

BYLAWS

FRIENDS OF THE WILD FLOWER GARDEN, INC.

ARTICLE I Definition of Terms

Section 1. The following terms will be used throughout and will have the definitions given below:

Wildflower Garden – Eloise Butler Wildflower Garden and Bird Sanctuary, located in Theodore Wirth Park, City of Minneapolis, Minnesota, and administered by Minneapolis Parks.

Shelter – Martha Crone Shelter, located within the Wildflower Garden.

Friends – Friends of the Wild Flower Garden, Inc.

Minneapolis Parks – Minneapolis Park and Recreation Board.

Annual Meeting – Annual meeting of the membership of the Friends.

Annual Board Meeting – Annual meeting of the Board of the Friends.

Board – Board of Directors of the Friends.

Officers – Officers of the Friends.

Members in Good Standing - Members who are current on membership dues. Courtesy members are excluded from voting.

ARTICLE II Purposes

Section 1. The Wildflower Garden is a 15 acre garden and sanctuary for native flora and fauna, owned by the people, and maintained by Minneapolis Parks.

Section 2. The Friends was incorporated in 1952 as a non-profit organization. Its purposes are to protect, preserve, and promote the interests of the Eloise Butler Wildflower Garden and Bird Sanctuary for its unique beauty and as a sanctuary for native flora and fauna of Minnesota, and to educate and inspire people of all ages in relating to the natural world.

ARTICLE III
Organization and Governance

- Section 1. The Friends is a membership organization whose members have full voting rights as described in Article IV of these bylaws. The governing bodies of the Friends shall be the Board, as described in Article V and the Officers as described in Article VI.
- Section 2. Participation in the Friends is on a volunteer basis. Under no circumstances shall any Director, Officer or member of the Friends, receive remuneration of any sort whatsoever for their time, service, or talent spent in conducting the business of the Friends.
- Section 3. The Friends, a non-profit organization incorporated under State of Minnesota Statutes 317A, was formed for the purpose described in Article II of these bylaws. Gifts and donations to the Friends are tax deductible under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- Section 4. The fiscal year of the Friends shall begin January 1 of each calendar year and shall end on December 31 of that calendar year.

ARTICLE IV
Membership

- Section 1. Membership to the Friends shall be open to:
- A. Individuals and families
 - B. Organizations such as garden clubs, libraries, educational institutions, businesses, environmental and other agencies.
- Section 2. Membership Dues
- A. Annual membership dues shall become due and payable on the first day of the anniversary month in which the member joined, and shall be at such rates and categories as will be established from time to time by the Board and published in *The Fringed Gentian*TM, the Friends' newsletter. The Board may grant courtesy memberships with no dues required.
- Section 3. Membership Privileges
- A. Members in good standing may vote at Annual and Special Meetings, may serve on committees, may serve on the Board, and may hold office.
 - B. Organizational members in good standing – shall designate a representative who may vote at Annual and Special Meetings and serve on committees.
 - C. Members in good standing and designated representatives shall each have one vote. Courtesy members do not have voting rights.

ARTICLE IVA
Membership Meetings

- Section 1. Annual Meeting
- A. The Annual Meeting shall be held annually, following the close of the fiscal year, at a time and place fixed by resolution of the Board and advertised in the Notice of the Annual Meeting.
 - B. Notice of the Annual Meeting shall be advertised in *The Fringed Gentian*TM, or by such other means so as to reach all members in good standing at least ten (10) days prior to the date of the Annual Meeting.
 - C. The business of the Annual Meeting shall include but not be limited to:
 - (1) Election of directors.
 - (2) A report on the activities and financial condition of the Friends.
 - (3) Consideration of and action upon other matters as determined by the Board.
- Section 2. Special Meeting
- A. A Special Meeting shall be called by the President, a majority of the Board, or by 10% of the members in good standing.
 - B. A Special Meeting shall be held at such time and place and upon such notice as may be determined by resolution of the Board, provided such notice be given at least five (5) days before the date of the meeting, and the purpose of the meeting be stated.
- Section 3. Members in good standing may submit proposals and participate in discussions. Guests may address the members at the discretion of the presiding officer.
- Section 4. A quorum at such a meeting shall consist of at least ten (10) members in good standing.
- Section 5. When a quorum is reached a simple majority of members present shall be required to take action on any question properly brought before such meeting.
- Section 6. The presiding officer shall determine the manner of voting, whether by voice or ballot, except that a request by one or more members for a secret ballot shall be granted.
- Section 7. Proxy voting is not allowed.

