

# Certificate of Incorporation

## The Hyacinth Control Society, Inc.

(A Corporation not for profit)

The undersigned for the purpose of organizing a corporation pursuant to the laws of the State of Florida, hereby adopt this Certificate of Incorporation.

### ARTICLE I

The name of this corporation shall be THE HYACINTH CONTROL SOCIETY, INCORPORATED.

### ARTICLE II

The general nature of the objects of this Society shall be to assist in promoting control of water hyacinths and other noxious aquatic weeds, to provide for the scientific advancement of members of the Society, to encourage scientific research, to promote university scholarships and to extend and develop public interest in the movement.

### ARTICLE III

**Section A.** The membership of the Society shall consist of four classes: Active members, Associate members, Commercial members and Honorary members.

**Section B.** Active members shall consist of four categories: Directors, Scientific Research Workers, Commissioners, Professional Advisory and Consulting Personnel.

1. A Director member shall be any individual actively engaged in direct supervision of a local government hyacinth control program.
2. A Research member shall be any individual or nonprofit organization interested in or concerned with scientific research in the control of hyacinths or other noxious aquatic weeds.
3. A Commissioner member shall be any individual duly elected or appointed to serve as a member of the governing board of a local government hyacinth control program.
4. Professional advisory and consulting personnel members shall be those individuals employed by various Federal, State or Local agencies employed primarily to lend technical aid and assistance to local hyacinth control programs, or those Federal and State employees directly administering hyacinth control activities.

**Section C.** Associate members shall be those individuals or organizations desiring to maintain contact with the work of the Society by receiving its bulletins and other publications.

**Section D.** Commercial members shall consist of two categories: Individual and profit making organizations.

This class of membership is intended for individuals or profit making organizations wishing to aid in scientific research as well as to give financial support to the Society irrespective of whether or not they are in a position to participate otherwise in the affairs of the Society.

**Section E.** Honorary memberships may be conferred on any person who has rendered such service to the cause of hyacinth control as to entitle him to special recognition.

**Section F.** Voting members shall be all members in good standing except those individuals classified as Associate and Honorary members as defined by Sections C and E of this article.

**Section G.** All applications for membership shall be subject to the approval of the Board of Directors.

### ARTICLE IV

This corporation shall have perpetual existence.

### ARTICLE V

Name and residences of the subscribers are as follows:

Name	Address
T. W. Miller, Jr.	Fort Myers, Florida
A. S. Chipley	Bokeelia, Florida
Herbert J. Friedman	Tampa, Florida
William Dryden	Fort Myers, Florida
Thomas O. Fultz	Bartow, Florida
Edwin L. Seabrook	West Palm Beach, Florida
Donald E. Seaman	Fort Lauderdale, Florida

### ARTICLE VI

The affairs of this corporation are to be managed by a Board of Directors and Officers of the Society.

The officers of the Society shall be President, the immediate Past President who shall act as Vice President, Secretary-Treasurer and Editor.

The Board of Directors of this society shall consist of not more than seven members and shall include the active officers of the Society.

The officers of this Society shall be elected by majority vote of the voting members present at the annual meeting of this Society and shall serve until the close of the next annual meeting following their election or until their successors are duly elected and qualified. No member shall be eligible for office who has not been a voting member of the Society for one year.

### ARTICLE VII

Names of the officers and directors who are to manage all the affairs of this corporation until the first election under this charter are as follows::

Name	Office	Address
T. W. Miller, Jr.	President	Fort Myers, Florida
A. S. Chipley	Vice President	Bokeelia, Florida
Herbert J. Friedman	Secretary-Treasurer	Tampa, Florida
William Dryden	Editor	Fort Myers, Florida
Thomas O. Fultz	Director	Bartow, Florida
Edwin L. Seabrook	Director	West Palm Beach, Florida
Donald E. Seaman	Director	Fort Lauderdale, Florida

### ARTICLE VIII

The Articles of Incorporation and/or By-Laws of this Society shall be made and adopted, altered or rescinded by three-fourths vote of the active members present at any annual meeting, provided the notice of the proposed amendment has been given in writing to the Secretary-Treasurer and transmitted by him to active members thirty days before the annual meeting and that notice of the time said amendment is to be voted on has been announced at least twelve hours in advance.

