



The Tucson Watergardeners

BY-LAWS

<http://www.tucsonwatergardeners.org/>

BY-LAWS

OF

THE TUCSON
WATERGARDENERS

Est. 1999

BY-LAWS

The Tucson Watergardeners, a non-profit corporation organized under the laws of the State of Arizona, operates as an educational and scientific organization in the Water Gardening World (herein referred to as the "Club"). The original set of these By-laws were adopted by the Board of Directors on June 23, 1999 and ratified by the active members on July 15, 1999.

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ARTICLE I

NAME OF THE CLUB

The name of the club shall be The Tucson Watergardeners.

ARTICLE II

PURPOSE OF THE CLUB

The purpose of this club shall be:

To promote an appreciation and understanding of water gardening, including but not limited to ponds, bogs, fountains, wildlife, and aquatic plants;

To promote responsible ideals of water gardening among our members;

To help develop an interest in the creation and care of water gardens and the benefits of gardening in general, and

To develop and promote friendships and camaraderie among our members, members of other garden clubs, and the community as a whole.

ARTICLE III OFFICE

The principal office of the club shall be in Tucson, Pima County, Arizona.

ARTICLE IV

MEMBERSHIP

SECTION 1. Membership Classes There shall be 3 classes of membership: Individual, Honorary, and Family memberships.

Membership: Active members shall consist of those members who have paid their dues as herein provided, and shall be entitled to all privileges of the Club.

Family Membership: Family membership shall consist of members of one household living at the same address subject to the conditions set by the Board of Directors.

Honorary Membership: Honorary members shall consist of those persons, including all past presidents, who have performed outstanding service to and for the Club, or distinguished service in the community of water gardening, and have been elected to the status by two-thirds majority vote of the Board of Directors. They shall be considered as Active Members, and shall be entitled

to all Club privileges, but shall be exempt from payment of any dues.

SECTION 2. Dues: Annual dues in an amount to be determined by the Board of Directors shall be assessed against all members of the Club, and shall be due and payable by the date of the first general meeting of the year. The Directors may establish reduced rates for new members joining after mid-year.

SECTION 3. Admission of Members: Any person may become a member in good standing upon payment of the required annual dues.

SECTION 4. Removal of Member: Any member who has not paid their annual dues by the first meeting of the current year shall be automatically removed from the active membership rolls of the Club and their name will not appear in the yearly roster. A member may be removed from the club for actions deemed to be detrimental to the good of the club by a three-quarters majority vote of the entire Board.

ARTICLE V

OFFICERS

SECTION 1. Officers: The corporate Officers of the Club shall be the President, the Immediate Past President, the Vice-President, the Secretary, and the

Treasurer. These five (5) Officers shall also serve as members of the Board of Directors.

SECTION 2. Election and Term: The Officers of the Club, as enumerated in Article V, Section 1, shall be elected for terms of one year, as provided in Article VII.

SECTION 3. Succession in Office: Officers may not be elected for more than two consecutive one-year terms in any one position; they may, however, be appointed to fill any vacancy on the Board (as an Officer or a Director) and still be eligible to be elected for a full term on the Board (as an Officer or a Director) directly after having completed an appointed term of office.

SECTION 4. President: The President shall be the Chief Executive Officer of the Club subject to the control of the Board of Directors. The President shall preside at all regular meetings of the Club and the Board of Directors. The President shall sign and execute in the name of the Club, or delegate such authority as needed, all contract, bonds and other documents, obligations or instruments authorized by the Board of Directors, unless expressly exempted by the Board of Directors. The President shall formulate a proposed agenda to be sent to the Club Secretary two (2) weeks prior to each Board Meeting. The President shall also perform such other duties as may be assigned by the Board of Directors.

SECTION 5. Vice-President: The Vice-President of the Club shall, in absence of the President, perform the duties which would be performed by the President. The

Vice-President shall perform such other duties as may be assigned by the Board of Directors.

