

**Bylaws**  
**of the**  
**Upper Midwest Koi Club**  
Enacted – July 2006  
Amended and Restated May 1<sup>st</sup> 2007

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

**Section A** - The name of the club shall be the Upper Midwest Koi Club.

**Section B** - The purpose of the Club will be to promote, create and support the hobby of Koi keeping, breeding, appreciating and exhibiting Koi; to disseminate information about the above to the membership; to engage in educational and social activities related to our purposes; and to acquire and own such property as may be necessary for any or all of the foregoing purposes.

**Article II - Membership**

**Section A** - Any person who has an interest in Koi culture shall be eligible for membership. Upon application and payment of dues as outlined in Article IV the application will be accepted and announced. 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 both membership and all rights in the property of the Society shall cease and terminate upon death, withdrawal, expulsion or other termination of membership in the Society.

**Section C** - All voting shall be done personally by members in good standing; no proxies shall be allowed.

**Article III - Fiscal Year**

**Section A** - The fiscal year and the year for the payment and collection of annual dues and the election and installation of officers shall be the fiscal year beginning on January 1<sup>st</sup>.

**Article IV - Dues and Initiation Fee**

**Section A** - The initiation fee for members shall be \$ 0 per person /family payable in advance with the application for membership.

**Section B** - The annual dues for members shall be \$ 36 per person / per family and are payable on March 1st of each year except in the case of new members whose initial dues are payable with their application for membership and will be prorated according to the time left in the fiscal year. During the year of 2006 no dues will be prorated in order to assist in starting the Club.

**Section C** - The annual dues for Corporate Sponsors shall start at \$250.00 per business and are payable on June 1st of each year except in the case of new Sponsor members whose initial dues are payable with their application for membership and will be prorated on a semi annual basis

according to the time left in the fiscal year. There are three levels of sponsorship, Silver, Gold and Platinum. The fees and benefits of each shall be determined and reviewed each year by the Board of Directors.” The Board recommended that the date change from March 1st to June 1st at the May 1st, 2007 meeting – voted on an approved.

**Section D** - The Board of Directors shall review the dues annually and will have the authority to adjust the dues prior to the next fiscal year.

**Section E** – No part of any annual dues shall be refundable. All member benefits shall remain in effect during the time period in which the dues are applicable and paid.

## **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 Secretary and Treasurer shall be held at the regular meeting time in March of each year. Notice of the annual meeting must be submitted to the membership in writing, at least five (5) days prior to said meeting. The club bulletin or website shall be deemed a satisfactory method of written notification.

**Section B** - The regular meetings of the membership shall be held monthly at a time and place to be determined by a 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 in the form of the club bulletin or other notice.

**Section C** - Special 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) duly qualified members. The President will set the date, time and location of such meeting subject to the approval of the majority of the members of the Board of Directors and written notice to the membership at least three (3) days in advance of such meeting. Notice of special meetings must also include a summary of the business items to be acted upon.

**Section D** – The members in attendance shall constitute a quorum at any regular meeting of the membership.

## **Article VI - The Board of Directors**

**Section A** - The Board of Directors shall consist of seven (7) members. There shall be Executive Officers and Board Members. The President of the Club shall be a member of the Board of Directors and shall act as Chairperson. In the event of a vacancy on the Board, the remaining Directors, even if less than a quorum, shall fill the vacancy or vacancies for the unexpired term or terms by appointment. In addition to the President, the Vice President, Secretary and Treasurer also serve coterminous terms as members of the Board of Directors. In addition three (3) Board Member at large shall also be elected and serve as the 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> members of the Board. Executive Board members cannot have a corporate interest and must be considered a hobbyist. Corporate members can serve on the Board as the 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> members. The Board of Directors can handle specified routine business of the Club in the absence of a membership meeting.

**Section B** - The term of the members of the Board of Directors shall be 2 years. No Board Member may serve more than two consecutive terms on the Board in any position. There must also be at least a one year gap before a former board member may return to the board. The

following offices shall be elected on the even years; President, Secretary & the 5<sup>th</sup> Board Member at Large. The following officers shall be elected on the odd years, Vice President, Treasurer and the 6<sup>th</sup> and 7<sup>th</sup> Board Member at Large. A board member wishing to continue to serve beyond the terms noted herein must first be vacant from the Board for a period of one (1) year.

**Section C** - There shall be no established regular meetings of the Board of Directors required by the bylaws other than the requirement that at least one (1) such meeting will be held each calendar year. 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 and notice thereof given to all Directors not less than three (3) days prior to such meetings. These meetings may be held at any time or place agreed upon by the majority of the Board.

