



## Bylaws of the Ixia Chapter of the Florida Native Plant Society

### ***Article 1.0 – Purpose***

The purpose of the Ixia Chapter mirrors that of the parent organization, the Florida Native Plant Society (FNPS) which is incorporated under the laws of the State of Florida: **promote the preservation, conservation, and restoration of the native plants and native plant communities of Florida.** The Ixia Chapter is responsible for representing FNPS and initiating programs and actions that are consistent with its goals in the Northeast Florida counties of Duval, Clay, and Nassau. The chapter abides by the Florida State Statutes regarding the Preservation of Native Flora of Florida: Act (581.185) of 2006.

### ***Article 2.0 – Membership***

2.01 **Eligibility.** Any person, family, business, association, or corporation approving of and willing to support or work toward the purpose of this organization is eligible for membership upon payment of dues. Memberships are not transferrable.

2.02 **Administration.** Definitions of membership categories, the annual dues for each class of membership, the policy for termination of membership, the policy for reinstatement after a short-term lapse, and the forms for membership solicitation and renewal are established by the FNPS. The Ixia Chapter receives a portion of membership dues as determined by the FNPS.

2.03 **Rights.**

2.03.1 **Of persons.** Each person who is a member of FNPS is entitled to (1) participate in Ixia Chapter sponsored activities, (2) vote on any question requiring a vote of the general Ixia membership, and (3) be elected or appointed as a member of the Ixia Board of Directors (BOD).

2.03.2 **Of others.** Each group or business that is a member of FNPS is entitled to (1) have all persons in the group or business participate in Ixia Chapter sponsored activities,

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*Amended in May 1988, Revised May 1993, May 1997, June 1998, May 2003, April 2007, May 2008, May 2010, May 2011, May 2013, April 2014, May 2015, Amended in January 2016*

(2) one vote on any question requiring a vote of the general Ixia membership, and (3) have one of their group or business eligible to be a member of the Ixia BOD.

2.03.3 **To assets.** No member shall possess any property rights in or to any property of Ixia Chapter or FNPS as detailed in the FNPS bylaws Article 4.053.

2.04 **Powers.** Members elect the Ixia BOD by a plurality decision of those members present at a membership meeting. Members are entitled to vote on any motion, which vote shall be controlling if contrary to the vote of the Ixia BOD.

#### 2.05 **Meetings.**

2.05.1 **General meetings** will be held on a regular basis as established by the Ixia BOD.

2.05.2 **Special meetings** may be called at any time by the Ixia BOD or by the president. A meeting of members must be called by the president on petition of at least ten (10) percent of the members.

2.05.3 **Notice.** Written notice of meetings and events shall be posted on the Ixia Chapter's web page and emailed to members informing them of all Ixia Chapter events.

2.05.4 **Quorum.** A quorum shall consist of those members attending that meeting and shall be empowered to transact Ixia Chapter business on behalf of the entire chapter membership.

2.05.5 **Discipline.** All members are expected to conduct themselves with a regard for the environment consistent with the purposes of FNPS. When a member is convicted of violation of environmental law, or is deemed to have committed acts contrary to the written policies of FNPS, a two-thirds majority of the FNPS Board may order that their membership be terminated, or that renewal of their membership be denied. Subsequent reinstatement of a terminated membership shall be at the discretion of the FNPS Board.

### **3.0 – Board of Directors (BOD)**

3.01 **Qualifications.** Only FNPS members may be BOD members.

3.02 **Composition.** The Ixia Chapter BOD consists of Chapter President, President-elect, Secretary, Treasurer, Chapter Representative, Membership Chair, Communication/Web Chair, Field Trip Coordinator, and at least one At-Large Member.

3.03 **Tenure.** BOD members shall serve a term of two (2) years. They may be re-elected to the same office but cannot exceed two consecutive terms for a total of four (4) consecutive years. Retiring BOD members are immediately eligible to be nominated for a different position. Retired BOD members are eligible for appointment to an unexpired term or nomination to the same office after one year.

3.04 **Elections.** Members elect the Ixia BOD by a plurality vote of members present and voting at a general meeting every other November. They shall take office on January 1.

3.05 **Nominations.** Prior to the November general meeting where elections are to take place, the BOD shall appoint three Ixia members to serve as the Nominating Committee. These members should be appointed at least one month before presenting their slate of BOD members. If they so choose, the Nominating Committee may recruit one or two more members to serve on the committee. The President may not be a member of the Nominating Committee. The members of the Nominating Committee may be nominated for membership on the BOD. The Nominating Committee must announce their slate of BOD members at least 14 days before the November election meeting.

3.06 **Vacancies.** With the BOD's approval, the President will fill a vacancy on the BOD. The newly appointed BOD member will hold the position until the next election.

3.07 **Records.** BOD members 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.

3.08 **Removal.** The removal of a BOD member can only be done by majority vote of members at a general membership meeting. However, an officer may be requested to resign at any time on the affirmative vote of a two-thirds majority of the BOD whenever in its judgment the society will be best served thereby.

3.09 **Meetings.**

3.09.1 **When.** BOD meetings shall be held at times and locations the BOD deems proper and necessary.

3.09.2 **Quorum.** One-third of the total number of BOD members then in office is required for a quorum, which shall be empowered to transact business on behalf of the entire Ixia Chapter membership. All meetings are open to Ixia members on a non-participating basis.

3.10 **Powers.** All governing powers reside with the BOD except those reserved in these bylaws for members. The BOD is empowered to transact business on behalf of Ixia Chapter either in person or by conference call or by electronic transmission.

#### ***4.0 – Committees***

4.01 **Temporary.** Either the President or the BOD may create temporary committees.

4.02 **Standing.** The BOD may create standing committees.

4.03 **All Committees.** The President may appoint the chairs of the standing and temporary committees subject to BOD approval. The chair of any committee may recruit and appoint its members as long as they are members of the FNPS in good standing. Whoever creates a committee has the duty to establish and change its goals, and the power to terminate it and to end an appointment to it.

#### ***5.0 – Financial Operations***

5.01 **Contracts.** The BOD may designate in writing the President or any board member as an agent of Ixia Chapter with general or limited authority (1) to enter into any contract on behalf of Ixia Chapter or (2) to execute and deliver any instrument on behalf of Ixia Chapter. Also, it may authorize any person so designated 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 Ixia Chapter.

5.02 **Gifts.** The BOD may accept on behalf of Ixia Chapter any contribution, gift, bequest, or device for either the general or specific purposes of Ixia Chapter.

5.03 **Fiscal year.** The fiscal year shall correspond to the calendar year.

## ***6.0 – Amendment***

6.01 **Method.** These bylaws may be amended by an affirmative vote of three-fourths of the members present at any meeting or by an affirmative vote of at least a three-fourths majority of the members participating in an on-line vote and/or mail-in vote.

6.02 **Notice.** All members must receive notice of proposed amendments at least 14 days before the meeting where amendment is being considered.

6.03 **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 posted on the Ixia Chapter website or provided to each member of the BOD.

## ***7.0 – Dissolution of the Ixia Chapter***

If the Ixia Chapter finds that it is not able to remain active, the BOD or Chapter President should notify the FNPS President. Upon majority vote of the FNPS Board of Directors, the chapter will be dissolved. The Chapter Secretary or Membership Chairman should notify FNPS Membership Services if any members wish to be re-assigned to another chapter. FNPS members are not required to belong to a chapter.