

**BYLAWS OF
THE PALM BEACH CHAPTER OF THE
FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION, INC.**

April 1, 2008

ARTICLE I – NAME and LOCATION

Section 1. The name of the Association shall be the PALM BEACH CHAPTER OF THE FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION, INC., a 501(C)(6) not-for-profit corporation hereafter called the Chapter.

Section 2. The office of the Chapter shall be located in Palm Beach County, FL, or in such localities as may be determined by the Board of Directors.

Section 3. The Chapter is organized under the provision of Article XI of the Bylaws (attached) of the Florida Nursery, Growers and Landscape Association, Inc, hereafter called the Parent Organization.

ARTICLE II – THE PURPOSE

The purpose for which this Chapter is created will be achieved in full compliance with all federal, state, and local laws, regulations and ordinances. In particular, this Chapter fully supports that all of its meetings and related activities shall be conducted in full compliance with federal and state anti-trust laws.

The general purpose of this Chapter shall be: To conduct activities necessary for the advancement, promotion, expansion, well being and protection of the environmental horticulture industry and pursuits relating thereto in Palm Beach County.

ARTICLE III- MEMBERSHIP

Section 1. Membership shall be in the following classes: Voting: Active and Affiliate; and Non-Voting: Associate, Supportive, and Honorary.

Section 2. Active and Affiliate members in good standing are entitled to one vote and the right to hold elective office. Other classes have the same chapter privileges and benefits except the right to vote and hold elective office although they may serve on committees.

Section 3. Membership is open to any person or business qualified under the Bylaws of the Parent Organization.

Section 4. When membership is sought under a firm's name, an individual shall be designated as the Active Member.

Section 5. Application for all classes of membership shall be made on a form provided by the Parent Organization for that purpose and be submitted, with the required dues, to the Parent Organization's office.

Section 6. Supportive and Honorary Members shall be admitted to membership according to the Bylaws of the Parent Organization.

Section 7. A member may be removed from membership by the Parent Organization through the terms of the Bylaws.

ARTICLE IV – MEETINGS

Section 1. Following shall be the order of the business for Board of Directors meetings:

1. Call to order
2. Approval of minutes of preceding meeting
3. President's Report
4. Treasurer's report
5. Reports of officers and committees
6. Unfinished business
7. New business
8. Adjournment

Section 2. An annual meeting of the Chapter shall be held in June of each year, unless otherwise ordered by the Board of Directors, for installation of officers, receiving reports, and the transaction of other business. Thirty days notice of such meeting shall be issued by the Secretary or authorized designee.

Section 3. Robert's Rules of Order shall govern unless otherwise provided by the Bylaws. The President may appoint a Parliamentarian to aid in the interpretation of these rules.

ARTICLE V - OFFICERS

Section 1. Officers shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President. All officers must be current active or affiliate members of the Florida Nursery, Growers & Landscape Association, Inc.

Section 2. All officers shall be elected for terms of one year, hereafter referred to as a Chapter Year which should parallel the fiscal year.

Section 3. A vacancy on the Board of Directors shall be filled by election by the remaining Directors. A person elected to fill a vacancy shall remain a Director until his/her successor has been elected by a vote of the membership. This election may occur at the next annual meeting or at any special meeting duly called for that purpose.

Section 4. The President shall preside at all meetings of the Chapter and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in the Bylaws or assigned by the Chapter or by the Board of Directors; and shall coordinate the work of the officers and committees of the Chapter in order that the purposes may be promoted.

Section 5. The President-Elect shall assist the President and shall perform the duties of the President in the absence or disability of that officer to act. The President-Elect is slated to become President at the end of their respective terms of office.

Section 6. The Secretary, or authorized designee, shall keep a record of minutes of meetings of the Chapter and the Board of Directors and read such minutes when required; shall have custody of all reports and documents; shall keep a correct roll of all members together with dates of their admission by membership; shall notify each member suspended or expelled; shall conduct the correspondence of the Chapter; give the members required notices of meetings by mail, electronic mail or fax; and shall make available to each member a copy of the Bylaws and related documents. The Secretary shall have his/her books in order at the end of the Chapter Year and shall immediately after the election, turn over such complete records to his/her successor, with the exception of the final minutes, which may be turned over within ten days. The President may appoint an assistant to the Secretary to take minutes and report them to the Secretary.

Section 7. The Treasurer, or authorized designee, shall have custody of all the funds of the Chapter; shall keep a full and accurate account of receipts and expenditures; is responsible for the timely filing of all tax forms; and shall make disbursements in accordance with the budget as approved by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Chapter and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

ARTICLE VI – DIRECTORS

Section 1. There shall be a Board of Directors that shall consist of a minimum of five officers, namely: President, President-Elect, Secretary, Treasurer, and Immediate Past President; usually eight to ten Directors-at-Large; and a State Representative. All Directors-at-Large are elected for two-year terms on a staggered basis. A minimum of 75 percent of Directors must hold Active Memberships in the Chapter.

