



Treasure Coast Chapter of the Florida Nursery, Growers and Landscape Association

By Laws

March 10, 2011

Article I – The name and purpose

Section 1. The name of this association shall be the Treasure Coast Chapter of the Florida Nursery, Growers and Landscape Association, hereinafter called the “Chapter”.

Section 2. The official seal shall be the insignia of the FNGLA Treasure Coast Chapter.

Section 3. The chapter is organized under the provisions of Article XII, By Laws of the Florida Nursery, Growers, and Landscape Association hereinafter called the “Parent Organization”.

Section 4. The purpose of this chapter shall be to foster a high standard of business ethics for the nursery, grower, and landscape industries and to conduct such activities that are necessary for the advancement, promotion, expansion and well being of the environmental horticultural industry and pursuits relating thereto.

Article II – Officers

Section 1. Officers shall be a President, Vice President, Secretary, and Treasurer.

Section 2. All officers shall be elected for terms of 1 year and shall be FNGLA members in good standing.

Section 3. No officer shall serve more than two consecutive terms in the same office except by a 75% vote of the board members.

Section 4. The president shall be the Chief Officer. The president shall preside at all meetings, make appointments to fill any vacancy occurring in board officers, and appoint chairman and or members of various committees subject to the approval of the directors, call special meetings, act as Chairman of the board of directors, enforce all rules and regulations of the association, and shall be an ex-officio member of all committees. The president shall be responsible for the timely filing each year of the required 990 and 990T Federal Tax Returns, if applicable to that chapter.

Section 5. The Vice president shall be chairman of the membership committee and assist the president in performance of those duties and shall officiate at regular meetings in the absence of the president. The Vice president shall be program chairman and shall have the responsibility of developing programs and places to meet and various activities relating to the education and entertainment of the chapter.

Section 6. The secretary shall keep a record of minutes of meetings of the chapter and directorate 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 to membership, shall conduct the correspondence of the chapter and give the members required notices of meetings, shall furnish each member with a copy of the by

laws and other documents that may be issued. The secretary shall have the book in order at the end of the fiscal year and shall immediately after the election, turn over such completed records to their successor, with the exception of the final minutes, which shall be turned over within ten days.

Section 7. The treasurer shall have charge of the chapter funds, and shall keep a correct amount of moneys received and expended in books provided for that purpose, shall deposit funds in the name of the chapter in a depository approved by the directors, shall disperse funds under the direction of the directors, shall present at each stated meeting, or whenever so requested by the directors, a detailed account showing the financial condition of the chapter, shall notify member that are delinquent in dues, shall have all books, records and reports in order and up to date at the end of the chapter year, and shall immediately after the election turn over to their successor such completed records, with the exception of matter transacted at the annual meeting, which shall be turned over within ten days.

Article III – Directors

Section 1. There shall be a board of directors which shall consist of 7 FNGLA members including the president, vice president, secretary, treasurer and members at large who shall represent a cross section of the chapter membership whenever possible. Numbers may vary at the discretion of the president.

Section 2. The directors shall manage the affairs and finances of the chapter and have control of chapter properties. Budgets shall be created by the board at the beginning of each year and take effect in July. No non budgeted expenditures of more than \$250 shall be made without affirmative vote of the majority of the board members.

Section 3. The directors shall receive and act on applications for membership and applications for reinstatement, as outlined in the articles and by-laws of the parent organization.

Section 4. The directors shall meet on a regular basis on the call of the president. A simple majority of members of the board shall constitute a quorum.

Section 5. Notice of board meetings shall be given to the directors no less than ten days prior to the scheduled meeting. Notice of all special or emergency meetings called by the president, shall be given to each director at least 72 hours prior to the scheduled meeting. Notice for all meetings can be by mail, email, telephone, or facsimile, or in person. If something in between meetings comes up that requires a quick vote but not a meeting, email can be used at the President's discretion to get a majority board vote.

Article IV – Membership

Section 1. Membership shall be in the following classes as defined by the parent organization: Active, affiliate, associate, supportive, student, and honorary.

Section 2. All active, affiliate, and associate members in good standing are entitle to one vote and the right to hold elective office. Other members have no vote, but have the right of the floor and discussion at meetings.

Section 3. Membership is open to any person or business qualified under the guidelines of the parent organization.

Section 4. Where membership is sought under a firm name, the name of the individual who will represent the firm shall be designated.

Section 5. Application for membership shall be made on a form provided for the purpose and be submitted with the required dues to the parent organization.

Section 6. Supportive and honorary members shall be admitted to membership according to the by laws of the parent organization who will assume the responsibility of collecting the annual dues of each such member.

