



# *Santa Clara Valley Koi and Water Garden Club*

## **BYLAWS OF THE SANTA CLARA VALLEY KOI AND WATER GARDEN CLUB**

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### **Article I - Name and Purpose of the Club**

#### **Section A**

The name of the Club shall be the Santa Clara Valley Koi and Water Garden Club, and hereafter referred to as "Club".

#### **Section B**

The purpose of the Club will be as follows:

1. To promote, encourage, and educate concerning the activity of keeping, breeding, appreciating and exhibiting Koi and aquatic plants.
2. To disseminate information about the above-referenced purposes to the members and the public at large, and to conduct activities conducive to learning about Koi and aquatic

plants and the keeping thereof.

3. To acquire and own such property which supports the purpose of the Club.

## **Article II - Membership**

### **Section A**

Any person who has interest in Koi culture and/or water gardening may become a member upon application and payment of dues. Said new members will be introduced by a member of the Membership Committee at the next regularly scheduled club meeting. 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 Club.

### **Section B**

Membership shall not be transferable and membership and any right to use Club property shall terminate upon the death, withdrawal, expulsion or other termination of membership in the Club of any member.

### **Section C**

All voting shall be done personally by members in good standing.

1. Members in good standing are those members who are accepted into membership, have paid dues for the current year, and are not under disciplinary procedure. No proxies shall be allowed.
2. Members shall not vote on any issue which would constitute a conflict of interest.

## **Article III - Fiscal Year**

### **Section A**

The fiscal year shall be the calendar year for accounting purposes and financial reporting.

## **Article IV - Dues**

### **Section A**

The year for the payment and collection of annual dues is July 1 to June 30. Dues for new members shall be at the regular club membership rate. The annual dues for members shall be decided by the membership of the Club.

Dues are payable at the first meeting in July of each year, except in the case of new members whose initial dues are payable with their application for membership.

## **Article V - Meeting**

### **Section A**

The annual meeting for the membership, for the installation of officers and directors, and for receiving annual reports from the Chairman of the Board of Directors, Secretary and Treasurer, shall be held at the regular meeting time in January each year jointly by the outgoing and incoming officers. Notice of the annual meeting must be submitted by the Secretary of the Club to the membership in writing at least ten (**10**) days prior to said meeting. The Club Newsletter shall be deemed a satisfactory method of written notification.

## **Section B**

The regular meeting of the membership shall be held at a time and place to be determined by majority vote of all those members present at any regular meeting of the Club. 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 and upon written notice to the membership of such change through the Club bulletin or other notice. Emergency changes may be made by the Executive Committee.

## **Section C**

A quorum of the Club membership shall be created when the lesser of twenty members or twenty-five percent or more of all Club memberships are present at any regularly scheduled meeting.

## **Section D**

Special general meetings may be called by the President of the Club, a majority of the Executive Committee, or by special request to the President of at least five (5) members in good standing. The President will set the date, time and location of such meeting; (to be not later than seventeen (17) days from the date of request] subject to the approval of the majority of the members of the Executive Committee, and written notice to the membership at least ten (10) days in advance of such meeting.

If a quorum of the membership is present at such special meetings, any business normally done only at regular meetings may be transacted. Notice of such meetings must include the purpose of that special meeting.

## **Article VI - The Executive Committee**

### **Section A**

The officers shall be: the President, Vice President, Secretary, Treasurer, and Program Director.

### **Section B**

The duties of the Officers shall be:

#### ***President***

1. To preside at all meetings.
2. To appoint all committees (special committees are to remain intact until their task is completed).
3. To install the newly-elected officers at the end of his or her term (or appoint someone to do so).
4. To develop the agenda and budget for the year reflecting the goals of the five-year plan to be published in the November Newsletter and to be ratified by the membership at the November General Meeting.
5. In the case of any question of demeanor, while in office, the President is further governed by Robert's Rules of Order.