Section 2. The State Representative shall be elected to a two-year term in even-numbered years. The State Representative shall become a Director-at-Large if that person is not an Officer. An Alternate State Representative shall be the runner-up in the election for State Representative. In the event there is no elected alternate for State Representative, the Board of Directors shall elect one of its own to fill such vacancy. The Alternate State Representative shall attend state meetings only when the State Representative cannot attend. An Alternate State Representative filling a vacancy shall serve the unexpired term.

Section 3. The Board of Directors shall have regular meetings and additional meetings as necessary. The Board of Directors shall also meet at the time and place of the annual meeting and shall report to the membership on its activities. It shall meet upon the call of the President or the Secretary. It shall also meet upon the demand of the majority of the Chapter's membership. Attendance by the Board of Directors at these meetings is mandatory. Two unexcused absences from the Board of Directors' meetings during a Chapter Year will result in a letter of notification by the President. At the discretion of the President, a third unexcused absence within that Chapter Year can result in removal of the Board member. The Board of Directors, at its discretion, by a two-thirds majority vote of all its members present, may remove any officer or director from office for cause.

Section 4. Fifty-one percent of the Directors shall constitute a quorum for the transaction of business. Each Director will have one vote. Voting by proxy is prohibited. Participation in meetings may be by phone or video conferencing and affects the quorum.

Section 5. The Board of Directors shall manage the affairs and finances of the Chapter; have control of the Chapter's assets and property; and shall control Chapter policies. No non-budgeted expenditure of more than \$500.00 shall be made without authorization by the President, President-Elect or Treasurer.

Section 6. The Board of Directors shall receive and act upon applications for members and application for reinstatement, as hereinafter provided.

Section 7. The construction, amendments and meaning of any provision of the Bylaws and Code of Ethics shall be determined by the Directors. Such decisions shall be in writing, filed with the Secretary, and remain in force until amended.

ARTICLE VII – CODE OF ETHICS

The Code of Ethics (attached) as adopted by the Parent Organization, shall apply.

ARTICLE VIII – ELECTIONS

Section 1. The Nominating Committee shall nominate one or more eligible person(s) for each office to be filled and report its nominees to the membership at a Chapter meeting in April or May. At this Chapter meeting, additional nominations may be made from the floor. Write-in candidates who are in good standing are also eligible for election.

Section 2. Only those who have signified their consent to serve if elected shall be nominated for or elected to office.

Section 3. The Secretary or designee shall make written or electronic ballots available to all voting members within two weeks after the Chapter meeting at which the nominating report has been presented. At least two weeks will be provided from the time the ballots are sent until their tabulation. The Secretary or designee shall tabulate the votes and announce the results.

Section 5. All Officers and newly elected Directors-at-Large shall take office July 1st of each year. The Parent Organization must be notified of this election no later than July 1st.

ARTICLE IX – COMMITTEES

Section 1. The Chapter shall have standing committees. The President may appoint committees at any time with the approval of the Directors. All Committees shall consist of a minimum of three members. Chairpersons are appointed by the President and confirmed by the Directors.

Section 2. The Membership Committee shall direct all applications to the Parent Organization for review.

Section 3. There shall be a Nominating Committee composed of a minimum of three members, one of whom shall be selected by the Board of Directors from its body, and two non-board members, selected by the President and normally announced in March, but at least two months prior to the election. The organization's Past President shall serve as chair of the committee.

ARTICLE X – AMENDMENTS

Section 1. The Bylaws may be amended or altered by a majority vote of the Board of Directors at any regular or called meeting thereof. Any proposed amendment or alteration shall be submitted to the Board of Directors in writing at least 30 days prior to a Board meeting. The final document approved by the Board of Directors will then be published to the membership.

Section 2. There shall be no suspension of any article of the Bylaws.

ARTICLE XI – COMPENSATION

No compensation shall be paid to Directors or members for services performed or debts incurred by them for the Chapter in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors.

ARTICLE XII - FINANCE

Section 1. Fiscal Period: The fiscal year of the Chapter shall commence on July 1st and terminate June 30th or as otherwise prescribed by the Budget and Finance Committee with the approval of the Directors.

Section 2. Budget: With recommendations from the Budget and Finance Committee, the Board of Directors shall adopt in advance of the upcoming fiscal year an annual operating budget covering all activities of the Chapter.

Section 3. Fiscal Report: The Treasurer or authorized designee shall furnish the Board of Directors within sixty days following the end of the fiscal year a financial report for the year just completed. The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three Chapter members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement to that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least four (4) weeks before the annual meeting.

Section 4. Banking: The funds of the Chapter shall be deposited in its name with such financial institutions as the Board of Directors may designate. All checks, notes, drafts and other negotiable instruments of the Chapter shall be signed by the Treasurer or other such designated agent, the President or President-Elect. No other Director, agent or employee of the Chapter shall have the power to make any check, note, draft or other negotiable instrument in the name of the Chapter or to bind the Chapter thereby, except as provided in this article.

Section 5. Operating monies of this Chapter shall come from Chapter dues or other projects and events as proposed and authorized by the Board of Directors.