Bylaws of the Florida Native Plant Society, Inc.

Article 1 — 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 principal office of the Society shall be located in the State of Florida at such place as may be designated by the Board of Directors from time to time.

B. **Change of Address.** The Board of Directors (Board) may change the location of the principal office without amendment of these Bylaws, provided the change is reflected in the Society's corporate records and filings as required by law.

Article 2 — Mission (Mission)

The mission of the Florida Native Plant Society is set forth in its Articles of Incorporation and is to conserve, preserve and restore Florida's native plants and their habitats through science-based education, research, advocacy, horticulture, landscaping, and engaged participation by our members and communities.

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 and who is willing to abide by the Society's policies and Code of Conduct 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, abide by the Society's Code of Conduct, 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, or for incitement of harassment; or acts of violence against another FNPS member. Such determination may only be made after an investigation following the Dispute Resolution section of these bylaws.

(4) Members terminated for cause, as defined in subsection (3) above, may not attend future Society gatherings or events, subject to the reinstatement provisions of section E below.

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 meetings of members, eligible members are entitled to vote only on those matters expressly reserved to the membership by these Bylaws, the Articles of Incorporation, or applicable law. A vote of the membership shall control only as to such matters. 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) the chair or other representative from the Council of Chapters (Article 11), and (c) such additional at-large Directors as may be elected, provided that the total number of voting Directors shall not exceed nineteen (19). 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 employee or agent of the Society, as determined by the Board, and shall serve at the pleasure of the Board of Directors, subject to applicable law and any approved employment agreement or personnel policies. 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 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 end upon the Director's resignation, attaining the end of their term, 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, the chair or other 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 oversee and assist the Executive Director and staff in conducting the operations of the Society and may exercise such authority as is specifically delegated to it by the Board of Directors. Between meetings of the Board, and in an emergency or exigent circumstances when timely action is required and a meeting of the full Board is not reasonably feasible, the Executive Committee may act on behalf of the Board within the scope of authority delegated to it by these Bylaws or by Board resolution. All actions of the Executive Committee shall be promptly reported to the Board of Directors

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. Committees shall be advisory unless specific decision-making authority is expressly granted by the Board or by these Bylaws. When powers are not specified in a committee charter, the committee shall have only such authority as is reasonably necessary to study issues, develop recommendations, and report to the President or 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 the annual meeting of the general membership to be held not more than 14 months following the previous annual 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, will be provided at least two weeks in advance of such a meeting. The Executive Director shall cause such notice to be posted by the Society on its website and mailed or emailed to each member.

(4) Quorum. A quorum for the regularly scheduled Annual Membership meeting shall consist of those eligible members present, unless otherwise required by law or these Bylaws.

(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 email and on the Society website at least two weeks prior to the meeting. However, 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. In accordance with Florida law, voting by proxy shall not be permitted.

(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 on the Society's website at least two 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) All non-Officer At-Large Directors shall be elected for two-year terms, in odd or even calendar years, whenever the previous term expires. A maximum of 12 At-Large Directors can serve on the board; these shall be divided into two cohorts of up to six At-Large Directors per election.

B. Limitations of office. The President's term shall be 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, Secretary, and Treasurer shall be limited to two 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 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 At-Large .Directors Methods may include voice vote at a meeting called and conducted in conformance with these Bylaws, 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. The Society may have two types of Chapters, Core (Subsidiary) and Affiliate, which shall operate in accordance with the Society's Handbook.

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 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) Finances and Taxes. Chapters are required to comply with Federal and State laws either under their own 501(c)(3) status or under the Society's 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. Core Chapters are automatically covered by the Society's GEL.

(3) Taxes. Each Affiliate 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 Leadership. Each Affiliate Chapter shall elect a President and other Officers. Each Core Chapter shall elect a leadership team. All persons elected shall be Society members.

(5) Chapter Bylaws. Each Affiliate 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 approval by the Board prior to formal adoption. Such approval shall not be unreasonably withheld, and the Board should act within a reasonable time. All Chapters shall comply with the Chapter Handbook, statewide bylaws, and policies and Core Chapters shall also comply with the Core Chapter Handbook.