#### ***Vice President***

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

### ***Secretary***

1. To keep all records of the meetings, including meetings of the Executive Committee.
2. To send out all notices of regular or special meetings as deemed necessary by the President or Executive Committee. Meeting notices in the Club bulletin are deemed to comply with the bylaws.
3. To submit a summary of each general and executive meeting, including decisions, to be published in the Club newsletter.
4. To maintain a permanent written record of all General, Executive Committee, Board of Directors, Committee, and Special Meeting minutes.
5. To maintain any official records generated by the Club's Officers and Directors.
6. Treasurer
7. To collect and record all dues, special fees, etc., paid to the Club as a result of its activities plus any other moneys due the Club.
8. To send out all membership cards at the appropriate time. Note: such cards are not valid unless signed by the President and/or Secretary.
9. To see that each member receives a copy of the bylaws.
10. To prepare and present at each regular meeting a report of the receipts and expenditures during the previous month. That report will also be published in the monthly Newsletter.
11. To pay predetermined accounts as may be authorized by the membership of the Club and to pay those bills presented and approved at each regular meeting.
12. To prepare and submit all reports required by any governmental agency.
13. To make available membership application forms to all that are interested at the regularly scheduled Club meetings.
14. To be sure that all club checks are signed by both the President or Vice President and the Treasurer.
15. To verify that all expenditures over \$500 that have not been approved in the annual budget must be approved by the membership.
16. To submit the Treasurer's report for the year to be published in the November newsletter.

### ***Program Director***

To direct Club activities and functions and to arrange a program for regularly scheduled meetings and coordinate all social functions of the Club.

### **Section C**

The elected Officers of the Club shall be designated as the Executive Committee members. The President shall be a member of the committee and act as chairperson. In the event of a vacancy, the membership shall fill the vacancy, or vacancies for the unexpired term, or terms by election.

### **Section D**

The term of the members of the Executive Committee shall be one (1) year, with no more than one (1) consecutive year in their current position.

### **Section E**

The Executive Committee shall meet before each general Club meeting.

### **Section F**

A majority of the duly elected or appointed members shall constitute a quorum.

### **Section G**

Officers of the Club are authorized to spend up to \$500 without approval of the membership. Expenditures over that amount must be posted in the Newsletter, when possible, and then approved by the membership.

### **Section H**

Special meetings of the Executive Committee shall include the Board of Directors. Such meetings may be called by the President, or by notice signed by a majority of the Executive Committee. Notice thereof shall be given to all members of the Club, not less than ten (10) days prior to such meeting. These meetings may be held at any time or place agreed upon by the majority of the Executive Committee. Notice of special meetings must also include a summary of the business items to be acted upon.

## **Article VII - Election of the Officers**

### **Section A**

At the regular meeting in the month of August, the Board of Directors will present a slate of candidates for officers, to be presented to the membership at the September meeting. At that time, the chairperson of the Board of Directors shall present the slate of candidates to the membership.

The President will call for nominations from **the** floor at the October meeting. Upon close of nominations, the President will call for a vote. This vote shall be by secret ballot. The candidates with the greatest number of votes shall be declared elected by the President. In the event of a tie, there shall be another vote **run off**.

### **Section B**

No elected official may be an officer of any other Koi club during his/her tenure of office.

### **Section C**

The President Elect will appoint committees and chairpersons where appropriate. All elections or appointments are subject to the approval of those elected or appointed. **The** installation of Officers will be held at the November General Meeting. The announcement of appointments of committee chairpersons will be at the November meeting.

## **Article VIII - Board of Directors**

### **Section A**

The Board of Directors will consist of ten (10) members who must be in good standing with the Club.

### **Section B**

The Board of Directors will be composed of the following: **three** (3) members of the

Club who have been members less than two years, four (4) members who have been with the Club for two years or more, and three (3) Past Presidents or Vice Presidents of the Club. No current members of the Executive Committee may serve on the Board.

### **Section C**

At the regular meeting in the month of August, the Board of Directors will present a slate of candidates for members of the Board, to be presented to the membership at the September meeting. At that time, the chairperson of the Board of Directors shall present the slate of candidates to the membership.

The President will call for nominations from the floor at the September meeting. Upon close of nominations, the President will call for a vote. This vote shall be by secret ballot. The candidates with the greatest number of votes shall be declared elected by the President. In the event of a tie, there shall be another vote run off.

### **Section D**

A special election will be held to fill any vacancy. The newly elected Board member will fill the vacancy for both the individual and the time remaining on the Board.

## **Article IX - Goals and Duties of the Board of Directors**

### **Section A**

The Board of Directors shall meet in October of each year, and subsequently, at least quarterly, **for** the remainder of the year.

### **Section B**

The Chairman and Secretary of the Board of Directors will be elected by the Board at the October meeting.

### **Section C**

The terms of the members of the Board will be for two (2) years. For the first year of these bylaws being in effect, the members with the five highest number of votes will be elected for two years, and the members with the next five highest number of votes will serve for one year. No member of the Board can serve consecutive terms.

### **Section D**

All vacated offices with more than six months remaining in their term will be elected by the Club membership. Vacancies of less than six months will not be filled.