SECTION 6. Secretary: The Secretary shall record the minutes of all meetings of the Board of Directors and shall collect copies of all regular Club meeting agendas, handouts and newsletters which will be kept in chronological notebook form. Two weeks prior to each Board Meeting, the Secretary shall distribute a notice of the next meeting, its location, a proposed agenda (provided by the President) and copies of the minutes of the previous Board Meeting via e-mail, US mail or fax for review and approval at the next Board meeting. The Secretary shall request RSVPs for expected attendance at Board Meetings and notify all Board members if not enough responses have been received to insure a quorum at the meeting, which would then be cancelled.

SECTION 7. Treasurer: The Treasurer shall collect all dues from members of the Club and shall have custody of all funds of the Club of whatever nature, maintain the records thereon, deposit all funds in the official depositories as provided and approved by the Board of Directors, and otherwise maintain all of the financial records of the Club. The Treasurer's records shall at all times be available to the Board of Directors and to any other person authorized by the Board to inspect such records. The Treasurer shall render a report of the Club's financial status at each Board meeting and at any other time the Board of Directors may require.

SECTION 8. Immediate Past President: The Immediate Past President shall serve as Chairman of the Finance Committee, and, with assistance from the Treasurer, is responsible for preparing a draft budget for presentation at the Board meeting following annual elections, and shall perform such other duties as may be assigned by the Board of Directors.

SECTION 9. Resignation and Removal of Officers: Any officer may resign at any time by giving written notice to the Board, and such resignation shall be effective upon tender of said notice. Any officer may be removed from the Board for sufficient cause at any time by a vote of two-thirds of the Board of Directors.

SECTION 10. Vacancies: In case of a vacancy in the office of President, the Vice-President shall immediately and automatically succeed to the office. A vacancy in any other office, except the immediate Past President, shall be filled by a vote of a majority of the Board of Directors; the term of the Officer so appointed shall be for the unexpired portion of the term involved.

SECTION 11. Guidelines for Officers: The Board is authorized to adopt written guidelines, separate from these Bylaws, providing detailed explanations and interpretations of the duties of each office with recommendations based on previous experience. These guidelines may be revised at any time.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. General Powers: The property and affairs relating to the objectives and business of the Club shall be managed by a duly elected Board of Directors, herein referred to as the Board.

SECTION 2. Number: The Board shall consist of eleven (11) people including six (6) elected club members (herein referred to as "Directors"), the President, the Vice-President, the Secretary, Treasurer and the Immediate Past President (herein referred to collectively as the "Officers"). Any interested active member may attend the meetings of the Board as a non-voting member.

SECTION 3. Term: In alternate years three of the Directors shall be elected by the Club membership each October to serve for terms of two years beginning the first day of the following November.

SECTION 4. Succession in Office: No Director may be immediately re-elected for a second consecutive term of office as a Director; they may, however, be elected for

a full term directly after having completed the term of office of a vacant Directorship they had been appointed to fill, as provided in Section 12 of this Article.

SECTION 5. Board Meetings: A minimum of four meetings will be held each year, one prior to the first general meeting of the year and one following within 30 days of the last general meeting and the remaining meeting dates are to be determined at the first Board meeting each year. Meetings will be held as needed at the discretion of the Board or by call from the President. Times and location of Board Meetings will be facilitated by the President.

SECTION 6. Quorum: For a Board Meeting, a quorum will consist of a simple majority of the members of the Board.

SECTION 7. Special Meetings and Actions: An emergency meeting of the Board may be called by any Director or Officer, but a quorum must be present. All Board Members shall be notified at least 24 hours in advance of every special meeting of the Board. Motions may be presented to the Board by the President between regularly scheduled Board meetings via e-mail, US mail or fax, and require approval of a simple majority of Board members to pass. Any such motions and their result shall be recorded in the next regularly scheduled Board meeting minutes.

