



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

### *Article 1.0 – Purpose*

The purpose of the Ixia Chapter (IXIA) mirrors that of the parent organization, the Florida Native Plant Society, Inc. (FNPS) which is incorporated under the laws of the State of Florida **to promote the preservation, conservation, and restoration of the native plants and native plant communities of Florida.** IXIA is responsible for representing FNPS and initiating programs and actions that are consistent with its goals in the Northeast Florida counties of Clay, Duval, 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 in FNPS 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 FNPS. IXIA receives a portion of membership dues as determined by the FNPS.

2.03 **IXIA membership.** Members of IXIA are those FNPS members listed on the “Chapter Member Lists for IXIA” as maintained by FNPS.

#### 2.04 **Rights**

2.04.1 **Of persons.** Each person who is a member of IXIA is entitled to (1) participate in IXIA 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

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(BOD). Any member can vote at the annual FNPS members meeting or at any other FNPS meeting requiring a vote of the membership.

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

2.04.3 **To assets.** No member shall possess any property rights in or to any property of IXIA or FNPS as detailed in the FNPS bylaws.

2.05 **Powers.** Members are entitled to vote in elections of officers and on any motion, which vote shall be controlling if contrary to the vote of the BOD.

## 2.06 **Meetings of the IXIA Membership**

2.06.1 **General meetings.** General meetings will be held on a periodic basis as established by the BOD.

2.06.2 **Special meetings.** Special meetings may be called at any time by the president or by a majority of the BOD. A meeting of members must be called on petition of at least ten percent of the IXIA membership.

2.06.3 **Notice.** Written notice of meetings and events shall be posted on the IXIA web page and emailed to members.

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

2.06.5 **Meeting venue.** Meetings may be conducted in person at physical locations or by online audio or video conferencing.

2.07 **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

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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**

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

3.02 **Composition.** The IXIA BOD consists of the Elected Officers and Appointed Members.

3.03 **Elected Officers.** The Elected Officers are the President, Vice President, Treasurer, Secretary and Chapter Representative.

3.04 **Duties of Elected Officers**

#### **3.04.1 Duties of the President**

- Function as the chief executive officer of IXIA and oversee activities performed by appointed members and committees
- Conduct meetings of the IXIA membership and BOD
- Appoint non-elected members to the BOD
- Create committees and appoint individuals to committees
- Be an ex-officio member of all committees except the nominating committee
- Sign contracts and documents
- Determine time and location of meetings

#### **3.04.2 Duties of the Vice President**

- Exercise functions of the president during the absence or disability of the president
- Perform other duties assigned by the president

#### **3.04.3 Duties of the Secretary**

- Record, maintain and report minutes and notes from meetings
- Record decisions and approvals made by the BOD in any format including email consents
- Maintain chapter records except for records maintained by the treasurer

- Prepare correspondence related to non-financial chapter business
- Maintain chapter membership roster and correspond with members

#### 3.04.4 Duties of the Treasurer

- Oversee the financial activities of the chapter
- Receive, secure and deposit checks and other funds received in a timely manner
- Maintain books and records of banking and financial transactions, and documentation to support the disbursement of funds
- Disburse authorized IXIA funds in accordance with Section 5.04 of these bylaws
- Review and reconcile bank statements monthly
- Prepare and issue financial reports as directed by the president or BOD
- Make financial records available for inspection by members of the BOD or any committees created for the purpose of reviewing financial records
- Submit required reports to FNPS
- Timely file required governmental forms, including, but not limited to, IRS Form 990N, FDACS Solicitation of Contributions Registration, FDACS Certificate of Nursery Registration and Florida sales tax forms, and remit appropriate fees.
- Calculate and remit sales tax on sales of plants and merchandise if required
- Serve on all committees formed for any financial purpose, such as budgets, grants and donations, etc.

#### 3.04.5 Duties of the Chapter Representative

- Attend Council of Chapters meetings representing and voting for the IXIA's interest
- Report the results of meetings to the BOD
- Serve as a liaison between FNPS and the BOD

3.05 **Appointed Members.** The President may appoint non-elected members to the BOD. Such appointments must be approved by a majority of the other Elected Officers. Appointed Members may include, but are not limited to, individuals who will perform IXIA functions related to committees and responsibilities for field trips, membership, meetings, Native Park management, outreach events, programs, social media and members-at-large with no assigned functions. Duties of the Appointed Members shall be assigned by the President. Appointed Members serve at the pleasure of the Elected Officers. Appointed Members may be removed by the President with approval of a majority of the other Elected Officers. The appointments of all Appointed Members

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expire at the end of the term of the Elected Officers but such members may be reappointed by the incoming Elected Officers.

