



BY-LAWS
Revised 12-15-22

ARTICLE I
NAME

The name of this organization is the Florida Wildflower Foundation, Inc., hereinafter referred to as the Foundation or FWF.

ARTICLE II
POWERS AND PURPOSE

Section 1 The Foundation is organized and operated as a non-profit corporation under the provisions of Florida law and functions as an association of individuals who serve voluntarily for purposes that are exclusively charitable and educational within the meaning of 501 (c) 3 of the Internal Revenue Code.

Section 2 The Foundation exists for the following purposes:

Expand the knowledge, planting and conservation of Florida native wildflowers and grasses throughout the state.

Support the Foundation's research, education, planting and conservation programs.

Receive, own, buy, lease, sell, convey and mortgage such property, both real and personal, of every nature whatsoever, which may be necessary, useful or convenient for the transaction of its business and the accomplishment of Foundation's purposes.

Receive, hold, own and invest monies, stocks, bonds and any kind of personal or real property, and to establish trusts or endowments, and to accept the benefit of trusts or endowments for the work and objects set forth herein.

Engage in the financing of any of the above enumerated activities, and to perform or furnish business, research or educational services on a cooperative basis by further involving citizens, businesses and governmental agencies in the Foundation's activities.

Advocate for wildflowers as defined in ARTICLE III, and for flowering native shrubs, vines, trees, grasses and grass-like plants.

Section 3 The Mission of the Foundation: The Florida Wildflower Foundation protects, connects and expands native wildflower habitats through education, planting, conservation and research.

Section 4 The Vision of the Foundation: Wildflowers are widely recognized as essential to Florida's ecological health, economy and natural beauty.

**ARTICLE III
DEFINITIONS**

The Foundation defines “Florida native wildflower” as any flowering herbaceous species that grew wild within the state’s natural ecosystems in the 1560s when Florida’s first botanical records were created. The Foundation also recognizes as a Florida native wildflower:

Species that may have been introduced prior to the 1560s by Native Americans through trade and travel.

Species introduced to Florida without the aid of human intervention (for example, via tropical storms, floods, animals, insects, etc.), regardless of when these species were first officially documented.

Any cultivated selection or horticultural variety that: 1) meets the criteria described in this document, 2) was collected in a natural Florida ecosystem, *and* 3) was not intentionally manipulated to alter any characteristic.

**ARTICLE IV
MEMBERSHIP CLASSIFICATION AND PRIVILEGES**

Section 1 Any person or entity supporting the Mission of the Foundation is eligible to be a Member.

Section 2 Membership in the Foundation is divided into classes with privileges as set by the Board of Directors. Membership is renewed annually.

Section 3 The Board of Directors, hereinafter referred to as the Board, is authorized to levy charges for Membership and Membership benefits, such as special publications, attendance at conferences, and other activities.

Section 4 All Members of the Foundation are entitled to receive notices and to attend Membership meetings, conferences and activities sponsored by the Foundation.

Section 5 Applications for Membership are executed in writing on forms and e-forms designated by the Board of Directors.

**ARTICLE V
OFFICERS AND DIRECTORS**

Section 1 Up to 15 Members serve and have a vote on the Board of Directors of the Foundation including the following officers: Chair, Vice Chair (who serves as the Chair-elect), Secretary, Treasurer, Immediate Past Chair.

Section 2. The Board may elect Honorary Directors (Directors Emeriti) when in the judgment of the Board persons deserve special recognition for the provision of extraordinary service to the Foundation. The Board may elect outsiders whose affiliation with the Foundation is welcome. Honorary Directors may attend all meetings of the Board but shall have no voting rights with respect to any matters of the Foundation.

Section 3 The Directors are elected, without limit, for up to three-year terms by majority vote of the Board of Directors at the September Board meeting and assume office at the close of that meeting. Directors may be elected by the Board any time there is a vacancy.

Section 4 The Officers are elected by majority vote of those Directors present and voting at the September Board meeting and assume office at the close of that meeting. Officers may be elected by the Board any time there is a vacancy.

Section 5 The Vice Chair/Chair-Elect will have served at least 12 months on the Board and is elected for a term of two years, followed by a two-year term as Chair, and two year term as Immediate Past Chair. When the Board determines that the position of Vice Chair/Chair-Elect is vacant, an eligible Director will be elected Vice Chair or Chair.

Section 6 The Secretary and Treasurer, each having served at least 12 months on the Board, are elected for terms of two years. The Secretary is elected on even numbered years; the Treasurer is elected on odd numbered years.

Section 7 If a Director, is absent from two consecutive meetings of the Board, the Board, at their discretion, may declare a vacancy.

ARTICLE VI DUTIES OF OFFICERS

Section 1 The Foundation Chair determines the agenda, presides at all Foundation meetings, is Chair of the Board and Executive Committee, and appoints Standing Committee chairs and other committee chairs as needed for the operation of the Foundation (Chair appointments are subject to Board approval). The other functions and duties of the Chair will be as agreed upon by the Board and the Chair. The Chair will be an ex officio Member of all committees.

Section 2 The Vice Chair acts in the capacity of the Chair in the absence or incapacity of the Chair. When the Board determines that the position of Chair is vacant, the Vice Chair becomes Chair for the remainder of the term. The Vice Chair serves as Nominating Committee chair.

