

**GREAT LAKES CHAPTER
NORTH AMERICAN ROCK GARDEN SOCIETY**

BY-LAWS

ARTICLE I.

NATURE AND PURPOSE

- 1.1 **NAME.** The name of the Association is "Great Lakes Chapter of the North American Rock Garden Society" or "GLC NARGS".
- 1.2 **ORGANIZATION.** This Association is a non-profit corporation organized under the statutes of the State of Michigan and registered with the Michigan Corporation and Securities Bureau
- 1.3 **PLACES OF BUSINESS.** The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.
- 1.4 **PURPOSES.** The purposes for which the Association is organized are as follows:
- A. To increase understanding of the propagation and cultivation of rock garden plants by encouraging and promoting (i) the cultivation, conservation and knowledge of rock garden plants, their value, habits and geographic distribution; (ii) interest in good design and construction of rock gardens; and (iii) acquaintance between members and groups with the resultant mutual exchange of experience and knowledge.
 - B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Association.
 - C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the powers conferred on nonprofit Associations under the laws of the State of Michigan.
- 1.5 **NONPROFIT OPERATION.** The Association shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit association. No director of the Association shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Association shall inure to the benefit of any director, member, officer or any private shareholder or individual, unless agreed to by the majority of the Association members. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Association participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II.

MEMBERSHIP

2.1 ELIGIBILITY OF MEMBERSHIP. To be eligible for membership in the corporation, an individual must satisfy the following requirements:

- (a) be interested in rock gardening
- (b) pay the requisite dues
- (c) be supportive of the organizational goals and the conduct of its activities.

2.2 MEMBERSHIP DUES. The Board of Directors shall establish, on approval of the membership, the initial and annual dues for membership in the Corporation. The billing and collection of dues shall be conducted in a manner prescribed by the Board of Directors.

2.3 TERMINATION OF MEMBERSHIP. Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.1 of this article.

ARTICLE III.

MEETINGS OF MEMBERS

3.1 ANNUAL MEETING. The annual meeting of the members shall be held before the last day of May and at a place specified by the Board of Directors. At each annual meeting, Board of Directors shall be elected from a slate of persons nominated by a committee, or a Board Member appointed by the Board, and any other business shall be transacted that may come before the meeting.

3.2 SPECIAL MEETINGS. Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

3.3 PLACE OF MEETINGS. All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

3.4 NOTICE OF MEETINGS. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

3.5 RECORD DATES. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

3.6 LIST OF MEMBERS. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.7 QUORUM. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 20% of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

3.8 PROXIES. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

3.9 VOTING. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

3.10 MEETING BY TELEPHONE OR SIMILAR EQUIPMENT. A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV.

BOARD OF DIRECTORS

4.1 BOARD OF DIRECTORS. The business and affairs of the Association shall be managed by a Board of Directors, except as otherwise provided by law, all matters which are subject to membership vote or other action shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the Association, but at least annually.

4.2 NUMBER AND SELECTION OF DIRECTORS. The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) persons, as the Board of Directors shall from time to time determine. Directors shall be elected at each annual membership meeting and vacancies shall be filled in the manner specified in Section 4.5 below. Directors shall serve for three (3) year terms, except initially one-third (1/3) shall be appointed to serve for a three (3) year term, one-third (1/3) shall be appointed to serve for a two (2) year term, and one-third (1/3) shall be appointed to serve for a one (1) year term. In the event of an increase in the number of directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the directors expire each year. Each Director shall be eligible for election to successive three-year terms, with no limitations as to how many terms they may serve. The Secretary will keep track of terms of officers and notify members as terms are expiring.

4.3 RESIGNATION. A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.5 of the bylaws.

4.4 REMOVAL. Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

4.5 BOARD VACANCIES. A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

4.6 ANNUAL BOARD OF DIRECTORS MEETING. An annual meeting shall be held each year immediately after the annual membership meeting. At the annual meeting, the Board of Directors shall consider such business as may properly be brought before the meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

4.7 REGULAR MEETINGS. Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

4.8 SPECIAL MEETINGS. Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

4.9 STATEMENT OF PURPOSE. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

4.10 WAIVER OF NOTICE . The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.11 MEETINGS BY TELEPHONE OF SIMILAR EQUIPMENT. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.12 QUORUM. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

4.13 CONSENT TO CORPORATE ACTIONS. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE V.

COMMITTEES

5.1 GENERAL POWERS. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors and/or Association members. The board may also designate one or more directors and/or Associations member as alternate committee who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) terminate memberships.

5.2 MEETINGS. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

5.3 CONSENT TO COMMITTEE ACTIONS. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VI.

OFFICERS

6.1 OFFICERS. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. There may also be such Board Members at Large as the Board of Directors deems appropriate. Board Members at Large shall have the same voting rights as Officers but shall not exceed five in total.

6.2 TERM OF OFFICE. All officers shall be elected for a term of three (3) years (or until their successors have been elected) by the membership at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Association or these bylaws to be executed, acknowledged or verified by two (2) or more officers. All Officers and Board members may succeed themselves in office.

6.3 REMOVAL. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.4 VACANCIES. A vacancy in any office for any reason may be filled by the board.

6.5 PRESIDENT. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

6.6 VICE PRESIDENT. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

6.7 SECRETARY. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

6.8 TREASURER. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VII.

CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VIII.

INDEMNIFICATION

8.1 NONDERIVATIVE ACTIONS. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.2 DERIVATIVE ACTIONS. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.3 EXPENSES OF SUCCESSFUL DEFENCE. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.1 or 8.2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.4 CONTRACT RIGHT; LIMITATION ON INDEMNITY. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 8.3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

8.5 DETERMINATION THAT IDEMNIFICATION IS PROPER. Any indemnification under sections 8.1 or 8.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.1 or 8.2, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

8.6 PROPORTIONATE INDEMNITY. If a person is entitled to indemnification under sections 8.1 or 8.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.7 EXPENSE ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.1 or 8.2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

8.8 NON-EXCLUSIVITY OF RIGHTS. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.9 INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

8.10 FORMER DIRECTORS AND OFFICERS. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

8.12 CHANGES IN MICHIGAN LAW. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person

shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE IX

COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE XI

AMENDMENTS

The Board of Directors may propose amendments to the bylaws for membership acceptance, provided a notice setting forth the amendment or a summary of the changes to be made by the amendment is given to each director and Association member entitled to vote thereon. Voting to be done within the manner provided by these bylaws. No amendment inconsistent with the Articles of Association shall be effective prior to amendment of the Articles of Association.

Adopted by the Association membership on the _____, 2019