

Reiman Gardens' CoHorts By-Laws

Article I. Name

The name of this organization will be Reiman Gardens' CoHorts. The organization will also be known, informally, and will be referred to in this document as the CoHorts. The name was created by the founding board in 1995. The word CoHort originates from the Latin term "Hortus" meaning "Garden."

Article II. Mission and Purpose

Section 1. Mission:

Reiman Gardens' CoHorts supports the goal and mission of Iowa State University's Reiman Gardens which is "To Educate and Enchant and Inspire Environmental Stewardship through Displays of Living Beauty." The CoHorts Board is an advisory board to the Director of Reiman Gardens, and all activities of the CoHorts shall be accomplished under the supervision and approval of Reiman Gardens' Director.

Section 2. Purpose:

The purpose of Reiman Gardens' CoHorts shall be to promote membership and enhance Reiman Gardens as an educational and scientific resource for the staff and students at Iowa State University, as well as the gardening public. The CoHorts will provide significant assistance to Reiman Gardens through various activities. Reiman Gardens' CoHorts shall be organized and operated exclusively for educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3. Prohibited Activities

No part of the net earnings of the CoHorts shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that CoHorts shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in the purpose clause hereof. No substantial part of the activities of CoHorts shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CoHorts shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of this document, CoHorts shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code..

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Article III. Fiscal Year

The fiscal year of Reiman Gardens' CoHorts will be January 1 through December 31.

Article IV. Membership

Section 1. Membership Qualifications

Membership in Reiman Gardens' CoHorts is open to everyone at any membership level. A member shall be known as a CoHort.

Section 2. Membership Renewals

Members will be notified of their annual renewal date.

Article V. Membership Meetings

Section 1. Annual Meeting

An annual meeting of the CoHorts shall be in the fall for election of officers and to transact such business as may properly come before the membership. CoHorts will be notified of scheduled meetings.

Section 2. Special Meetings

A special meeting of the CoHorts membership may be called by the Board of Directors or the written request of five (5) members. The Director of Reiman Gardens will be notified and will participate or send a designee to all Special Meetings. Notice of any Special Meeting of the CoHort membership shall be provided for all members and the Director of Reiman Gardens at least ten (10) days prior to a scheduled Special Meeting.

Section 3. Quorum

A quorum for the purpose of transacting business at the Annual Meeting or a Special Meeting shall be ten (10) members.

Section 4. Business Conducted Between Annual Meetings

Between Annual Meetings, the business of the CoHorts shall be undertaken by a Board of Directors as described in Article VI.

Article VI. Board of Directors

Section 1. Board Membership

The Board of Directors shall consist of those persons who are:

- a. Officers of Reiman Gardens' CoHorts
- b. Chairs of the standing committees
- c. Ex-officio members include: Director of Reiman Gardens or designee, representative staff of Reiman Gardens and chairs of Horticulture and Entomology Departments or their designee.

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Section 2. Voting Members of the Board

Voting members of the Board of Directors shall be:

- a. Officers of the Reiman Gardens CoHorts
- b. Chairs of the standing committees

Section 3. Executive Committee

The Executive Committee of the Board of Directors shall consist of the president, president-elect, secretary, treasurer, immediate past president, and the Director of Reiman Gardens or his/her designee. The Executive Committee will meet as needed at the discretion of the president.

Section 4. Board Membership and Employee Status

No member of the Board of Directors will be a paid employee of Reiman Gardens while serving on the Board. Such member will be required to give the Board at least two weeks notice of the change in status.

Section 5. Board Vacancy

Any vacancy occurring among the Board of Directors prior to an election will be filled at the discretion of the president and approved by the Board of Directors. Such appointment is for the unexpired term of the predecessor.

Section 6. Board of Directors Meetings

The Board of Directors of Reiman Gardens' CoHorts shall meet monthly or more often at the discretion of the president. A majority of Board of Directors shall constitute a quorum for the purpose of transacting business.

Article VII. Term of Office

Section 1. Service of the President

The president of Reiman Gardens' CoHorts will serve on the Board of Directors for one year. Following his/her presidential term in office, this person will serve as the past president on the Board.

Section 2. Service of Secretary, Treasurer and Standing Committee Chairs

The secretary, treasurer and standing committee Chairs shall serve a term of three years. It is recommended that they serve no more than one consecutive term.

Section 3. Commencement of Term of Office

All terms begin January 1.

Article VIII. Duties and Powers of the Officers and Board

Section 1. The Executive Power of the CoHorts

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The executive power of the CoHorts will be vested in the Board of Directors who will have charge of the affairs and funds of the CoHorts and will have the power and authority to perform all acts and functions in accordance with these by-laws.

Section 2. Officers

The officers of Reiman Gardens' CoHorts are the President, President-Elect, Past-President, Treasurer, and Secretary.

Section 3. President's Duties

The president will be chief executive officer of the CoHorts. The president will preside at all meetings of the CoHorts' membership and its Board of Directors and will be an ex-officio member of all committees except the Nomination Committee. He/She will appoint chairs of standing committees, who will then select their committee members from the CoHorts' membership.

Section 4. President-Elect Duties

The duties of the president-elect will be to perform all duties and exercise all powers of the president in his/her absence and serve as president the following year. Two years prior experience on the CoHorts' Board of Directors is recommended before serving as president-elect.