3.06 **Tenure.** Elected Officers shall serve a term of two years. They may be re-elected to the same office but cannot exceed two consecutive terms for a total of four consecutive years. Retiring Elected Officers are immediately eligible to be nominated for a different position. After one year, retired Elected Officers are eligible for appointment to an unexpired term or nomination to their previous office.

3.07 **Term Extension.** In exceptional circumstances as determined by the BOD, with agreement of the incumbents, Elected Officers' and Appointed Members terms may be extended for one year. The term extensions shall be published to the IXIA Membership. If three or more IXIA members submit in writing statements in opposition to the term extension, elections of Elected Officers shall be held within ninety days of receipt of the statements of opposition. After one year, the BOD will review said extensions and if exceptional circumstances continue to exist, terms may continue to be extended. Exceptional circumstances may include, but are not limited to, pandemics, major disasters, conferences or other events, and inability to recruit new officers.

3.08 **Elections.** IXIA membership elects the Elected Officers by a plurality vote of members present and voting at a general meeting every other November. They shall take office on January 1 of the following year.

3.09 **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 Elected Officers. The Nominating Committee may recruit additional 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 Elected Officer positions. The Nominating Committee must announce their slate of Elected Officers at least 14 days before the November election meeting.

3.10 **Vacancies.** Elected Officer vacancies shall be filled for the remaining term by the BOD. The newly appointed Elected Officers shall hold the position until the next election.

3.11 **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.

3.12 **Removal.** The removal of an Elected Officer can be done by majority vote of IXIA Membership at a general or special membership meeting. However, an Elected 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 FNPS or IXIA will be best served thereby.

3.13 **Succession.** If the incumbent president resigns, dies or is removed from office, the office passes to the vice president. If the vice presidency is simultaneously vacant, the office passes to the treasurer then to the secretary and then to the chapter representative.

### 3.14 **Meetings of the BOD**

3.14.1 **When.** BOD meetings shall be held at times and locations the president deems proper and necessary. Meetings may also be called by a majority of the BOD.

3.14.2 **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 IXIA membership. All meetings are open to IXIA members on a non-voting basis.

3.14.3 **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 either in person, by conference call, electronic transmission or video conferencing. Each member of the BOD, whether elected or appointed, may vote on business brought before the BOD.

## 4.0 – Committees

4.01 **Temporary.** Either the president or the BOD may create and dissolve temporary committees.

4.02 **Standing.** The BOD may create and dissolve 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, appoint and remove its members as long as they are members of FNPS in good standing. Committees must operate within the framework of the purpose for which the committee was created. The BOD has oversight

over all committees. Membership on a committee does not mean the member is on the BOD. Membership on the BOD requires a separate appointment.

## ***5.0 – Financial Operations***

5.01 **Banking.** All funds received must be deposited promptly into an IXIA account at a banking or financial organization approved by the BOD. Checks and other disbursements must be signed by the treasurer or any other person authorized by the BOD. The treasurer must be an authorized person for all banking transactions. At least one additional member of the BOD must be authorized to access bank accounts and initiate banking transactions.

5.02 **Contracts.** The President may sign contracts and other documents on behalf of IXIA however, such contracts and documents must be approved by the BOD before entered into. The BOD may also designate another member of the BOD, with either limited or general authority, to sign contracts and documents on behalf of IXIA

5.03 **Gifts.** The BOD may accept on behalf of IXIA any contribution, gift, bequest, or device for either the general or specific purposes of IXIA or FNPS.

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

5.05 **Expenditure of funds.** The president and/or treasurer are authorized to expend funds for routine expenditures and reimbursements to members in amounts of \$50 or less per occurrence without prior approval from the BOD. Routine expenditures include but are not limited to fees required by federal, local and state governments, Native Park materials, office supplies, photocopying, shipping, etc. All other expenditures must be submitted to the BOD in advance of the expenditure for approval by a majority of the BOD members. A majority of the BOD members responding with approval within five days of the request shall indicate approval.

## ***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 electronic, email and/or mail vote.

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

6.03 **Copies.** A copy of proposed amendments shall be provided 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 website or provided to each member upon request. Copies of the current bylaws shall be provided to any IXIA member upon request.

6.04 **Consistency with bylaws of FNPS.** Amendments to the IXIA bylaws must be submitted to, reviewed and accepted by FNPS before becoming effective. IXIA bylaws shall not be inconsistent with the Bylaws of FNPS and may be amended without prior approval of IXIA membership if such inconsistency occurs.

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

If the BOD finds that IXIA is unable to remain active, the BOD may vote to request the dissolution of IXIA and shall notify the executive director and president of FNPS. Upon majority vote of the FNPS board of directors, IXIA will be dissolved.