

BYLAWS OF THE MINNESOTA WATER GARDEN SOCIETY

*Approved by the General Membership and Executive Board
August 8, 1999 Amended May 2002 and May 18, 2008*

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Article I

NAME

The name of this organization shall be Minnesota Water Garden Society, doing business as MWGS.

Article II

OFFICES

The principal office of MWGS shall be located in the state of Minnesota as designated by the current President of the organization. The Board may designate other office, websites, address and phone numbers as necessary.

Article III

MISSION

The mission of MWGS is to increase the enjoyment and enthusiasm for water gardening through promotion, education and shared experiences.

Article IV

MEMBERS

- Section 1. MWGS shall have three (3) kinds of members, all which are designated as voting members. The first classification of member is called Executive Board member (or Board member), the second classification is called general member and the third classification is called commercial member. They differ only in their responsibilities in that the Board members serve on the Board and the general and commercial members do not. Members may serve on any or all Boards or committees and perform other volunteer functions as needed.
- Section 2. Board and general members pay the same dues. A membership is defined as either one or two persons of the same household. If there are two members per household, each gets his or her own vote. If there is one household member, he or she gets one vote.
- Section 3. Commercial members may pay different rate of dues from the Board or general members. Commercial members may have different membership criteria and terms as set forth by the current board.

Article V**BOARD MEMBERS**

- Section 1. The elected Board of MWGS shall represent the general membership at all Board meetings during which the business, property and affairs of the organization are in consideration. The elected Board members shall select among themselves an Executive Committee that shall consist of the President, Vice President, Secretary, and Treasurer who shall conduct the business of the organization with the advice and consent of the entire Board.
- Section 2. The number of members of the Board shall be no less than twelve (12) and no more than eighteen (18). A voting majority of the Board members shall be not less than 50 percent plus one Board member of the existing number of serving Board members. There shall be no proxy voting, all ballots must be cast at the sitting Board meeting. If a quorum does not exist for any meeting requiring an operative decision, the meeting shall be adjourned until such quorum exists. A sitting Board meeting may be defined as either a physical gathering of the Board at a designated location or Board meeting participants in disparate locations utilizing any technology that allows discussion and dialog such as teleconferencing, video conferencing or electronic chat lines.
- Section 3. Board members must be persons who have attained the age of eighteen (18) years and must share a commitment to MWGS.
- Section 4. Board members of MWGS shall be elected annually by the general membership at the MWGS annual meeting. A slate of candidates for the Board – not to exceed 1/3 of total allowable Board members or the number required to fill vacant positions on the Board – shall stand for election each year. An elected Board member shall serve a term of three years. Only members in good standing (dues paid) are eligible to stand for election as Board members.
- Section 5. Board members may not serve more than three (3) consecutive terms of three (3) years each. They may be re-eligible for election to the Board after an absence of one year.
- Section 6. Members of the Board's Executive Committee shall serve for a one year term at the pleasure of the whole Board. Members of the Executive Committee may be re-elected to their current position as long as they so desire and remain in good standing as elected Board members.
- Section 7. Vacancies on the Board that occur because of resignation, removal, inability to act or death may not be filled until the next annual meeting of the general membership. Vacancies in the Executive Committee shall be filled by selection from the remaining Board members with the consent of the Board's quorum.

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- Section 8. A Board member desiring to resign as a Board member is requested to submit such resignation in writing or by word to the President who shall present it to the Board at the next Board meeting. Such resignation shall be effective upon receipt thereof by the President or upon such later date as specified in the resignation itself.
- Section 9. Any Board member may be removed from office at any time, with cause, by the affirmative vote of a majority of the Board members, not counting the vote of the Board member in question.

Article VI

EXECUTIVE BOARD DUTIES

Section 2. The Executive members of the MWGS Board of Directors shall be President, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these Bylaws. Duties may be delegated by the Executive Committee Members to individual Board members or to the general members of MWGS. The primary duties of the Executive Board Members are as listed below.

Section 3. The duties of the Executive Board members shall be as follows:
President - Ensures the ongoing viability of the organization. Gains an understanding of member's needs and conducts business to meet overall needs. Facilitates creation of and maintains organizational mission and Bylaws. Ensures roles are defined and staffed to adequately conduct business. Ensures meeting dates and agendas are set. Calls and conducts Board meetings. Conducts necessary organizational business during regular meetings. Ensures daily operational needs are reviewed and addressed.

Vice President - The Vice President assists with the president's duties, as needed. Solicits necessary volunteers from the organization to conduct planned activities. Reviews member participation and suggests ways for increased member participation. Heads nomination committee to generate a slate of Board member candidates. Ensures meeting space is obtained for each assembly.

Secretary - Takes minutes of Board meetings and general membership meetings. Prepares written Board meeting minutes for next Board meeting, distributes action items due in advance. Sends highlights of general membership minutes to Newsletter Editor for publication. Develops and keeps current organization operating rules and Bylaws. Conducts the official and/or general correspondence of the organization and maintains files of all official correspondence.

