

Green Country Water Garden Society Tulsa, OK

By Laws

Article I Name and Location

The name shall be the Green Country Water Garden Society, and herein will be referred to as GCWGS. It is affiliated with and shall be located at the Tulsa Garden Center, 2345 S Peoria, Tulsa, OK.

Article II Mission Statement

The Mission of GCWGS shall be to promote water gardening through education and camaraderie of members.

Article III Membership

Section 1: Members shall be persons who are interested in, and supportive of, the objectives of this society and who qualify for membership under those provisions which follow. Membership, except for Honorary Membership, shall be for one business year.

Section 2: The classes of members of this association shall be (A) Individual, (B) Family, (C) Commercial, and (D) Honorary.

- A. Individual members are defined as individuals paying full annual dues for an individual and who shall enjoy all the privileges and rights of full participation in the activities of GCWGS.
- B. Family members are defined as family group residing at the same address, whether two or more, including children under the age of twenty-one, paying full annual dues for a family. Family memberships shall have one (collective) vote, but each individual therein shall otherwise have all the privileges and rights of full participation in the activities of GCWGS.
- C. Commercial members are defined as those individuals or businesses that pay commercial dues and who, because of their commitment to the promotion and encouragement of water gardening, support GCWGS. Such members shall enjoy all the rights and privileges of full participation in the activities of GCWGS, qualified to the limitation of one vote only for corporate or business members.
- D. Honorary membership shall be bestowed on those individuals who have made outstanding and significant contributions to the society, either directly or indirectly. Honorary members are elected to such status by a two-thirds majority vote of those voting members present at the annual election meeting. No more than one new honorary member shall be designated in a given business year. Honorary membership shall be for the lifetime of the individual.

Section 3: Dues: Dues for the various classes of membership will be set from time to time by the Board of Directors subject to approval of a majority of the members. Change in dues structure shall be made by the November meeting for the subsequent business year.

Section 4: Conduct

- A. Conduct unbecoming a member of the society as it relates to the purposes and ideals of the society may become the subject of disciplinary action at the discretion of the

Board of Directors. Such action may range from reprimand and warning through probation and expulsion from membership.

- B. Any person expelled from membership as in Section A above may petition the Board of Directors for a reinstatement hearing after a period of no less than one year from the date of expulsion.
- C. Reinstatement as a consequence of this section shall be made only upon a two-thirds vote by written ballot of the voting members at a regular meeting after a recommendation to this effect by the Board of Directors.

Article IV: Meetings

Section 1. Membership meetings shall be held monthly at a time and place determined by the Board of Directors and approved by the members.

Section 2. Board of Directors meetings shall be held as called by the President but no less than six times per year. Notice shall be provided to the Board of Directors seven days prior to each meeting.

Article V: Elections

Section 1. The November meeting shall be the Annual Meeting for Election of three members of the Board of Directors, Officers and new Honorary members. Election shall be by a majority vote of membership present at the Annual Meeting if a Quorum is present.

Section 2. At the October meeting, the Nominating Committee shall present, to the membership, a slate of the officers as indicated in Section 2 of Article VI and three new Board of Directors members to be elected in November. The slate shall be published in the November newsletter.

Section 3. Additional nominations for election to the Board of Directors, with each nominee's prior consent, may be made from the floor at the November Meeting. Any additional nominations shall require a second from the floor. In the event that additional nominations are made and seconded, the Secretary shall add such nominations to the list of nominees. Voting for election of officers directors in which additional nominations have been made shall be conducted by written ballot.

Section 4. The Nominating Committee as provided for in Article VII, Section 8, shall be elected by the membership at the August meeting.

Article VI: Board of Directors and Officers

Section 1: The Board of Directors shall be made up of six elected and up to three members appointed by the President plus the elected officers. The Board of Directors shall conduct all of the affairs of GCWGS unless limited by these bylaws.

Section 2: The elected officers of the society shall be the President, Vice President, Secretary, Treasurer, Historian, and Newsletter Editor. The term of office for elected officers shall be one year, beginning January 1 and ending December 31.

Section 3: Three members of the Board of Directors shall be elected each year for a term of two years. The President may appoint up to three additional directors for a term to end on December 31 of the year that they are appointed. Elected Board members may not serve more than two successive two year terms.

Section 3a (This section shall be deleted two years following the acceptance of this bylaws revision.) The first year following the acceptance of these revised bylaws three directors shall be elected for a term on one year and three directors for a term of two years.

Section 4: A vacancy in any elective office shall be filled within thirty (30) days through appointment by the President to be confirmed by the Board of Directors. Any officer so appointed shall serve the remainder of the vacated term.

