

FRIENDS OF RIVERSIDE PARK GARDENS, INC

BY-LAWS

ARTICLE I

NAME

- A. The name of this organization shall be: Friends of Riverside Park Gardens, Inc. [5/12/05]
(Formerly Moline Conservatory Center, Inc. 3/7/72)**

ARTICLE II

PURPOSE

- A. To promote a knowledge and love of gardening and nature and to provide a center where interested groups may encourage community improvement and beautification. (3/7/72)**
- B. The corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue code. (3/28/86)**
- C. Inurement of Income: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. (3/28/86)**
- D. Legislative or Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing of, or distribution of statements) in any political campaign on behalf of any candidate for public office. (3/28/86)**

- E. Operational Limitations: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal; Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) (3/28/86)**

ARTICLE III: MEMBERSHIP

- A. Membership is open to anyone who shares the purpose of the organization as stated in Article II Section A and who pays annual dues or who has received the honor of Lifetime Membership from the Board of Trustees.**

ARTICLE IV ADMINISTRATION

- A. The business and affairs of this corporation shall be managed by the governing body hereinafter referred to as the Board of Directors. Unless otherwise stated in these By-Laws, it shall conduct all meetings in accordance with the latest edition of Roberts Rules of Order.**
- B. The Board of Directors shall meet quarterly and more often if necessary to conduct the business of the organization.**

- C. A copy of the minutes of the Board of Directors meetings shall be maintained by the Secretary as an extension of the By-Laws providing a reference of its actions and policies.**
- D. The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.**
- E. Membership on the Board of Directors shall be no less than six or more than twelve active members. It shall be made up of the Officers and Chairpersons of the standing committees. The Board members shall share the duties of the committees when no chair is named.**
- F. Potential members of the Board may be recommended by the membership to the Nominating Committee for consideration. Active participation in the activities of the Board and compatibility with the group are essential criteria for recommendation.**
- G. Active membership participation is essential to the effective functioning of the Board. Members who have unauthorized absence of three meetings or events shall be considered to have resigned from the board.**
- H. Fifty percent of the members of the Board of Directors shall constitute a quorum.**

ARTICLE V: MEETINGS

- A. An annual meeting of the membership shall be held annually to elect officers, Board Members, adopt a budget, review minutes of the prior Annual Meeting, recognize new members and conduct such other business as is appropriate. The annual meeting shall be open to the public who will not have voting privileges.**
- B. Attending members shall constitute a quorum.**

ARTICLE VI ELECTION AND OFFICERS

- A. The officers of the Board shall consist of the President, Vice President, Secretary, Treasurer and Registered Agent. They shall comprise the Executive Committee. The immediate past President is an ex-officio member.**
- B. Officers shall be elected for a two year term. The President and the Vice President shall be elected at the Annual Meeting the alternate year that the Treasurer and Secretary are elected. Terms of office shall begin at the close of the Annual Meeting. The Executive Committee shall appoint a member in good standing for the remainder of a term of unfilled or vacated officer positions.**

ARTICLE VII DUTIES OF OFFICERS**A. The President shall:**

- * **Preside at all meetings unless a designate is appointed.**
- * **Prepare an agenda for all meetings.**
- * **Be an authorized signature on all financial accounts.**
- * **Be the sole spokesperson for the organization unless others are designated by the president to be spokesperson for an event.**
- * **Assign areas of responsibility (such as standing committees: Publicity, Nominating, Education, Membership, Finance, Volunteer Coordinator, By-Laws, Communications, Audit and such other ad hoc committees as needed.**

B. The Vice President shall:

- * **assume the duties of the President when the President is unable to do so.**
- * **Authorize purchase requisitions.**
- * **Schedule sales and other special events.**
- * **Serve as parliamentarian.**

C. The Secretary shall:

- * **Assist the President in preparing the meeting agendas**
- * **Record and prepare the minutes of all meetings of the organization**
- * **Conduct correspondence**
- * **Keep the records of the organization**
- * **Keep a roster of attendance at meetings and scheduled activities**
- * **Have all necessary records available for Board of Directors meetings.**
- * **Submit a summary of the years activities to the Rock Island County Historical Society for our archives.**

- D. The Treasurer shall:**
- * **Deposit monies received by the organization**
 - * **Keep financial records**
 - * **Report the financial status at Board of Directors meetings**
 - * **Oversee investments**
 - * **Meet with the audit committee prior to the annual meeting**
 - * **Prepare a proposed budget for the Board of Directors (meeting) prior to the annual meeting**
 - * **File annual reports with the Secretary of State in cooperation with the Registered Agent.**
- F. The Registered Agent shall:**
- * **Notify the Treasurer when it is time to file the Annual Report to the State of Illinois**
 - * **Register the Annual Report with Rock Island County.**

ARTICLE VIII COMMITTEES

- A. All Committee chair persons will appoint members from the general membership to assist them.**
- B. The Communications Chair is responsible for:**
- * **advertising the organization's events with the media and through signs, posters and web sites.**
 - * **keep in contact with all the other committees to collect information to share with the general membership**
 - * **publish a calendar of upcoming events and gardening tips**
 - * **Welcome and list new members.**
- C. The Education Committee is responsible for arranging classes, labeling plants and developing brochures about the park gardens.**

D. The Membership Chair shall:

- * **Receive membership applications**
- * **Record data**
- * **Forward dues and/or deposit slips to the Treasurer**
- * **Issue membership cards**
- * **Regularly make available the updated Membership List to the Board of Directors and other members as designated by the Board of Directors)**

E. The Nominating Committee Chair shall attend all meetings of the Board of Directors, monitor attendance and suggest replacements to the Executive Committee when necessary. The chair should appoint two members to assist in developing a slate of candidates to present to the annual meeting of the membership. It shall meet to prepare a slate of officers and Board members to present to the February meeting of the Board of Directors.

F. The Greenhouse Maintenance Chair shall be responsible for ordering supplies and organizing their storage, organization and upkeep of equipment and overseeing insect and pest control.

G. The Gardens and Greenhouse Chair shall be responsible for contacting members to assist in the greenhouse and gardens as well as for special events and to schedule work projects in coordination with the Volunteer Coordinator.

H. The Volunteer Coordinator shall:

- * **Recruit new volunteer/members in cooperation with the Vice President**
- * **Keep a record of volunteer hours, collect contact information such as names, phone numbers, Email addresses, and forward to the Membership Chair and Secretary**
- * **Plan recognition events.**

8.

I. The Audit Committee Chair shall:

- * **Appoint at least two members to help prepare the audit.**
- * **Meet with the Treasurer to prepare the audit report prior to the annual meeting.**

ARTICLE IX

AMENDING THE BY-LAWS

The By-Laws may be amended in whole or in part by two-thirds vote of the members present at a meeting called for that purpose. Such proposed amendments shall be provided to the members in written form ten days in advance of a meeting at which they will be considered.

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954(or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI MISCELLANEOUS

Indemnification. Each Director and Officer of the Corporation or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have taken, omitted, or neglected by him/her as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim of liability, provided, however that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his/her own willful misconduct or gross negligence. The amount paid any Officer or Director by way of indemnification shall not exceed his/her actual, reasonable and necessary expenses incurred in connection with the matter. The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

These By-Laws were adopted as last amended on January 30, 2002, again on May 12, 2005 and again on April 4, 2009.