### ARTICLE IX

The highest amount of indebtedness or liability to which this corporation at any time may subject itself is One hundred thousand (\$100,000.00) Dollars.

### ARTICLE X

The amount in value of real estate which the corporation may hold is Two hundred fifty thousand (\$250,000.00) Dollars.

WITNESS the hands and seals of the incorporators on Useppa Island, Lee County, State of Florida, this 19th day of July, 1961.

/s/ T. W. Miller, Jr., Fort Myers, Florida	(LS)
/s/ A. S. Chipley, Bokeelia, Florida	(LS)
/s/ Herbert J. Friedman, Tampa, Florida	(LS)
/s/ William Dryden, Fort Myers, Florida	(LS)
/s/ Thomas O. Fultz, Bartow, Florida	(LS)
/s/ Edwin L. Seabrook, West Palm Beach, Florida	(LS)
/s/ D. E. Seaman, Fort Lauderdale, Florida	(LS)

State of Florida }  
County of Lee } ss.

Personally appeared before me the undersigned authority, a Notary Public in and for the County of Lee, T. W. Miller, Jr., A. S. Chipley, Herbert J. Friedman, William Dryden, Thomas O. Fultz, Edwin L. Seabrook and Donald E. Seaman who upon first being duly sworn upon oath say that they are the incorporators and subscribers to the foregoing articles of incorporation and that it is the intent in good faith by the subscribers to carry out the provisions and objects set forth herein, that they acknowledge the execution of said document as such subscribers.

/s/ T. W. Miller, Jr., Fort Myers, Florida
/s/ A. S. Chipley, Bokeelia, Florida
/s/ Herbert J. Friedman, Tampa, Florida
/s/ William Dryden, Fort Myers, Florida
/s/ Edwin L. Seabrook, West Palm Beach, Florida
/s/ Thomas O. Fultz, Bartow, Florida
/s/ D. E. Seaman, Fort Lauderdale, Florida

Sworn to and subscribed before me at Useppa Island, Florida, this 19th day of July, 1961.

/S/ LAURA E. SKINNER.  
Notary Public

NOTARY SEAL

My Commission Expires July 19, 1964.

# BYLAWS

## The Hyacinth Control Society, Inc.

(A Corporation not for profit)

### ARTICLE I

The name of this Society shall be THE HYACINTH CONTROL SOCIETY, INCORPORATED.

### ARTICLE II

The principal place of business shall be located at such place as the Board of Directors may decide.

### ARTICLE III OFFICERS

**Section A.** The officers of the Society shall be President, the immediate Past President who shall act as Vice President, Secretary-Treasurer and Editor.

The Board of Directors of this Society shall consist of not more than seven members and shall include the active officers of the Society.

**Section B. President.** The President shall preside at all business meetings of the Society, annual and special, and at all meetings of the Board of Directors. He shall maintain and exercise general supervision over the affairs of the Society subject to the authority of the Board of Directors and shall discharge such other duties as usually pertain to the office of the President.

**Section C.** The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President, or in case of a vacancy in the office of the President. He shall also perform such duties as may be assigned to him by the President or the Board of Directors.