ARTICLE IVB
Cessation of Membership

- Section 1. Membership ceases upon:
- A. Non-payment of dues after a period of sixty (60) days after the first day of the anniversary month.
 - B. Receipt by the President, the Secretary, or the Membership Committee Chair of a letter of resignation.

ARTICLE V
Board of Directors

- Section 1. The Board of Directors:
- A. The Board shall be elected by the members at the Annual Meeting and shall consist of no fewer than five (5) directors, elected according to the procedures in Article VIII, Section 1.
 - B. The term of office shall be of one (1) year's duration and shall commence at the time of election at the Annual Meeting.
 - C. There shall be no limit to the number of consecutive one (1) year terms a director may serve.
 - D. In the event that a director resigns or for any reason cannot fill the entire term, a majority of the remaining directors shall elect an eligible candidate to fill the remaining term of office.
 - E. A director may be removed by a majority vote of the remaining directors for failure to fulfill the obligations outlined in Article V, Section 4.
 - F. The board may appoint a person to serve on the board as a temporary director, until the next Annual Meeting. Such appointments are limited to one person and the appointment must be by majority vote.
- Section 2. Ex-Officio Directors
- A. The Gardener/Curator of the Wildflower Garden shall serve as an ex-officio director with full privileges.
- Section 3. Meetings of the Board
- A. Meetings shall be held seasonally, at least four (4) times a year with date, time and location determined at the previous meeting by the directors present. Notice shall be given in the minutes of the previous meeting.
 - B. The Annual Board Meeting shall be held immediately following the Annual Meeting to elect officers and to transact other business that may properly come before the Board. Notice of the Annual Board Meeting shall be announced at a previous board meeting and included in the minutes of that meeting.
 - C. Special Meetings shall be called by the President or any two (2) or more directors. Notice stating the purpose of the meeting shall be mailed or delivered in person at least two (2) days before the meeting.
 - D. A quorum shall consist of a simple majority or one half (1/2) of the directors.
 - E. When a quorum is reached, a simple majority shall be required to take action on any question properly brought before such meeting.
 - F. In case a quorum not be reached, those present may adjourn to such day as they shall agree upon and notice thereof shall be given to each director at least one (1) day before such agreed upon meeting.

G. Voting may take place by proper action without a meeting.

H. Each director shall have one (1) vote.

Section 4. Duties of the Directors

A. The directors shall have general management, control, direction and possession of, and control over all of the business and affairs of the Friends, its properties, and its funds; and shall have all of the powers necessary, essential or incidental to the carrying out of the purposes for which the corporation was created.

B. A director shall act in good faith, in a manner the director reasonable believes to be in the best interest of the Friends, and with care an ordinarily prudent person in a like position would exercise under similar circumstances.

C. A director shall disclose to the board a conflict of interest should it arise.

ARTICLE VI
Officers

Section 1. The officers of the Board shall be President, Vice President, Secretary and Treasurer, and such other officers as the Board shall from time to time elect.

Section 2. The term of the office begins with election at the Annual Board Meeting.

Section 3. There shall be no limit to the number of consecutive terms an officer may serve.

Section 4. Vacancies during the year shall be filled by a director, elected by a simple majority of the Board to fill the unexpired term of office. Voting may take place at a quarterly or special meeting or by proper action without a meeting.

Section 5. An officer may be removed by a resolution adopted by the Board.

ARTICLE VII
Duties of Officers

Section 1. An officer shall act in good faith, in a manner the officer reasonably believes to be in the best interests of the Friends, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. The President shall be the chief officer of the corporation and as such shall:

A. When present, preside at meetings of the Board, the officers and the membership.

B. Sign and execute in the corporation's name and on its behalf and as its President all written instruments necessary, essential or incidental to the carrying out of the purposes for which the corporation is created, and which shall have been first duly authorized by the Board.

