

Society Constitution and By-Laws for the Prairieland Koi & Pond Society September 11, 2010

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ARTICLE I NAME

The organization shall be known as the Prairieland Koi & Pond Society. Hereafter referred to as Society. The Society is unincorporated.

ARTICLE II MISSION and PURPOSE

The purpose of the Society is to promote, encourage and enlarge the hobby of water gardening, Koi and other ornamental fish. Major emphasis will be on disseminating comprehensive information about water gardening and Koi activities to its membership via publications, educational sessions, hands-on civic projects and/or special topics at the monthly meetings. Selected members will be given the opportunity to participate in continuing education to keep the Society up to date on new information. A secondary function is to provide appropriate information to the public-at-large through news releases and other public relations endeavors. To acquire and own such property, which supports the purpose of the Society; books, equipment, training aids, etc.

This Society is formed as an unincorporated educational organization utilizing the talents of the membership to:

- Encourage, promote and engage in water gardening activities, Koi & ornamental fishes, plant varieties, design and construction techniques.
- Share individual knowledge, skills and resources in all aspects of keeping Koi pond and water garden development and maintenance.
- Promote safety and health in all water gardening.
- Actively participate in Civic projects.
- Support and obey all laws and ordinances governing the use of ponds and water gardens.

ARTICLE III MEMBERSHIP

Sec. 1. Any individual whose interest is in Koi culture and water gardening shall be eligible for membership in this Society. Upon application and payment of dues, the applicant will then become a member of the Society. Any member may voluntarily withdraw or may be suspended or expelled by the Executive Board for violation of the By-Laws, non-payment of dues or for conduct deemed detrimental to the Society. 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. Reinstatement will be handled on an individual basis by the Executive Board.

Sec 2. Members in good standing shall do all voting personally; no proxies shall be allowed.

Sec. 3. Each membership shall be entitled to:

1. Receive all society mailings.
2. Participate in all society sponsored business and social activities.
3. Participate in all special purchases, discounts and door prizes.

4. One equal vote in governing the affairs of the Society at regular or specially called meetings. Members must be present to vote. One vote per person (not family). Not more than two votes per individual/dual membership.

Sec. 4. Membership Dues

Dues shall be \$20 per year with Society year running from Club meeting date in April to Club meeting date in April of the following year. New members shall receive the members guide with their membership. To remain in good standing, dues must be paid by the April monthly meeting. Dues are not refundable or prorated for any reason. Members joining after September 1st will not pay dues the following April but will pay each April thereafter. Membership may be individual or a dual membership for the same annual dues payment; ie. husband-wife, mother-daughter, father-son, partner, etc. Persons over 18 years of age must apply for membership. Only one members' guide, newsletter or handout will be given to a dual membership. By payment of dues, members are agreeing to be bound by the bylaws of the Society.

ARTICLE IV GOVERNANCE OF EXECUTIVE BOARD

Sec.1. The Executive Board consists of: officers, directors and long term chairpersons: Long term chairpersons are given an equal vote and are a part of the Executive Board while short term chairpersons are permitted to vote on anything pertinent to their project or committee work and will be included in any meeting pertinent to their committee work. A quorum shall consist of two-thirds (2/3) of the Executive Board.

Sec.2. Specific Powers of the Executive Board:

Select, replace and remove any member of the Executive Board of the Society by a three-fourths (3/4) vote of the Executive Board quorum present. They will ensure members adhere to the bylaws.

In the event of a resignation or death of the President of the Society during his/her term, the remaining highest-ranking office will have the authority to call a special meeting of the Board to select an interim officer who will then fill that term until it expires. The Executive Board will make financial decisions on behalf of the membership and has the right to make decisions not covered in the by-laws.

The Executive Board, during the periods between official meetings of the Society, shall be delegated with the power and authority to manage the business and affairs of the Society, except to amend or repeal the by-laws.

Sec.3. Election of Officers and Appointment of Directors and Chairpersons

The elected officers of this Society shall consist of President, Vice President, Secretary, and Treasurer. The President shall appoint 3-5 Directors and Chairpersons as needed. Officers shall be elected by a two-thirds (2/3) vote of members in good standing present at the October monthly meeting. Should a vacancy occur in any officer position, the President shall appoint an interim replacement for that office.

Members in good standing for at least 2 years of the PKPS Club may be elected to the President's position. The Senior Director must have held an Officers position or Directors position prior to his appointment as Senior Director. Their term will begin in November of the same year. Only one member of a dual membership may hold an officers position.

Sec. 4. Qualifications for the elected officers of this Society:

Individual hobbyist seeking nominations for the offices of this Society must be a member in good standing and have displayed with his/her past actions to have a sincere interest in supporting the well being and growth of the Society. If elected, they must be able to attend meetings and events, and actively participate in Board decision-making and Society events. Irregular attendance by a Board member will be subject to review by the Executive Board.

