

# GardenSLUG Bylaws

## Article 1. Name

The name of this organization shall be "GardenSLUG". This organization may be referred to as the Club throughout the rest of this document. The Club shall use the Internet domain gardenslug.org for identity purposes, and has a website at the URL of <http://www.gardenslug.org>.

## Article 2. Purpose

The purpose of GardenSLUG, including the vision and mission. The club is non-profit and charitable.

### Section 2.01 Club Goals

The mission of GardenSLUG shall be as follows:

1. The promotion of good fellowship and communication among LEGO enthusiasts
2. Promotion of the LEGO hobby to the general public
3. Enable enjoyment by the Membership
4. Presentation of information and exhibits at shows and conventions of various types

### Section 2.02 Non Profit Nature

GardenSLUG is organized as a non-profit.

### Section 2.03 Charitable Purpose

The property of GardenSLUG, if any, is irrevocably dedicated to charitable purposes and no part of the net income or assets of the club shall inure to the benefit of private persons.

## Article 3. Membership

Who is eligible for Membership? The privileges and duties of Membership. The process for becoming a Member, and for removing a Member.

### Section 3.01 Classes of Membership and Eligibility

There shall be two classes of Membership, "Individual Member", and "Associate Member". Both apply to natural persons; there is no corporate or associative membership.

Where these bylaws refer to "Member" without specifying the class, all classes of member are meant.

Membership records shall be processed and maintained by the Vice-President who shall maintain a Roll of all Individual Members and Associate Members in good standing.

Members of the public that wish to simply follow the group are encouraged to join the public section of the forum and/or GardenSLUG's Facebook page and follow the group on other forms of social media.

## **Section 3.02 Associate Members**

Associate members are Adult Fans of LEGO that have an interest in supporting the club.

Associate members are not required to pay dues. To become an associate member one must join the LUG Forum and email announcement list and attend one meeting in person; after which a majority vote will be held by the executive group on whether or not to grant someone Associate Member status. Once approved Associate members will be added to the Registered Member group on the forum.

Associate members may attend meetings and part swaps (held at meetings).

Associate members will not be allowed to participate in certain LUG events, such as "Play Brick" distribution, and other events decided on by the executive group.

### **Subsection 3.02(a) Retention of Eligibility for Associate Members**

An associate member is in good standing if they: subscribe to the Club forum, are not banned from the club, and have interacted with the club by participating in an event / show, attending a meeting, or participating in a discussion on the forum.

If an Associate Member is removed from the club forum through inactivity they may re-subscribe at any time.

## **Section 3.03 Individual Members**

Individual members are Adult Fans of LEGO that pay dues, commit to supporting the club, and are eligible to run for office.

### **Subsection 3.03(a) Initial Eligibility for Individual Membership**

Individuals will become eligible for Individual Membership on fulfillment of all of the following conditions:

1. Has met the requirements listed under section 3.02 for becoming an Associate Member first; and
2. Attainment of the age of majority in New Jersey (18); and
3. Acceptance and espousal of the Club goals; and
4. Attendance at a show that the Club puts on for at least 2 hours and
5. Attendance at one or more internal meetings that the Club holds; and
6. Executing an application for membership (available by contacting the Vice- President) to gather needed information; and
7. Legal Competence as evinced by the ability to form binding contracts
8. Has paid the required dues.

There is no geographic or residency requirement and we welcome members from anywhere.

### **Subsection 3.03(b) Retention of Eligibility for Individual Membership**

Individual Members retain eligibility as follows:

- 1) Prompt payment of dues (if any); and

- 2) Compliance with all other requirements set forth in these bylaws; and
- 3) Regularly Voting on questions put forth (if any) to the general membership and
- 4) Conducts him or herself maturely when representing the LUG either at a public event or when interacting with LEGO either through email or LEGO Retail Stores; and
- 5) Treats other LUG members with dignity and respect; and
- 6) Use of and acceptance of the electronic means for communication and voting that the Executive Committee shall direct
- 7) Attendance at any combination of three of the following events;
  - A. A show that the Club puts on (the member must be in attendance for at least 33% of the show time); or
  - B. One or more internal meetings that the Club holds (the member must be in attendance during the business part of the meeting); or
  - C. Such other “Qualifying Event”, if any, that the Executive Committee shall designate as such.

