

Bylaws of the St. Louis Water Garden Society

Adopted November 2013
Amended October 2015 - Article VI, Section 1 C 6
Amended February 2016 - Article III, Section 2 and Article III, Section 4
Amended November 2016 - Article V, Article VII Section 1 C 7
Amended July 2018 - numerous Articles and Sections

Article I—Name

The name of this Society shall be the St. Louis Water Garden Society (SLWGS).

Article II—Object

The object of this Society shall be (1) to provide a local means for the exchange of ideas and information about water gardening among members through meetings, visits and tours, data collection, a newsletter, a website and other Society projects, and (2) to stimulate public interest in and knowledge of water gardening by doing civic projects, providing speakers to give short talks or presentations to other groups, submitting articles to newspapers and magazines, and staffing information booths at fairs, festivals, and shows. This Society shall be a 501(c)(4) non-profit society.

Article III—Membership

Section 1. Membership Eligibility and Admission Procedure. Membership in this Society is open to anyone with an interest in water gardening. Anyone can become a member of this Society by filling out and returning a membership form and paying dues as required.

Section 2. Privacy of Personal Information of Members. St. Louis Water Garden Society membership lists are to be used exclusively by the St. Louis Water Garden Society and are not to be used, even by Society members, for circulation, solicitation or commercial purposes of any kind.

Section 3. Dues. The annual dues for members shall be twenty five dollars (\$25) per year per household/family residing at the same address. Dues are payable in advance (in January for the calendar year) and may be paid by mail or in person. A reminder that dues are payable shall be published in the January newsletter. Dues are delinquent on March 31st and those who have not paid their dues by April 1st shall be automatically dropped from membership in the Society.

Section 4. Membership Responsibilities. Members are encouraged to expand their own personal interest in water gardening, share what they know with others, participate in Society activities, attend meetings, volunteer for Society officer and committee positions, and submit articles and photos of interest to the newsletter editor and website chairman.

Section 5. Newsletter. Member households/families residing at the same address will receive the monthly newsletter by electronic means. A member household/family residing at the same address may elect to receive the newsletter by conventional mail for a five dollar (\$5) annual fee payable at the same time as annual dues or at the time they decide to receive the newsletter by conventional mail. Only one copy of each newsletter will be sent by conventional mail to a member household/family residing at the same address. The fee will not be prorated for a partial year.

Article IV—Meetings

Section 1. Regular Meetings. A minimum of eight (8) regular meetings shall be held each calendar year, but the calendar year can be planned to include more. The president shall provide advanced notice to the membership of meeting dates, times, and locations.

Section 2. Additional Meetings, Special Meetings and Special Events. Additional and special meetings may be called by the president or by the Board of Directors. The purpose of any such meeting shall be stated in the call, which shall be sent by mail and/or e-mail to all members at least seven (7) days before the meeting. Special events may be planned by the president or by the Board of Directors and shall be publicized in advance.

Article V – Finances

This Article sets forth guidelines for maintaining and using the funds generated by the St. Louis Water Garden Society which are in excess of the approved fiscal budget.

Section 1. The Society shall maintain a Reserve Fund equal to 1.5 times the average of the last 3 completed fiscal years' expenses. If the Treasurer presents a projected year end surplus at the August board meeting, the first consideration shall be to attain and/or maintain the Reserve Fund. After the end of the fiscal year and after satisfying the Reserve Fund requirement, any remaining surplus shall be divided as follows:

A. First, one half of the surplus shall be applied to the budget of the fiscal year immediately following the year which produced the surplus and shall be spent as needed for special events, major purchases, or other needs as approved by the Board of Directors.

B. Second, the remaining half of the surplus shall be used for water gardening related: community projects, education, or other non-Society causes. Proposals for such water gardening related spending shall be submitted by the board members at the September meeting to be voted upon as part of the regular budgeting process of this Society.

Section 2. The Board of Directors shall follow these guidelines unless there is sufficient reason for not following these guidelines during any specific fiscal year.

Section 3. All Board of Directors decisions in regard to spending as set forth in Section 1A and Section 1B of this Article are subject to approval by the general membership of this Society.

Article VI—Board of Directors

The governing body for the St. Louis Water Garden Society shall be its Board of Directors.

Section 1. Duties and Powers. The Board of Directors shall

A. Be responsible for formulating the policies and direction of the Society and for communicating those to the membership.

B. Have authority to make meeting plans, plan special events, determine the use of Society funds, and make decisions regarding other routine matters.

C. Approve all budgets and expenditures for the Society with guidance from the treasurer. Budget plans shall be presented to the membership at large for approval annually.

D. Perform such other duties as are specified in these bylaws or may be deemed necessary by the Board of Directors or the general membership.

Section 2. Limitation of Powers. Routine proposals for programs and activities shall be presented at board meetings and shall be considered adopted by a simple majority vote, provided a quorum of board members is present. (See Article V, Sections 3b and 3c). However, major policies and changes to major policies shall be formulated by the Board of Directors, then presented to the general membership at a regular meeting of the Society or by a special mailing, and shall be approved or rejected by a simple majority vote of the membership present at a regular or a special meeting.