C. Perform all acts incidental to the office of President and such other duties as may from time to time be assigned by the Board.

- D. Coordinate the activities of the officers and make such changes or additions to the activities as is deemed necessary.
- E. Appoint Chairs of the standing committees as outlined in Article VII, Section A, and other committees as shall be from time to time be deemed necessary.

Section 3. The Vice President shall:

- A. Serve as assistant and consultant to the President.
- B. Assume the powers and duties of the President during the President's absence or disability.
- C. Perform such duties as may be assigned by the Board or the President.

Section 4. The Secretary shall:

- A. Prepare and keep proper books in which are recorded current proceedings of the meetings of the Board, the officers and the membership.
- B. Be custodian of the books containing the historic records of proceedings of the meetings of the Board, the officers and the membership.
- C. Disseminate to directors copies of the proceedings of each meeting of the Board, officers and the membership.
- D. Send notices in accordance with the provisions of these bylaws or as requested by the President.
- E. At the President's request, sign all written instruments necessary, essential or incidental to the carrying out of the purposes and which shall have been first duly authorized by the Board.
- F. Perform other duties as may from time to time be assigned by the Board or the President.

Section 5. Assistant Secretary

- A. The Board may elect an Assistant Secretary who shall:
 - 1. At the request of the Secretary, or in the Secretary's absence or disability, perform the duties of Secretary, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Secretary.
 - 2. Perform other duties as from time to time may be assigned by the Board or the President.

Section 6. The Treasurer shall:

- A. Be the custodian of all moneys, funds, securities, evidence of indebtedness, and other similar properties.
- B. Keep or cause to be kept at all times accurate current financial records.
- C. Keep or cause to be kept full and complete historic accounts of the financial transactions.

- D. Endorse and deposit, or cause to be deposited, all money, drafts or checks in the name of and to the credit of the Friends, in such banks and depositories as the Board shall designate from time to time.
- E. Maintain an adequate balance of account with the U.S. Postal office.
- F. Disburse the funds as ordered by the Board, taking proper vouchers therefor.
- G. Prepare and present at quarterly meetings a written quarterly financial report, and at the Annual Meeting a written annual financial report, and such other reports as required by the President.
- H. Oversee that statements of annual dues are mailed to all members as soon as such dues become payable.
- I. File required state and federal forms and reports.
- J. Perform other duties as from time to time may be assigned by the Board or the President.

Section 7. Assistant Treasurer

- A. The Board may elect an Assistant Treasurer who shall:
 - 1. At the request of the Treasurer, or in the Treasurer's absence or disability, perform the duties of the Treasurer and when so acting shall have the powers of and be subject to the restrictions upon the Treasurer.
 - 2. Perform other duties as from time to time may be assigned by the Board or the President.

**ARTICLE VII
Standing Committees**

Section 1. The Standing Committees shall be Membership, Newsletter, Volunteer, Memorials/Honors, Historical, and Invasive Plant.

Section 2. The Chair of a committee shall be appointed by the President from among the directors for a one (1) year term.

Section 3. Committee members may be members of the Board, individual or family members, or be drawn from the community at large.

**ARTICLE VIIIA
Duties of the Chairs of Standing Committees**

Section 1. Membership Committee

- A. Keep an updated roster of members of the Friends and provide renewal notices to members when their annual membership becomes due.

- B. Cause statements of annual dues to be mailed to all members as soon as such dues become payable if so directed by the Treasurer and provide members with written acknowledgment of receipt of membership donation
- C. Recruit new members by communicating regularly with Newsletter and Volunteer Committees, and participating in community events as opportunities arise.

Section 2. Newsletter Committee

- A. Prepare, publish and mail seasonal issues of *The Fringed Gentian*TM to members and supporters.
- B. Keep abreast of changes in postal regulations. This duty may be delegated to a designated mailing service if such service is employed in production and mailing of the Newsletter.
- C. Maintain a file of past issues of *The Fringed Gentian*TM.

Section 3. Volunteer Committee

- A. Search for, screen, train and schedule volunteers, who need not be members, to staff the shelter from the opening date in the spring to the closing date in the fall.
- B. Plan and carry out appropriate recognition of the work of the volunteers.

