

# BYLAWS OF THE MINNESOTA DRAGONFLY SOCIETY

## ARTICLE I. : ORGANIZATION

Section 1.01 Name. The Name of this organization shall be the Minnesota Dragonfly Society, hereinafter referred to as "MDS."

Section 1.02 Purpose. The Purpose of this organization shall be:  
To ensure conservation of Minnesota's dragonflies and damselflies through research and education.

Section 1.03 Limitations. This corporation shall have the powers granted non-profit corporations under the Minnesota Non-Profit Corporation Act and by any future laws amendatory and supplementary thereto; provided, however, that all powers of the corporation shall be exercised within so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) and 501(c)(3) of the Internal Revenue Code and Minnesota Statutes Chapter 290, all as now enacted or as hereinafter amended.

Section 1.04 Corporate Seal. This corporation shall have no seal.

## ARTICLE II. : MEMBERSHIP

Section 2.01 Membership. Membership shall consist of active members and honorary members.

Section 2.02 Active Members. Active members shall be individuals who subscribe to the objectives and policies of this organization.

Section 2.03 Honorary Members. Honorary memberships may be bestowed upon individuals who have distinguished themselves through outstanding contribution in the field of odonology. Honorary members shall be named upon recommendation of the Board of Directors.

Section 2.04 Nondiscrimination. Membership is open to all regardless of race, religion, color, sex, national origin, handicap, age, veteran status, or sexual orientation.

Section 2.05 Application. Application for membership shall be submitted to the Treasurer.

Section 2.06 Active Members Rights. Active members shall be entitled to vote, shall be eligible to hold committee posts, and shall be entitled to all benefits of MDS. Active members shall be entitled to hold office provided that they are eighteen (18) years of age or older.

Section 2.07 Annual Dues. Annual dues shall be established by the Board of Directors and approved by a majority of the voting membership present at annual meeting.

## ARTICLE III. : BOARD OF DIRECTORS

Section 3.01 MDS Administration. MDS shall be administered by a Board of Directors comprised of the elected officers and, preferably, ten active members at large, all of whom are eighteen (18) years of age or older and whom shall be members of MDS in good standing.

Section 3.02 Policy Statements. The Board of Directors shall formulate statements of policy to serve as a guide to the goals of the MDS and provide for consistency of action. Said policy statements shall be recorded in the official minutes of the Board and shall be published at the discretion of the Board, such changes to be reported to the members at regular meeting and through MDS publications.

Section 3.03 Meetings of the Board. Regular Board meetings shall be held at times, places and frequency as may be determined by the President, generally quarterly. Special meetings may be called by the President or upon the request of any two directors.

Section 3.04 Notice of Board Meetings. Notice of regular or special board meetings shall be emailed to each Board member no less than three (3) nor more than thirty (30) days before the meeting, excluding the day of the meeting; or notice may also be personally delivered or by telephone calls. A director may waive notice.

Section 3.05 Quorum. At any duly called board meeting, a majority of the directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum be held. Notice of any adjourned meetings need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.06 Action at Board Meetings. The directors shall take action by the affirmation vote of a majority of those directors present and entitled to vote at a duly called meeting.

Section 3.07 Vacancies on the Board. When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 3.08 Committees. The President or the Board of Directors may establish committees and task forces as appropriate. The committees and task forces shall report to the Board and/or general membership meetings as directed, and shall maintain records of meeting and activities.

Section 3.09 Indemnification. To the full extent permitted by Minnesota Statutes, or by other provisions of law, the Board of Directors may indemnify members, directors, officers, agents and employees for certain expenses and liabilities.

#### **ARTICLE IV. : OFFICERS AND COMMITTEES**

Section 4.01 Officers. The officers of MDS shall be President, Vice President, Secretary, and Treasurer, all of whom shall be members of MDS in good standing.

Section 4.02 Term of Office. All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 4.03 President. The President shall perform the duties of such office including chairing membership meetings and Board of Directors. The President shall appoint all special and standing committee chairs subject to the approval of the Board of Directors. Also, the President may establish such ad hoc, standing and special committees as may be required to further the work of MDS.

Section 4.04 Vice President. The Vice President shall preside in the absence of the President, serve as program coordinator by delegating committees as needed, and perform such duties as designated by the President.

Section 4.05 Secretary. The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of the proceedings of all the meetings of the members in appropriate books. Also, the Secretary shall facilitate committees as need to produce the digital Newsletter of the Minnesota Dragonfly Society on a bi-annual basis or for assisting with minutes of the meeting in their absence.

