

BY-LAWS
OF THE
SOUTH FLORIDA PALM SOCIETY, INC.

ARTICLE I - Purpose

Sec. 1 - The South Florida Palm Society, Inc. shall at all times be operated solely and exclusively for scientific and/or educational purposes related to the study of palms, their propagation, culture, care and development.

Sec. 2 - No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.

Sec. 3 - The Society shall not carry on any propaganda or otherwise attempt to influence legislation.

Sec. 4 - The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office, or publish or distribute statements in connection with such political campaign.

Sec. 5 - The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee or contributor, other than in payment of reasonable compensation for personal services actually rendered the Society.

Sec. 6 - The Society shall at no time conduct or participate in any activity whatsoever which a totally tax exempt organization is not permitted to carry on, under the provisions of the Internal Revenue Code then in effect.

Sec. 7 - Should the Society be dissolved at any time, its assets and all income accrued thereon shall thereupon be distributed to a similarly tax exempt society, organization or institution or such of

them whose sole purposes the Board of Directors or Trustees, on dissolution, shall determine are most closely related to the purpose of the Society.

ARTICLE II – Membership

Sec. 1 - Membership in the Society is required for participation in any official business of the Society, to include but not necessarily be limited to participation a.) In the Society's annual elections, b.) As a vendor at the Society's plant sales, and c.) As a candidate for or member of the board of directors.

Sec. 2 – Memberships will be for periods of no less than one calendar year.

Sec. 3 – Annual membership in the Society will be afforded to individuals, families, and organizations that pay dues to the Society, the amount of which will be set by the board of directors from time to time.

Sec. 4 – Lifetime memberships in the Society will be afforded to individuals only. The cost of a new lifetime membership will be set by the board of directors from time to time.

Sec. 5 – All memberships, including family and business memberships, will be afforded one vote in Society elections.

ARTICLE III – General Membership Meetings

Sec. 1 - Meetings shall be held quarterly at such place and date as the President shall indicate, subject to concurrence of a majority of the Board.

Sec. 2 - Special meetings of the members shall be called at such times and places as the President, or a majority of the Board may direct.

Sec. 3 - Notice of meetings shall be made to the membership in writing at least ten (10) days in advance. A quorum at such meetings shall consist of the members present in person.

ARTICLE IV - Officers

Sec. 1 - The President shall be the chief executive officer of the Society, shall preside at all meetings of the members, and be Chairman of the Board of Directors. With approval of a majority of the Directors, he may appoint committees as he deems necessary. He shall sign and make all contracts and agreements in the name of the corporation, with approval of the Board.

Sec. 2 - The Vice-President shall act with the powers and duties of the President in the absence or incapacitation of the President, and shall act as an assistant to that Officer.

Sec. 3 - The Recording Secretary shall keep a record of the proceedings of the Society and the Board of Directors, and affix the seal of the corporation to such documents as may be required.

Sec. 4 - The Corresponding Secretary shall maintain a Society membership roll, serve all notices that may be required, and assist the other officers in matters requiring correspondence and in such duties as permitted by the By-Laws.

Sec. 5 - The Treasurer shall receive, disburse, and have the care and custody of all funds and securities of the Society, and deposit such funds in the name of the Society in such bank or banks as he may deem suitable. He shall sign, together with the co-signature of a Director, make and endorse in the name of the Society, all checks and orders for the payment of money, and shall maintain books of account of such receipts and disbursements, which shall be subject to the inspection of any Director, at all reasonable times, and shall render quarterly reports to the members. He shall have an audit of the books prepared, either by an independent accountant, or by two or more members, every year.

Sec. 6 - Terms of Officers shall continue from the first day of January following the election, through the last day of December of the same year. The president shall be limited to three (3) consecutive terms in office.

