BY-LAWS OF
FLORIDA STATE HORTICULTURAL SOCIETY, INC.
A Florida Non-Profit Corporation

ARTICLE I.
NAME

The name of the Corporation shall be Florida State Horticultural Society, Inc.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this Corporation shall be designated as required by the Board of Directors.

ARTICLE III.
PURPOSES

A. To serve as an information center to collate, enhance and disseminate information in the broad field of Florida horticulture.
B. To create and publish the proceedings of the Florida State Horticultural Society to advance Florida horticulture.
C. For the advancement of charity education or any other related or corresponding charitable purpose by the distribution of its funds for such purposes.
D. The advancement and development of horticulture in the State of Florida.
E. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 C (5) of the Internal Revenue Code of 1954 as amended or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended including private foundations and private operating foundations.

ARTICLE IV
PROHIBITED ACTIVITIES

Notwithstanding any other provision of these by-laws or any other provision of these by-laws or the Articles of Incorporation this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 C (3) or Section 501 C (5) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE V.
MEMBERSHIP

Section 1. There shall be five classifications of membership, all of which carry voting privileges; a. Annual, b. Patron, c. Student, d. Honorary and e. Life.

Section 2. Any individual, corporate entity or partnership interested in the development and the advancement of horticulture in society shall be eligible for membership provided they agree to be bound by the Articles of Incorporation and By-Laws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization and upon the payment of the proper dues as hereinafter provided.

Section 3. Classification of members.

A. Annual Members. Annual members shall be full members of the Corporation.
B. Patron Members. Patron members shall be full members of the Corporation.
C. Student Members. Student members shall be full members of the Corporation.
D. Honorary Members. Honorary members shall not be required to pay annual membership fees.
E. Life Members. Current members who are age 65 or older may choose to pay a one-time membership fee to become life members and shall not be required to pay annual membership fees thereafter.
F. Membership fees for Annual, Patron, Student, and Life Members shall be established by the Board of Directors.

Section 4. Duration. All classes of membership save and except honorary shall be one year in duration and shall be required to be renewed annually by the payment of the required dues. Dues shall be payable in advance on the last day of December in each fiscal year, and will be considered delinquent after that date.

Section 5. The right of a member to vote and all of his or her other rights and interests in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in distribution of the Corporate assets upon the dissolution of the organization's corporate structure.

Section 6. Application of membership. A prospective member shall be eligible for membership upon the approval of his or her application and payment of the applicable membership fees.

Section 7. Membership Committee. The membership coordinating committee shall consist of a chairman appointed by the Chairman of the Board of Directors, the chairman of the student affairs committee and one other member and shall have the duties of coordinating with the membership chairman of each section to develop plans for soliciting new members throughout the year and assuring that the needs of the membership are being met by the services and activities of the society.

Section 8. Resignation. Any member may resign from the organization by delivering a written resignation to the President or Secretary-Treasurer.

Section 9. Reinstatement. A member who has resigned in good standing may apply to the membership coordinating chairman for reinstatement.

ARTICLE VI.
MEMBERSHIP MEETING

Section 1. Annual meeting. The membership shall hold annual meetings each year at the principal office of the Corporation or such other place or places as may be determined by the Board of Directors.

Section 2. Special meetings. Special meeting of the members may be called at any time by the President or Secretary-Treasurer or by any 2 (two) members of the Board of Directors. Such meeting must be called by the President or Secretary-Treasurer upon receipt of the written request of 1/3 (one-third) of the members. Written notice of such meeting, stating the time, place and purposes shall be served by mail upon each member of the organization not less than 10 (ten) days nor more than 15 (fifteen) days before such meeting.

Section 3. Quorum. At any meeting twenty-five members or more present shall constitute a quorum for all purposes, and the act of the majority of these members present at which there is a quorum shall be the act of the entire membership, except as maybe otherwise provided for by statute or by the charter of the organization. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present in person or by proxy without the notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which the quorum shall be present any business may be transacted which have been transacted at the meeting as originally notified.