Section 4.07 Treasurer. The Treasurer shall be responsible for all funds and assets of MDS, payment of authorized accounts, present financial reports at Board of Directors meetings and the Annual Meeting, and submit the records for audit, along with any other annual paperwork to the State and IRS. The Treasurer shall also delegate committees as needed to give and serve all notices of MDS, keeping the names and residences of the members, and maintain membership notices.

Section 4.08 Committee formation. The board may create committees as needed, such as fundraising, research, public relations, data collection, etc. The Board of Directors, appoints all committee chairs and committee budget requests.

Section 4.09 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors.

## **ARTICLE V. : ELECTIONS**

Section 5.01 Board Elections. The Board of Directors shall be elected or re-elected by the general membership present at the annual meeting. Officers will be elected by a simple majority vote of the board of directors.

Section 5.02 Election Procedures. A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

Section 5.03 Vacancies. When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board member two weeks in advance of a board meeting. These nominations shall be sent out to a board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 5.04 Resignation, termination, and absences. Resignation from the board must be in writing and received by the Secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

## **ARTICLE VI. : MEETINGS**

Section 6.01 Annual Meeting. There shall be an Annual Meeting of MDS in the month of January, at a place, date and time to be determined by the Board of Directors.

Section 6.02 Notice of Annual Meeting. Notice of Annual Meeting or any special membership meeting shall be emailed to all members of MDS at least thirty (30) days before the meeting, excluding the day of the meeting.

Section 6.03 Regular Meetings. Regular meetings of MDS shall be held as determined by the board of directors. The schedule of regular meetings may be altered by the Board of Directors from time to time as may be required to carry out the work of MDS.

Section 6.04 Action. The members shall take action by the affirmative vote of a majority of those members present and entitled to vote at a duly called meeting.

Section 6.05 Electronic Communication. A conference among the Board of Directors or any of its committees by a means of communication through which the directors/committee members may simultaneously interact with each other during the conference is a meeting if: 1) the Board of Directors/committee members can reasonably verify that the person on the other end is who they claim to be; 2) the same notice is given of the conference as would be required for a meeting; and 3) the number of directors participating in the conference is a quorum. Participation in a meeting by electronic communication constitutes personal presence at the meeting. Under unusual circumstances, when directors need to take action between meetings, the directors may vote electronically if :1) the Board of Directors can reasonably verify that the person on the other end is who they claim to be; 2) notice of the vote is provided to all directors; and 3) the number of directors participating in the vote is a quorum.

## **ARTICLE VII. : FINANCES**

Section 7.01 Funds. Funds of MDS shall include membership dues, advertising fees, sponsorship fees for activities, and contributions received from organizations, agencies, etc. All moneys paid to MDS shall be placed in a

general operating fund, and kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall cause a quarterly financial report to be made to the Board of Directors.

Section 7.02 Disbursements. The Treasurer shall be authorized to make disbursements on accounts and expenses provided for in the budget for an event in an amount not to exceed \$500.00 and 50% of account balance, or provided for in the budget for the general office purposes in an amount not to exceed \$100.00. All disbursements shall be by check. The Board shall authorize all other disbursements. Checks shall be signed by treasurer or other designated board member.

Section 7.03 Fiscal Year. The fiscal and program year of MDS shall end on December 31.

Section 7.04 Annual Audit. The President shall appoint an Audit Committee of three (3) members, including the Treasurer and two (2) members not serving on the Board of Directors. The Audit Committee shall conduct an investigation and review of the financial records, and present a written report and recommendations to the Board. Copies of the report and recommendations shall be available upon request to general members.

Section 7.05 Annual Budget. The board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

**ARTICLE VIII. : AMENDMENTS**

Section 8.01 Amendments and Repeal. These bylaws may be amended when necessary by two-thirds majority of the members present at annual meeting. Proposed amendments must be submitted to the Secretary to be sent out with the regular board announcements.

**ARTICLE IX. : DISSOLUTION**

Section 9.01 Dissolution. Upon the dissolution of MDS, no board member shall have any rights nor shall receive any assets of the organization. In the event of dissolution of MDS, the assets, after payments of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code. The two preferred organizations are The Xerces Society and Audubon Minnesota each receiving equally split assets. If said organizations do not qualify at such time, preference will be given to a qualifying organization that would best carry out the purpose described in Sections 1.02-1.03.

**ARTICLE X. : CONFLICT OF INTEREST**

Section 10.01 Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**ARTICLE XI. : INDEMNIFICATION**

Section 11.01 Indemnification. To the full extent permitted by Minnesota Statutes, or by other provisions of law, the Board of Directors may indemnify members, directors, officers, agents and employees for certain expenses and liabilities.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on 6/26/2013. Revisions were approved at the annual meeting by a two-thirds majority vote of the members present on 01/30/2016.

Signed by: \_\_\_\_\_ Title: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Signed by: \_\_\_\_\_ Title: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_