### **Section E**

The Board of Directors will develop a five(5)-year strategic plan which will at least include:

1. An increased commitment to the community
2. Increased membership
3. Increased disposable revenue.

This plan will be updated annually by the Board of Directors and presented at the August General Meeting.

## **Section F**

At the January meeting of the Club each year, the Chairman of the Board of Directors will report to the membership on the Club's progress in terms of the five-year plan.

## **Section G**

The Board of Directors will insure that the Executive Committee is at all times operating within the bylaws of the Club.

## **Section H**

The Board of Directors will maintain an open-door policy to the general membership for grievances.

## **Section I**

Board of Director meetings are open to the general membership, except when personal issues are discussed.

## **Section J**

The Board of Directors is open and receptive to input from the membership.

## **Article X - Committees**

### **Section A**

There shall be standing committees and special committees. All committees other than standing, shall be created by the President as the need arises. All committee chairpersons shall keep a record of the proceedings and actions of their respective committee as a history, and assist future committee persons. Written minutes of all meetings of the committee must be submitted to the Club Secretary. As a minimum, the following are standing committees: membership, refreshments, equipment, pond tour, Kai show, public relations, newsletter, and any other that the membership deems as necessary.

## **Article XI - Approval and Amendments to the Bylaws**

### **Section A**

These Bylaws may be approved or amended by two-thirds of the members voting in an election officially designated by two-thirds majority vote of the Board of Directors. Votes in this election may be cast in a Club general meeting that has been designated by the Board of Directors as an official election meeting and by email or regular mail to the club's official email address or regular mail address. All votes cast shall include the voting member's full name and the member's vote (yes or no) on the changes proposed and shall be received at the Club's email or mail address no later than 5 PM on the designated election date. Notice of said election including the full text of the proposed Bylaws or amendments to the Bylaws shall be provided to all members no later than 15 days before the designated election date. Amendments to the bylaws may be proposed only by the Executive Committee or the Board of Directors.

## **Article XII - Property Rights of the Members**

### **Section A**

The property of this Club is irrevocably dedicated to the objects and purposes of the Club, as outlined in Article 1, Section B, of the bylaws. In the event of the dissolution of the Club, its properties and monies shall not revert to the possession of the membership, but shall be given to another non-profit Club or educational organization within Santa Clara Valley, which is to be chosen by the membership of the Club, and whose aims and purposes are similar to those of the Club. No part of any net earnings or assets of the Club shall inure to the benefit of any member or individual.

### **Article XIII - Parliamentary Authority**

#### **Section A**

The latest edition of Robert's Rules of Order shall govern all proceedings of **this** Club, providing they are not in conflict with the bylaws.

### **Article XIV - Insurance**

#### **Section A**

Liability insurance shall be maintained at a value of not less than one million dollars (\$1,000,000), indemnifying the Club, its Officers, Executive Committee, Board of Directors, and members against all legal action, including suits claiming negligence.

### **Article XV - Commercial Enterprise**

There shall be no commercial enterprise permitted to sell merchandise and/or services at Club functions without prior written consent of the Executive Officers. Prior shall be no less than fifteen (15) days. The Secretary will issue a letter of authorization at the direction of 80% of the Executive Officers.

### **Article XVI - Removal of Executive Committee Members**

#### **Section A**

In the event of complaints of misconduct of an Executive Committee member or members, the Board of Directors will investigate such complaints within fourteen (14) days after the receipt of the written complaint. If the Board of Directors then determines there has been misconduct, the Board of Directors shall report to the general membership said findings for a secret ballot vote on removal from office and/or censure and/or dismissal from the Club membership of the offending officer(s).

### **Article XVII - Removal of Board of Directors Members**

#### **Section A**

In the event of complaints of misconduct of a Board of Directors member or members, the Executive Committee will investigate such complaints within fourteen (14) days after the receipt of the written complaint. If the Executive Committee then determines there has been misconduct, the Executive Committee shall report to the general membership said findings for a secret ballot vote on removal from office and/or censure and/or dismissal from the Club membership of the offending officer(s).

#### **Section B**

The Executive Committee may suspend the officer(s) from duties until a decision is made by the Club membership.

## **Article XVIII - Discipline of a Member**

### **Section A**

Any member whose actions or behavior is deemed by the Board of Directors to be jeopardizing the reputation or integrity of the Club, may be suspended, pending completion of Section C below. The accused party has the right to defend himself/herself before the Board of Directors.

### **Section B**

Any member who is verbally or physically abusive during Club projects and/or events may be dismissed.

