

Bylaws

of the

Upper Midwest Carnivorous Plant Society

(Adopted: August 7, 2011; Last Amended: August 7, 2011)

Article I. Organization Name

The name of the organization shall be the Upper Midwest Carnivorous Plant Society, herein referred to as "UMCPS". The "upper Midwest" is defined here as including all of the states of Minnesota, Iowa, South Dakota, and North Dakota, as well as portions of the states of Wisconsin and Michigan. The portions of Wisconsin include the counties of Crawford, Richland, Sauk, Adams, Portage, Shawano and Oconto and all counties north of those listed. The portions of Michigan include the western portion of the Upper Peninsula of Michigan including Alger and Schoolcraft counties and all counties west of those listed.

Article II. Objective

The UMCPS is a recreation and social club with the primary objective of encouraging horticulture, education and conservation of carnivorous plants and their habitats. Carnivorous plants are here defined as including, but not limited to, the plant families Byblidaceae, Cephalotaceae, Droseraceae, Drosophyllaceae, Lentibulariaceae, Nepenthaceae, Roridulaceae, Sarraceniaceae.

Article III. Legal Status

The UMCPS is currently an unincorporated association. UMCPS maintains the goal of becoming a Federal 501(C)(7) non-profit corporation as soon as is feasible.

Article IV. Offices

The offices of UMCPS will be located in the state of Minnesota. UMCPS welcomes members from throughout the upper Midwest and retains the right to open chapters throughout the upper Midwest where there exist a sufficient number of interested individuals.

Article V. Organization and Operation

The organization and operations of UMCPS are described in the following sections. Changes to any of the operations or the organization of UMCPS require changes to these bylaws as outlined in Article VII of these bylaws.

Section A: Meetings

Regular meetings of the UMCPS will take place at least every other month or not fewer than 6 times per year. While underway, meetings will be conducted in accordance with Robert's Rules of Order and presided over by the UMCPS president. Special meetings can be scheduled in addition to regular meetings. There is currently no quorum for regular or special meetings. Notification of meeting schedules will be conducted over e-mail and via the UMCPS website. All meetings will be open to the public and notification of all meetings must be made public through approved outlets.

In an effort to accommodate members who are unable to attend the meeting in person, efforts will be made to make internet based participation feasible. Attending the meeting via internet participation will give the member full attendance rights while connected. This link can not be guaranteed and UMCPS will not be held responsible for failure of the link.

Section B: Membership

To be a member in good standing in the UMCPS, a person shall ensure the UMCPS has their relevant and current contact information and that their dues are paid for the current year. The UMCPS will not be held accountable if members are not contacted about meetings and events if their contact information is no longer current. Members are encouraged but not required to regularly attend meetings.

Membership dues are \$10 and are good for one year from date of payment. A motion to change the membership dues must pass a majority vote, as described in Article V, Section C, Subsection 2.

Section C: Voting

All current members of the UMCPS in good standing are entitled to participate in any votes at a meeting in which they are present; this includes a virtual presence via internet connection organized for that purpose. Members are allowed one vote for every action put before the UMCPS. Three types of votes are recognized.

- 1- General vote – is a vote which the motion is passed by obtaining greater than 50% in favor of the motion. A tie results in one of two actions. In the case of a standard motion, the measure is defeated when a tie occurs. In the case of a motion for election of an individual, a tie results in a second round of voting, after which if a tie remains, lots will be drawn to determine the winner.
- 2- Majority vote – is a vote where a 2/3 majority must occur in favor of the motion for the motion to pass. Majority votes are reserved for the removal of officers and changes to membership dues.
- 3- Amendment vote – is a vote where a 3/4 majority must occur in favor of the motion for the motion to pass. Amendment votes are reserved for amendments of the UMCPS bylaws or the motion to elect a dissolution committee in an attempt to dissolve the UMCPS.

Section D: Officers

To be eligible to serve as an officer an individual must be a member of the UMCPS in good standing. UMCPS will recognize two officers, a president and a treasurer. In the absence of the president the treasurer will take on the duties of the president at all meetings. All officers shall be elected in a general vote at a regular meeting of the UMCPS. Officers must be nominated by another member, the individual nominated must agree to their nomination, and the nomination seconded by a third member before a vote can occur. Officers will serve a two year term. To avoid complete turnover in the executive administration of UMCPS, elections for officers will be held in alternate years. Year one elections will be for the president, and year two for the treasurer.

All officers shall be responsible for executing the executive affairs for the ultimate good of the the UMCPS. Any officer who is determined by a majority vote at a regular meeting to have failed to fulfill the duties and responsibilities of his office shall be removed from office. If an officer is removed from office, the president shall appoint a replacement officer for the remainder of the original term of office. If the president is removed from office the next officer in line shall assume the position of UMCPS president and this new president shall appoint a replacement for their vacated position for the remainder of their original term.

The duties of officer positions are described below.

- 1- President – will maintain the list of members and their contact information, be responsible for scheduling regular meetings, presiding over all meetings, notifying members of scheduled meetings, make public the schedule of all regular meetings, and contact parties interested in membership in UMCPS from official sign-up sheets used at official events. The president is also responsible for the nomination of event chairmen, and appointment of other managers as deemed necessary for the efficient operation of UMCPS during his term in office.