Section 4. Voting Rights. At every meeting of members, each member entitled to vote, shall be entitled to vote in person. The vote for the election of directors and on any question before the meeting when deemed necessary by either the President or the Secretary-Treasurer shall be by ballot. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote.

Section 5. Order of Business. The order of business at membership meetings shall be as follows:

A. Calling of the roll of members.
B. Proof of notice of meeting or waiver of notice submitted.
C. Reading of the minutes of the previous meeting.
D. Reports of officers.
E. Reports of committees.
F. Election of Board of Directors.
G. Unfinished business.
H. New business.

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting. The order of business may be amended or changed at any meeting by majority of vote of the members present at such meeting.

Section 6. Informal actions by members. Any action that may be taken at a membership meeting may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by the holders of outstanding memberships having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted and filed with the Secretary-Treasurer of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing to such action taken.

ARTICLE VII.
BOARD OF DIRECTORS

Section 1. General management of the affairs of the organization shall be vested in the Board of Directors.

Section 2. The number of directors shall not be less than three (3) nor more than twenty-one (21) which may be changed from time to time by amendment of these By Laws in the manner provided herein with the initial board to consist of fourteen (14) persons.

Section 3. The Election of Directors. The Board of Directors shall be elected by the members of the organization at the annual meeting of the members by a majority vote of the members present at such meeting as provided in Section 1 of Article VI herein above.

Section 4. Duties and Powers of the Directors. The Board of Directors shall have the authority to:

A. Hold meetings at times and places that may deemed proper and necessary.
B. Admits, suspend or expel members.
C. Appoint committees on particular subjects for members of the board or from the membership of the organization.
D. Audit bills and disburse the funds of the organization.
E. Print and circulate documents and publish articles, pamphlets and papers.
F. Carry on correspondence, communicate with other associations with the same interests.
G. Employ agents.
H. Devise and carry into execution such other measures as deemed proper and expedient to promote the objects of the organization and protect the interests and welfare of the members.
I. Remove any or all of the officers of the organization with due cause prior to the termination date of such office.
J. Elect substitute directors in the event any director resigns or is removed from office prior to the termination date from such office.
K. Terminate the contract of any firm, individual or any other entity employed by the organization to perform any and all nature of services to the organization.
L. Employ, retain or terminate any employee of the corporation who it deems appropriate.

ARTICLE VIII.
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The annual meeting with the Board of Directors shall be held at a place or places determined by the Chairman the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors. Written notice shall be given stating the purpose of such meeting and shall be delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) days prior to such meeting date.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings at such time and place as may be approved by a majority of the board. A majority of the board shall constitute a quorum. The board may be canvassed by mail and vote by ballot in like manner.

Section 4. Absences. Should any member of the Board of Directors absent himself without just cause from three (3) consecutive meetings of the board without notifying the President or Secretary-Treasurer for his/her reason for doing so and if his/her reason should not be accepted by the members of the board, his/her seat on the board may be declared vacant and the board may vote to select a substitute director from the membership of the organization to serve the remainder of his/her term.

Section 5. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 6. Removal, Termination of Office. Anyone or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue herein above.

Section 7. Delegation of Authority. Board of Directors shall delegate authority to any executive committee created by it to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 8. Eligibility for Membership. Only members in good standing shall be qualified to become members of the Board of Directors.

Section 9. Election of Directors. The President shall appoint a nominating committee consisting of not less than two (2) persons from each section, one of whom shall be the most recent past sectional vice-president able to serve. This committee shall at each annual meeting make nominations for officers and other members of the Board of Directors for the ensuing year provided the members representing various sections shall seek advice of each section in open meetings concerning the nomination of Vice-President elect for that section. Such nominations by the nominating committee, however, shall not preclude nominations from the floor.

