



Santa Clara Valley Koi and Water Garden Club

BYLAWS OF THE SANTA CLARA VALLEY KOI AND WATER GARDEN CLUB

Revised November 2015

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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 (SCVKWGC), and hereafter referred to as "Club".

Section B

The purpose of the Club will be as follows:

To promote, encourage, and educate concerning the activity of keeping, breeding, appreciating and exhibiting Koi and aquatic plants.

To disseminate information about the above-referenced purpose to the members, the public at large, and to conduct activities conducive to learning about Koi and aquatic plants and the keeping thereof.

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

Article II - Membership

Section A

Any person interested in Koi culture and/or water gardening may become a member upon application and payment of dues. Said new members will be introduced at the next General 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 withdrawal, expulsion or other termination of membership in the Club of any member. Member is defined as one per household unless multiple membership dues are received from the same household.

Section C

All verbal or written 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

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.

Section B

Dues are payable at the first meeting in July of each year. New membership dues may be prorated based upon the number of months remaining in the annual membership cycle.

Article V - Meetings

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 General Meeting 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 monthly meeting of the membership, hereafter known as the General Meeting, shall be held at a time and place to be determined by majority vote of all those members present at any General 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 General Meeting and upon written notice to the membership of such change through the Club newsletter or other notice. Emergency meeting changes may be made by the Board of Directors.

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 Board of Directors, 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 Board of Directors, and written notice to the membership at least ten (10) days in advance of such meeting. Notice of such meetings must include the purpose of that special meeting.

If a quorum of the membership is present at such special meetings, any business normally done only at a General Meeting may be transacted.

Article VI - The Board of Directors

Section A

The Board of Directors shall consist of the following officers: the President, Vice President, Secretary, Treasurer, and Program Director, plus two Club Members in good standing as Directors.

In the event of a vacancy, the membership shall, by election, fill the vacancy or vacancies for the unexpired term or terms of greater than six (6) months. If less than 6 months, vacancies may be appointed by President.

Section B

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

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

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

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

Section B

The duties of the Officers shall be:

President

1. To preside at all meetings and act as the Chairperson of the Board of Directors
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 next year reflecting the goals of the five-year plan to be published in the newsletter and to be ratified by the membership.
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 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 Club newsletter are deemed to comply with the bylaws.
3. To submit a summary of each General and Board of Directors meeting, including decisions, to be published in the Club newsletter. To maintain a permanent written record of all General, Board of Directors, Committee, and Special Meeting minutes. To maintain any official records generated by the Club's Officers and Directors.

Treasurer

1. 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.
2. To see that each member knows where to locate a copy of the bylaws.
3. To prepare and present at each Board Meeting a report of the receipts and expenditures during the previous month.
4. To pay predetermined accounts as may be authorized by the Board of Directors and to pay those bills presented and approved.
5. To prepare and submit all financial reports required by any governmental agency.
6. To make available membership applications to prospective members.
7. To verify that all expenditures over \$500 that have not been approved in the annual budget must be approved by the Board of Directors.
8. To submit the Treasurer's report for the year at the Annual Meeting.

Program Director

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

Section C

The term of the members of the Board of Directors shall be two (2) years, with no more than two (2) consecutive terms in their current position unless otherwise authorized by the Board of Directors.

Section D

The Board of Directors shall meet prior to each General Meeting.

Section E

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

Section F

Officers of the Club are authorized to spend up to \$500 without approval of the membership or for expenditures listed in the annual budget. Requested expenditures over that amount must be posted in the Newsletter, when possible, and then approved by a majority of the membership.

Section G

Special meetings of the Board of Directors may be called by the President, or by notice signed by a majority of the Board of Directors. 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 Board of Directors. 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 General 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 President 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

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 Annual General Meeting. The announcement of appointments of committee chairpersons will be at the Annual Meeting and in the club newsletter.

Section C

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.

Article VIII - 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, Koi show, public relations, newsletter, and any other that the President deems as necessary.

Article IX - 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 Board of Directors.

Article X - Property Rights of the Members Section

The property of this Club is irrevocably dedicated to the objects and purposes of the Club, as outlined in Article I, 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 XI - 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 XII - 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 Board of Directors, and members against all legal action, including suits claiming negligence.

Article XIII - Commercial Enterprise

There shall be no commercial enterprise permitted to sell merchandise and/or services at Club functions without prior consent of the Board of Directors.

Article XIV - Removal of Board of Directors Members

Section A

In the event of complaints of misconduct of a Board of Directors member or members, a specially assigned investigatory task force will validate such complaints within fourteen (14) days after the receipt of the written complaint. If the task force then determines there has been misconduct, the task force 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).

The Board of Directors may suspend the officer(s) from duties until a decision is made by the Club membership.

Article XV - Discipline of Member

Section A

Any Club 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 General meeting, and the individual notified in writing at least ten (10) days prior to the next General meeting.

Revisions (November 2015) approved by majority membership vote:

By _____
Cal Hanson
President

Date: _____

By _____
Diane Selma
Secretary

Date: _____