Section 3 The Immediate Past Chair represents and acts for the Foundation as assigned or delegated by the Chair and Board, conducts the annual performance evaluation of the Executive Director, serves as an ex officio member of the Nominating Committee, and performs other duties customary for an officer of a corporation.

Section 4 The Secretary is responsible for the recording and dispersal of minutes of all Board meetings. The Secretary serves as the Membership Committee chair.

Section 5 The Treasurer is responsible for receiving, investing and disbursing the funds of the Foundation at the Board's direction, and ensures that the books and records of the Foundation are open to inspection upon request and by appointment. The Treasurer serves as Finance & Audit Committee chair.

ARTICLE VII BOARD OF DIRECTORS

Section 1 The Board consists of the Officers and Directors listed in Article V. Section 2 The Board initiates and direct the policies of the Foundation; makes all necessary rules and regulations consistent with these bylaws for the conduct of the affairs of the organization; and administers contracts.

Section 3 A quorum is necessary for the Board to meet. For all Board meetings, a quorum is a majority of the Directors, present in person or remotely by electronic device. Any absent Director may vote by following the Foundation's proxy voting policy.

Section 4 The Board meets at least four times annually and determines the time and place of meetings. Any Foundation Member may attend its meetings, but may not participate therein or offer comments except upon invitation of the Chair or Vice Chair, whichever is presiding.

Section 5 The Board may appoint an Executive Director and provide appropriate compensation. With oversight by the Board, the Executive Director will advise, execute and administer the

policies and business of the Foundation. The Board may authorize the Executive Director to engage employees and contractors as needed.

Section 6 Robert's Rules of Order governs all meetings of the Foundation. The Executive Director will have a copy of Robert's Rules of Order at all meetings and is the Parliamentarian.

Section 7 Unless otherwise specified by these bylaws or as stipulated in policies and procedures adopted by the Board, all matters placed before the Board shall be decided by a majority of votes cast. The Chair shall not vote except to break a tie vote of the Directors.

ARTICLE VIII STANDING AND SPECIAL COMMITTEES

Section 1 The following are Standing Committees of the Foundation: Executive, Nominating, Finance & Audit, Membership, Education, Research, and Planting and Conservation

Section 2 The Executive Committee consists of the Chair, Vice Chair, Secretary, Treasurer and the Immediate Past Chair, as well as the Executive Director as a non-voting Member. This committee carries out the policies of the Board when it is not in session and reports its actions and recommendations at the succeeding Board meeting. The Executive Committee is authorized to approve expenditures or commitments not to exceed \$2,000. Three voting committee members constitute a quorum for the transaction of business. Meetings may be called by the Chair or by three voting committee members.

Section 3 The Nominating Committee consists of at least three Foundation Members, including the Vice Chair, who serves as committee chair. When the position of Vice Chair is vacant, or the Vice Chair is unavailable, the Chair may appoint a committee chair.

Annually, the committee anticipates Board and Executive Committee vacancies and develops and implements a plan to attract and recruit the most capable candidates. At the annual September Board meeting, the committee will be prepared to present a slate of candidates as follows:

One [1] candidate for the office of Vice Chair (odd numbered years)

One [1] candidate for the office of Secretary (even numbered years)

One [1] candidate for the office of Treasurer (odd numbered years)

One [1] or more candidates to replace outgoing Directors or to fill vacancies on the Board.

Section 4 The Finance & Audit Committee consists of the Treasurer, who is the committee chair, along with other Members the Chair appoints. The committee reviews an annual operating budget prepared by the Executive Director for the next fiscal year, to be presented for the Board's approval at a meeting to be held at not less than seven days prior to the end of the current fiscal year.

Section 5 The Membership Committee consists of the Secretary, who is the committee chair, along with other Members the Chair appoints. The committee is responsible for reviewing and making recommendations to the Board on Membership levels and benefits.

Section 6 The Education Committee is chaired by a Foundation Member and consists of up to 10 other committee members selected by the committee chair to help guide the Education program.

Section 7 The Research Committee is chaired by a Foundation Member and consists of up to 10 other committee members selected by the committee chair to help guide the Research program.

Section 8 The Planting and Conservation Committee is chaired by a Foundation Member and consists of up to 10 other committee members selected by the committee chair to help guide the Planting program.

Section 9 Members of Standing Committees are nominated by the Committee Chair and appointed by the Board.

Section 10 Special Committees are not Standing Committees and may be established and appointed by the Chair at any time. These committees exist for a clearly defined purpose and a specific amount of time, to be determined by the Chair, and to expire after 24 months unless reconsidered and reappointed.

ARTICLE IX CONTRIBUTIONS

The Foundation Board will establish mechanisms to receive contributions.

ARTICLE X AMENDMENTS and WAIVERS

New amendments, any rescission of previously adopted amendments, or a limited time waiver may be adopted by the Board by a two-thirds majority vote at any meeting at which a quorum of Directors is declared.

ARTICLE XI CONFLICT OF INTEREST

Each Director must comply with the Foundation's conflict of interest policy and annually reconfirm compliance.

Revision history

Feb 12, 2007
July 11, 2008
May 9, 2009
Sept 12, 2009
Sept 19, 2014
Sept 28, 2018
Jan 16, 2020
Sept 23, 2021
Dec 15, 2022