Section 3. Composition.

A. The duly elected officers of this Society (specifically the president, the vice-president, the treasurer and the secretary,) the immediate past president, in addition to specifically appointed members at large (not to exceed three in number) and these specifically appointed committee chairmen: AKCA representative, community service project chairman, historian, hospitality chairman, librarian, membership chairman, merchandise/sales chairman, newsletter editor, parliamentarian, Pond-O-Rama chairman, publicity chairman, special events chairman and website chairman shall constitute the Board of Directors for the Society.

B. Each of these named positions shall have one vote on matters that come before the Board. However, if one individual holds two or more of the named positions, that individual will have one vote on Board issues.

C. For any vote to be approved there must be a quorum of eight (8) above-named board members present.

Section 4. Board Meetings. The Board of Directors shall meet regularly to transact the business of the Society. The meetings shall be open to all Society members. Society members shall be notified of the date, time and place of board meetings either by a verbal announcement at a preceding regular meeting of the Society or by publication in the newsletter and/or on the website. In emergency situations special meetings of the Board of Directors may be called by the president without notice to the general membership, but any action taken at such meetings must be reported to the general membership. Such meetings must be held in person or with a telephone conference call that includes a quorum of Board members for any vote taken to be valid.

Article VII—Officers, Elections, Terms, Vacancies

Section 1. Officers and Duties. The officers of the Society shall be a president, a vice-president, a treasurer, and a secretary. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

A. The president

1. Is ultimately responsible for the administration and continuation of the Society and for establishing its direction and objectives.

2. Is responsible for establishing the activities, agendas and locations for all meetings, and presiding at meetings.

3. Shall, with the approval of the remaining elected officers, appoint standing committee chairmen from the general membership each year in January, and may appoint other chairmen as needed to conduct the business of the Society.

4. Shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

B. The vice-president

1. Assists the president in carrying out his or her duties and will preside at meetings in the absence of the president. In such an instance, the vice-president shall have all the authorities assigned to the president.

2. Will assume the presidency of the Society if the president, for any reason, is unable to fulfill his or her term of office. A new vice president will then be elected according to Article VI, Section 5.

3. Shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

C. The treasurer

1. Is responsible for managing and oversight of all Society funds; documenting in detail financial transactions using a standard financial accounting software package (Quicken, Quickbooks, etc.) to ensure yearly and historical financial records..

2. Shall deposit all funds of the Society into financial instruments in a financial institution approved by the Board of Directors, and in such accounts as needed to conduct Society business (checking, savings, etc.)

3. Shall maintain a valid and secure credit card processing account in the name of the Society attached to one of the Society's bank accounts in order to receive electronic payments to the Society.

4. Shall use Society funds to pay such expenses as are required to conduct Society business, under the direction and approval of the Board of Directors, including reimbursements to Society members for funds spent on behalf of the Society. Such reimbursements must be supported by the presentation of a valid receipt for the expenditure.

5. Shall make routine payments and reimbursements with a check signed either by the president or the treasurer, or shall use electronic check writing/fund transfers with appropriate safeguards to protect the funds and bank accounts of the Society.

6. Shall provide a cash box and necessary monies when required for special events.

7. Shall, with the assistance of the Board of Directors, prepare an annual budget for the Society, to be approved by a simple majority vote of members present at the regular November meeting.

8. Shall prepare beforehand and present at the November board meeting a projection of the expected financial condition of the Society at the end of the fiscal year.

9. Shall prepare and file any special financial reports and make any required filings to the Internal Revenue Service and the state of Missouri, and maintain all financial records required by law.

10. Shall compile an Annual Financial Report during January or February, which shall be examined by the audit chairman. Upon approval by the audit chairman, this report shall be published in the March newsletter each year.

11. Shall provide a monthly treasurer's report at meetings of the Board of Directors. Such reports will be made available in writing to any Society member who makes a request to see them.

12. Shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

D. The secretary

1. Shall record the minutes of the Board of Directors meeting.
2. Shall disseminate notes of each meeting to the Board of Directors.
3. Shall maintain an historical record of the meetings.
4. Shall make such records available to any Society member who makes a request to see them.
5. Shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 2. Nominations and Elections. -Election of officers shall be held every year at the November regular meeting. In even-numbered years the president and the secretary shall be elected. In odd-numbered years the vice president and treasurer shall be elected. A notice of the upcoming election and the nominating procedure shall be published in the preceding August issue of the newsletter, and will include the names of the members of the election committee, a temporary committee to be appointed from the general membership by the president. All nominations shall be submitted to the election chairman, and no nomination shall be accepted without the consent of the nominee. Nominations, which may include more than one person for each office, shall be announced by the election committee at the September meeting. Nominations may be made from the floor at the October meeting, but not thereafter. Nominations from the floor must have a second.

Section 3. Election and Terms of Office. The officers shall be elected by written ballot. If there is only one nominee for each office, the written ballot may be dispensed with and the vote taken *viva voce* (voice vote). Election results shall be announced at the regular meeting during which the election is held, will immediately be posted on the Society website, and will be printed in the January newsletter. The term of office for officers elected in November will begin the following January. All officers will serve a two year term or until their successors are elected.