Loss of eligibility must be corrected within 90 days or may be grounds for involuntary termination.

## **Section 3.04 Termination of Membership**

### **Subsection 3.04(a) Voluntary Termination**

Any Individual Member in good standing (including financial standing, if any) may apply for voluntary termination at any time by a written or emailed notice to the Membership Chair. The Membership Chair shall deem such notice accepted on evidence of return of all club property and satisfaction of all obligations and shall strike the Member from the Roll of the Club. Voluntary Termination does not preclude rejoining the club but the initial eligibility requirements will have to be re-satisfied subsequent to the date of voluntary termination.

### **Subsection 3.04(b) Involuntary Termination**

Any Individual or Associate Member who is not in good standing (as defined under the retention of eligibility sections above [Subsection 3.02(a) and Subsection 3.03(b)]) shall be held to be Ineligible, and may be involuntarily terminated. The Vice-President shall make such recommendation to the Executive Committee, or any Executive Committee may initiate termination proceedings.

At the discretion of the Executive Committee, the Member may be given a final chance to rectify the ineligibility issue. Subsequently to the determination that the Member is not in compliance the Executive Committee and the Membership Chair shall vote for or against termination. A simple majority for termination will terminate the Member.

Any Individual Member, Associate Member, or Applicant is subject to Termination and/or refusal of membership by a simple majority vote held by the executive group in the event that that person is found to be or had been previously convicted of a crime at either the state or federal level.

The Membership Chair shall give notice to the Member via electronic mail to the e-mail address of record of the Member, which shall be deemed sufficient notice.

Termination does not release the Member from obligations to the club such as, but not limited to, financial obligations or return of club property. On evidence of return of all club property and

satisfaction of all obligations the Vice President shall strike the Member from the Roll of the Club.

If the Executive Committee chooses not to pursue termination of an Ineligible Member when the Ineligibility first occurs, it does not waive any right to do so in future.

Involuntary Termination shall bar the individual from ever rejoining the Club unless by a 2/3 vote of the entire eligible Membership (to be held at the request of the terminated individual) the Membership decides to lift the ban.

## **Article 4. Voting and Communication**

Who is eligible to vote, Vote types, Quorum, communicating with the Membership

From time to time it may be necessary to ask the Membership to vote on propositions, questions, bylaws amendments, or in officer elections.

### **Section 4.01 Eligibility**

All those who are Individual Members at the time a vote is to be held are eligible to vote. If the vote is held at a meeting, the Member must be present to vote. The executive committee may extend any vote to the membership at large.

### **Section 4.02 Types of Votes**

The Club may use physical votes (secret paper ballots, a show of hands or voice vote) at meetings to decide questions, or electronic votes can be used to decide questions. Unless specified by a provision of these bylaws to be specifically one mechanism or another, the Executive Committee shall determine whether a physical or electronic vote shall be used for a particular ballot, and shall announce it at the same time the issue or election is announced.

Electronic votes shall be carried out using the electronic means of voting that the Executive Committee directs.

### **Section 4.03 Quorum**

For a vote to be valid, at least a simple majority (1/2 plus 1) of the Individual Members (as determined by the Club Roll) must participate in the vote, either by being present at the meeting at which the vote is taken, or by having arranged to submit a Proxy.

### **Section 4.04 Communication**

#### **Subsection 4.04(a) Discussion Group**

Members are expected to subscribe to the electronic means of communication (or "Discussion Group") that the Executive Committee selects. Notices to the Membership shall be deemed to have been delivered when they have been accepted and are visible on such electronic communication mechanism or discussion group.

Changes in the mechanism, except for extraordinary reasons, shall not be made so as to potentially disenfranchise anyone and shall be done with at least 2 months' notice so as to allow all Members to

transition without issue to the new medium.

#### **Subsection 4.04(b) Email**

Members are responsible for ensuring that the email that is on record for them is a good and valid email capable of receiving and transmitting messages in a timely manner. The Club shall not be responsible for failures in delivery although every effort shall be made to ensure delivery.

