6.06 **Records.** Officers shall keep, in an orderly way, all documents and records relating to their responsibilities and duties, and shall deliver them to their successor at the expiration of their term of office.

6.07 **Removal.** An officer may be removed at any time on the affirmative vote of a two-thirds (2/3) majority of the Suncoast BOD whenever, in its judgment, the SNPS will be best served thereby.

## ARTICLE 7.0

### Suncoast Board of Directors

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7.01 **Qualifications.** Only SNPS members are eligible to be directors.

7.02 **Composition.** The corporation shall be managed by a board consisting of the following directors: all elected officers and all elected at-large directors. There shall be not less than four (4) and not more than nine (9) directors. Directors shall be elected at the annual election meeting. See also Section 7.051.

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7.03 **Duties.** The Suncoast BOD shall be responsible for conducting the business of the SNPS including:

- 1) preservation of SNPS documents and records,
- 2) membership management,
- 3) establish written policies including but not limited to, duties of officers, committees, newsletter, programs, publicity, refreshments, membership, chapter library, sales, field trips and grants, and
- 4) such other duties as delegated by the members, the Suncoast BOD, or these bylaws, in keeping with state and federal laws.

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7.04 **Tenure.** Anyone elected as an at-large director shall take office immediately, and shall serve until duly replaced. The term of office is one year or the remainder of the term of a director who has left office before the end of the normal term.

Deleted: **Nominations.** Prior to each annual election meeting, the president shall appoint at least three SNPS members to a nominating committee, whose duty shall be to prepare a slate of candidates for directors. No member of a nominating committee shall be nominated by that committee. The nominees shall be announced to the Suncoast BOD, and shall be published in the issue of the SNPS newsletter immediately preceding the annual election meeting. After the slate of the nominating committee is presented at the annual election meeting, the president shall ask for and present to the membership any other candidates that members present may propose. No person may be nominated without their consent.¶ 7.052 .

7.05 **Election of Directors.** Elections shall normally occur during the annual election meeting.

7.051 **Elections.** Officers and at-large directors shall be elected by a plurality vote at the annual election meeting of SNPS members present and voting. Those officers and directors elected shall serve for a one-year term; they shall take office immediately, and shall serve until duly replaced.

7.06 **Vacancy in Office.** Director vacancies shall be filled for the unexpired terms by nomination at the next regular meeting and election at the following regular meeting of the membership.

7.07 **Right to Assets.** No member of the Suncoast BOD shall possess any property right in or to any property of SNPS.

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7.08 **Resignation.** A directorship shall terminate upon the director's resignation, death, or non-payment of dues. Directorships may not be transferred.

7.09 **Meetings.**

7.091 **When.** The Suncoast BOD shall meet at least quarterly, but more often if deemed necessary by the Suncoast BOD. The time and place of Suncoast BOD meetings shall be set by the president with the consent of the Suncoast BOD. Special meetings may be called by the president or at the request of 50% of the directors. Written notice of the time and place of all meetings, including the purpose of any special meeting, shall be mailed or emailed to each member of the Suncoast BOD not less than fourteen days but not more than six weeks prior thereto. The notice requirement MAY BE WAIVED BY AN AFFIRMATIVE vote of at least two-thirds (2/3.)

7.092 **Quorum.** One-half (1/2) of the Suncoast BOD shall be required for a quorum, which shall be empowered to transact business on behalf of the entire SNPS membership. All meetings are open to SNPS members, on a non-participating basis, except during discussion of personnel matters.

7.10 **Powers.** The Board has all governing powers except those reserved in these bylaws for members or officers.

7.11 **Removal.** Directors serve at the pleasure of the membership. A Director may be removed from the Board on the affirmative vote of a two-thirds (2/3) majority of the SNPS membership at a regular monthly meeting.

## ARTICLE 8.0 Committees

8.01 **Creation.**

8.011 **Temporary.** The Suncoast BOD may create temporary committees.

8.012 **Standing.** The Suncoast BOD may create standing committees.

8.013 **All Committees.** The president may appoint committee chairs and members subject to ratification of the Suncoast BOD. The Suncoast BOD has the power to terminate committees and change their composition.

8.02 **Powers.** The powers of a committee are those given to it by whoever created it. When powers are not specified, the committee has all powers that are reasonably necessary to achieve committee goals, not otherwise restricted by these bylaws or SNPS policy.

8.03 **Reports.** Each committee chair shall report on committee work to the Suncoast BOD:

- 1) when directed by the president or Suncoast BOD,
- 2) at the end of a year after appointment even if not directed, and
- 3) after the committee is terminated.

8.04 **Rules.** Committees may adopt their own procedural rules so long as they are not inconsistent with these bylaws and procedures of the Suncoast BOD.

## ARTICLE 9.0

### Financial Operations

- 9.01 **Contracts.** The Suncoast BOD may designate the president or any Suncoast BOD member as an agent of SNPS with general or limited authority:
- 1) to enter into any contract on behalf of SNPS or
  - 2) to execute and deliver any instrument on behalf of SNPS.
- 9.02 **Gifts.** The Suncoast BOD may accept on behalf of SNPS any contribution, gift, bequest, or device for either the general or specific purposes of SNPS.
- 9.03 **Fiscal Year.** The fiscal year shall correspond to the calendar year.
- 9.04 **Tax Status.** SNPS shall be operated as a scientific (an educational), not-for-profit, [tax-exempt](#) organization as described in section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any later US Internal Revenue law).
- 9.05 **Income Operations.** The SNPS may engage in various operations to generate income to support the goals of the society. These operations may include:
- 1) Membership dues.
  - 2) Sales of plant material.
  - 3) Sales of associated materials, e.g. T-shirts, books and pamphlets, etc.
  - 4) Seminar and conference registration fees.
  - 5) Other activities.

## ARTICLE 10.0

### Promotion

- 10.01 **Newsletter.** SNPS shall publish a newsletter. It shall contain news and official announcements about SNPS, as well as other material of interest.
- 10.02 **Other Items.** The SNPS may promote its goals by various other means and devices consistent with these bylaws and the laws of the state of Florida and the United States of America.

## ARTICLE 11.0

### Parliamentary Authority

For all meetings, the rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the SNPS in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the society may adopt.

## ARTICLE 12.0

### Amendment

- 12.01 **Method.** Proposed amendments to these bylaws shall be presented to the members of the society in the newsletter and at a regular meeting of the members. These bylaws may be amended by an affirmative vote of three-fourths (3/4) of the members present at the next regular meeting of the members.

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12.02 **Copies.** A copy of proposed amendments shall be mailed to any member on request, and shall be made available to any member at a meeting where amendment is being considered. After amendment, an amended copy of these bylaws shall be provided to each member of the Suncoast BOD.

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