Section 5. Treasurer's Duties

The treasurer will be the chief fiscal officer of the CoHorts and shall;

- a. Serve as a member of the Budget/Finance Committee
- b. Serve as the chair of the Audit Committee
- c. Deposit all funds in the CoHorts' bank accounts
- d. Pay all approved bills for the organization
- e. Transfer funds from the CoHorts' bank accounts to Reiman Gardens as approved by the Board of Directors:
- f. Keep detailed accounts of all financial transactions
- g. Provide monthly financial reports to the Board of Directors and the Reiman Gardens' Director
- h. Provide a financial report to the members at the Annual Meeting
- i. Be responsible for record keeping and filing of required information (For example, Form 990) for Internal Revenue Service purposes
- j. Prepare an annual report at the close of the fiscal year

Section 6. Secretary's Duties

The secretary shall be responsible for:

- a. Keeping an accurate record of the proceedings of all meetings of the Executive Committee, the Board of Directors, the Annual Meeting and Special Meetings
- b. Notifying the members and Reiman Gardens' Director of any meetings in a timely fashion

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- c. Providing the Board of Directors and Reiman Gardens' Director with copies of the minutes of any meeting
- d. Having available the records and minutes of the organization for open inspection by the membership and the public

Section 7. Standing Committee Chair Duties

Standing committee chairs shall report on activities and plans at each meeting of the board.

Article IX. Committees

Section 1. Standing Committee Duties

Standing committees are formed for the purpose of advising and supporting the CoHorts and Reiman Gardens. Standing Committees will work closely with Reiman Gardens' staff in the following areas.

- a. Membership:**
Assist staff with:
 - i. new membership initiatives
 - ii. recruitment
 - iii. retention and renewals
 - iv. appreciation
 - v. events and all membership activities.

- b. Education:**
Assist staff with educational activities, such as Brown Bag, and other presentations or activities at Reiman Gardens

- c. Volunteers:**
Assist staff with:
 - i. recruiting and retaining volunteers
 - ii. monthly summary of volunteer activities and issues
 - iii. volunteer activities of Reiman Gardens

- d. Plant Sales:**
Assist staff with planning the CoHorts' annual plant sale.

- e. Historian:**
Assist staff with compiling memorabilia of CoHorts' and Gardens' events and activities

- f. Publicity and Marketing:**
Assist staff and the chairs of committees by:
 - i. distributing publicity (flyers, posters, invitations) about Reiman

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Gardens' events and activities

- ii. attend promotional fair/conferences/exhibit opportunities to recruit new members and inform the public about Gardens' activities.
- iii. attend weekly or periodic radio shows and other media opportunities to promote the events and activities of Reiman Gardens.

g. Photo and Cards

- i. coordinate and execute an annual photo contest for members and the public including exhibition of photo entries
- ii. create and sell note cards or other products from the photo contest.

h. CoHort Events and Activities

Assist staff with events and activities such as:

- i. Plant and Art Auction
- ii. CoHorts A La Carte
- iii. Other fund raising events/plants

Section 2. Other Committees

The president shall appoint a Budget/Finance Committee, an Audit Committee, a Nominating Committee and special committees as necessary to assist the organization with its work.

a. Budget/Finance Committee

The Budget/Finance Committee will include the president, the president-elect, and the treasurer. The Budget/Finance Committee is responsible for preparing an annual budget to be approved by the Board of Directors at the last meeting of the current year. Reiman Gardens' Director or his/her designee shall participate on a non-voting ex-officio capacity in the Budget/Finance Committee's meetings considering the preparation of the annual budget to provide information and input on the needs and plans for Reiman Gardens.

b. Nominating Committee

The Nominating Committee will include immediate past president as chair, two board members, a member-at-large, the Reiman Gardens' Director or his/her designee. The Nominating Committee will prepare a slate of nominees for board officers to be elected at the Annual Meeting.

c. Audit Committee

The Audit Committee will include the treasurer, a CoHort

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member, the president and the Director of Reiman Gardens. The Audit Committee will conduct an annual internal audit of the accounts of the CoHorts.

d. **Special Committees**

The president with the approval of the Board of Directors may appoint special committees as necessary to expedite CoHorts' projects. At an appropriate time in the duration of a project, the committee will determine the advisability of continuing or terminating the project and will present their assessment to the Board of Directors for a decision.

Article X. Amendments

Amendments to the By-Laws will be proposed, discussed, and voted on at the Annual Meeting of the CoHorts or at any Special Meeting as described in Article V. Notice of proposed By-Laws' amendments shall be posted for membership review at the same time as Notice of the Annual Meeting or a Special Meeting. Any amendments to these By-Laws are subject to the approval of Iowa State University.

Article XI. Parliamentary Authority

Meetings of the CoHorts will be organized and conducted according to the current edition of *Roberts Rules or Order-Newly Revised*.

Article XII. Dissolution

Upon the dissolution of Reiman Gardens' CoHorts, all of the assets and property of the corporation shall be distributed to the Iowa State University Foundation for the benefit of Reiman Gardens if exempt within the meaning of Section 501(c)(3) at the time of dissolution. If named beneficiary is not qualified, or not in existence, or unwilling or unable to accept the assets, then assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIII. Non Discrimination Policy

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Iowa State University does not discriminate on the basis of race, color, age, religion, national origin, sexual orientation, gender identity, sex, marital status, disability, or status as a U.S. veteran.

Revised and approved by vote of the Reiman Gardens' membership at its Annual Meeting, October 25, 2006