

Bylaws of the Tropical Fruit Society of Sarasota, Inc.

Article One: Name

The name of this Florida not-for-profit corporation shall be: The Tropical Fruit Society of Sarasota, Inc. (Society).

Article Two: Place of Business

The current place-of-business information will be maintained on the corporate listing at sunbiz.org.

Article Three: Members

1. Membership in the Tropical Fruit Society of Sarasota, Inc. shall be open to all persons interested in furthering the purpose of the Society.
2. Members will be accepted any time of the year.
3. Applicants for membership will complete an application form provided by the Board of Directors.
4. Members shall pay annual dues in an amount established by the Board of Directors. Dues are payable in January of each year and the membership year is the calendar year.
5. New members joining the Society after January but before July are subject to the full amount of membership dues. Members joining the Society after July 1 are subject to one-half of the membership dues. There is no other form of proration for membership dues.
6. Dues are considered delinquent on March 1st. Members who are three months delinquent will be removed from the roster until dues are paid.
7. There is only one category of member – individual. Family discounts are provided so a spouse/partner may join as a member at one-half of the current membership dues. Each member has one vote in all club elections and all activities where votes are cast and tallied.
8. Society meetings will be held at times and locations determined by the Board and communicated to the members. Where reasonably practical, business topics shall be announced prior to the meetings.
9. Ten percent of all eligible voters shall constitute a quorum for the transaction of business at any meeting of the membership.

Article Four: Officers

1. The elected officers shall be: Chairman, Vice-Chairman, Secretary, and Treasurer.
2. The elected officers constitute the Executive Committee. The Executive Committee is empowered to make emergency decisions pertaining to all affairs of the Society.
3. The Chairman and Treasurer shall have signature authority for all Society financial accounts; other officers will, at their request, be made authorized users with full access to account information.
4. All officers shall hold a term of one calendar year except for the Treasurer, who shall serve a

two-year term. Officers may serve consecutive terms.

5. Election of Officers: Before the October meeting, the Board shall assemble a list of possible candidates for officers and committee chairs, with at least one candidate for each officer position. The Chairman may form a Nomination Committee to provide recommendations. At the October meeting, the Board will announce the candidates, and receive any additional nominations from Society members. In all cases, the nominee's permission should be obtained in advance of the nomination. The final slate of candidates will be announced to all members by email prior to the November meeting, where voting will take place for each officer position. In cases where no candidate receives a majority of the votes, a runoff vote will be held between the two candidates receiving the most votes in the first round.

Article Five: Duties of Officers

1. The Chairman shall oversee the general operation of the Society, and preside at all meetings. The Chairman is the official liaison for all related organizations and the public at large unless another person or committee is designated to serve as the Society liaison. The Chairman shall prepare an annual report and make it available to the membership-before the November meeting. The Chairman will make an oral presentation summarizing the annual report during the November meeting.
2. The Vice-Chairman shall, in the absence of the Chairman, preside at all meetings. The Vice-Chairman may perform other duties as assigned by the Chairman.
3. The Secretary shall be responsible for recording the minutes of the meetings. The Secretary shall keep on hand the records required in the bylaws and the records required by Florida Statutes, Chapter 617, and maintain an inventory of physical assets and an archive of files.
4. The Treasurer shall receive and distribute all funds for the Society. The Treasurer shall have charge of all monies and pay all bills on the order of the Board of Directors. All monies shall be deposited in financial accounts approved by the Board of Directors. The Treasurer shall make a financial report at each Board of Directors meeting, and a brief report at each meeting of the Society. The Treasurer shall present an annual financial report and draft budget to the Board at its first meeting of each calendar year. The Society shall operate on the calendar year.
5. All officers are expected to participate in the critical task of developing programs for the monthly meetings, on an ongoing basis. This includes finding speakers and working with them to develop travel plans, titles and talk descriptions, and assisting speakers with any needs while visiting. The Board should strive to maintain the presentation calendar one year in advance.
6. The Board shall set honorarium amounts and levels of travel reimbursement; however, no Board member may receive an honorarium. At the discretion of the Board, other club members may receive honoraria; normally this would be expected only when the member is a professional horticulturalist, extension officer, etc.
7. In the event of extended absence (longer than two months) or resignation of an officer, the Chairman, with a majority vote from the Executive Committee, may temporarily or permanently reassign the above duties of the officers, or appoint a new officer to complete the term.

Article Six: Board of Directors

1. The Board of Directors (Board) shall consist of the officers, the immediate past Chairman, and all standing committee chairpersons. The Executive Committee may also appoint at-large Board Members, subject to availability and the needs of the Society. The Board of Directors shall be limited to a maximum of 12 positions. All members of the Board have one vote.
2. The Board of Directors shall oversee the affairs of the Society and make recommendations to the Executive Committee for approval and implementation. The Board may permanently remove any officer or Board member from their office, following the procedural steps delineated in Florida Statutes Chapter 617.
3. Regular meetings of the Board shall be held at a time and place designated by the Chairman, no more than three months apart, or four months that include December. A Board meeting may also be called at the request of three Board members. All business to come before the Board shall be announced in the form of an agenda prior to each meeting of the Board.
4. Board meetings shall require three members, including at least the Chairman or Vice-Chairman and one other officer, to establish a quorum.

Article Seven: Committees

The Chairman shall select the members of the Tree Sale Committee, Membership Committee, and Communications Committee, and appoint their chairs. The Chairman may create other standing committees and select their chairs. The Chairman shall remove or appoint new standing committee members or chairs as needed. These decisions will normally be made in consultation with the Board, however the final responsibility rests with the Chairman.

1. The Tree Sale Committee shall have wide discretion in planning sales, but should closely coordinate with the Board and carry at least its informal approval for all important decisions. In particular, in the months leading up to a sale Tree Sale Chair should attend the Board meetings and report on plans and progress. Plans that deviate significantly from recent practices shall require formal approval by the Board.
2. The Membership Committee shall maintain a current roster of Society members. At each regular meeting, the committee shall provide staffing of the check-in table to welcome attendees, collect dues, new memberships, and guest contributions, provide name tags to new members and guests, sell merchandise, and perform any other appropriate member services.
3. The Communications Committee shall monitor the Society's email account, maintain its email lists, and develop and send out communications as directed by the Board.
4. Special Committees may be established as needed, such as a Nominating Committee for Society elections, Charitable Donations, and the like. The Chairman, with approval of the Executive Committee, will oversee the creation and service life of these ephemeral committees on a case-by-case basis when appropriate.

Article Eight: Parliamentary Authority

All meetings will follow and be governed by the current edition of Robert's Rules of Order, Newly Revised unless in direct conflict with some other part of these by-laws or Chapter 617 of Florida Statutes.

Article Nine: Amendments

1. Any Society member may propose to amend these bylaws by submitting a proposed change to the Chairman for consideration by the Board.
2. Any change or addition or deletion of these bylaws must first be approved by a 2/3 majority of an established quorum of a regular Board meeting. If approved by the Board, the proposed amendment will then be submitted to the membership for a vote for ratification and adoption by the Society.
3. A proposed amendment will be published on the website or distributed via email to all members in good standing at least one week prior to the next regularly scheduled meeting of the general membership. If a quorum is present at the general meeting, a 2/3 vote of the general members will be required to adopt and implement the change to the by-laws.

Article Ten: Dissolution

In the event of a dissolution of the Society, after all obligations are satisfied, remaining assets will be transferred to another recognized not-for-profit corporation or other entity in a manner consistent with the Society's Articles of Incorporation and the requirements of the IRS that govern the dissolution and disbursement of assets held by 501(c)(3) corporations.