Section 5: The duties of the officers shall be as follows:

- a. The President shall preside at all meetings of the membership and the Board of Directors. The President shall be the executive officer and responsible to the Board of Directors for the general supervision of the affairs of GCWGS. The President shall be ex-officio a member of all standing and special committees. The President shall not serve more than three consecutive terms as defined in Section 2 of this Article.
- b. The Vice President shall, in the absence, resignation, incapacity, or removal of the President, assume the duties of the President. The Vice President shall not serve more than three consecutive terms as defined in Section 2 of this Article.
- c. The Secretary shall keep a record of the minutes of all meetings of the membership, and the minutes and attendance of meetings of Board of Directors, and Executive Committee. The Secretary shall maintain a list of directors, and committee members. The Secretary shall maintain an archive of minutes and membership lists as well as be the custodian of the bylaws and corporate seal. In the event of absence of the Secretary from any GCWGS meeting requiring minutes, an interim Secretary shall be appointed by the chair prior to proceeding with the meeting. The Secretary shall attest to appropriate documents. The Secretary shall issue Notice of all meetings of the Board of Directors and Executive Committee.
- d. The Treasurer shall keep records of all financial transactions of GCWGS and shall maintain full and complete records of its assets and liabilities. The Treasurer shall pay all bills for activities covered by the budget and for which a check request form has been completed. Outlays greater than \$250 that are not included in the approved budget require specific approval of the Board of Directors. The Treasurer shall maintain a list of current and past year paid membership. The Treasurer shall also maintain a file of important correspondence relating to tax and other matters and shall complete all of the required local, state and federal tax filings. The Treasurer shall be a member of the Finance Committee and assist in the development of the annual budget. The Treasurer shall, from time to time, furnish to the Board of Directors the current status of the budget and other financial reports.
- e. The Historian shall keep a written and picture record of all major events of the GCWGS including annual pond tours and other events.
- f. The Newsletter Editor shall publish a Newsletter to all paid members at least seven days prior the monthly meeting.

Section 6: Removal

Any officer may be removed from office with or without cause by a vote of 2/3 of the Board of Directors present at any meeting if a Quorum is present where the subject of removal has been announced to the all members of the Board 7 days prior to the meeting.

Article VII: Board of Directors

Section 1: The Board of Directors shall be responsible for handling the day-to-day affairs of the society through collective and regular action.

Section 2: The Board of Directors shall consist of the elected members of the Board of Directors, appointed members of the Board of Directors, elected officers, and the immediate past President.

Article VIII: Committees

Section 1: The following standing committees shall be established: Executive, Program, Finance, Hospitality, Pond Tour, Functions, and Nominating. Except for the Nominating Committee, Chairs and members will be appointed by the President and confirmed by the Board of Directors. The terms of members of standing committees shall expire at the end of the business year. Officers may be members or chairs of committees. Members may be members of more than one committee. All committees report to the Board of Directors.

Section 2: The Executive Committee shall be constituted of the President, Vice President, Secretary, Treasurer and immediate past President. The Executive Committee is empowered to act for the GCWGS in situations that demand timely action and decisions prior to the next normal meeting of the GCWGS. The President will report any such actions to the membership at the next meeting.

Section 3: The Program committee shall develop the program speakers for the monthly meetings. The Vice President will normally be a member of this committee.

Section 4: The Finance Committee shall review the expenditures of GCWGS and prepare the Annual Budget for the following business year by the November meeting. The Treasurer will be a member of this committee.

Section 5: The Hospitality Committee shall arrange for refreshments at the monthly meetings and make arrangements for other social meetings such as the pot-luck and Christmas party within the financial limits set by the budget.

Section 6: The Pond Tour Committee shall be responsible for the ongoing arrangements of the annual pond tour.

Section 7: The Functions Committee shall be responsible for other functions that the GCWGS may be involved in from time to time—such as bus tours to neighboring cities for pond tours, night pond tours, and booths at the Home and Garden Show.

Section 8: The Scholarship Committee shall establish the criteria for scholarships to be given from time to time and shall select the awardees. The amount for scholarships shall be set in the budget. The criteria and awardees shall be subject to the approval of the Board of Directors.

Section 9: The Nominating Committee shall be Chaired by the Vice President who will develop a slate of at least three members for election to the nominating committee at the July meeting as provided for in Article III, Section 4.

Section 10: Ad hoc committees may be established by the President, who shall appoint members and designate chairmen. All ad hoc committees will expire at the end of the term of the President who appointed them or when they have made their final report, whichever comes first.

Article IX: Business Year

The Business Year of GCWGS shall begin on the first day of January of each year and end on the thirty-first day of December of that year.

Article X: Quorum

Section 1: At any meeting of the GCWGS membership, a quorum shall consist of thirty (30) voting members.

Section 2: At any meeting of the Board of Directors, a quorum shall consist of seven (7) Directors.

Article XI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the conduct of all business of GCWGS to which they are applicable and are not inconsistent with the provisions of these bylaws or with any special order the society may adopt.

Article XII Amendment of the Bylaws

These Bylaws may be amended at any regular meeting of a quorum of the society by a majority of eligible voting members present, provided that the amendment has been submitted in writing to the Board of Directors and that the proposed amendment has been read and explained at the previous regular meeting of the GCWGS.

Article XIII: Notice

Notice is the provision of information about the time, place, and purpose of a meeting of any entity of GCWGS. Notice to Board Members shall be in writing and may be delivered personally at any regular or by mail, by facsimile, or by e-mail to the Directors or Officers at their addresses provided to the Treasurer. Notice by mail shall be deemed to be given at the time it is deposited in the United States mail. Notice by facsimile or e-mail shall be deemed to be given when sent.

Revised Bylaws explained and accepted by the GCWGS membership at the regular meeting March 11, 2008.

President
Date

Date

Secretary