

**BYLAWS OF THE PINE LILY CHAPTER OF THE
FLORIDA NATIVE PLANT SOCIETY, INC.**

ARTICLE I. PURPOSE

The specific and primary purposes for which this Chapter 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 environmental, educational, and civic areas as follows:

1. The natural resource objectives are to locate undisturbed native plant communities; to protect those native plant species that are in danger; to encourage the restoration of native plant communities whenever possible; and to encourage the planting and retention of native plants as an energy saving, water-saving way of living.
2. The educational objectives are to provide a forum for the exchange of ideas and knowledge regarding the native flora of Central Florida and to act as a source of native plant information to the general public.
3. The civic objectives are to provide and make recommendations to governing bodies regarding issues that concern native plants and/or their habitats.
4. The Chapter operates under the state FNPS non profit 501(c)(3) umbrella.

ARTICLE II. PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws or the Articles of association, this Chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations now existing or hereafter amended, or by any organization contribution to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility.

Any individual, family or organization approving of the objectives of this Chapter and willing to work to further those goals is eligible Chapter membership, upon the payment of dues as hereinafter provided. All members of this Chapter must also be members of the Florida Native Plant Society (FNPS). Persons who are not FNPS members may attend meetings of this Chapter and be on this Chapter's mailing list but cannot be members in good standing. 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.

Section 2. Dues.

Membership dues shall be as established from time to time 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.

Section 3. Voting.

Only members in good standing shall be eligible to participate in business meetings or serve as officers or directors in the Chapter. Each member shall be entitled to one vote on any matter requiring a vote by the membership. Any member entitled to vote may vote in person or by proxy executed in writing by the member. A proxy vote shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated.

Section 4. Quorum.

A quorum shall constitute ten percent (10%) of the membership.

Section 5. Annual Meeting.

The membership shall hold an annual meeting on the first Tuesday of the month of May of each year at 6:30 P.M. at the principal office of the Chapter or at such other place or places as may be determined by the Executive Committee. If such date is a legal holiday, then the meeting shall be held on the next succeeding Wednesday not a legal holiday. Notice of such meeting shall be given to all members at their last known address at least ten (10) days prior to the date of the meeting. At such annual meeting member shall, by plurality decision of those present, elect officers of the Chapter.

Section 6. Regular Meetings.

Regular meetings of the members shall be held on the third Wednesday of each month at 6:30 P.M. at the principal office of the Chapter or at other place or places as may be determined by the Executive Committee. Notice of any change of meeting place shall be given to all members at their last known address at least ten (10) days prior to the date of the meeting.

Section 7. Special Meetings.

Special meetings of the members 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 members. Written notice of such meeting stating the time, place and purpose thereof, shall be served by mail upon each member of the Chapter not less than ten (10) days before such meeting, at his or her last known address.

Section 8. No Right to Assets.

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 corporate assets in the event of the dissolution of the Chapter.

ARTICLE IV. OFFICERS

The Officers of this Chapter shall consist of a President, a 1st Vice-President, a Secretary, treasurer, and such other officers including a 2nd Vice-President, and such other officers with such powers and duties not inconsistent with these bylaws and may be duly nominated and elected by the membership. Officers shall be elected by the members of the Chapter at the annual meeting of members by a majority vote of the members present at such meeting. Officers may be elected for a period of one (1) year. Only members in good standing may be officers of this Chapter. Officers shall automatically be members of the Executive Committee. Officers shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

The immediate past President of this Chapter shall be the FNPS State Chapter Director and as such shall also be an automatic member of the Executive Committee of this Chapter. In the event of failure, refusal, or inability of the immediate past President to serve, the president shall appoint a substitute director, with Executive Committee experience, from the membership of the Chapter.

Section 1. Duties of the President.

- A. Preside at all general membership meetings.
- B. Appoint committees for special tasks as required.
- C. Be an ex-officio member of all committees except the nomination committee.
- D. Sign all documents, contracts, etc.
- E. Conduct monthly Board Meetings.
- F. Attend annual State Conference, or if unable, appoint a representative from the Executive Committee.

Section 2. Duties of the 1st Vice-President.

- A. Exercise the functions of the President during the absence or disability of the President.
- B. Chair the Program Committee.
- C. Act as an aide to the President.

Section 3. Duties of the 2nd Vice-President.

- A. Exercise the functions of the President during the absence or disability of the President and 1st Vice-President.
- B. Chair the Events Committee.
- C. Act as an aide to the President.

Section 4. Duties of the Secretary.