**Section D. Secretary-Treasurer.** The Secretary-Treasurer shall keep full and correct minutes of all meetings of this Society and of the Board of Directors. He shall be responsible for the maintenance of membership records and shall issue notices of meetings and shall conduct such part of the correspondence of the Society as is usually conducted by the Secretary of similar organizations. He shall collect and receipt all dues, assessments and other income. He shall deposit promptly all funds of the Society in such depository as shall be approved and designated by the Board of Directors. Checks in payment of obligations of this Society shall be signed by the Secretary-Treasurer. He shall under the direction of the Board of Directors pay all bills of this Society and make such other disbursements as are necessary and incidental to the operation of the Society. He shall at the annual meeting of the Society, and if directed by the Board of Directors at special meetings, make full and true report of the financial condition of this Society. He shall perform such other duties as are usually incident to the office of Secretary-Treasurer and as may be assigned to him by the Board of Directors. The Secretary-Treasurer shall before assuming office be required to make and execute a good and sufficient surety bond in an amount of not less than Five thousand (\$5,000.00) Dollars conditioned on the faithful performance of the duties of his office, the expense of said bond to be borne by the Society. The Secretary-Treasurer shall provide for an annual audit of all books, vouchers and necessary documents of the Society by a Certified Public Accountant prior to each annual meeting of the Society, the cost of said audit to be borne by the Society. The financial statement as prepared during the audit shall be included as a part of the annual proceedings of the Society.

**Section E. Editor.** The duties of the Editor shall be to publish and distribute the proceedings and other publications of this Society.

**Section F.** The Directors shall assist in administering the affairs of this Society.

### ARTICLE IV TERM OF OFFICE

All officers, except the President, shall be elected for one year or until the successors shall be duly elected and qualified. The President shall be elected for a period of two years to include one year as President and the ensuing year as Vice President of the Society. No officers except the Secretary-Treasurer and/or the Editor shall succeed himself. Officers elected at any annual meeting shall begin their duties on the close of the meeting at which they are elected. Nominees for President shall be selected from the Board of Directors.

### ARTICLE V BOARD OF DIRECTORS

**Section A.** The President of the Society shall be Chairman of the Board of Directors.

**Section B.** The Board of Directors shall meet upon the call of the President or upon the request of three or more members of the Board of Directors directed in writing to the Secretary-Treasurer. At least five days prior notice in writing shall be given by the Secretary-Treasurer to all members of the Board of Directors as to any meetings of the Board of Directors. The time and place of such meetings shall be designated by the President. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. An action of the Board of Directors shall be upon the vote of the majority of its members present.

**Section C.** The Board of Directors shall manage the affairs of the Society and shall have the power: (1) to fill any vacancies among the officers of the Society including the membership of the Board of Directors; (2) to prescribe the duties of the officers of the Society not otherwise prescribed in the By-Laws of this Society; (3) to provide rules and regulations for the conduct of the affairs of this Society as are not inconsistent with the provisions of the By-Laws; (4) to accept or reject applications for membership in this Society; (5) to increase the amount of the Treasurer's bond if the Board deems Five thousand (\$5,000.00) Dollars insufficient; (6) the Board of Directors shall have full power of the Society in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Society a report of all actions taken by them under authority of this section.

### ARTICLE VI QUORUM

A quorum of any meeting of the Society shall consist of not less than fifteen voting members, or 50% of the membership, whichever is smaller, at least two of whom shall be officers of the Society.

### ARTICLE VII MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Society; provided however, that should any matter require immediate action by the Society, such matters may be considered immediately by consent of three-fourths of the active members present and voting.

### ARTICLE VIII MEETINGS

**Section A.** There shall be an annual meeting of the Society for the election of officers, the presentation of papers and discussion on hyacinth control and related subjects and such other business as may be properly brought before it. Such annual meeting shall be held at such time and place as the Board of Directors may decide. At least sixty days prior notice shall be given in writing to all members as to time and place of the annual meeting.

**Section B.** Special meetings of the Society may be held whenever the Board of Directors deem such meetings necessary or whenever ten or more active members shall make a written request therefor, presented to the Secretary-Treasurer. Such request shall be placed with the Board of Directors which shall designate a time and place for such special meeting. The Secretary-Treasurer shall give written notice of all special meetings of the Society to all members at least seven days prior to the date of such special meetings.

### ARTICLE IX FISCAL YEAR

The fiscal year of the Society shall coincide with the calendar year.