#### **Subsection 4.04(c) US Mail**

Members are responsible for ensuring that the postal mail address that is on record for them is a good and valid address capable of receiving physical notifications in a timely manner. The Club shall not be responsible for failures in delivery although every effort shall be made to ensure delivery.

#### **Subsection 4.04(d) Notice**

Unless otherwise specified, notice to Members can be given by either email or physical mail. Notice is deemed given when it is submitted for electronic transmission or given to the US Postal Service for delivery.

### **Article 5. Elected Officers**

Identification of officers and their terms. The Executive Committee. The nomination and election process. Duties of the officers. Removal of an Officer. Succession

#### **Section 5.01 Number of Officers and Term of Office**

The officers of GardenSLUG shall be a President, Vice-president, Secretary, and a Treasurer, each of whom shall be separately and individually elected by the Membership. When reference is made to "Most Senior" the order shall be (from most to least senior) President, Vice-president, Secretary, Treasurer.

The term of office of all officers shall run together and shall be approximately one year, except for the officers elected to fill the partial year, if any, when the bylaws are first ratified.

There shall be no restriction on the number of consecutive or total terms of office that a Member may hold.

#### **Section 5.02 Executive Committee**

The 4 elected officers collectively comprise the Executive Committee. Where these bylaws use the phrasing "the Executive Committee shall determine" or similar, it means by majority decision (3 of the 4 officers assenting unless there is a vacancy) of the membership of the Executive Committee.

#### **Section 5.03 Nomination and Election Process**

The Officers of GardenSLUG, President, Vice President, Secretary and Treasurer, shall be democratically

elected from among the Individual Members by the Individual Members annually, at the first meeting of the members or as soon thereafter as practical as described in Subsection

### **5.03(b) Election Process.**

Non-members are not eligible for office.

Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided. The entire process shall be carried out by the current Executive Committee, which shall hold in office until the last officer has been elected and has assumed office.

### **Subsection 5.03(a) Nomination Process**

Nominations for the 4 offices of President, Vice President, Secretary and Treasurer shall open November 15 of each year. Nominations may be submitted in writing to any member of the Executive Committee or made public on the electronic communication mechanism then in use by the club. A nomination shall consist of a name of the Individual Member, the office being nominated for, and the affirmation of at least two Members (the Nominator and the Second). Optionally a supporting statement may be included.

Nominations from the floor, should the election be held at a meeting, shall also be allowed and the written or electronic format requirement is waived.

Nominations for President shall be deemed closed just prior to the commencement of the election process for President. Nominations for each other office shall also be deemed closed just prior to the commencement of the election for that office. The failed nominees for the office just elected are not automatically entered in nomination for the next, but must be re-nominated.

### **Subsection 5.03(b) Election Process**

The officers of GardenSLUG shall be elected annually at the annual meeting of the Members for each calendar year. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient, or shall be held electronically, as the Executive Committee shall direct.

The elections for each office shall be held sequentially in order from most senior to least senior, commencing with the election for President, and terminating with the election for Treasurer. If there is but one nominee for any office, that nominee shall be deemed elected by acclamation. Otherwise a ballot shall be conducted. The ballot shall be secret. The Executive Committee shall determine details of the balloting process (whether paper or electronic, shape and nature of ballots, counting process and so forth) and make them known to the Membership at least one week in advance of the election.

### **Subsection 5.03(c) Votes Required**

All Individual Members in good standing as of the commencement of the election shall be eligible to vote. A quorum of the Members (as defined in Section 4.03 Quorum) must be present or else the election shall be postponed.

Officers shall be elected by a plurality of the votes cast. In the case of a tie for plurality, a runoff ballot shall be held between the top two vote getters.

### **Subsection 5.03(d) Qualification Process**

At the conclusion of the final election for Treasurer, the four newly elected officers shall be deemed to be qualified and as a group, shall now constitute the new Executive Committee, which shall supplant the old one.

### **Subsection 5.03(e) Assumption of Office**

If the election happens electronically, between meetings, the Executive Committee shall take office at the next regularly scheduled meeting after the conclusion of the election. If an election is held and concluded at a regularly scheduled meeting, the Executive Committee shall take office at the next regularly scheduled meeting.