Treasurer - Accounts for all organization funds. Files all regulatory financial paperwork with Federal and State governments. Applies for and maintains the non-profit tax exempt status. Sets policy for reimbursement of all expenses incurred by authorized committees and officers. Understands tax rules and ensures organization is compliant. Ensures bookkeeping duties are performed satisfactorily and supervises the set up and administration of checking, savings and investment account(s). Generates reports of financial activity for Board of Directors and maintains files of all financial transactions.

Article VII

REGULAR MEMBERSHIP MEETINGS

- Section 1. **Regular Meetings** – Meetings of the general membership shall be held periodically, no less than four (4) and no more than twelve (12) meetings in the year. Notice of all monthly meetings shall be in writing and disseminated to the general membership either through the monthly newsletter, the organizational website, or mass e-mail distribution no less than five (5) days prior to the meeting. Meetings may be scheduled for the entire year and the meeting schedule published in the newsletter or on the website in such a manner as to fulfill the notification requirements above. Other general meeting changes made by the Board are to be announced by any of the methods mentioned above.
- Section 2. **Annual Meetings** – The annual meeting of MWGS shall be in October or as set forth by the Board. The purpose of this meeting shall be to review the annual financial statement summary; nominate and elect members on the annual slate to vacant or vacating Board positions; and conduct other organizational business. The Board of Directors to include the newly elected members shall meet immediately following the Annual Meeting to select and elect the Executive Board Members.
- Section 3. **Special Meetings** -- Special meetings may be called by the President or by the written request of not less than 10% of the general members. If written request of the membership is made to have a special meeting, the written request must be made in writing thirty (30) days prior to the date of the requested meeting and should be signed by not less than 10% of the general membership (using the most updated membership listing as an official count) and be submitted to the President of the Minnesota Water Garden Society.
- Section 4. **Quorum** - A quorum for the annual meeting of the general membership or for a meeting that involves a vote of the general membership shall be 10% of the voting members.

Article VIII

COMMITTEES

- Section 1. Committees, special or ad hoc, shall be appointed as the President and the Board shall deem necessary to carry on the mission and work of the organization.
- Section 2. At least one Board member shall be a member of any Committee conducting organization business.

Article IX

FISCAL MANAGEMENT

- Section 1. **Fiscal Year** - The fiscal year shall begin on the first day of January and shall end on the last day of December in each year.
- Section 2. **Financial Policies** - The Treasurer will convey to the Board financial status and will monitor to compliance. The Board shall define all policies and practices regarding loans, contributions, contracts, grants, scholarships, investments, accounts and other financial management. The Board will present to the membership an annual budget and periodically provide information to the membership on budget performance and compliance. Deviations to be explained.
- Section 3. **Conflicts of Interest** - MWGS shall not enter into any fee-for-service contract or transaction with: (a) Board members, (b) general members or (c) an organization in or of which a member is an officer or legal representative or has a material financial interest unless the material facts of members interests are fully disclosed or known to the Board, and the Board authorizes, approves, or ratifies the fee-for-service contract or transaction in good faith by an affirmative vote of a majority of the Board members (without counting the vote of the interested Board member), at a meeting at which there is a majority, without counting the interested Board member.
- Section 4. **Indemnity** - MWGS shall indemnify any person who was, or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that person was a Board member, or representative of MWGS, to the full extent permitted by Minnesota Statutes, section 317A.521.

Article X

DISPOSITION OF ASSETS

- Section 1. The Board, by an affirmative vote of a majority of the Board members present at a regularly scheduled Board meeting, may sell, lease, and donate on behalf of this organization any property of this organization, real, personal or mixed.
- Section 2. The Board, by the affirmative vote of a majority of the Board members present at a regularly scheduled Board meeting, may mortgage any property of this organization, and incur and authorize the officers or agents of this organization to incur obligations or debts in such amounts as the Board may see fit.

Article XI

DISSOLUTION AND LIQUIDATION

- Section 1. In the event of the dissolution or liquidation of the affairs of this organization, all property and assets remaining (after payment of costs and expenses incident to the dissolution and after payment, satisfaction, discharge or provision for liabilities and obligations of this organization) shall be distributed for any charitable or educational purposes as the Board shall direct, or if the Board does not so direct, then exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue of 1954, as amended, or such other provisions of state or federal law as may then apply.
- Section 2. The general membership shall vote on the dissolving of the organization with a majority vote at a regularly scheduled meeting.

Article XII

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

- Section 1. **Amendment Notice** - All proposed amendments to the Articles of Incorporation and Bylaws from any member will be submitted in writing to all members prior to the meeting at which the discussion is proposed to take place or provided with the notice of the meeting at which the amendment(s) is to be considered.
- Section 2. **Amendment Voting** - The Articles of Incorporation and Bylaws of this organization may be amended by a majority vote of the quorum at a regular meeting.

--End of Bylaws--