### ARTICLE X ELECTION OF OFFICERS

**Section A.** Officers of the Society shall be elected by majority vote of the voting members present at the annual meeting of the Society and shall serve until the close of the next annual meeting following their election or until the election of their successors.

**Section B.** No member shall be eligible for office who has not been a voting member of the Society for one year.

**Section C.** Vacancies in the office of President between terms shall autocatically be filled through succession in the following

order: Vice President, Secretary-Treasurer, Editor. All vacancies, other than that in the office of President, shall be filled through appointment by the Board of Directors.

Section D. The election of officers of the Society shall be held as a part of the business meeting which shall be held prior to noon of the second full day of the annual meeting.

**ARTICLE XI  
DUES**

Section A. Membership dues shall be payable in advance, and shall in no case be paid later than the first full day of the annual meeting.

Section B. Annual dues shall be as follows: Active members, \$5.00; Associate members \$3.00; Commercial members (a) individual \$25.00, (b) firms \$95.00; Honorary members, none.

**ARTICLE XII  
COMMITTEES**

Standing Committees shall be appointed as follows:

1. Membership Committee. This committee shall consist of three (3) active members of the Society, one of whom shall be the Secretary-Treasurer. This committee shall investigate and promote memberships in the Society.

2. Publicity Committee. This committee shall consist of three (3) members, one of whom shall be the Secretary-Treasurer. The duties of this committee shall be such as may be assigned by the Board of Directors.

3. Legislative Committee. This committee shall consist of three (3) voting members whose duties shall be to inform itself as to any legislation pending of interest to the Society and to make recommendations to the Board of Directors on the same.

4. Program Committee. The program committee shall consist of the members of the Board of Directors and its duty shall be to provide programs for each annual meeting.

5. Nominating Committee. The nominating committee shall consist of three (3) members, preferably Past Presidents, who

shall recommend to the Society candidates for election to the several offices.

6. Resolutions Committee. This committee shall consist of three (3) voting members of the Society. All resolutions to be considered shall be presented to this committee, who in turn shall present them to the Society.

7. Special Committees. Such other committees as from time to time may be deemed necessary shall be appointed by the President.

**ARTICLE XIII  
RULES OF ORDER**

Business sessions of the Society shall be conducted in accordance with Roberts' Rules of Order.

**ARTICLE XIV  
PUBLICATIONS**

All publications of the Society shall be issued under the direction of the Editor and shall become the property of the Society.

**ARTICLE XV  
AMENDMENTS**

These By-Laws may be amended by three-fourths vote of the active members present at any annual meeting, provided the notice of the proposed amendment has been given in writing to the Secretary-Treasurer and transmitted by him to active members thirty days before the annual meeting and that notice of the time said amendment is to be voted on has been announced at least twelve hours in advance.

The above and foregoing By-Laws of THE HYACINTH CONTROL SOCIETY, INCORPORATED, were adopted on July 19, 1961.

/s/ T. W. Miller, Jr.  
President

/s/ Herbert J. Friedman  
Secretary

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# THE HYACINTH CONTROL SOCIETY, INCORPORATED

(Mail to Secretary-Treasurer, HCS  
P. O. Box 4297, Tampa 7, Florida)

## APPLICATION FOR MEMBERSHIP

Date Submitted \_\_\_\_\_

Name of Applicant \_\_\_\_\_

Mailing Address \_\_\_\_\_

Present Title  
and Employer \_\_\_\_\_

Class of Membership desired \_\_\_\_\_ Calendar year \_\_\_\_\_

Signature of Applicant \_\_\_\_\_

Signature of members sponsoring application. (Secretary will attempt to secure these signatures if requested to do so by applicant.)

1. \_\_\_\_\_

2. \_\_\_\_\_

Action of Board of Directors \_\_\_\_\_ Date \_\_\_\_\_

Amount of remittance herewith \$ \_\_\_\_\_