

# SLAGA Bylaws

## Details

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# SLAGA Geocaching Organization Bylaws

## Article I – Name and Purpose

### Section 1. **Name**

The name of the organization is the St. Louis Area Geocachers Association, hereafter known as SLAGA.

### Section 2. **Organization**

The organization shall be of type 501(c)(7) of the Internal Revenue Code.

### Section 3. **Fiscal Year**

The fiscal year of the organization shall be July 1 to June 30.

### Section 4. **Purpose**

The purposes for which the organization is formed are as follows:

SLAGA shall exist as a not-for-profit social organization, formed to promote the family-oriented activity of geocaching through a central web site, workshops, newsletters and information displays, while encouraging responsible stewardship of public lands through cooperation with land managers.

### Section 5. **Not-for-Profit**

The organization shall be a Type (c)(7) corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

### Section 6. **SLAGA Territory Definition**

SLAGA Territory is defined as the area inside the boundary of an imaginary circle with a radius of 100 miles from a point located in the center of the 63025 zip code.

### Section 7. **Office**

The office of the organization is to be located within SLAGA Territory (See Article I – Section 6).

## Article II – Membership

### Section 1. **Eligibility**

Any individual who agrees to register a current and active email address with the Organization and agrees to abide by the bylaws and rules of the Organization. Restrictions apply to minors under the age of 18 (See Article II – Section 2).

### Section 2. **Membership Types**

- An Individual Membership refers to one, individual person who fits the eligibility requirements and is 18 years of age, or older.

- A Household Membership refers to two or more individuals living within the same household who want to be members of the Organization, and of which one must be 18 years of age, or older.

### Section 3. **Membership Sub-Types**

- An Individual Membership that does not pay dues is an *Individual Standard Membership*.
- An Individual Membership that pays dues is an *Individual Premium Membership*.
- A Household Membership that does not pay dues is a *Household Standard Membership*.
- A Household Membership that pays dues is a *Household Premium Membership*.

### Section 4. **Member Information**

Each applicant for membership shall be required to register online on the SLAGA website, thereby providing the Organization with enough information to uniquely identify them within the Organization and to contact them by email with information about Organization events and their membership. Once the applicant has provided the required information and the Organization has received initial payment of dues (Premium Memberships only), the applicant(s) will be contacted by email by SLAGA Membership Administration with their membership status. At that point, the applicant shall be considered a member of SLAGA. For a Household Membership, each applicant filing for membership must fill out the application form, but only one annual payment of dues is required to cover membership (Premium Memberships only).

### Section 5. **Change in Membership Eligibility**

If an Individual or Household Membership fails to meet eligibility, their membership is canceled at a time determined by the Board of Directors. This includes cancellation due to disciplinary action (See Article XI - Disciplinary Action). Any dues paid by a Premium Membership are not refundable.

### Section 6. **Membership Cancellation**

An Individual Membership or Household Membership may be canceled by a member at any time by formally contacting Membership Administration by US post office mail or email. Membership Administration will acknowledge the contact using the same contact mechanism and let the member know the date that membership and all associated benefits will be canceled. Any dues paid by a Premium Membership are not refundable.

### Section 7. **Annual Dues**

Details regarding the schedule and amount of annual dues will be published on the public Organization web site.

### Section 8. **Premium Membership Benefits**

Benefits provided are determined at the discretion of the Board of Directors. Details of these benefits will be published on the public Organization web site. Changes to benefits will be communicated to existing members (via email) and the general public (via the public web site), at least 30 days prior to the time the change is implemented, if possible. Benefits to members of a Household Premium Membership who are under the age of 18 are not allowed if prohibited by law.

### Section 9. **General Membership Voting**

When voting on an issue is required by the general Organization membership, such as election of officers, an Individual Membership has one vote; each member of a Household Membership 18 years of age or older, has one vote.

## **Article III – Board of Directors**

### Section 1. **General Duties**

A Board of Directors shall govern the management and administration of the affairs of SLAGA. The Board of Directors is responsible for setting policy and governing the organization. It holds the power to conduct business and delegate that power as needed to an agent of the Board of Directors.

### Section 2. **Term of Office**

The members of the Board of Directors will serve a two-year term. The President and one Vice-President will be elected in the even numbered years beginning with the 2022 election. The other Vice-President, Treasurer, and Secretary will be elected in odd numbered years beginning with the 2023 election. The term of office shall be set from the time of election at the SLAGA Fall Picnic, until the SLAGA Fall Picnic in the subsequent year. There shall be no established term limits. Candidates may serve as long as the membership continues to elect them, or they are removed (See Article III, Section 10).

### Section 3. **Eligibility**

Anyone who fits member eligibility (See Article II - Section 1) and is 18 years of age or older, can run for a Board of Directors position.