ARTICLE V - Board of Directors

Sec. 1 - The Board of Directors shall consist of fifteen (15) persons who are members of the South Florida Palm Society. Officers shall be elected from members of the newly elected Board by majority vote of the newly elected Board members prior to January 1 of the year in which they are to serve. This election of officers shall be the only order of business of a special meeting of the newly elected board held after the elections and prior to January 1 of each year. The outgoing board shall conduct all other business of the Society prior to January 1.

Sec. 2 - All Directors must be notified at least ten (10) days in advance of Board meetings. A quorum for all purposes shall consist of a simple majority of the board members in office at any given time. All actions of the Directors shall be by a majority of those present at a duly constituted meeting.

Sec. 3 - The Directors shall be elected for a three-year term, such terms to be staggered so that approximately one-third of the Directors shall be elected annually.

Sec. 4 - Any Director failing to pay dues, or failing to attend three (3) consecutive board meetings or any four (4) during a calendar year may be removed by the president or a majority of the board membership. With the approval of the president, a board member may take a leave of absence from the board for a period of up to six months. During such a leave, a quorum for all purposes shall consist of a majority of the remaining board members in office at that time.

Sec. 5 - The Directors shall have general charge and direction of the affairs and business of the Society, as provided for in the Charter, and the care and management of the Society's funds, and other property, with power to invest, re-invest, and transfer same in their discretion.

Sec. 6 - If Directors resign or are removed in accordance with the Charter, the vacancy or vacancies occurring shall be filled by the Directors, for the unexpired term or terms of such removed Directors.

ARTICLE VI - Nominations and Elections

Sec. 1 - Announcement to the general membership of the quarterly meeting during which elections will be held shall be made at least thirty (30) days in advance.

Sec. 2 - Nominations for the Board of Directors shall be made in person at the election meeting, or in writing, by a member in good standing, to the Secretary, prior to the election meeting. Nominations made in writing must be accompanied by the written consent of the proposed candidate to serve if elected, and must be seconded in writing by another members.

Sec. 3 - Election shall be by a majority of members present, or by U.S. Mail, at the election meeting.

ARTICLE VII – Endowment

The board may approve the creation of an endowment fund that will be used to provide financial support for projects relating to palm research, conservation, or education. The amount of the endowment fund that can be spent in one calendar year for such projects will not exceed the interest earned by the fund in the preceding year. The spending of any interest earned will require a majority vote of the Directors.

ARTICLE VIII - Personal Liability

Neither the Board of Directors, nor any member or Officer, shall have the power to bind the members or an individual Director or Officer of the Society personally. All persons or corporations extending credit to, contracting with, or having any claims against the Society, shall look only to the funds and property of the Society for payment for any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society, so that neither the members nor the Directors nor the Officers, present or future, shall be personally liable thereafter.

ARTICLE IX - Amendments to the By-Laws

Notice of proposed amendments to the by-laws shall be made to the board members, in writing, at least ten (10) days in advance of a properly called meeting of the Directors. Approval of amendments to the by-laws will require a vote of at least two-thirds of the Directors present at that meeting.

ARTICLE X - Parliamentary Authority

The Rules contained in Robert's Rules of Order Revised, shall govern this organization in all cases in which they are not inconsistent with the Charter and By-Laws.

August 6, 2003

Below items removed from our by-laws per January 10, 2005 directors meeting.

Policies and Procedures

- ~~1. All articles in the "Palm Report" must relate directly to palms. (1/5/04)~~
- ~~2. The spending limit for board meeting food is \$100 per meeting. (1/5/04)~~
- ~~3. Palm sale vendors who are not SFPS members at the time of the sale will have a \$50 fee deducted from their proceeds. (2/23/04)~~
- ~~4. Grant requests may be reviewed by the board at any time throughout the year. (1/5/04)~~
- ~~5. Only one member of a married couple may be on the board at a any time. (2/23/04)~~
- ~~6. The Palm Report and sale booklet will consolidated into a single document and mailed to the full SFPS mailing list before each sale. (2/23/04)~~