(6) Chapter Meetings. Chapters are expected to hold local meetings, events, and/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. Purpose. The purpose of the Council is to facilitate communication among the Chapters and with the Board. It serves as a conduit of information that supports and strengthens the FNPS Chapters in their pursuit of FNPS' mission, elevates local and regional issues, and shares solutions throughout the Society.

B. Organization. Society's Council of Chapters shall consist of a representative from each Chapter of the Society.

C. Powers. The goals and powers of the Council shall be specified by the Board. The Council of Chapters shall serve in an advisory and representative capacity, except where specific authority is expressly granted by these Bylaws or by the Board. Where powers are not specified, the Council shall have authority only to discuss issues, develop recommendations, and communicate the interests of the Chapters to the Board. The chair or other representative of the Council of Chapters shall serve on the Board, with all the powers and responsibilities therein.

D. 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.

E. 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.

F. Selection. Chapter representatives are selected in accordance with the Bylaws of their Chapter. Representatives must be members of the Society.

G. **Representation on the Board**. The chair or other 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 — Conflict of Interest

The Society shall maintain a written Conflict of Interest Policy applicable to Directors, Officers, key committee leaders, and employees as appropriate. Any individual with a financial, professional, or personal interest in a matter before the Society shall disclose the conflict and refrain from participating in discussion or voting to the extent required by the policy or applicable law.

Article 13 — Dispute Resolution

While it is preferable that disputes regarding members' conduct be addressed at the chapter level, there may be instances where such resolution has not been feasible. In such cases the review and assessment of the dispute may be considered by the Board.

A. **Review and Investigation of Membership Disputes.** If a complaint has been lodged regarding a chapter's or member's behavior, the Board shall appoint a Membership Dispute Review Panel consisting of no fewer than three (3) and no more than five (5) individuals. Panel members must be current members of the Society and shall not include the President, the Executive Director, any employee or contractor of the Society, or any individual determined by the Board to have a direct personal, professional, or financial conflict of interest in the matter under review. The Board may establish terms of service, expectations, and procedures for dispute resolution in policy.

B. **Duties, Procedures, and Authority of the Review Panel.** The Membership Dispute Review Panel shall conduct a fair, impartial, and timely investigation into the circumstances giving rise to the dispute. The investigation may result in an informal resolution of the dispute or a range of recommendations, including:

   a. Written warning
   b. Removal from committee or chapter leadership position
   c. Suspension of membership
   d. Termination of membership

The chapter or member whose conduct is under consideration shall be notified in writing of the initiation of the review, provided a summary of the concerns prompting the review, and afforded a reasonable opportunity to respond in writing and/or verbally to the Review Panel prior to completion of the investigation.

All proceedings of the Membership Dispute Review Panel shall be conducted confidentially to the extent permitted by law, and all participants shall act in good faith to protect the integrity of the process and the reputation of the Society.

The Review Panel shall endeavor to complete its investigation and submit a written report of its findings and recommendations to the Board of Directors within sixty (60) days of the Panel's appointment, unless an extension is granted by a majority vote of the Board due to extenuating circumstances.

The written report shall summarize the investigative steps taken, relevant findings, and provide a recommendation regarding what action should be considered. The recommendation of the Review Panel shall be advisory only and shall not be binding on the Board.

Following receipt of the Review Panel's report, the Board may proceed with consideration of the proposed remedy under Articles 3.D or 10.B(9-11), as applicable, subject to all notice, quorum, and voting requirements set forth in these Bylaws.

Article 14 — 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 "Palmetto."
C. **Newsletter**. A newsletter may be published by the Society under the name, "Sabal minor."

Article 15— 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 (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 16 — Access to Corporate Records

The Society shall maintain its corporate records in accordance with applicable Florida law. Members shall have access to records to the extent required by law and pursuant to reasonable procedures established by the Board for inspection, copying, confidentiality, and protection of sensitive information.

Article 17 — Dissolution

Dissolution of the Society is as provided in Articles of Incorporation.

Article 18 — 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 "Robert's 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: July 18, 2026

The undersigned hereby certify that these Bylaws of the Florida Native Plant Society, Inc. were adopted at the Annual Meeting of Members held on July 18, 2026.

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

By: Melanie Trefler ______________________ Secretary

Printed Name: Melanie Trexler

By: ______________________ President

Printed Name: Ann Redmond

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, June 2022, and July 2026