

**AMENDED AND RESTATED BYLAWS OF THE
FRIENDS OF THE WILD FLOWERS GARDEN, INC.**

**ARTICLE I
Definition of Terms**

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

Act – the Minnesota Nonprofit Corporation Act

Board – the board of directors of the Friends

Friends – the Friends of the Wild Flower Garden, Inc.

Director – a member of the Board

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

Gentian – the *Fringed Gentian™*, the newsletter of the Friends

Member(s) – a member or members of the Friends

Members in Good Standing – members who are current on membership dues.

MPRB – Minneapolis Parks and Recreation Board

Officers – the officers of the Friends

Shelter – Martha Crone Shelter, located within the Garden

**ARTICLE II
Purposes**

The purposes of the Friends are set forth in its Articles of Incorporation.

**ARTICLE III
Organization and Governance
Fiscal Year**

Section 1 The Friends is a membership organization whose Members have full voting rights as described in Article IV of these Bylaws. The governing body of the Friends shall be the Board of Directors, as described in Article V.

Section 2 The fiscal year of the Friends shall begin on January 1 of each year and shall end on December 31 of that year.

**ARTICLE IV
Membership**

Section 1 Membership to the Friends shall be open to:
A. Individuals and families, and such other categories of membership as shall be determined by the Board from time to time.

B. Organizations such as garden clubs, libraries, educational institutions, businesses, environmental and other agencies.

Section 2 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 Gentian. The Board or the president may grant courtesy memberships with no dues required.

Section 3 Membership Privileges

A. Members in Good Standing may vote at annual and special meetings of Members, may serve on committees, may serve on the Board and may hold office. Courtesy Members are not Members in Good Standing.

B. Memberships other than individual Members 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 Members' meeting shall be held annually, at a time and place fixed by resolution of the Board. The president shall preside at the annual Members' meeting.

B. Notice of the annual Members' meeting shall be advertised in the Gentian or given by such other means, including electronically, so as to reach all Members in Good Standing at least ten (10) days prior to the date of the annual Members' meeting.

C. The business of the annual meeting shall include but not be limited to:

(i) Election of the Board

(ii) A report on the activities and financial condition of the Friends

(iii) Consideration of an action upon other matters as determined by the Board

Section 2. Special Meeting of Members

A. A special meeting of Members may be called by the president, a majority of the Board, or by 10% of the Members in Good Standing. The president shall preside at special meetings of Members.

B. Any such 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 shall state the purpose of the meeting and shall be given at least five (5) days before the date of the meeting.

- Section 3. Members in Good Standing may submit proposals and participate in discussions at Members' meetings. Such proposals shall be subject to approval by the Board. Guests may address the Members at the discretion of the president.
- Section 4. A quorum at Members' meetings 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 any action on any question properly brought before such meeting.
- Section 6. The president 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

Membership ceases upon (1) non-payment of dues after a period of sixty (60) days after the first day of the anniversary month or (2) receipt by the president, the secretary, or the membership committee chair of a letter of resignation. There will be no refund of dues in the case of a resignation of membership.

ARTICLE V Board of Directors

- Section 1. The Board of Directors
- A. The Board shall consist of not fewer than five (5) Members elected according to the procedures in Article VIII Section 1.
- B. Directors shall serve terms of one year, provided such terms shall be extended until successors are elected and qualified, subject to a Director's resignation or removal. Each Director shall have one vote.
- 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, and the result of such resignation is that there are fewer than the

minimum number of Directors remaining, then 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 by majority vote elect a person to serve on the Board as a temporary Director, until the next annual meeting.

Section 2. Ex-Officio Director

The Gardener/Curator of the Garden may at her option serve as an *ex-officio* Director with full privileges.

Section 3. Meetings of the Board

A. Meetings shall be held at least four (4) times annually including the annual meeting of the Board. The date, time and location determined at the previous meeting by the Directors present. Notice shall be given in advance at least ten (10) days prior to such any meeting and may be given electronically.

B. The annual Board meeting shall be held immediately following the annual Members' meeting, to elect officers and to transact other business that may properly come before the Board. Notice of the annual Board meeting shall be given in advance at least ten (10) days prior to such any meeting and may be given electronically.

C. Special meetings may 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 or electronically at least ten (10) days before the date of the meeting.

D. A quorum shall consist of a simple majority or one half of the Directors.

E. When a quorum is reached, a simple majority shall be required to take action on any questions properly brought before the Board.

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 five (5) days before the date of the meeting.

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 or incidental to the carrying out of the purposes for which the Friends organization was created.

B. A Director shall disclose to the Board a potential, actual or perceived conflict of interest should it arise. Such Director shall recuse themselves from any action on a matter related to such a conflict.