SECTION 8. Presiding Officers: At meetings of the Board, the President will act as Chairman, or if absent, a

Board member appointed by the President. The Secretary, or if absent, any person appointed by the Chairman, shall act as Secretary of the meeting.

SECTION 9. Parliamentary Authority: The meetings of the Board shall be conducted, insofar as possible, in accordance with procedures set forth in “Robert’s Rules of Order”.

SECTION 10. Resignation and Removal of Directors: Any Director may resign at any time by giving written notice to the Board or to the President, and the resignation shall become immediately effective upon giving such notice. Any Director may be removed from the Board for sufficient cause at any time by a vote of two-thirds of the remaining Board members.

SECTION 11. Vacancies: Any vacancy in the Board may be filled at any Board Meeting by a majority vote of the Board Members present; the term of the newly appointed Director shall be for the unexpired portion of the vacant term. A vacancy in the Board of an Officer shall be filled as provide in Article V, Section 9.

ARTICLE VII

ELECTIONS

SECTION 1. Time of Election: All Officers and Directors shall be elected at the October meeting of the Club.

SECTION 2. Nomination Procedure: The Nominating Committee shall consist of the retiring Directors, whose duty shall be to prepare a slate of nominees for Club Officers for the following year and for new Directors to serve a two-year term. The slate shall be ready for presentation to the Board meeting preceding the final Membership meeting of the year. The slate of candidates shall be published in the issue of the Newsletter preceding and announcing the election. At the last regular Club meeting of the calendar year, the slate shall be officially presented and voted upon by Members present. Additional nominations may be made from the floor. In the event there are multiple candidates for any one position, a secret ballot of the Membership will be conducted by the Nominating Committee during the meeting in order to determine the candidate(s) to be elected.

SECTION 3. Voting Procedures: Voting shall be in accordance with procedures set forth in Paragraph 21 on election (nominations) of “Robert’s Rules of Order”.

SECTION 4. Term: The term of the Officers and Directors shall commence at the Board meeting following the election.

ARTICLE VIII

FINANCE

SECTION 1. Fiscal Year: The fiscal year of the Club shall begin each year on the first day of January.

SECTION 2. Budget: A proposed budget of the estimated income and expenditures for the year shall be submitted each year for consideration by the Board as provided in Article X, Section 7. This proposed budget may be adopted, rejected, or modified by the Board which shall, however, officially adopt a final budget for the year, by its first-meeting of the new year.

SECTION 3. Depository for Club's Funds: The Board will approve an official depository or depositories for the Club's funds.

SECTION 4. Disbursements and Withdrawals: All cash disbursements are to be made by check. All disbursements in excess of one thousand (\$1000.00) dollars shall require two (2) co-signers, one of which shall always be the Treasurer. and the other a Club Officer. Movement of any monies between depositories can be made solely by the Treasurer acting with Board approval.

SECTION 5. Ability to Withdraw Funds: All Officers of the Club shall have bank authority to sign checks. All checks shall be under control of, and be the responsibility of, the Treasurer.

ARTICLE IX

MEETINGS

SECTION 1. Election of Officers and Directors: The election of the Officers and Directors shall take place during the regular Club Meeting in October.

SECTION 2. General Meetings: Regular Club Meetings shall normally be held on the fourth Thursday of the month, unless otherwise specified by the Board. The Board may also provide for meetings at other times as needed. Notice of monthly meetings shall be given to all members via the Newsletter, or electronic communication, in advance of any regular meeting. General meetings may, or may not be held in November, December or January.

SECTION 3. Quorum: Unless otherwise specifically provided within these By-laws, those members present at any meeting of the Club shall constitute a quorum.

SECTION 4. Organization of Meetings: The President, or if absent the Vice-President, or if absent the senior Officer or Director present at the meeting, shall preside and call to order the meeting of the members of the Club. The Secretary shall record the minutes of Board meetings, except that if absent the presiding officer may appoint any member to act as Secretary for the purposes of recording the minutes of that meeting.