Sec.5. All Executive Board members must sign a Non-professional Statement of:

Conflict of Interest

“No Officer, Director, Chairperson, or Committee member can be engaged in commercial enterprise be it dealer or commercial breeder or manufacturer of products related to the Koi hobby, nor be the representative or agent of said commercial enterprise.” I hereby stipulate that I am not now in violation of the bylaws prohibiting officers, directors, chairpersons or committee members from engaging in commercial enterprise related to the Koi hobby. Further, if my status in this regard changes in the future, I will notify the Society and resign my position immediately.
Signed,

_____ Date: _____

Print name

Sec.6. Directors and Officers Responsibilities & Duties

DIRECTORS

There will be a total of 3-5 Directors, one of which will be a Senior Director, appointed by the President on an as-needed basis with one as the Senior Director. He will use his past Board experience to provide information to assist the other Directors in decision-making. Directors will assist the other Executive Board members in making decisions that support the purpose of the Society. They will represent the membership and make decisions based on the best interest of the Society. Each Board member should strive to become an expert in an area of water gardening and/or Koi and become a source of information for the membership. They will participate and encourage others to participate in special projects. They will coordinate or assist in the coordination of special projects. Board members will also assist to keep the monthly meetings orderly and conducted by the By-Laws.

PRESIDENT shall preside at all meetings of this Society, he or she shall appoint all directors and committee chairpersons. The President shall be an ex-officio member of all appointed committees, except the Nominating Committee.

- a. Shall have, subject to the advice of the other Executive Board members, general charge of the business of the Society.
- b. Shall preside at the meetings of the society or appoint someone to do so
- c. Shall arrange meeting locations and guest speakers for meetings and may be assisted by other Club members.

- d. Shall publish the agenda in the monthly newsletter
- e. Shall publish the monthly newsletter or appoint someone to do so
- f. Shall execute with the Treasurer or any other elected officer in the absence of the Treasurer, all contracts, instruments and checks which have first been approved by the Executive Board, except that checks in payment of the ordinary expenses of the Society may be drawn and signed without prior approval. Both the publicity and web chairperson will be governed by the President.

The term of this office is one (1) year, but he or she may serve consecutive years if nominated and elected for the following term.

VICE-PRESIDENT shall assist the President in conducting all meetings, and in the absence or disability of the President, preside at all meetings of this Society and shall act in his or her absence on matters before the Executive Board. The Vice President will appoint the nominating committee in August and he or she will head this committee. This committee will seek members that are interested and can fulfill the requirements in becoming a member of the Executive Board. The Vice President will coordinate the quarterly audit of the Treasurer's report.

The term of this office is one (1) year, but he or she may serve consecutive years if nominated and elected for the following term.

SECRETARY shall record all minutes of the proceedings of this Society and shall maintain such minutes in a neat and orderly manner. It will be this Secretary's responsibility to mail the minutes to the Executive Board members within 7 days following the regular monthly meetings. Commends and/or corrections are to be returned to the Secretary within 3 days to be included in official minutes. Final minutes are to be re-sent if significant changes are made. It is the Secretary's responsibility to find a replacement in the event of his/her absence at all meetings.

The term of this office is one (1) year, but he or she may serve consecutive years if nominated and elected for the following term.

TREASURER shall receive, collect and deposit immediately upon receipt, in the name of the Society, all monies in a financial institution and shall pay all bills and expenses incurred by this Society as directed by the Executive Board. The Treasurer shall order a quarterly audit by the President, Vice President and one Director of all the books and financial records of PKPS. The Treasurer shall prepare or cause to be prepared a monthly financial report to the Executive Board at each monthly Board meeting and that report will be included with the minutes as a record. The Treasurer shall prepare a report each month that will include beginning balance for the month, total income for the month, total expenses for the month, and ending balance. This report will be included in the monthly newsletter. The Treasurer will make the monthly Treasurer report available to all members upon request. The Treasurer shall maintain the "mailing list" of all other lists associated with the communication of the Executive Board. The Treasurer will govern the Ways and Means Chairperson. The Treasurer will keep an active list of the Society's assets. If the Treasurer is unable to attend a meeting, it is his/her responsibility to arrange for an elected officer to take his/her place in accordance with the bylaws.

The term of this office is one (1) year, but he or she may serve consecutive years if nominated and elected for the following term.

CHAIRPERSON (LONG TERM) shall be appointed for specific responsibilities. An elected Officer will govern each chairperson.