Section 4. Memorial/Honors Committee

- A. Acknowledge gifts donated in remembrance of a deceased person or in honor of a living person.
- B. Cause the name of the person so remembered to be placed on a plaque in the Shelter, following the guidelines established by the Board.
- C. Recommend appropriate tributes to enhance the Garden.

Section 5. Historical Committee

- A. Organize, maintain and store the collection of historical material, with due regard for proper preservation of the different media and deposit such material as the Board designates, with the Minnesota History Center.
- B. Gather, organize and properly store current memorabilia pertaining to the Garden and the Friends including but not limited to newspaper and magazine articles, photographs, slides, books and pamphlets.
- C. Maintain a file of past issues of *The Fringed Gentian*TM.

Section 6. Invasive Plant Committee

- A. Schedule, publicize and lead volunteers in invasives-removal events, weeding invasive plants from areas as directed by the Garden Curator.
- B. Recruit volunteers, who need not be members, and train them in recognizing and removing invasive plants.

- C. Work on special invasives projects as directed by the Garden Curator.

ARTICLE VIII
Election Procedures

Section 1. Election of Directors

- A. The Board shall appoint a Nominating Committee. A notice shall be published in an issue of *The Fringed Gentian*[™] or by such other means so as to reach all members in good standing, that members may submit director nominations to the Board Chair prior to a date set by the Board. Such date shall precede the Board Meeting that immediately precedes the Annual Meeting.
- B. Prior to the Annual Meeting the Chair of the Nominating Committee will correspond with all Board members asking if they will stand for re-election. Newly nominated persons, who have agreed to stand for election, shall be, or be willing to become at the time of election, a member.
- C. The Board Chair shall present a list of candidates at the Board meeting that immediately precedes the date of the Annual Meeting, which slate shall be approved by the Board.
- D. At the Annual Meeting the President shall present the slate and introduce each candidate. The President shall call for a vote on the slate, provided a quorum is present. A simple majority of members in good standing present shall be required to take action. Election may take place by voice vote acclamation. Voting shall be by secret ballot if requested by one (1) or more members present, and the President shall appoint two (2) members to count the votes.


Section 2. Election of Officers

- A. By the date of the Board meeting that immediately precedes the date of the Annual Meeting, the Chair of Nominations shall submit to the President a slate consisting of one (1) or more candidates for each office duly authorized by the Board. Candidates shall have agreed to stand for office, shall hold a current membership in the Friends and shall be on the slate for Board election.
- B. The President shall present the slate at the Board meeting that immediately precedes the date of the Annual Meeting. The Board may offer additional candidates.
- C. At the Annual Board Meeting a vote shall be taken provided a quorum is present. A simple majority shall be required to take action. Election may take place by voice vote acclamation. Voting shall be by secret ballot if requested by one (1) or more directors and the President shall appoint two (2) directors to count the votes.
- D. In the event a quorum is not present, the procedure in Article V Section 3.F shall be followed.

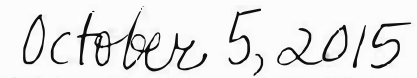
ARTICLE IX
Amendments

- Section 1. The power to adopt, amend or repeal the bylaws is vested in the Board, subject to the limitations provided in Minnesota Statutes 317A.181.
- Section 2. A proposed amendment to the bylaws, having been sent to all directors for consideration, shall subsequently be presented to the Board for approval or rejection.
- Section 3. The power to amend the Articles of Incorporation is vested in the members subject to the provisions in Minnesota Statutes 317A.133 and 317A.139.
- Section 4. A proposed amendment of a provision of the Articles shall be submitted in writing to the Board which shall review it for clarity, content and consistency.
- Section 5. Upon adoption by majority vote of the Board, a proposed amendment to Articles of Incorporation shall be submitted to the members for adoption.
- Section 6. An adopted amendment to the Articles of Incorporation shall become effective when filed with the Secretary of State under Minnesota Statute 317A.151.

These updated and revised bylaws of the Friends of the Wild Flower Garden, Inc. were adopted by the Board of Directors on October 7, 2015.



Pam Weiner, President
Friends of the Wild Flower Garden, Inc.



Date