SECTION 5. Order of Business: The order of business at regular meetings shall be conducted as prescribed by the President and, insofar as possible, in accordance with procedures set forth in "Robert's Rules of Order".

SECTION 6. Voting: Any active member shall be entitled to vote on any matter requiring action at any regular meeting.

ARTICLE X

COMMITTEES

SECTION 1. Standing Committees: Certain standing committees, as outlined in Section 7 below, shall be maintained to provide for the various activities, to promote and support membership, and to otherwise conduct the affairs in accordance with the stated objectives of the Club.

SECTION 2. Appointment to Standing Committees: The president shall appoint the Chairman of each standing committee. Each Chairman shall select the members of their own committees to serve with them. All committee members shall serve terms of one (1) calendar year and can be re-appointed.

SECTION 3. Committee Reports: The Chairman of each committee shall make such reports as the President may direct.

SECTION 4. Committee Budgets: The Chairman of each committee shall be responsible for the budget of their committee, as set forth in the official club budget and within their committee's stated guidelines, and shall be

responsible for, in a timely matter, turning over all bills to the Treasurer for payment.

SECTION 5. Guidance of Standing Committees: The Board shall have oversight over all standing committees. The Board is authorized to adopt and distribute written guidelines interpreting the duties of each committee, in accordance with these By-laws, recommended operating procedures based on previous experience and suggestions and reports received from members or past committee chair. These guidelines may be revised by the Board at any time.

SECTION 6. Special Committees: The President is authorized to appoint special committees to perform such duties as may be defined.

SECTION 7. Required Standing Committees and their Function:

Membership Committee. This committee shall maintain the membership lists, roster, mailing labels and name badges as directed by the Board.

Nominating Committee. This committee, composed of the retiring Directors, shall be responsible for developing the slate of nominees as outlined in Article VII, Section 2.

Newsletter Committee. This committee, which shall include the Newsletter Editor, shall be responsible for the timely publication and distribution of the Club Newsletter, to be known as "Ponderings".

SECTION 8. Other Suggested Committees:

Following is a list of suggested committees needed to ensure the objectives of the Club are met:

- Publicity
- Reception and Hospitality
- Awards
- Club Property
- By-laws and Regulation
- Plant Sales
- Public Garden Tours
- Members' Garden Tours
- Field Trips
- Potlucks
- Programs
- Grants
- Door Prizes
- Meeting Facility Management
- Literature & Handouts
- Refreshments
- Website

ARTICLE XI

AMENDMENTS

SECTION 1. Amendments: These By-laws may be amended by a two-thirds vote of the Board of Directors, followed by ratification by a two-thirds majority of active Club members present at a regular meeting; provided

however, that a written notice, including the text or a description of the proposed amendment, shall have been given to each Club member by publication in the Newsletter or by other means, at least one week in advance of the respective meetings at which proposed amendments are to be voted upon. Proposed amendments, endorsed by three (3) or more active members, may be submitted in writing to the Board of Directors at any time for consideration and action as provided in this article.

SECTION 2. Specific amendments: Following are the dates and a brief description of any amendments to these by-laws:

Original Bylaws Approved July 15, 1999

Amended: March 23, 2000 (Article VI, Section 3 – increasing number of Directors)

Amended: March 22, 2001 (Pertaining to number of Directors & Term of Office; Nominating Committee members -Various Articles/Sections)

Amended: October 28, 2004 (Officer's Term of Office, Secretary's duties, number of Board meetings, Special Board meeting notification, and Election procedure for multiple candidates for one Board position, specification regarding check co-signers, Finance Committee chairs and duties, Suggested Committees, various spelling and grammar corrections.)

Amended: October 26, 2006 (All Past Presidents Honorary Membership; President and Secretary duties regarding agendas, meeting notices and insuring quorums; minimum number of Board meetings per year; meeting notice to general membership)

Amended: October 25, 2007 (Reduced the number of elected Directors from nine (9) to six (6)).