### Section 4. **Nominations**

Nominations for the next year's Board of Directors begins at the annual general membership meeting during the SLAGA Spring Picnic. Any member may nominate another member or nominate themselves for office. Nominations will be finalized on July 1, providing sufficient time for the final list of nominees to be emailed to the membership and published on the web site prior to the election. In the event that no qualified members have been nominated for a position, the Board of Directors may nominate a suitable member to fill that position. An individual may only accept the nomination for one elected office for any election. If an individual is nominated for multiple offices, they may choose the office they are willing to run for.

### Section 5. **Elections**

Board of Directors members are elected by organization members who are eligible to vote. Once nominations are finalized, a ballot will be created with all members accepting nominations. This ballot will be mailed electronically to all SLAGA members who are eligible to vote. The membership must vote electronically by sending their completed ballot to a provided email address. Votes will be compiled under the supervision of at least two SLAGA members not running for a contested office (*i.e. An officer running unopposed or no longer running for an office may help count the votes*). The first vote submitted by a member will be the only one counted. Voting will be closed August 31. The membership will be notified electronically of the results following the SLAGA Fall Picnic. In the event of a tie, the Board of Directors will serve as tiebreaker.

## Section 6. **Positions**

- President
- Vice President
- Vice President
- Secretary
- Treasurer

## Section 7. **Position Duties**

The President Shall:

- Provide the direction and leadership required to achieve the annual objectives set by the Board of Directors.
- Track the status of all annual objectives and meet with the Board of Directors to review progress and adjust objectives.
- Be ultimately responsible for the success or failure of all SLAGA initiatives.
- Preside at all meetings of the Board of Directors and Organization.
- Shall have the duties and powers assigned according to Robert's Rules of Order in addition to those particularly specified in these bylaws.
- Sign contracts and agreements on behalf of SLAGA.
- Along with the Treasurer, will have access to SLAGA Bank Account, online payment system, and maintain a debit/credit card.

The Vice Presidents Shall:

- Perform the duties of President in his/her absence.
- Make arrangements for scheduling meeting dates and locations.
- Oversee the milestone awards and merchandise inventory.
- Oversee any other ad-hoc committees formed during the business year.
- Coordinate the organization and scheduling of training classes and events.
- Maintain the SLAGA calendar in a timely manner.
- Handle other duties as assigned by the President.

The Treasurer Shall:

- Be responsible for all income and expenses.
- Keep accurate financial records.
- Make timely deposits of all monies received.
- Pay duly authorized expenses.
- Make available financial records to SLAGA for inspection and audit.
- Make an annual report to the members at the SLAGA Spring picnic.
- Recommend a budget to the Board of Directors 90 days prior to the start of the next fiscal year.
- Make sure all tax returns are filed.
- Make sure all State and Federal Incorporation papers are filed in a timely manner to ensure continued incorporation.
- Handle other duties as assigned by the President.

- Along with the President, will have access to the SLAGA Bank Account, online payment system, and maintain a debit/credit card.

The Secretary Shall:

- Record minutes of all meetings and make them available in a secure location on the internet for access by the other Board of Directors.
- Maintain an electronic file of legal documents.
- Receive and electronically file all copies of contracts and agreements consummated by SLAGA.
- Provide written notice of the date, time, and location of meetings to the membership at least two weeks prior to the meetings, including, as needed, notice of elections.
- Produce a list of active members and/or officers when requested.
- Conduct, and respond to, correspondence as required.
- Work with the Treasurer to complete and file all tax and other forms as necessary to remain in compliance with nonprofit status.
- Maintain an inventory of SLAGA property and coordinate the reorder of such inventoried items as necessary to ensure adequate materials are available at events and functions.
- Respond to all email inquiries directed to the SLAGA organization.
- Handle other duties as assigned from the President.

#### Section 8. **Quorum**

Quorum for the Board of Directors will be set at a three fifths majority.

#### Section 9. **Board of Director Member Activity**

Board of Director Members are required to attend 75% of business meetings. Any Board of Director member not meeting this requirement may be asked to leave the Board of Directors.

#### Section 10. **Removal**

A Board of Director member may ask to be removed from the Board of Directors, or they may be asked to leave by the existing Board of Directors. Board of Director members may be removed by a two-thirds vote of the members of the Board of Directors. Examples of conditions under which a Board of Director member may be removed include, but are not limited to, breach of confidentiality, failure to disclose a conflict of interest, failure to exercise the duties of a Board of Directors member or failing to attend 75% of Board of Directors meetings. The Board of Directors member in question is not eligible to vote in their own dismissal, regardless of the situation in which they are leaving.

#### Section 11. **Vacancies**

Any vacancies occurring among the Board of Directors shall be filled until the next annual election, at the discretion and decision of the Board of Directors; except if the President, for any reason, shall resign, be removed, decline, fail, refuse or be unable to act, then in that event, the Vice President with the longest tenure shall assume the Presidency.

#### Section 12. **Voting**

All members of the Board of Directors shall have one (1) vote per member. Unless otherwise indicated, Board of Directors resolutions require a simple majority of quorum.