1. At the annual meeting held after the adoption of the By Laws an election shall be held and determined by the majority of the members present. The Editor, Program Coordinator, Secretary-Treasurer, and Marketing Coordinator shall each be elected for a five (5) year term. A Vice-President elect from each section shall be elected for a one (1) year term.
2. At all elections for members of the Board of Directors, only active voting members in good standing may be qualified to cast their votes for such directors. The installation of office of those directors who have been elected in any part of the year shall be held immediately following the date of the annual meeting at which such new members of the board were elected.

Section 10. Order of Business. The order of business of the Board of Directors meeting shall be the same as provided in Section 5 of Article VI except that the election shall be for the officers of the corporation and for members of the executive committee.

Section 11. Directors shall receive no compensation for their services.

Section 12. The directors of the corporation shall not be personally liable for its debts, liabilities or other obligations.

ARTICLE IX
OFFICERS

Section 1. The officers of the corporation: Chairman of the Board who is the immediate past President, President who is the immediate past President-elect, President-elect, six sectional Vice-Presidents, as more particularly hereinafter described, Secretary-Treasurer, Editor, Program Coordinator, Marketing Coordinator and two Members at-Large selected from industry and such other officers with such powers and duties not inconsistent with these By Laws as may be appointed and determined by the Board of Directors from time to time.

Section 2. Term of Office. The terms of the office for the Editor, Program Coordinator, Secretary-Treasurer, and Marketing Coordinator shall be five (5) years on a staggered basis with no member serving more than two (2) terms in such offices. All other offices shall be for a term

of one (1) year except the members at-large which serve alternative two (2) year terms elected in alternate years.

Section 3. Installation and Commencement of Duties. The officers newly elected at the annual meeting and the Board of Directors shall be installed and take office on the first day of the year immediately following the date of the Annual Meeting as established by the Board of Directors simultaneously with the installation of the incoming Board of Directors.

Section 4. Election. The officers of the corporation shall be elected by the Board of Directors in the following manner:

A. The President shall appoint a nominating committee consisting of not less than two (2) persons from each section, one of whom shall have been the most recent past sectional vice-president able to serve. This committee at each annual meeting shall make nominations for officers and directors for the ensuing year provided the members representing various sections shall seek advice of each section in open meetings concerning the nomination of Vice-President elect for that section. Such nomination shall not preclude nominations from the floor. The names of the proposed officers shall be submitted to the board prior to the annual meeting.

Section 5. Consent to Election. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 6. Multiple Offices. No person shall be on the ballot for more than one (1) office.

Section 7. Vacancies in Office. If the office of Chairman of the Board or President becomes vacant by reason of termination or resignation during the term of office, the Board of Directors shall select a successor to succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors. During the absence or the inability of the President to serve, the Chairman of the Board of Directors shall temporarily fulfill the role of President.

Section 8. Duties of Officers.

A. Chairman of the Board. It shall be the duty of the Chairman of the Board to chair the board meetings; appoint all standing committees as prescribed by the board, and he or she shall perform such other duties as may be delegated to him or her by the Board of Directors.

B. President.It shall be the duty of the President as a Chief Executive Officer to be the official head of the society and preside at the general session of the annual meeting. The President shall be directly responsible to the Board of Directors and may be removed from office for cause by an affirmative vote of a majority of the full Board of Directors. The President shall the power to sign all contracts and any other obligations on behalf of the corporation approved by the Board of Directors. The President shall be ex-officio member of all sections and committees except the nominating committee. He/she shall be authorized to sign checks on the corporation's bank account. In addition the President shall have and perform such other duties as may be delegated to him/her by the Board of Directors.

C. President-elect. The President-elect shall be a member of the Board of Directors and shall have and perform such duties as may be delegated to him/her by the Board of Directors. Upon the expiration of his or her term of office, the President-elect shall automatically assume the office of President of the Society.

