

By-Laws of
Florida Aquatic Plant Management Society
Scholarship and Research Foundation, INC.

ARTICLE I
BOARD OF DIRECTORS

1. The business, property and affairs of this corporation shall be managed by a board of directors composed of not less than three persons who shall be members of this corporation. Each director shall hold office for the term for which they are elected and until a successor is elected and qualified. The members of this corporation will consist of the current and past Presidents of the Florida Aquatic Plant Management Society, Inc., a separate corporation.

2. At the first annual meeting of the members, the members of the board of directors shall be divided in to three classes of at least one member each. The member of the first class shall hold office for a term of one year; the member of the second class shall hold office for a term of two years; the member of the third class shall hold office for a term of three years. At all annual elections thereafter one director shall be elected by the other directors for a term of three years to succeed the director whose term then expires; provided that nothing herein shall be construed to prevent the election of a director to serve consecutive terms of office.

3. Vacancies in the board of directors shall be filled by a corporation member by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director their successor has been elected by the members, who may

make such election at their next annual meeting or at any special meeting duly called for that purpose.

4. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it has been authorized at a meeting of the board of directors.

5. The board of directors shall have power to make and alter any by-law or by-laws, including the fixing and altering of the number of the directors, provided, that the board shall not make or alter any by-law or by-laws fixing the qualifications, classifications or term of office of any member or members of the then existing board or reducing the number of directors to less than three (3).

6. The board of directors shall select a president, a secretary and a treasurer and may elect one or more vice-presidents. All duly elected officers are also considered to be a member of the board. All officers shall be elected for a term of one year, provided nothing herein shall be construed to prevent an officer from succeeding himself, serving consecutive terms.

7. The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

8. Any officer or agent may be removed by the board of directors whenever in the judgement of the board the interests of the corporation will be served thereby.

9. The board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

10. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director.

11. The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of director in the management of the business of the corporation between meetings of the board.

12. The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of their duties.

13. The compensation of directors, officers and agents may be fixed by the board.

ARTICLE II

MEETING OF DIRECTORS

1. Directors' meetings shall be held in conjunction with and at the place of the Florida Aquatic Plant Management Society, Inc. annual meeting or at such place within or without the State of Florida as may be consented to in writing by all of the directors of the corporation.

2. At the annual meeting of this corporation the directors shall elect the officers of the corporation for the ensuing year, and the directors shall transact such other business as shall properly come before them

3. All special meetings of the directors shall be held at such place within or without the State of Florida as may be consented to in writing by all of the directors of the corporation. Such special meetings may be called at any time by the President. Upon request in writing to the President by a director, such office shall call a special meeting.

4. A notice setting out the time and place of the annual meeting and of each special meeting shall be mailed to each director at his address as the same appears upon the records of the corporation not less than ten (10) days nor more than sixty (60) days prior to the date of such meeting. In the case of the notice of the annual meeting, a general statement of the business to be transacted shall be sufficient. In the case of a notice of a special meeting, such notice shall specifically state the business to come before such meeting and no business other than that stated in the notice shall be transacted at any special meeting except with the consent of two-thirds (2/3) or more of the directors of the corporation; and when two-thirds (2/3) of the directors of the corporation shall be present at any meeting, however called or notified, and shall sign a written consent thereto, on the record of the meeting, the acts of the meeting shall be valid as if legally called and notified. Any corporate action may be taken without a meeting if signed by all of the directors.

5. A majority of the directors of the corporation shall constitute a quorum for the transaction of business at any annual or special meeting of the directors, subject, however, to the limitation contained in paragraph 4 hereof as to the transaction at a special meeting of any business not included in the notice of the meeting.

6. Each director shall be entitled to one vote.

7. The following order of business shall be observed at the annual and special meetings of the directors insofar as if practicable:

- (a) Call the roll;
- (b) Reading, correction and approval of minutes of previous meetings;
- (c) Reports of officers;
- (d) Election of officers and directors;
- (e) Unfinished business;
- (f) New business.

8. Proxies to vote at any meeting of the directors will be valid only if granted via a writing signed by the director granting the proxy and presented prior to or at the meeting for insertion in the minute book.

ARTICLE III

OFFICERS

1. The officers of the corporation shall consist of a President, a Secretary and a Treasurer, and, at the option of the directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers. Any person may hold two or more such offices.

2. The President shall preside at all meetings of the directors. The President shall be the chief executive officer of the corporation.

3. In the absence of the President, the Vice President shall preside over the meetings of the directors, and the Vice President or Vice Presidents shall perform and be vested with all of the duties and powers of the President. In addition, the Vice President or Vice Presidents may perform such duties as may be delegated to him or to them by the President or the directors.

4. The Secretary shall keep a record of the meetings of the directors and shall prepare and send out the notices of the meetings of directors. The Secretary shall have the custody of all books, records and papers of the corporation except those having to do with the finances of the corporation, which books, records and papers shall be available for inspection by an officer or director. The Secretary shall have custody of the corporate seal of the corporation.

5. The Treasurer shall be the fiscal officer of the corporation and shall be responsible for its funds and the deposit of same in banks to be designated by the directors. The Treasurer shall keep the accounts of the corporation, including the necessary books and ledgers and shall keep the same up-to-date and available for the inspection by any officer or director.

6. An officer of the corporation elected at any annual or special meeting of the directors shall serve until removed by vote of a majority of the directors or until their successor is elected and qualified.

7. The assistants shall have such duties as are delegated by corporate resolution, and in the absence of a limited corporate delegation, such duties as shall be delegated

by the officer he or she is to assist. An assistant secretary may apply for the corporation's federal employer identification number.

ARTICLE IV

CHECKS AND COMMERCIAL PAPERS

1. Checks of the corporation shall be signed by such persons as may be designated and authorized by the directors by resolution.
2. Promissory notes or negotiable paper other than checks shall be signed by the President and may be countersigned by the Treasurer.

ARTICLE V

CORPORATE SEAL

The Corporate seal of the corporation shall contain the name of the corporation, the words "Corporate Seal" and the year of the incorporation.

ARTICLE VI

AMENDMENTS

These By-Laws may be amended from time to time by a majority of the directors at any regular meeting or at any special meeting called for that purpose.

Revised Jan 24 2021