## **Article VII – Executive Officers and Board Members of the Club**

**Section A** - The Executive Officers of the Club shall be

President  
Vice-President  
Secretary  
Treasurer

Board Members of the Club shall be:

5<sup>th</sup> Board of Director at Large  
6<sup>th</sup> Board of Director at Large  
7<sup>th</sup> Board of Director at Large

These officers are elected by the membership for a two (2) year term.

**Section B** - One Board Member shall also serve as the AKCA Club Director as chosen by a majority vote of the membership. The individual must not be a Koi Dealer nor affiliated with any Koi or Koi Keeping product or business. The AKCA Club Director will also serve on the Associated Koi Clubs of America Board of Directors and subject to the AKCA By-Laws and Rules.

**Section C** – If a vacancy in any office occurs, the President will bring a nominate a person to fill the vacancy and bring that mane to the general membership for a vote.

## **Article VIII - Election of the Officers & Board**

**Section A** - At the regular meeting in the month of January, the President will appoint a nominating committee composed of not less than five (5) members including a chairperson for that committee. The committee will meet prior to the March meeting and choose a slate of candidates for officers and Board of Directors to be presented to the membership at the March meeting. At that time the chairperson of the nominating committee shall present the slate of candidates to the membership. The President will call for nominations from the floor. Upon close of nominations the President will call for a vote. This vote may be verbal, by hand or by secret ballot. However, if two or more candidates are nominated for a particular office then the vote shall be by secret ballot. Those candidates with the highest number of votes shall be declared elected by the President. In the event of a tie, the President will call for another vote or run-off.

## **Article IX - Duties of Officers**

**Section A** - The duties of the President shall be

1. To preside at all meetings at which he or she is present.
2. To appoint all committees, with the assistance of the other officers.
3. To install the newly elected officers at the end of his or her term (or appoint someone to do so).
4. To call special meetings of the Club, committees, Board of Directors or any other meeting which may be requested as outlined in the bylaws.
5. In case of any question or demeanor, while in office, the President is further governed by Roberts Rules of Order.
6. Has the authority to execute contracts on behalf of the Club after receiving board approval for said contract.
7. President to be placed on the Bank account as a signer.

**Section B** - The duties of the Vice-President shall be

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

**Section C** - The duties of the Secretary shall be

1. To keep all records of the 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 bulletin (Koi Focus) are deemed to comply with the bylaws.
3. Maintain membership directory.
4. To send out thank you communications

**Section D** - The duties of the Treasurer shall be

1. To collect and record all dues, initiation fees, special fees, etc. paid to the Club as a result of its activities plus all other moneys due the Club.
2. To send out membership cards at the appropriate times. Note: Such cards are not valid unless signed by the treasurer .
3. To see that each member receives a copy of the bylaws.
4. To prepare and present at each regular meeting a report of the receipts and expenditures during the previous month.
5. To pay pre-determined accounts as may be authorized by the membership of the Club and to pay those bills presented and approved at each regular or annual meeting.
6. To prepare and submit all reports required by any governmental agency.

**Section E** - The duties of the club AKCA Director shall be per the requirements of the AKCA and may not be anyone involved with a KOI related business of any kind. The AKCA representative shall be responsible for communication between the UMKOICLUB and the Associated Koi Clubs of America organization.

## **Article X - Committees**

**Section A** - There shall be standing committees and select 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 committees as a history and to assist successive committee persons. Committee chairperson shall be responsible for managing the committee's budget and shall report to the Board when requested by the President.

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

**Section A** - These bylaws may be approved or amended by a vote of two-thirds (2/3) of the membership present at any meeting of the membership provided proper notice of said meeting is given, in writing, as specified in these bylaws. The full text of the bylaws, and amendments thereto, which are proposed must be served upon each member at least five (5) days prior to the meeting at which such bylaws or amendments are to be voted upon. Proposals for amendments to the bylaws shall be instituted only by the Board of Directors or at least six (6) or more members.

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

**Section A** - The property granted to this Club is irrevocable. All property of this Club is dedicated to the objects and purposes of the Club as outlined in Article 1, Section B of these bylaws. In the event of the dissolution of the Club, its properties and moneys shall not revert to the possession of the membership but shall be given to another non-profit society or educational organization which is to be chosen by the membership of the Upper Midwest Koi Club, and whose aims and purposes are similar to those of the Upper Midwest Koi Club. No part of any net earning or assets of the Club shall be claimed by any member nor benefit any member individually.

## **Article XIII - Parliamentary Authority**

**Section A** - Robert's Rules of Order (revised) shall govern all proceedings of this Club providing they are not in conflict with these bylaws.