

## **GARDEN CLUB of CAPE CORAL**

## **B Y L A W S**

### **ARTICLE I - NAME**

The name of this club shall be Garden Club of Cape Coral.

### **ARTICLE II - OBJECTIVES**

The Garden Club of Cape Coral is organized exclusively for charitable, educational (both horticultural and floral design) and the beautification of public property.

The objectives of this Club shall be:

1. to educate in horticulture, native plants, organic gardening, landscape design, flower arranging, environmental concerns and conservation.
2. to promote civic beautification and work with youth in environmental awareness.
3. to promote the goals of National Garden Clubs, Inc. and the Florida Federation of Garden Clubs, Inc.; and
4. to promote friendship among fellow gardeners.

### **ARTICLE III – MEMBERSHIP**

Section 1. Membership of the Club shall be of four classes: Active Participating, Sustaining, Patron and Honorary. All classes except Honorary shall have voting rights.

A. An Active Participating member is one who participates actively in and promotes the objectives of the Club. Each member is expected to have regular attendance at meetings and serve on one or more committees during the fiscal year.

B. A Sustaining member is not required to take part in the Club's activities unless they so desire. They may not hold office or be a chairperson of a Standing Committee.

C. A Patron member is any individual or business who is desirous of providing additional financial support to the Club. A Patron member is not required to take part in the Club's activities unless so desired. A Patron member is not eligible to hold elective office.

D. An Honorary member is any individual who:

- (1) has given years of dedication to garden club objectives.
- (2) is qualified to receive special recognition for outstanding achievement.
- (3) is not eligible to vote or hold office and is not expected to pay dues.
- (4) an Honorary membership is bestowed by a two-thirds (2/3) vote of the membership.

Section 2. Membership in this Club is open to anyone interested in participating in the many areas of garden club objectives. The number of Active Participating members shall not be limited until such a time as ordered by the Board of Directors.

Section 3. Membership in this Club is terminated when a written resignation is presented to the Board of Directors by the Membership Chairperson. Failure to pay dues by June 1st will terminate membership.

Section 4. Guests must register upon arrival at a meeting. A non-member may be a guest no more than two times in one year.

#### **ARTICLE IV - OFFICERS**

Section 1. The officers of the Club shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

Section 2. There shall be a Nominating Committee of five members, three appointed by the Board and two elected by the membership at the February meeting. The President and President Elect (First Vice President) may not serve on this committee. It shall be the duty of this committee to nominate candidates for the offices to be filled at the April meeting. The Nominating Committee shall report at the March meeting. At the April meeting, the slate will be presented again and nominations from the floor shall be permitted; followed by the election.

Section 3. The officers shall be elected by ballot to serve for two years or until their successors are elected and their term of office shall begin at the close of the May meeting following the election. If there is only one nominee for an office, the vote may be by voice.

Section 4. Officers shall be elected for a term of two years or until their successors are elected. No officer shall be elected to the same office for more than one two-year term in succession unless extraordinary circumstances prevail, e.g., the Nominating Committee has been unable to identify a willing successor. Term of office shall begin on June 1st and end May 31st two years later.

#### **ARTICLE V - MEETINGS**

Section 1. The regular meeting of the Club shall be held on the second Wednesday of the month unless otherwise ordered by the Board of Directors. No regular meetings will be held in June, July and August.

Section 2. A special meeting of the Club may be called by the President. Special meetings shall also be called promptly by the President upon written request of twenty (20) members.

Section 3. The Annual Meeting shall be held in May of each year and shall be for the purpose of presenting reports of Officers and Committee Chairpersons and for the installation of officers and such other business as may come before the meeting.

Section 4. Twenty (20) members with voting rights including three (3) officers shall constitute a quorum at any general meeting.

Section 5. The Budget is to be prepared by the Finance Committee appointed by the President after the close of the fiscal year which is July 1 to June 30. The Committee shall include the Treasurer, the Assistant Treasurer and the President. The Budget shall then be presented to the Board of Directors for approval and then to the Membership for adoption at the October meeting. Items not specified in the Budget shall be discussed at a regular Board meeting and the expenditure voted on and recorded in the Minutes. Urgent expenditure may be described and voted on via email circulated to all Board members, the majority vote prevailing.

Section 6. The Treasurer shall present an annual report and books and papers to the Finance Review committee, **consisting of one member of the Board and two volunteer club members**, after the close of the fiscal year so the reviewed books can be presented to the incoming Treasurer and a report given by the Finance Review committee chair to the Board of Directors

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of all officers of the Club, immediate Past President, Chairs of Committees that manage that Committee's allocation from the Club's budget, and any Committee Chair co-opted by the Board as necessary

Section 2. The management, direction and determination of the general policy of the Club shall be vested in the Board of Directors.

Section 3. Major projects shall be presented as a recommendation by the Board of Directors then approved by a majority vote of the membership at a regular Club meeting before further action is taken by the Board of Directors. Any commitment involving disbursement from Club funds of more than five hundred dollars (\$500.00) shall be considered a major project.

Section 4. There shall be a monthly meeting of the Board of Directors. The time and place of the meeting shall be determined by the President.

Section 5. A quorum at any Board of Directors meeting shall be a majority.

Section 6. Each Officer and Chairperson of each committee shall submit a written annual review of duties to the President by June 1st. Each Officer and Chairperson shall turn over to the successor or to the President such books and records as belong to that office upon expiration of the term.

## **ARTICLE VII - COMMITTEES**

Section 1. Standing committees shall be Program, Special Events, Ways and Means, Communication, Directory, Membership, Publicity, Historian, Hospitality/Hostess, Civic Beautification, Horticulture, Bylaws, Budget and such other Standing Committees as from time-to-time may be established by the Board of Directors. The Chairs of these committees shall be appointed by the President, subject to the approval of the Board of Directors.

Section 2. Special committees may be appointed by the President or the Board of Directors.

Section 3. The quorum of Standing and Special Committee shall be a majority.

Section 4. The President shall be ex-officio, a member of all the committees except the Nominating Committee.

### **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

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

### **ARTICLE IX - AMENDMENTS**

These bylaws may be amended at any meeting by a two-thirds (2/3) majority vote of the members present and voting, provided that the proposed amendments have been submitted in writing and read at the previous meeting. Proposed amendments to the bylaws without previous notice shall require a unanimous vote.

### **ARTICLE X - DISSOLUTION**

Should this Club dissolve and by due process of law shall dissolve, all assets of whatever nature which remain after just debts and liabilities have been satisfied shall be used for such educational or public purposes as will complete or continue undertakings for the public benefit which have already begun by the Club. No part of the net income shall inure to the benefit of any member or be distributable to its members or officers. Upon the dissolution of the organization, 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 the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations or organization as said Court shall determine which are organized and operated exclusively for such purposes.

March 1999

Amended November 1999

Amended January 2001

Amended February 2002

Amended October 2009

Amended February 2016

Amended April 2017