### **Section C**

The accused party has the right to defend himself/herself before the membership prior to the secret ballot. Dismissal of a member will be carried out upon majority vote of the membership by secret ballot at a regularly scheduled monthly meeting, and the individual notified in writing at least ten (10) days prior to the next club meeting.

## **ARTICLE XIX - Chapters**

This article describes the rights and responsibilities of the Santa Clara Valley Koi & Water Garden Club (the Club) and of any authorized Club chapters (the Chapters).

### **Section A - Organizational**

Chapter status shall have been approved by a 2/3 majority vote of the Club Board of Directors. Said voting may take place by voice vote in an official Board of Directors meeting, by email or by regular mail.

Each Chapter shall elect and nominate a representative to the Club Board of Directors. This nomination shall be accepted or rejected by majority vote of the SCVKWG Board of Directors. In the event of a rejection, the Chapter shall nominate another individual as its representative, subject to Club Board approval.

### **Section B - Financial**

Each Chapter shall maintain its own bank account independent of the account or accounts of the Club.

Each Chapter shall raise and expend its own funds and shall contribute 1/3 of its membership dues received each year to the Club. This contribution is intended to cover various administrative costs such as AKCA membership, insurance for regular Chapter meetings and social events, newsletter printing and professional fees for routine tax and other filings. If other activities of a Chapter result in increased cost to the Club, the Chapter shall reimburse the Club for these additional costs.

### **Section C - Operational**

Each Chapter shall adhere to and operate under the Bylaws of the Club. Each Chapter shall abide by all laws and regulations of all cognizant government bodies and shall do nothing that might jeopardize the IRS sec. 501 (c) (3) status or California State non-profit status of the Club.

At the beginning of each calendar year, each Chapter shall submit a tentative list of all Chapter meetings and events planned for that year. Chapters shall coordinate event planning with the Club and with other Chapters, if any, to avoid scheduling conflicts. Chapters shall give 60 days advance notice to the Club of all Chapter meetings and events.

### **Section D - Reporting**

Each Chapter shall provide a summary financial statement to the Club on the 30<sup>th</sup> of June and the 30<sup>th</sup> of December of every year.

Each Chapter shall prepare and file all forms and papers required by law and/or regulation.

### **Section E - Equipment and Facilities**

The Club shall provide each Chapter with access on a reasonable basis to all equipment and facilities owned by the Club. All equipment borrowed from the Club shall be returned promptly following its intended use and in as-borrowed condition. All equipment not returned in as-borrowed condition shall be repaired or replaced at the Chapter's expense.

Chapters shall have the right to purchase their own property from their own funds. Each Chapter shall provide the Club with access on a reasonable basis to all equipment and facilities owned by the Chapter.

### **Section F - Insurance**

The Club shall maintain insurance coverage for all regular Chapter meetings and Chapter social events. Insurance coverage for Chapter special events such as pond tours and shows shall be arranged by the Club under its Club insurance policy. The Chapter shall reimburse the Club for any costs arising from this insurance.

### **Section G – Withdrawal from Chapter Status**

A Chapter may withdraw from its chapter status by submitting a written request for withdrawal to the Club. This written request shall have been approved by a majority vote of the Chapter Executive Committee.

If a Chapter fails to abide by any of the provisions of this Article, the Board of Directors of the Club may, by majority vote, elect to unilaterally withdraw its Chapter status.

Following withdrawal of a Chapter, each member of the Chapter shall notify the Club of his/her intentions as to membership in the Club or one of its Chapters.

### **Section H – Membership**

Members of the Chapters are not automatically members of the Club and members of the Club are not automatically members of the Chapters. Each member shall declare whether he/she is a member of the Club or of a Chapter and shall pay his/her dues to the group so designated.

### **Section I – Club Publications and Communications**

In the Club newsletter, a limited amount of space shall be provided for Chapter announcements.

On the Club web site, a page shall be provided for the use of each Chapter.

The Club monthly email announcements shall be sent to all Chapters with the individual ability to opt out.

Approved by 2/3 majority vote of the Board of Directors

By \_\_\_\_\_

date: \_\_\_\_\_

Larry Templeton  
Member, Board of Directors

Approved by unanimous voice vote of the members present at the July 16, 2010 general meeting (amendments to Article V Sec C and Article XI Sec A) and by mail and email (Addition of Article XIX) on August 6, 2010.

By \_\_\_\_\_

date: \_\_\_\_\_

Larry Templeton  
Member, Board of Directors