D. Sectional Vice-Presidents. The sectional vice-presidents shall be members of the Board of Directors. The sections comprising the corporate body shall be: Citrus Section, Vegetable Section, Krome Memorial Institute (tropical and subtropical fruits), Ornamental, Garden & Landscape Section, Handling and Processing Section, and Natural Resources Section. The Vice-Presidents of the various sections shall preside over the particular sections of which they are representatives at the annual meeting.

E. Secretary-Treasurer. The Secretary-Treasurer shall record all records of the meetings of the Board of Directors and the membership. The Secretary-Treasurer shall be responsible for all funds paid into the corporation and shall issue and countersign all vouchers paying bills or accounts against the corporation. The Secretary-Treasurer reviews reports prepared by administrative staff on the financial status of the corporation and reports on such at all meetings of the Board of Directors and membership. The Secretary-Treasurer shall also perform such other duties as are designated by the Board of Directors.

F. Editor. The Editor shall oversee production of the Proceedings of the Annual Meeting. The Editor shall coordinate collection of manuscripts by the Sectional Vice-Presidents, supervise the review process with the Associate Editors and work with administrative staff to ensure that that all papers in the Proceedings have the proper style and format. The Editor shall also perform such other duties as are designated by the Board of Directors.

G. Program Coordinator. The Program Coordinator shall develop the program for the Annual Meeting. The Program Coordinator shall work with the Sectional Vice-Presidents to develop the sectional programs and shall arrange for invited speakers, develop workshops, and plan special events at the Annual Meeting. The Program Coordinator shall work with the administrative staff meeting planner to arrange for appropriate facilities and equipment for the Annual Meeting. The Program Coordinator shall also perform such other duties as are designated by the Board of Directors.

H. The Marketing Coordinator is the chair of the Publicity Committee and is responsible for implementing the Society's marketing plan. The Marketing Coordinator serves as webmaster for the Society's website, and is responsible for converting to electronic format and posting to the website past Proceedings as well as updated membership and registration forms as they become available.

I. Reports of Officers. All officers shall perform the duties prescribed and assigned to them by the President from time to time and as outlined herein and delivered to their successor all official material not later than thirty (30) days following the election and installation of their successors.

J. Compensation. Officers of the corporation shall receive no compensation for their services.

ARTICLE X
COMMITTEES

Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All committees shall serve for one (1) year. The committees shall be as established by the Board of Directors and initially are as follows:

1. Nominating Committee.There shall be a nominating committee established as provided above and appointed by the President who shall designate a member of the committee as chairman and shall have such duties as above provided.
2. Membership Coordinating Committee. The Chairman of the Board of Directors shall appoint a membership coordinating committee that shall consist of a chairman, the chairman of the student affairs committee and one other member. Within each section, the sectional Vice-President shall appoint a sectional membership chairman and designate a chairman thereof. The chairman of the sectional membership committee shall work closely with membership coordinating committee to develop plans for securing new members throughout the year and ensuring that the needs of the membership are being meet by the services and activities of the society. The chairman of the membership coordinating committee shall meet with the Board of Directors when requested by the Chairman and shall make recommendations to the Board of Directors on membership enlargement, participation and related activities.
3. Student Affairs Committee. The Chairman of the Board of Directors shall appoint a student affairs committee. This committee shall coordinate all affairs of the society related to student activities, including distribution of patron funds for support of student attendance at meetings, recognition of student at meetings, reports of students and other student related activities.

4. Editorial Committee. The Chairman of the Board of Directors shall appoint an editorial committee consisting of one (1) associate editor from each of the six (6) sections and additional members who conduct the reviews for the peer reviewed papers. The Editor will serve as the chairman of the Editorial Committee. This committee shall meet with the Editor as called and assist him or her in the editing and preparation of manuscripts for publication in the proceedings as needed. Name of nominees for associate editor position shall be presented to the Board of Directors along with brief resumes of their background and qualifications. Associate editors for refereed and non-refereed papers shall then be appointed by the Chairman of the Board of Directors with the approval of the editor. Such appointment shall be for a three (3) year term with an option for renewal.