- A. Record, maintain and report minutes of the Executive Committee, Board and General meetings to the Executive Committee on a monthly basis.
- B. Provide a summary of all of the meetings monthly to the editor of the Lily Pad newsletter.
- C. Be custodian of all corporate records except financial. The Treasurer's report is to be included in the minutes.
- D. Prepare correspondence.

Section 5. Duties of the Treasurer.

- A. Keep, maintain, and report correct accounts of financial transactions monthly with copies to the secretary for inclusion in the minutes.
- B. Chair the Budget Committee.
- C. Be the custodian of all monies of the Chapter.
- D. Sign all checks as directed by the Executive Committee with bills initialed by the President.

Section 6. Duties of the FNPS State Chapter Director.

- A. Attend quarterly State Board meetings representing and voting for Pine Lily Chapter interest.
- B. Report quarterly meetings and annual conference to Executive Committee.
- C. Act as an advisor to the Executive Committee.

Section 7. Vacancies.

Vacancies in any office shall be filled by appointment of the President with the approval of the Executive Committee until the next annual election.

Section 8. Termination of Office.

Each 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 of his/her past office.

Section 9. Termination of Chapter.

All assets will be donated to a like-minded non-profit organization if the Chapter is disbanded.

ARTICLE V. EXECUTIVE COMMITTEE

The general management of the affairs of the Chapter shall be vested in the Executive Committee. Members of the Executive Committee shall serve without compensation except reimbursement for actual expenses incurred or to be incurred.

Section 1. Number.

The number of officers shall be not fewer than six and may be changed from time to time by an amendment of these bylaws in the manner herein provided.

Section 2. Qualifications.

Only members in good standing in this Chapter may be officers.

Section 3. Composition.

The Executive Committee shall consist of the officers duly elected by the membership of the Chapter, together with the FNPS State Chapter Director.

Section 4. Tenure.

Each officer shall be installed and take office at the beginning of the June Meeting and serve until duly replaced.

Section 5. Duties and Powers of Officers.

The 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. Appoint committees on particular subjects from members of the Board or from the membership of the Chapter;
- D. Audit bills and disburse the funds of the Chapter;
- E. Print and circulate documents and publish articles;

- F. Carry on correspondence and communicate with other associations with the same interests;
- G. Employ agents;
- H. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Chapter and protect the interests and welfare of the members;
- I. Remove any or all of the officers of the Chapter with due cause prior to the termination date of such office;
- J. Terminate the contract of any firm, individual or other entity employed by the Chapter to perform any and all nature of services to the Chapter.

ARTICLE VI. COMMITTEES

The Chapter may have the following committees:

- A. Conservation
- B. Education
- C. Publicity
- D. Membership
- E. Program
- F. Science and Information
- G. Landscape
- H. Plant Sales and Fund Drives
- I. Budget
- J. Events
- K. Newsletter
- L. Telephone
- M. Website
- N. Historian
- O. Hospitality

The President may create such other committees as may be deemed appropriate to accomplish the aim of the Chapter.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the Executive Committee and the Chairperson of each committee of this Chapter. Additional directors may serve upon nomination by the Executive Committee and approval of the general membership. The Board of Directors shall meet at such time as the President shall determine.

ARTICLE VIII. CONTRACTS, DEPOSITS, AND CHECKS

Notwithstanding anything to the contrary herein provided, the President may execute any contract, check, or obligation in an amount up to \$100.00 without approval by the Executive Committee. Any contract, check, or obligation in excess of \$100.00 but less than \$200.00 shall be approved of by a majority of the members of the Executive Committee. Any contract, check, or obligation in excess of \$200.00 excluding monthly obligations shall be submitted to a meeting of the members of the Chapter, and the affirmative action of a majority of such members in good standing present at such meeting (at which a quorum shall be present) shall be deemed the action of the entire membership of the Chapter.

Section 1. Contracts.

The Executive Committee must authorize any officer or agent of the Chapter to enter into any contract or to execute and deliver any instrument or document on behalf of the Chapter, which authority may be general or specific.

Section 2. Deposits.

All funds received by the Chapter shall be deposited at least monthly to the credit of the Chapter in such banks or other depositories as may be approved and authorized by the Executive Committee with a copy of the monthly statements to the President.

Section 3. 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 in excess of the sum of \$200.00 shall require the signature of two (2) officers of the Chapter; otherwise, one signature shall suffice.

ARTICLE IX. BYLAW OR CHARTER AMENDMENT

The Bylaws or the Articles of association of the Chapter may be amended, repealed or altered in whole or in part by a majority vote at the annual May meeting of the members at which a quorum shall be present. Notice of the proposed change shall be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

The proposed change or amendment to the bylaws or Articles of association shall, prior to notice being given of such meeting, be ratified and approved by the Executive Committee by a majority vote of the officers present at such Executive Committee meeting. Only those officers present may cast their vote on the action before the meeting.