The outgoing Executive Committee shall give every aid and advice to the incoming Executive Committee during the transition period between election and assumption of office.

## **Section 5.04 Duties of Officers**

This section is not an exhaustive enumeration of the duties of the officers.

### **Subsection 5.04(a) Duties of the President**

The President is the primary executive officer of the club and shall preside at club meetings. The President shall be the representative of the Club on any occasion when a person is required to act in that capacity. The President shall make appointments and removals of Appointed Officers as he or she sees fit.

### **Subsection 5.04(b) Duties of the Vice President**

The Vice President shall act in the capacity of the President when the President is temporarily incapacitated, or when the President has requested that the Vice President so act, and shall succeed the President as outlined in Section 5.06 if such action shall prove necessary. The Vice President shall keep the official roll of members.

### **Subsection 5.04(c) Duties of the Secretary**

The Secretary is responsible for notifying the Membership of meetings. The Secretary shall keep a record (the minutes) of meeting activities and shall make same available to the Membership within 2 weeks of the meeting. The secretary shall also be responsible for maintaining an inventory of Club Property as described in Section 8.04

## **Subsection 5.04(d) Duties of the Treasurer**

The Treasurer shall manage all financial transactions, and maintain a correct record of funds available, Club debts outstanding, and Member debts to the Club outstanding. The Treasurer shall report financial activity and status at all annual and monthly meetings. The financial records shall be made available to the Membership promptly upon request.

## **Section 5.05 Removal from Office**

### **Subsection 5.05(a) Voluntary Resignation**

Any officer may resign by tendering a letter of resignation to the rest of the Executive Committee. The resignation is deemed effective immediately upon receipt. The letter should state the name of the officer, the office being resigned from, and the date. If written, the officer resigning shall sign the letter. If electronic, provisions as to the authenticity of the letter shall be determined by the Executive Committee.

### **Subsection 5.05(b) Violation of Law or Statute**

Any Officer who is convicted of a Felony offense shall be deemed to have tendered a resignation effective as of the date of conviction.

### **Subsection 5.05(c) Involuntary Removal**

In the event of serious malfeasance or other irregularity, the Membership shall have the right to petition for a recall election to remove an officer from office. All petitions shall specify one officer for removal only.

A petition must state the office and person to be removed and must have signatures of more than 25% of the Members in good standing. The petition may be electronic or paper. It should be presented to any member of the Executive Committee not then already subject to a recall election or the subject of the petition itself. If all Executive Committee members are subject to recall, the petition can be presented at a public meeting or event.

The officer subject to recall has the right to ask that the petition be certified as valid. The petition shall be deemed to be certified if all signatures are in order, or, if electronic in nature, if all those alleged to have signed it reply via email in the affirmative when queried. The first such petition submitted shall be the only one considered.

The recall election shall be held within 2 months of the certification and shall be carried out in the same manner as the most recent previous Officer Election. All Individual Members are eligible to vote. If a majority of the Members eligible to vote cast their ballots in favor of recall, the officer is recalled and removed from office. The Officer succession provisions then apply. If a majority of the Members eligible to vote cast their vote against recall, or do not vote at all, the recall petitions fails and the officer remains in office.

## **Section 5.06 Vacancies and Succession**

If the President cannot fulfill his or her duties, resigns, is removed, or is otherwise unable to fulfill the term the Vice President will be the successor to the President.

If any other Officer cannot fulfill his or her duties, resigns, is removed, or is otherwise unable to fulfill the term then a replacement will be appointed by the Executive Committee (by majority vote) until the next scheduled election is held.

## **Article 6. Appointed Officers and Standing Committees**

How they are constituted, term of committee members, powers and subordination to the Executive Committee

### **Section 6.01 Appointment of Officers and Committee Members**

From time to time the president may see fit to appoint special officers and committee members for various purposes in accordance with the overall Club Purpose as given in Article 2. Purpose. These officers and committee members shall be drawn from the ranks of current Members in good standing, and shall serve at the pleasure of the President with the advice and consent of rest of the Executive Committee. This applies to all Appointed Officers of whatever title, whether named specifically in these bylaws or not.