The president will also act as the program director and organize any speakers for regular meetings.

- 2- Treasurer – will receive and distribute all UMCPs funds, keep records of all UMCPs financial transactions, maintain both state and federal non-profit status (once necessary), and maintain a record of membership status.

Section E: Sales and Auctions

All profits from plants sold by the UMCPs at sanctioned UMCPs events are used for the exclusive use of UMCPs activities. No member or non-member may profit from plants sold through the auspices of the UMCPs. No meeting auctions are currently allowed.

Section F: Chapters

The UMCPs intends to act as an umbrella group for carnivorous plant enthusiasts for the upper Midwest. To do so, UMCPs encourages the formation of local chapters which can utilize UMCPs resources. Members of local chapters have the equal rights and responsibilities as any member of UMCPs. Each local chapter will have a local officer, elected within that chapter to represent the local chapter to the larger organization. The local chapter officer will serve for a term of two years, and must be a UMCPs member in good standing to serve. It will be the sole responsibility of the local chapter officer to report on the activities and financial transactions of the local chapter to the UMCPs. The local chapter officer may appoint local managers to assist in the execution of his duties for the duration of his term. The names, positions and current contact information of the local officers must be reported to UMCPs.

Local chapter officers can be dismissed for failing to fulfill their duties by either a majority vote of the local chapter for which that local officer is responsible, or a general vote of all UMCPs officers. Before the UMCPs officers can vote to dismiss a local officer, they must first lodge a complaint about the local officer with their chapter, and allow the local chapter to vote on the local officer's retention. If the local chapter votes to retain their local officer, the UMCPs officers must give the local officer a two month evaluation period before they can vote to dismiss the local officer in opposition to the local chapter.

Upon the dismissal of a local officer the local chapter must elect a new local officer in the same meeting and inform UMCPs of their actions.

Article VI. Recognized Events

As a recreation and social club the UMCPS will engage in two types of events: social events and outreach events. Events are here synonymous with all activities of the UMCPS outside of regular and special meetings. An event chairman may be appointed by the president and then elected in a general vote for events deemed of sufficient scope. The event chairman may serve the project for its duration but not for more than one year without reelection. Event chairmen will be responsible for executing the goals of the specific event for which they have been charged. It will be the responsibility of the event chairman to give a verbal summary of the accomplishments of the event at a general meeting either at the conclusion of the event or for longer duration events, to give regularly scheduled updates. It will be the responsibility of the event chairman to collect contact information from potential new members at their event and for tracking all UMCPS financial transactions at their event. The event chairman will then be responsible for reporting these activities at the event back to the relevant officer.

Section A: Social Events

The primary social event in which the UMCPS will participate are excursions. Excursions are approved trips for the observation of carnivorous plants in habitat or the organized meeting of other carnivorous plant enthusiasts. These trips are organized through the UMCPS for its members only, and all risk and liability are the sole responsibility of the participating member. By participating in an excursion the member waives all rights to any form of litigation against UMCPS for events associated with their participation on the excursion.

Section B: Outreach Events

Three types of officially sanctioned outreach events are recognized. Outreach events must be approved at a meeting in a general vote. Outreach events can qualify to meet the requirements for more than one of the three categories, and can thus be recognized as fulfilling multiple event goals. To qualify as an official outreach event, an event must meet one of the three definitions described below:

- 1- Conservation event - is an approved and sanctioned event that is directly related to the conservation or preservation of carnivorous plants or their habitats in the upper Midwest. Any conservation events that involve collection, transport, or disturbance of plants in their habitat must be sanctioned by the appropriate governing body (this includes, but is not limited to, state departments of natural resources, landowners, appropriate federal agencies, as well recognized and appropriate conservation and restoration non-profits). The UMCPS will not

officially participate in conservation events which are not officially and legally sanctioned.

2- Education event – is any approved event where members of UMCPS are involved in educating the general public about carnivorous plants, particularly within, but not limited to, the upper Midwest.

3- Recruitment event – is any formal and approved event intended to develop interest in UMCPS and recruit new members from the upper Midwest.

Article VII. Repeal, Amendment, or Suspension of these Bylaws

All motions to change the bylaws of the UMCPS must be made and seconded at a single regular meeting and then win an amendment vote. Motions to change multiple bylaws or multiple components to the bylaws must be made, seconded, and voted upon separately.

Article VIII. Dissolution

Dissolution must be approved by an executive committee elected solely for this purpose of assessing dissolution.

Section A: Formation of a Dissolution Executive Committee

A motion to elect a dissolution executive committee must be approved in an amendment vote. Each member of the executive committee must be nominated by another member, seconded by third member, and win a general vote. The elected, dissolution executive committee will then determine if dissolution of the UMCPS is warranted.

Section B: Assets upon Dissolution

Upon dissolution all assets of the UMCPS will be donated to the Minnesota Landscape Arboretum. No assets of UMCPS shall become the property of the officers or members.