

# **Bylaws of the Inland Empire Water Garden and Koi Society**

## **Article I – Name and Purpose of the Society**

Section A – The name of the Society shall be the Inland Empire Water Garden and Koi Society.

Section B – The purpose of the Society will be to promote the hobby of water gardening, and the keeping of ornamental fish, to disseminate information about the above to the membership; to engage in the educational and social activities related to our purposes; and to acquire and own such property as may be necessary for any or all of the foregoing purposes.

## **Article II – Membership**

Section A – Any person who has an interest in water gardening and ornamental fish culture shall be eligible for membership, and upon application and payment of dues as outlined in Article IV, shall be a member. Any member may voluntarily withdraw or may be suspended or expelled by majority vote of the membership for violation of the bylaws, non-payment of dues or for conduct deemed detrimental to the society.

Section B – Membership in this Society shall be open to any individual without regard to race, creed, national origin or sex.

Section C – Membership shall not be transferable and both membership and rights in the property of the Society shall cease and terminate upon death, withdrawal, expulsion or other termination of membership in the society.

Section D – All voting shall be done personally, or by mail, by members in good standing; no proxies shall be allowed.

Section E – All officers, directors and committee chairpersons shall be members in good standing.

## **Article III – Fiscal Year**

Section A – The fiscal year shall be the calendar year.

Section B – Annual dues shall run from April 1, or date paid if later, to March 31 of the following year. All memberships in good standing as of the date this amendment is adopted shall be extended to March 31.

#### **Article IV – Dues and Initiation Fee**

Section A – The annual dues for members shall initially be \$25.00 (\$15.00 for seniors) per household (maximum two members) and are payable April 1 of each year except in the case of new members whose initial dues are payable with their application for membership. Prorated dues are assessed after that, as determined by the board. At any regular meeting of the members, the annual dues may be changed, with such change to be effective on the first day of the following fiscal year.

#### **Article V – Meetings**

Section A – The annual meeting for the membership for the installation of the officers and directors and for receiving annual reports from the Secretary and Treasurer shall be held at the November meeting each year. Notice of the annual meeting must be submitted to the membership in writing, at least five (5) days prior to said meeting. The Society bulletin shall be deemed a satisfactory method of written notification.

Section B – The regular meetings of the membership shall be held monthly, except there shall be no requirement to have a meeting in the months of December or January, at a time to be determined by majority vote of all those members present at any regular meeting of the Society. A change in the established date, time and location of these regular meetings may be made by majority vote of the members present at any regular meeting or by a majority vote of the Board of Directors, and upon written notice to the membership of such change in the form of the Society bulletin or other notice.

Section C – Special meetings may be called by the President of the Society, a majority of the Board of Directors or by special request to the President of at least five (5) duly qualified members. The President will set the date, time and location of such meeting subject to the approval of the majority of the members of the Board of Directors and written notice to the membership at least three (3) days in advance of such meeting. If a majority of the membership is present at such special meetings, any business normally done only at regular meetings may be transacted. Notice of special meetings must also include a summary of the business items to be acted upon.

Section D – The Board of Directors shall meet at least once a quarter, more often if required, to conduct the business of the society and oversee event planning. These board meetings are open to all society members, without vote.

Section E – One-third (1/3) of the members shall constitute a quorum at any meeting of the membership. If a quorum is not present, then any action taken must be approved by a super majority of 2/3 of those members present.

#### **Article VI – the Board of Directors**

Section A – The Board of Directors shall consist of the officers of the Society and the immediate past President. The President of the Society shall act as Chairperson. In the event of a vacancy on the Board, the remaining Directors, even if less than a quorum, shall fill the vacancy or vacancies for the unexpired term or terms by appointment.

## **Article VII – Officers of the Society**

Section A – the officers of the Society shall be: President, Vice-President, Secretary, Treasurer and such other additional officers as the Board of Directors and/or the members approve. These officers are elected by the membership for a one (1) year term.