Section 7. Operating moneys of the chapter shall come from chapter projects and events as proposed by the board of directors.

Section 8. Members may be reimbursed for expenses incurred while carrying out the business of the chapter, provided said expenditures have been previously approved by the board of directors.

Section 9. Delinquency; members delinquent in dues shall forfeit all rights and benefits as set for in the by laws of the parent organization.

Section 10. A member may be removed from membership for cause. Charges, which may be sufficient cause for expulsion, must be jointly investigated by the membership and ethics committees who will make their recommendations to the board of directors. The board will review the charges, and if expulsion is recommended, will present this motion to the chapter. A three-fourths vote of the members present is necessary to carry this motion. The action shall then be reviewed by the parent organization, which if approved, will be finalized by the parent organization.

Article V – Meetings

Section 1. Annual meetings for the election of officers, board of directors, and state board representative, shall be held in May, and the installation of said applicants shall be held in June. Notice of the meeting shall be given by the secretary not less than ten days or more than forty days before the date of the meeting.

Section 2. Regular meetings shall be held as directed by the board of directors. In the event the date is changed, members shall be notified by email, facsimile, phone, mail, or in person.

Section 3. Regular meetings are intended as educational and entertaining events with a minimum transaction of business. Voting shall be only on non-policy matters unless such matters were broached at a previous meeting or ten days notice was given to the membership. Propriety of voting on any matters may be challenged, which shall take precedence over any other motion. Such motion, if voted affirmatively by a majority of members present, shall postpone voting on the questioned matter until the following meeting.

Section 4. Special meetings to act on emergency matters may be held on call of the president. Notice as provided in section 1 above shall be given the membership on any such meeting and only the specific business stated on the call may be transacted.

Section 5. Robert's Rules of Order shall govern unless otherwise provided by the by laws.

Section 6. A quorum at a chapter meeting to conduct business shall consist of a majority of those active, affiliate, or associate members present for that meeting.

Article VI – Code of Ethics and Rules of Conduct

Section 1. The chapter will abide by the Code of Ethics of the parent organization.

Article VII – Elections

Section 1. Officers, directors and representatives to the State Board of Directors shall be elected at the annual meeting prior to convention. These positions will be determined by the majority vote (at least three quarters of the members present and voting).

Section 2. Nominations for all elective officers shall be made by a nominating committee, and additional nominations may be made from the floor at the regular meeting in May. The nominating committee shall be announced no later than the regular meeting in February. Committee nominations are to be presented in April.

Section 3. All officers shall take office in July of each year.

Article VIII – Committees

Section 1. Standing committees shall be determined by the board.

Section 2. All committees shall consist of a minimum of three members to be appointed by the president except the chairman of the membership committee.

Section 3. There shall be other committees, either emergency or temporary, as the board desires, to be created by the president, to function immediately, but requiring approval of the board.

Article IX – Changes to By Laws

Section 1. Amendments to these By Laws may be proposed at any regular board meeting and if voted favorable by a two-thirds vote of the board, shall be brought before the membership for final action the following meeting after said vote by the board. Changes must be approved by a two thirds vote of those members present at the chapter meeting.

Section 2. There shall be no suspension of any Article of the By Laws.

Article X – Chapter Support of Education and Research

Section 1. Part of the mission of the chapter is to support the environmental horticulture industry, as related to Article 1, Section 4 of these by laws. The chapter has set up an endowment fund with the National Foliage Foundation, Inc., hereinafter referred to as NFF, and the University of Florida Foundation, Inc., to properly manage the funds of the chapter dedicated for this purpose.

Section 2. At the end of each fiscal year, the board will fund these two endowments with monies from the chapter earnings for that year. The amount provided to each fund will be determined by the board.

Section 3. The board will award amounts for education and/or scholarships based on the agreements with the funds named above. These agreements will be set up to preserve and grow the principal. The awards will be made based solely on the earnings in these funds from the previous year. These endowments will remain in perpetuity.

Section 4. The agreements or contracts with NFF and UF may be evaluated by the incoming board each year. They may be altered or changed based on the board's recommendation and the chapters vote. If no changes are made, the agreements or contracts will automatically renew under current terms and conditions.

Section 5. Amendments to this article may become necessary as the size of the Chapter and/or the amount of available funds in the Chapter's general bank account grows. Future considerations, to be determined by the

board, may or may not include the Chapter setting up a scholarship fund of its own, to benefit recipients within the Chapter's geographical area.

Approved this 10 day of March, 2011, by the Treasure Coast Chapter.

President: Cindy Hall

Vice-President: [Signature]

Treasurer: [Signature]

Secretary: Albert Uestros

Director: [Signature]

Director: [Signature]

Director: Theresa Puck