The duties and responsibilities of each special officer or committee member, unless specifically noted in this Article, are as defined by the President.

### **Section 6.02 Straw Boss**

The role of Straw Boss is to manage show participation, starting with planning, through the planning of layouts or exhibits, coordination with show management, securing the materials needed and managing activities during show days. Post Show the Straw Boss is responsible for aiding in the preparation of a show report and in ensuring the Property Inventory is up to date.

There may be several Straw Bosses active at any given time as there may be several Shows in various stages of planning, execution and wind down. Straw Bosses serve at the pleasure of the President and may themselves seek volunteers to delegate tasks to, but in so doing continue to have overall responsibility for the successful execution of the show.

### **Section 6.03 Social Media Committee**

The public website, forum, and social media presence are maintained by the Social Media Committee. All members of the Executive Committee are automatically members of the Social Media Committee. Due to the workload and need for timely response to the public, this committee will be expanded as needed. Members of this committee are expected to conduct themselves with the highest standards when representing the club publically.

## **Article 7. Meetings of the Membership**

Annual Meeting, Additional Meeting Frequency and schedule, attendance

### **Section 7.01 Annual Meeting**

The club shall have at least one physical meeting each calendar year, at a place and time to be determined by the Executive Committee. The place and time shall be published in a manner determined by the Executive Committee no less than 1 week prior to the meeting. The LUG typically schedules this meeting in conjunction with its holiday party. If the meeting has not been scheduled by the Executive Committee the time of the Annual Meeting shall be the first Saturday in February at noon Eastern Time.

The Annual Meeting must be held somewhere in New Jersey. As a guide, the meeting place selection process should take into account the travel times of the various Members expected to be in attendance.

### **Section 7.02 Additional Meetings**

One of the primary purposes of the Club being fellowship, it is the intent of the club to have physical meetings every 4-8 weeks, at a place and time to be determined by the Executive Committee. Additional Meetings may be held anywhere; they are not restricted to New Jersey.

### **Section 7.03 Attendance by Members**

Members are encouraged to attend as many meetings as they can. However attendance is not mandatory at any particular meeting. Members should note that certain Club actions cannot be carried out without a quorum of Members in attendance. Members are reminded that attendance at a certain fraction of meetings is a requirement for maintaining Membership Eligibility.

### **Section 7.04 Attendance by Non Members**

Nonmembers (whether prospective Members or just those curious, or those who have business before the club) are welcome at meetings. At the discretion of the President or the senior Executive Committee member present, nonmembers may be asked to temporarily vacate the meeting while Club business is conducted.

Because GardenSLUG is an adult club, most club meetings are not appropriate for children. At the decision of the Executive Committee special family friendly meetings may be called for social purposes. The StrawBoss will determine if an event/display is appropriate for children to participate in. Members seeking to include their children must obtain permission in advance from the StrawBoss.

At any event that includes children their guardian must be a member in good standing, be present at the event, and retain responsibility for their children at all times.

## **Article 8. Funds and Property**

Club Funds, no deficit spending, Dues, the payment thereof, and Club Property. No mandatory budget.

## **Section 8.01 Club Funds**

All club funds shall be kept in a recognized financial institution. The treasurer shall be responsible for the initiation, management and termination of accounts in accordance with good and prudent financial practice, and shall be responsible for the mechanics of fund disbursement.

Club funds shall from time to time, be expended as the Executive Committee directs, in support of one or more of the purposes of the club.

The club shall operate on a cash basis for accounting purposes and shall not expend funds if the club does not already hold the funds.

## **Section 8.02 Club Dues**

The Executive Committee shall propose and the Individual members shall approve (by majority vote of the members present at a regular meeting at which a quorum is present, or by majority electronic vote of the entire membership, as the Executive Committee shall direct) the amount and manner of imposing and collecting dues. Dues shall be payable quarterly in a manner and form that the Treasurer shall determine.

Dues shall be due for each fractional and full month that the Individual or Associate Member is a member of the Club, there shall be no prorating of dues for partial months.