Copies of such revised and amended bylaws or Articles of association shall be given to any member upon request.

ARTICLE X. FISCAL YEAR

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

ARTICLE XI. SEAL


The Chapter shall have an association seal of such design as may be approved by the Executive Committee, provided that the words "a Chapter not for profit" shall appear on the association seal.

ARTICLE XII. SYMBOL

The Chapter's official symbol shall be the Pine Lily

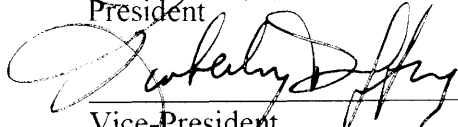
ARTICLE XIII. RECORDS

The Chapter shall maintain correct and proper books and 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.



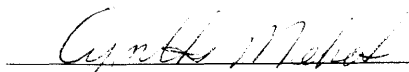
President

7/18/07



Vice-President

7/18/07



Secretary Treasurer

7/19/07

AMENDMENT TO BYLAWS

We amend our Bylaws to include the following provisions:

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ID) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Pine Lily Chapter of the FNPS 7/12/07
Name of Organization (As shown in organizing document) Date Adopted

Christina Urznowski
Signature of Officer

Christina Urznowski, President
Type or Print Name and Title

Kimberly Duffy
Signature of Officer

Kimberly Duffy, Vice President
Type or Print Name and Title


ACTIVITY RESOLUTION

We agree that neither the parent nor any subordinate organizations will participate in the following activities. We also agree that should any organization under our group ruling wish to conduct the activities in question they will apply for an individual ruling and concede from the group ruling. The Internal Revenue Service will then render a determination at that time regarding the individual application.

Activities in question:

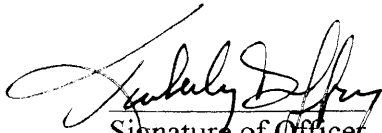
- Charitable Gaming – including activities such as raffles, bingo, etc.
- Issuance of bonds
- Low-Income Housing
- Housing
- Schools
- Charter Schools

Pine Lily Chapter of the FNPS
Name of Organization (as shown in organizing document)


Signature of Officer

Christina Urzowski, President
Type or Print Name and Title

7/19/07
Date


Signature of Officer

Kimberly Duffy, Vice President
Type or Print Name and Title

7/18/07
Date

7/18/07
Date Resolution Adopted

I understand that this resolution , as it is submitted as an integral part of my allocation for exemption, as signed under penalties of perjury and to the beset of my knowledge is true, correct, and complete.

This document must be signed by at least two officers

POLICY STATEMENT

The Pine Lily Chapter of the Florida Native Plant Society

Agrees to abide by the policies and principles noted below and included by reference to the Bylaws and Handbook of the Florida Native Plant Society. This is a requirement of participation in the Society's Group Exemption under Section 501(c)(3).

The Mission of the Florida Native Plant Society is to promote the preservation, conservation and restoration of the native plants and native plant communities of Florida. All activities of the Society and its chapters are to be directed to that goal.

Section 5 of the Florida Native Plant Society Handbook "Organizing a FNPS Chapter", Section 6 "FNPS Chapter Activities and Responsibilities" and Article 9 of the FNPS Bylaws "Chapters" specifically instruct the chapters as to the requirements of being an FNPS chapter. All chapters and officers should be familiar with these sections. In addition there are many suggestions for activities that meet the qualifications of furthering our mission.

Participating chapters are requested to report their activities to the Board of Directors of the Society. The chapter Representative to the board should prepare a brief written report for each calendar quarter, due at the quarterly board meeting. It may be mailed, emailed or faxed to the executive director (or a designated officer) or presented in person. We also ask that you announce your scheduled activities on the FNPS.org website, or that you add the executive director to your mail/email announcement list. Please add the executive director to your newsletter list.

Chapters must submit an annual revenue and expense report and an asset, liability and fund balance report in the format required for the annual Florida Registration for Charitable Organizations. The Society has supervisory responsibility over the chapters that participate in the group exemption. For this reason, other reports of activities and financial matters may be requested.

The Society and its participating chapters are prohibited from engaging in activities involving Charitable Gaming, Issuance of Bonds, Low-Income Housing, Housing, Schools or Charter Schools while members of the Group Exemption.

Copyrighted materials sold or distributed by the chapter or Society may benefit only the organization. No member or third party who holds a copyright on such material may receive any benefit from such sales.

I acknowledge acceptance of this policy on behalf of the above named chapter.

Signed Chris H. Hason Title President Date 7/18/07