ARTICLE V GOVERNANCE OF MEMBERS

CONFLICT OF INTEREST

The Prairieland Koi & Pond Society is a hobbyist organization and is therefore neutral in any support of any business that is a member. No member or non-member may solicit sales, other than through the Ways & Means table, at any meeting or function of the Prairieland Koi & Pond Society. No types of solicitation for donations are allowed at any Society function.

No member may falsely represent himself by utilizing the Society's name to solicit donations, sales or special deals from members or non-members. Violating these rules will result in immediate removal from the Society.

Prairieland Koi & Pond Society shall not be liable for any activities of its individual members of whatsoever kind or nature which are not directly under the control of the executive body and/or authorized by vote of the membership.

ARTICLE VI General Membership and Executive Board Meetings

Sec.1. Regular meetings will be held the 2nd Saturday of each month at 9 am except as follows:

- No regular meetings will be conducted during the months of December and January
- Regular meetings may be changed to a different date during the month to facilitate the schedule of a guest speaker, coordinate a special event, etc. However, members must be notified at the previous monthly meeting or by mail not later than one week before the changed meeting date.
- Special meetings as required may be called at the discretion of the Executive Board.
- Meetings are closed to the public unless specifically noted in the monthly newsletter.
- Guests may attend one meeting before applying for membership. They must sign in with the Treasurer.
- Guests are not eligible for special sales or door prizes.
- Dual memberships are only eligible for 2 tickets for door prizes.

Sec.2. Executive Board Meetings

Regular meetings of the Executive Board of this Society shall be held once per month, at a place designated by the President. These meetings shall be held on the fourth Saturday of the month or another appropriate date established by majority vote of the Executive Board. Information conveyed to any Executive Board member will be discussed at their monthly Board meeting. All executive board members are subject to confidentiality protocol of all sensitive material discussed at the meeting.

Sec.3. Parliamentary Authority

Robert's Rules of Order (revised) shall govern all proceedings of this Society where applicable providing that such rules shall not be in conflict with the By-Laws of this Society.

ARTICLE VII FUND RAISING/MEMBER EVENTS

Sec.1. Ways & Means

The Ways and Means table is open for any member or non-member to sell their items at a 10% donation to the Society. The chairperson and their committee will sell the items on the table and keep records of the sales to be given to the Treasurer. The Treasurer will pay the participating merchants and members.

Official Club merchandise will be handled at the discretion of the Executive Board.

Sec.2. Special Events (Members & Non Members)

Special events will be subject to the discretion of the Executive Board. Examples of this would be Club purchases of fish food, heaters and bacteria, etc. that benefit members.

Sec.3. Projects and Election, Control & Consideration

Civic projects are subject to selection by the Executive Board, with the support of the membership, on a one to one basis.

ARTICLE VIII NEWSLETTER

Advertisement - \$100 for a full page, \$50 for a half page, and \$25 for a quarter page, or equivalent in products or services, and not limited to members, done on a rotational basis. Only one page per month will be allocated for advertisement. Ad placement and evaluation of donated product or service is the discretion of the President/Executive Board. Each member will receive 10 newsletters per year. Newsletters will be timely and informative.

ARTICLE IX COMMITTEES

The President/Vice President shall create all select committees as the need arises. Such select Committees shall be created for a specific time period and their term, authority and membership may not be altered except by majority vote of the Executive Board. The Chairperson will appoint committee members. All Committee Chairpersons shall keep records of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

ARTICLE X BY-LAWS

The Society may change existing or adopt new by-laws only by a two-thirds (2/3) majority vote of the members present at the monthly meeting.

Any change in these by-laws shall immediately be entered and recorded as a part of the by-laws of this Society and communicated in the monthly news letter to the general membership.

The by-laws of this Society shall not be changed, amended or rescinded except as provided in a proposal which is sent to the Executive Board not less than forty-five (45) days prior to the date of the meeting called for such purpose.

The Secretary shall also include notice to all Board members of any such proposed changes by including the wording of the proposed change in the meeting minutes as an agenda item.

Notification to the general members shall be included in the news letter prior to the monthly meeting where the by-laws changes will be voted on.

ARTICLE XI REIMBURSABLE EXPENSES

It is understood that some expenses are incurred during the process of conducting business for Prairieland Koi & Pond Society. These expenses include but are not limited to: telephone and fax calls, postage stamps, stationary, fax paper and ink cartridges. The above expenses are reimbursable upon presentation of receipts; all other expenses are subject to the approval of the Executive Board. It is the Treasurer's responsibility to maintain and track these expenses and report all excesses to the Executive Board.

ARTICLE XII DEDICATION OF ASSETS

The properties and assets of this Society are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Society, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member of this Society. On liquidation or dissolution, all properties, assets and obligations shall be distributed to charitable purposes.

Karen Dickerson
Secretary