ARTICLE VI
Officers

- Section 1. All Officers must be elected Directors and Members in Good Standing.
- Section 2. Officers shall be president and treasurer and such other officers, including vice president and secretary, as the Board from time to time may elect.
- Section 3. The term of the office begins with election at the annual Board meeting and continues until the Officer's successor is duly elected and qualified, subject to resignation or removal of such Officer. 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 any regular, annual or special meeting called for the purpose of election of an officer.
- Section 5. An Officer may be removed by resolution adopted by the Board as set forth in the Act.

ARTICLE VIA
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 ordinary prudent person in a like position would exercise under similar circumstances.
- Section 2. The president shall be the chief officer of the Friends and as such shall:
- A. When present, preside at meetings of the Board, the Officers and the membership.
 - B. Sign and execute in the Friends' 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 Friends organization is created, and which shall have been first duly authorized by the Board.
 - C. Perform all acts incidental to the office of the 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 from time to time be deemed necessary.

- Section 3. If the Friends elect a vice president, the vice president shall:
- A. Serve as assistance 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. If the Friends elect a secretary, the secretary shall:
- A. Prepare and keep proper books in which are recorded current proceedings of the meetings of the Board 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 for which the Friends organization is created and which shall have been 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. 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 current accurate financial records.
 - C. Keep or cause to be kept full and complete historic accounts of the financial transactions of the Friends.
 - 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. Disburse the funds as ordered by the Board, taking proper vouchers therefor.
 - F. Prepare and present at quarterly meetings to the Board a written quarterly financial reports, and at the annual Member's meeting a written annual financial report and such other reports as required by the president.
 - G. Oversee that statements of annual dues are mailed prepared and provided to all Members as soon as such dues become payable.
 - H. File required state and federal forms and reports.
 - I. Perform such other duties as from time to time may be assigned by the Board or the president.

**ARTICLE VII
STANDING and AD HOC COMMITTEES**

- Section 1. The Standing Committees shall be Membership, Newsletter, Volunteer, Memorials/Honors, Historical, and Invasive Plant. Committees need not have more than one member. The Committee chair may nominate other Members to the Committee, to be appointed by the president.
- Section 2. The Chair of a committee shall be appointed by the president for a one (1) year term.
- Section 3. Committee chairs and Members may be Members of the Board, individual Members, or be from the community at large.
- Section 4. The president may appoint and disband *ad hoc* committees to serve specific purposes.

**ARTICLE VII
DUTIES OF THE CHAIRS OF THE 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 acknowledgement of receipt of membership donation.
 - C. Recruit new Members by communicating regularly with Newsletter and Volunteers Committees, and participating in community events as opportunities arise.
- Section 2. Newsletter Committee
- A. Prepare, publish and mail periodic issues of the Gentian to Members and supporters.
 - B. Keep abreast of postal regulations. This duty may be delegated to a designated mailing service if such service is employed in production and mailing of the Gentian.
 - C. Maintain a file of past issues of the Gentian.
 - D. Coordinate content with the Friend's editor of social media platforms to advance the mission, projects and programs of the Friends.
- Section 3. Volunteer Committee

- A. Search for, screen, train and schedule volunteers, who need not be Members, to staff the Shelter from the Garden's 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 to the Board appropriate tributes to enhance the Garden.

Section 5. Historian

- 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* or in the alternative ensure that the Minnesota Historical Society's archives include as complete a set of all issues of *The Fringed Gentian* as possible.

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 from among its Members. 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 president 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 Directors 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 president shall present a list of candidates at the Board meeting that immediately precedes the Members' annual meeting, which list shall be approved by the Board, subject to verification of qualifications. The Board shall also determine the number of available Board seats.

D. At the annual Members' meeting the president shall present the list and introduce each candidate. The president shall call for a vote on the candidates to fill the available number of Board seats. Each Member voting shall have as many votes as there are seats, and may not aggregate votes. 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 Members' meeting, the nominating committee 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, and shall be Members in Good Standing.

B. The president shall present the list of candidates at the Board meeting that immediately precedes the date of the annual Members' 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 acquired 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.

Section 3. Alternative to Nominating Committee

If there is no nominating committee, the president shall perform the functions of the nominating committee.

**ARTICLE IX
Amendments**

Section 1 The power to adopt, amend or repeal 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, modification 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 in the Articles shall be submitted to the Board, which shall review it for clarity, content and consistency.
- Section 5. Upon adoption by a majority vote of the Board, a proposed amendment to Articles of Incorporation shall be submitted to the Members for approval or rejection.
- 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 Amended and Restated Bylaws of the Friends of the Wild Flower Garden, Inc. were adopted by the Board of Directors on 1 April, 2019.

_____, 2019
Kathleen Connelly
President, Friends of the Wild Flower Garden, Inc.