5. Auditing Committee. The President with the approval of the Board of Directors shall appoint an auditing committee which committee shall confer with the Secretary-Treasurer in preparing an audit to be presented by the Secretary-Treasurer at the annual meeting. The President shall appoint such other committees as may be deemed advisable and approved by the Board of Directors.

7. Awards Committee. There shall be a separate committee on awards as follows:

A. Presidential Gold Medal Award Committee - the presidential gold medal award committee shall consist of the Chairman of the Board of Directors who shall act as chairman and three (3) or more other members of the society of the corporation appointed by the President. The presidential gold medal shall be awarded to one (1) individual who has contributed most to Florida horticulture through work published in the proceedings over the preceding time periods since the given section was last eligible. The award will rotate each year from section to section with the Citrus Section eligible in 1975 followed in order by the Krome Memorial Institute, Vegetable Section, Ornamental, Garden & Landscape Section, Handling & Processing, and Natural Resources Sections. The awards shall consist of a gold medal suitably inscribed, a printed certificate, an honorarium of $500.00, and hotel expenses for the recipient and spouse while at the annual meeting.

B. Best Paper Award Committee - the best paper award committees shall be appointed by the President annually from each of the society's sections. Each committee will consist of three (3) members who:

a. Most recently have served as Vice-Presidents of respective sections but;

b. Who were not authors of papers in that volume of the proceedings from which the selection is being made,

c. Who remain members of the corporation.

If less than three (3) members qualify for appointment in any section, the President may appoint members lacking qualification (a) above. Membership of these committees will not be announced. Each sectional best paper will select the best and most meritorious paper as printed in the previous year's proceedings for its respective section. This award shall consist of a medal and printed certificate suitably inscribed and an honorarium of $200.00.

C. Presidents Industry Award Committee. The selection of the paper qualifying for the president's industry award will be made by a committee consisting of at least one (1) member from each section of the society, appointed by the President. The award will be presented to the senior author of a single best paper given at the Florida State Horticultural Society annual meeting by an industry author. An industry author is defined as anyone other than a staff member of an academic institution or a government agency. The senior author of the paper must be a member of the society. Any paper which receives recognition as the best paper in a section will also be eligible for the President's Industry Award if other qualifications are met. The award shall consist of a plaque suitably inscribed and presented at the Presidents discretion.

D. Outstanding Commercial Horticulturist Award. This award shall be presented annually to an individual who has made significant contribution to the commercial Florida horticultural industry and to the FSHS. Criteria for the selection will be based on the following: Accomplishments: 1. Membership and participation in the Florida State Horticultural Society. 2. Leadership in the Florida horticultural industry. 3. Excellence in the production and/or marketing of horticultural crops. Procedures: 1. The award will be rotated annually among the six Sections of the FSHS in order as follows: Vegetable Section, Citrus Section, Krome Memorial Institute, Ornamental, Garden & Landscape Sections, Handling & Processing, and Natural Resources Section, starting in 2002 with the Handling & Processing Section. 2. The president shall appoint a selection committee of five (5) members, three from the section to receive the award. Members are encouraged to submit nominations in written format to the Secretary-Treasurer or the President. 3. Recipients are not required to present a paper at the annual meeting. 4. The award will consist of a suitably inscribed plaque and printed certificate.

E. Student Best Presentation and Best Paper Awards. Students are encouraged to attend the annual meeting and to compete for these Awards. The student and the student advisor must be members to participate, and the student must be the senior author of the paper and deliver the oral presentation. Papers and presentations will be judged by a Committee Chairman and at least two individuals from different Sections appointed by the President. Entry into the competitions must be declared at the time of title submission.

Student oral presentations at the annual meeting will be judged on importance to Florida horticulture, scientific merit, organization, awareness of current literature, fluency, clarity of presentation, effective use of figures and tables, report of conclusions, completeness, timing, and response to questions. Student papers published in the proceedings of the meeting will be judged on relevance to Florida horticulture, scientific merit, experimental design rigor, literature review, completeness and clarity. Students may participate in either or both competitions.