The initial Club dues shall be \$20.00 USD per year. Dues can be increased, any proposal for changing dues must be publicized at least one meeting in advance of the vote, whether that vote is physical or electronic.

## **Section 8.03 Special Assessments**

From time to time it may be necessary to levy special assessments on the membership to support specific projects. These must be for a definite purpose and for a definite amount and must be put forth as a proposition before the membership. Regular voting procedures apply.

## **Section 8.04 Club Property**

In accordance with the Purpose of the Club, the club may acquire and dispose of property as necessary to support operations.

### **Subsection 8.04(a) Property Inventory**

The Secretary of the Club shall maintain an inventory (it is suggested but not required that MS Excel be used for this purpose) of all Club property that has a monetary value in excess of \$2.00 per item or in aggregate where items are fungible and customarily aggregated. This inventory shall describe the property, record the acquisition date and cost, and shall also record any loss or damage, and any disposition of the property. If the property is donated, the identity of the donor shall be recorded as well.

Separate from the master inventory, (it is suggested but not required that an additional worksheet of

MS Excel be used for this purpose) it shall be recorded where the property is currently located. It shall be the duty of the Secretary and the Straw Boss for the most recent Show to ensure that this is updated as necessary.

### **Section 8.05 Budget**

There is no requirement for a budget, but should the Executive Committee so decide and direct, a budget may be drawn up by the Treasurer and presented to the Members for their information.

## **Article 9. Ratification of the Bylaws**

Approval/ratification process, initial Executive Committee

These Bylaws shall be put before the current membership of the predecessor club for ratification.

### **Subsection 9.01(a) Eligibility as Predecessor Members**

Those individuals who were recognized by the unorganized predecessor club known by the same name as this Club as members of that club as of 1 January 2014 shall be eligible to vote on ratification. The list of those so eligible is as follows:

Dario Minetti, Al Cap, Gary Bloom, Andrew Page,

Upon ratification of these bylaws, the above named predecessor members shall become Individual Members. Immediately upon ratification, without further qualification.

### **Subsection 9.01(b) Non Separability during Ratification**

The bylaws will be ratified or rejected as a whole. No amendments will be accepted during the ratification process. If the bylaws are rejected, they shall be null and void and shall have no effect.

## **Section 9.02 Initial Election of Officers**

The initial Executive Committee shall be elected at the first regular meeting after the bylaws are ratified, and should that meeting not be the first regularly scheduled meeting of the year, shall have an abbreviated term of office in order to otherwise comply with the provisions of Section 5.03 Nomination and Election Process

## **Article 10. Amendment of the Bylaws**

The amendment process. Process applies to the amendment process itself as well.

### **Section 10.01 Amendment of Bylaws**

The membership as a whole may alter, amend, or repeal any provision of these Bylaws or make any additional Bylaws. No such alteration, repeal, or addition shall be considered unless proposed by the affirmative vote of at least two-thirds of the entire Individual Membership present at a duly constituted meeting and adopted by the affirmative vote of at least two-thirds of the entire Individual Membership at a subsequent meeting of the Club Such a subsequent meeting shall be held at least 14 days after the

minutes of the first meeting have been mailed or communicated to the members.

## **Section 10.02 Amendment of the process of Amendment of Bylaws**

Amendments to this Article of the Bylaws may be made only by the same voting procedure described in Section 1 of this Article.

## **Article 11. Dissolution**

The process of dissolution of the Club. What happens to Club assets.

### **Section 11.01 Dissolution by Resolution**

The Club may be dissolved by Resolution. Such Resolution shall be presented by the Executive Committee to the general membership and shall require an affirmative vote of 2/3 of the membership if done at a meeting or ¾ if done electronically. Other voting procedures are as outlined in Article 4. Voting and Communication. The resolution shall outline the date for termination and the charity to which the remaining assets, if any shall be directed.

### **Section 12.02 Dissolution by Executive Committee**

Should the membership of the club ever fall to 5 or less, the Executive Committee can pass a resolution to dissolve the club. The resolution shall outline the date for termination and the charity to which the remaining assets, if any shall be directed.

### **Section 11.03 Disposition of Assets**

Upon the dissolution or winding up of the Club, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, as directed in the resolution that dissolves the club.