In the event of a tie, the President's vote will serve as tiebreaker. Board of Directors business that requires a vote may be conducted via telephone or electronic means for issues that require immediate action, provided that a reasonable attempt is made to notify all Board of Directors members of the vote.

#### Section 13. **Compensation**

Members of the Board of Directors shall not be compensated for their service except for reimbursement of reasonable expenses. Members of the Board of Directors will receive the same benefits available to a Premium Membership for the term of their service.

## **Article IV – Board of Directors Appointments**

#### Section 1. **Selection of Appointments**

The Board of Directors will select these appointments, as necessary, via a quorum. They will report directly to the Board of Directors. They may or may not be Paying Members. Appointments are not voting members of the Board of Directors.

#### Section 2. **Term limits**

Appointees may remain in their position until they choose to step down, prove they are no longer capable of managing their duties, or are voted out for any reason by the standing Board of Directors, via a quorum.

#### Section 3. **Compensation**

Appointees shall not be compensated for their service except for reimbursement of reasonable expenses. Appointees will receive the same benefits available to a Premium Membership for the term of their service.

#### Section 4. **Advisor**

An Advisor offers advice and solutions to the Board of Directors. Multiple advisors can be appointed. Duties:

- Attend Board of Director meetings, when possible
- Offer advice throughout the year

#### Section 5. **Website Manager**

Administers the SLAGA web site. Multiple managers can be appointed. Duties:

- Work with the treasurer to make sure that web hosting fees and domain name fees are paid in full and on time.
- Work with content providers to make it easy for them to publish information
- Work with Membership Administration to maintain the membership database and provide email blasts when necessary to contact all members

#### Section 6. **Membership Administration**

Manage the membership database. Multiple administrators can be appointed. Duties:

- Review data in on-line member applications.
- Update member records in the database as necessary.
- Send an email confirmation to new members, once they are approved

## **Article V – Meetings**

### **Section 1. Board of Director Meetings**

Board of Director meetings will be held a minimum of once a year. Any Board of Directors member may call a special meeting, which will be held pending the availability of the Board of Directors members. Members will be notified of meetings via e-mail, telephone, or face-to-face discussions.

### **Section 2. General Membership Meetings**

Two General Membership Meetings will be held annually. The first is during the SLAGA Spring Picnic. The second is during the SLAGA Fall Picnic. A specific time and length of the meeting will be published prior, as well as at the picnic events, themselves. All members and interested parties are invited to attend and participate in the meetings.

## **Article VI – Committees**

### **Section 1. Committees**

The Board of Directors may appoint standing or temporary committees to advance the work of SLAGA. Such committees shall always be subject to the final authority of the Board of Directors.

Selection of Committees. Any member may volunteer for a committee. They will apply to the Board of Directors who will then select members to serve on a particular committee.

Selection of Committee Chairs. The Committee members will self-elect a chair.

## **Article VII – Allocation of Funds**

The approval of the Board of Directors is necessary for the allocation of any funds from the Association treasury.

## **Article VIII – Logo**

The logo is a trademark of SLAGA, usage rights are given to members for any personal and non-commercial purpose. Any other use of the SLAGA logo is prohibited in any manner, except as approved by the Board of Directors.

## **Article IX – Bylaws**

The Board of Directors will be solely responsible for the bylaws of SLAGA. The Board of Directors may adopt, amend, or repeal the bylaws with a two-thirds vote of approval. Any bylaw changes to the election rules will not take effect until after the next elected Board of Directors have taken office.

The Bylaws will be reviewed each year to ensure that they still meet the requirement of the organization.

## **Article X – Non-Discrimination Clause**

SLAGA shall not discriminate against people on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any legally protected characteristic.

## **Article XI – Disciplinary Action**

As determined by the Board of Directors, any member whose actions are deemed to run counter to the best interests of SLAGA shall be subject to disciplinary action. Any action taken shall be with a two-thirds vote of the Board of Directors. Disciplinary actions that may be taken include removal from the Board of Directors or revocation of an individual's membership.

Should the Board of Directors feel that disciplinary action is necessary; the Board of Directors will schedule a vote and contact the member to be disciplined to ensure that the member can have an opportunity to speak in his or her defense if he or she chooses.

## **Article XII – Dissolution**

Dissolution of SLAGA may occur by a two-thirds vote of the Board of Directors. In the event of dissolution, all remaining assets, if any, shall be transferred the National Children's Cancer Society.

## **Article XIII – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern SLAGA in all cases in which they are not inconsistent with these bylaws and any other special rules of order the Organization may adopt.

## **Article XIV – Statement of Conflict of Interest**

All SLAGA Board of Directors, Executive Committee, and members shall avoid any conflict between their individual, professional, or business interests and the interests of SLAGA. Upon any deemed conflict of interest by a member, notice shall be given to the Board of Directors and that member shall then refrain from discussing or voting on any related issue.

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