Section B – Vacancy in any office shall be filled by any member appointed by the Board of Directors for the unexpired term.

## **Article VIII – Election of the Officers & Board**

Section A – At the regular meeting in the month of August, the President will appoint a nominating committee composed of not less than three (3) members including a chairperson for that committee. The committee will meet prior to the September meeting. At that time the chairperson of the nominating committee shall present the slate of candidates to the membership. The President will call for nominations from the floor. Upon close of nominations the President will direct that the slate be published for a vote. Publication must be at least five days prior to elections.

Section B – The vote may be verbal, by hand, by mail, or by secret ballot. Mail in ballots may be passed to the nomination committee chair at anytime from publication to just prior to the elections. Mail in ballots will only be counted in the first round of voting. If there is a run off, or a second round of voting; only those members present may vote. However, if two or more candidates are nominated for a particular office then the vote shall be by secret ballot. Those candidates with the highest number of votes shall be declared elected by the President. In the event of a tie, the President will call for another vote (run-off).

Section C – Following the October elections the President Elect will appoint and introduce standing committees and chairpersons thereof. Any additional committees and chairpersons may be introduced at the next general meeting. All elections or appointments are subject to the approval of those elected or appointed.

## **Article IX – Duties of Officers**

Section A – the duties of the President shall be:

1. To preside at all meetings at which he or she is present.
2. To appoint all committees, with or without the assistance of the other officers.
3. To install the newly elected officers at the end of his or her term (or appoint someone to do so).
4. To call special meetings of the Society, Committees, Board of Directors or any other meeting which may be requested as outlined in the bylaws.
5. In case of any question or demeanor, while in office, the President is further governed by Robert's Rules of Order.

Section B – The duties of the Vice-President shall be:

1. To assume all duties of the President during his or her absence or upon request by the President, plus other duties which may be assigned.

Section C – The duties of the Secretary shall be:

1. To keep all records of the meetings including meetings of the Board of Directors.
2. To send out all notices of regular or special meetings as deemed necessary by the President or Board of Directors. Meeting notices in the Society bulletin are deemed to comply with the bylaws.
3. To send out membership cards at the appropriate times. Note: Such cards are not valid unless signed by the President and/or Secretary.

Section D – The duties of the Treasurer shall be:

1. To collect and record all dues, initiation fees, special fees, etc. paid to the Society as a result of its activities plus all other moneys due the Society.
2. To see that each member receives a copy of the bylaws.
3. To prepare and present at each regular meeting a report of the receipts and expenditures during the previous month.
4. To pay pre-determined accounts as may be authorized by the membership of the Society and to pay those bills presented and approved at each regular or annual meeting.
5. To prepare and submit all reports required by any governmental agency.

#### **Article X – Committees**

Section A – There shall be standing committees and select committees. All committees other than standing shall be created by the President as the need arises. All committees' chairpersons shall keep a record of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

#### **Article XI – Approval & Amendments to the Bylaws**

Section A – These bylaws may be approved or amended by a vote of two-thirds (2/3) of the membership present at any meeting of the membership provided proper notice of said meeting is given, in writing, as specified in these bylaws. The full text of the bylaws, or amendments thereto, which are proposed must be served upon each member at least five (5) days prior to the meeting at which such bylaws or amendments are to be voted upon. Proposals for amendments to the bylaws shall be instituted only the Board of Directors or at least five (5) or more members.

## **Article XII – Property rights of members**

Section A – The property of this Society is irrevocable dedicated to the objects and purposes of the Society as outlined in Article I, Section B of these bylaws. In the event of the dissolution of the Society, its properties and moneys shall not revert to the possession of the membership but be given to another non-profit Society or educational organization within the Inland Empire which is to be chosen by the membership of the Inland Empire Water Garden and Koi Society. No part of any net earnings or assets of the Society shall inure to the benefit of any member or individual.

## **Article XIII – Parliamentary Authority**

Section A – Robert’s Rules of Order (revised) shall govern all proceedings of this Society providing they are not in conflict with these laws.