The committee members shall score each student oral presentation, determine a first, second and third place winner, and announce the Student Best Presentation winners at the Annual Business meeting. The committee members shall score each student paper, determine a first, second and third place winner, and announce the Student Best Paper awardees at the Annual Business meeting the following year. Student winners will receive prize money with monetary values set by the Board of Directors and be recognized in the Proceedings of the Florida State Horticultural Society.

ARTICLE XI
BY LAW AMENDMENT

The By Laws or the Articles of Incorporation of this corporation may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the members at which a quorum shall be present. Notice of the proposed change shall be published in the news letter and mailed to each member at his/her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote upon such change or amendment. The proposed change or amendment to the By Law or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratify and approved by the Board of Directors by a majority vote of the directors present at such Board of Director's meeting. Only those directors present may cast their vote on the action before the meeting.

Copies of such revised or amended By Laws or Charter shall be given to any member upon request.

ARTICLE XII
PARLIAMENTARY AUTHORITY

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases in which they are applicable, provided,

however, that they do not conflict with the By Laws of the Charter of this Corporation, or with the laws of the State of Florida.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of January of each year and terminate on the 31st day of each calendar year.

ARTICLE XIV
SEAL

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

ARTICLE XV
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, religious, horticultural or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) or (c)(5) or the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine which will not impair the tax exempt status of this Corporation.

ARTICLE XVI
INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he/she is found to be entitled to such indemnification.

ARTICLE XVII
CONTRACTS, CHECKS, DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 2. Deposit. All funds received by the Corporation shall be deposited in such depositories as selected by the Board of Directors or in such Trusteeship for said funds as the Corporation through its Board of Directors may deem in the best interests of the Corporation. ”All uncommitted funds shall be invested by the Secretary-Treasurer in Federal Insured Investments approved by the Board of Directors”. For prudent operation and financial security of the Corporation, funds in an amount at least one and one-half (1.5) times the annual expenses shall be maintained, whenever possible, in such reserve funds and shall not be allowed to exceed two and one-half (2.5) times annual expenses. Deviations from these practices may be authorized by a majority vote of the Board of Directors.

Section 3. Checks. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, such instruments shall be signed by the Secretary-Treasurer and the President or the Chairman of the Board.

Section 4. Approval of Bills. All bills before being paid shall be approved by the President or Secretary-Treasurer and vouchers drawn to pay such bills shall be signed as herein above provided.

ARTICLE XVIII
RESOLUTIONS

Resolutions may originate either in the Resolutions Committee or in a regular scheduled sectional business meeting. In the latter case the resolutions must be supported by a majority vote of those members present voting. All resolutions will be evaluated by the Resolutions Committee and transmitted with its recommendation to the Chairman of the Board of Directors. He will place them before the full Board of Directors by either:

A. Calling a special meeting of the Board of Directors or;
B. Instructing the Secretary-Treasurer to poll the members of the Board of Directors.

Those resolutions approved by at least eight (8) members of the Board of Directors will be presented by the chairman of the Resolutions Committee to the membership at the annual meeting for action by the Corporation as a whole.

ARTICLE XIX
HONORARY MEMBERS

Any individual who has rendered a special meritorious service to the society and to the advancement of horticulture in Florida may be designated by a two-thirds (2/3) vote of the full Board of Directors as an honorary member of the Corporation. Such honorary member shall not be required to pay dues.

ARTICLE XX
RECORDS

The Corporation shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors, at the principal office of the Corporation. All such records may be inspected by any director, member, or agent or attorney of either, or any proper person at any reasonable time.

DATED & ADOPTED:
June 7, 2011

By:	Attest:
Juanita Popenoe	W. Christopher Oswalt
President	Secretary-Treasurer