

BYLAWS OF THE GLIDE WILDFLOWER SHOW, INC.

Article I. Name and Purpose

Section 1.

The name of this organization shall be Glide Wildflower Show, Inc.

Section 2.

The purposes of The Glide Wildflower Show, Inc., herein after referred to as GWS, are exclusively those allowed for organizations defined under Sec. 501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of the GWS include: the annual presentation of displays of native plants of southwest Oregon; the education of the general public about the value and importance of native plants; working cooperatively with citizens, businesses and government agencies to promote the displays of native plants.

Section 3. Non-Discrimination

GWS shall encourage broad public support and participation in its management and activities and shall not discriminate in any manner whatsoever against any person on the basis of race, nationality, religion, gender, sexual orientation, age or mental or physical handicap or disability. As much as possible, the corporation should reflect the diversity and composition of the communities it serves, and minorities and underrepresented groups shall be encouraged to participate in all aspects of the corporation's management and activities.

Article II. Membership

Section 1.

Glide Wildflower Show, Inc. shall have one class of membership.

Section 2.

Membership is established by volunteering.

Section 3.

GWS shall have a council who vote on corporate matters.

Section 4.

Members can be removed from the GWS by a two-thirds majority vote of the Council.

Article III. Annual and Other Meetings

Section 1.

The date, time and place of the annual meeting shall be set by the officers.

Section 2.

Regular and/or special meetings may be called by the chairman, vice-chairman or the executive committee.

Section 3.

Notice of each meeting shall be given by mail, telephone or electronically to each Council member not less than three days before the meeting.

Section 4.

Action between meetings may also be conducted via the telephone or electronic means. The Chairman (or Vice-Chairman in the absence of the Chairman) may inform the council members of issues or transactions which are determined in that officer's discretion to be of sufficient importance and time sensitivity that they should be considered and potentially acted upon prior to the next scheduled meeting of the Council. No formal motion shall be required and action may be taken upon a majority phone or electronic vote of the Council members. The results of the vote shall be kept and recorded in the minutes of the next regular meeting.

Article IV. Council

Section 1. Council Role, Size, Compensation

The Council is composed of volunteer members including the officers. The Council is responsible for overall policy and delegates responsibility for day-to-day operations. The Council shall have no fewer than five members. The Council receives no compensation other than reasonable reimbursement for expenditures having been made for the benefit of the GWS.

Section 2. Meetings:

The GWS shall meet at least one time a year, or at other agreed on times and places as needed.

Section 3. Elections of Officers

Elections of new officers or election of current officers to an additional term will occur as the first item of business at the May meeting of the corporation. Prospective officers will have been contacted and nominated by a nominating committee appointed by the chair. Further nominations may also be received at the May meeting.

Section 4. Quorum:

A quorum must be present (attended by at least 51% of the Council or two officers and three Council members) before business can be transacted, motions made and voted upon.

Section 5. Officers and Duties:

There shall be four officers of the Council, consisting of chair, vice-chair, secretary and treasurer. The four officers serve as members of the executive committee. Except for the power to amend the Articles of Incorporation and the by-laws, the executive committee shall have all of the powers and authority of the Council in the intervals between meetings of the Council, subject to the direction and control of the Council. Officers may hold one or more office. Their duties are as follows:

The chair shall prepare an agenda and convene regularly scheduled Council meetings, shall preside or arrange for any other members of the executive committee to preside at each meeting. The chair is the official representative of the organization.

The vice- chair shall assume duties of the chair in the event of the chair's absence.

The secretary shall be responsible for keeping records of Council actions, including the taking of the minutes at all Council meetings, sending out meeting announcements if so requested by the chair, distributing copies of the minutes to the Council members and assuring that corporate records are maintained.

The treasurer shall be responsible for receiving all funds and disbursing all payments in a timely manner as authorized by the Council. The treasurer will maintain the accounts of the corporation. The treasurer shall submit a financial report at each Council meeting and an annual financial report at the annual meeting. The treasurer shall chair the financial committee, assist in the preparation of the budget, help to develop fundraising plans, make financial information available to Council members and the public. The treasurer may pay, without additional approval, any disbursements for purposes shown in the approved budget. These disbursements may be higher than the budgeted amount at the treasurer's discretion. Non-budgeted disbursements over \$100 must be approved by the Council. The treasurer may bring any disbursement to the Council for review.

Section 7. Vacancies:

When a vacancy on the Council exists, nominations for a new member may be received from present Council members in advance of a Council meeting or at a Council meeting. These nominations will be voted upon at the next regularly scheduled Council meeting.

Section 8. Resignations, Terminations and Absences:

Resignations from the Council must be in writing and received by the Council. A Council member shall be dropped for excess absences if she/he has four (4) un-excused absences in a calendar year from Council meetings. An officer and/or Council Members may be removed for other reasons by a majority vote of the remaining Council.

Article V. Committees

Section 1.

Committees consist of persons interested and active in the operation of the GWS. If the committee chair is not a Council member, the Council will appoint a member to act as liaison with the committee chair, who will provide reports to the liaison. The Council may create

committees as needed, such as fundraising, show set-up, collecting, book selling, budget, GWS maintenance, nominating, grant request, newsletter/publicity.

Article VI. Amendments

Section 1.

These by-laws may be amended at any meeting of the Council. Council members must be notified of the proposed amendment(s) not less than one day in advance. Two-thirds of those present and voting must approve the change.

Section 2.

These by-laws may be dissolved and rewritten by a majority of vote at a Council meeting. Council members must be notified one week in advance of proposed dissolution.

Article VII. Dissolution

Section 1.

The Council may disband and Glide Wildflower Show Council, Inc., be dissolved by a two-thirds vote of members present at a meeting. Members must be notified at least one week in advance of the proposed disbandment and dissolution.

Section 2.

Any balance of monies in the treasury, after final debts are paid, shall be donated to an educational institution or for education purposes determined by the Council at the time of disbandment.

Section 3.

All proper governmental agencies shall be notified of dissolution.

These amended by-laws adopted October 10, 2019 by all members of the Council.