Section 4. Office-Holding Limitations. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

Section 5. Vacancies. A vacancy in any office except that of president shall be filled by election at a regular or special membership meeting. Nominations shall be taken from the floor with the consent of the person nominated and voting shall be by ballot unless there is only one nominee for each vacancy in which case the vote may be taken *viva voce*.

Article VIII—Committees

Section 1. Standing Committees. The positions of chairmen for all standing committees shall be filled by volunteers from the general membership and appointed by the president in January each year. Each standing committee chairman shall by the second board meeting of each year, submit to the Board of Directors a proposed annual budget for his or her area of responsibility. Standing committee chairmen may appoint other Society members to their committees as needed, and are responsible for communicating with their committee members. The titles and duties of the standing committee chairmen are as follows:

A. The American Koi Club of America (AKCA) representative is responsible for maintaining the Society's membership in AKCA and managing the communication between that organization and our membership.

B. The community service project chairman is responsible for planning an annual community service project for the Society, maintaining necessary contacts with outside sources to carry out the project, ordering supplies and setting the project calendar.

C. The historian is responsible for maintaining the documents and memorabilia relating to past actions and projects of the Society, and for sharing such information as needed with the general membership.

D. The hospitality chairman is responsible for recruiting volunteers to provide refreshments for regular meetings, for reminding volunteers of their responsibilities and for making sure all necessary implements and supplies are provided for each meeting.

E. The librarian is responsible for maintaining the Society's books and digital information, accepting and noting new donations, keeping an accurate record of the assets of the library, making the library items available for loan to the general membership and tracking the location of library items on loan.

F. The membership chairman is responsible for maintaining an accurate list of Society members, distributing up-to-date membership forms to potential members, reminding members when renewal is due, distributing membership cards annually, sending e-mail reminders to Society members as needed and sending the newsletter via e-mail to Society members who have requested receiving it in this manner.

G. The merchandise sales chairman is responsible for maintaining information and up-to-date order forms for Society merchandise as approved by the Board of Directors, making merchandise available to all Society members and filling such orders as received.

H. The newsletter editor is responsible for producing and distributing the Society newsletter, *Water Word*, which shall be published regularly as directed by the Board of Directors, advising the Board of Directors on printing options, vendors, and advertising rates, working with those selling and tracking advertising space to help offset the cost of publication.

I. The parliamentarian is responsible for monitoring the actions of the Board of Directors and general membership to assure that such actions follow the procedures outlined in the current edition of *Roberts Rules of Order, Newly Revised*, and these bylaws.

J. The Pond-O-Rama chairman is responsible for planning the annual pond and garden tour (a ticketed event offered to the general public annually), recruiting hosts, finding retail outlets to sell tickets, communicating with the graphic designer for the booklet production, coordinating advertising sales for the ticket booklet with the newsletter editor and media information with the Publicity Chairman.

K. The publicity chairman is responsible for developing and maintaining relationships with local media outlets (print, electronic and digital) to publicize favorably the goals and objectives of the Society and the benefits of water gardening and koi keeping to the general public.

L. The special events chairman is responsible for planning and executing events for members, including members' only tours, field trips, the annual awards banquet and an annual members' pot luck supper.

M. The website chairman is responsible for maintaining and updating the website, maintaining the contact with the website provider, and coordinating efforts with the Board of Directors and general membership.

Section 2. Special Committees

A. Temporary committees. There shall be two special committees appointed annually by the president for specific duties and with a limited term of service. These are an auditing committee and

an election committee. These committee chairmen may choose other volunteers from the Society to assist if needed.

1. The auditing committee chairman—each year in November, the president shall appoint a volunteer from the general membership to be the audit committee chairman. The chairman shall examine the Annual Financial Report provided by the treasurer within the first two months of the calendar year as prescribed in Article VI, section 1C(8) of these bylaws. Upon determining the accuracy of the report, the audit chairman shall sign a statement to that effect at the end of the report, and the audited financial statement report shall be published in the March newsletter.

2. The election committee - each year no later than July, the president shall appoint at least three (3) members, who are not currently on the Board of Directors, to serve on the election committee. The committee shall select its own chairman. The chairman shall accept nominations, distribute ballots to member household/families according to the current membership roster, conduct the election, collect the ballots, count the votes, and report the election results in accordance with Article VII, Sections 2 and 3 of these Bylaws.

B. Other Special Committees. Special committees may be requested by the president, the vice president, the Board of Directors, or any committee chairman as needed. All special committees shall operate under the direction of the Board of Directors.

Article IX—Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Article X--Amendment of Bylaws

These Bylaws may be changed only by a two-thirds (2/3) vote of members present and voting at a regular meeting of the Society. Any proposed amendments shall be presented to the general membership by publication in the newsletter and on the website, and in writing at the general meeting prior to the meeting at which the vote is taken.

Article XI--Dissolution of SLWGS

Should this Society decide to disband, procedures prescribed by Missouri state law for the dissolution of a non-profit organization shall be followed.