

# THE GARDEN CLUB FEDERATION OF PENNSYLVANIA



## BYLAWS

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## ARTICLE I NAME

The name of the organization shall be The Garden Club Federation of Pennsylvania, hereinafter referred to as GCFP.

## ARTICLE II OBJECT

The object and purposes of this nonprofit organization are as follows:

1. To operate solely for benevolent, charitable, scientific and educational purposes conducive to the well-being of the community and useful to the public.
2. To coordinate and further the interests and activities of garden clubs in the GCFP together with organizations having similar interests.
3. To create public interest, to aid in the protection and conservation of natural resources, to protect civic beauty and encourage the improvement of roadsides and parks.
4. To advance the fine art of gardening, landscape design, floral design, the study of horticulture and environmental awareness.
5. To further education in horticulture, conservation, landscape design and other related curricula through gift scholarships.
6. To use the contributions and earnings to carry out the purposes of the organization.
7. To refrain from interceding in any political campaign at any time, in any manner.
8. To restrict the activities of the organization so that it shall not be used or operated for private profit or personal gain to any member thereof or any special group.

ARTICLE III  
THE OFFICIAL GCFP SEAL

The GCFP seal shall be in the form of a keystone and shall have inscribed upon it the following: The Garden Club Federation of Pennsylvania.

ARTICLE IV  
STRUCTURE AND HEADQUARTERS

- Sec. 1. In order to facilitate the work of the GCFP, the state shall be formed into DISTRICTS of geographical convenience.
- Sec. 2. A Headquarters Office shall be maintained by the GCFP.
- Sec. 3. The Fiscal year of the GCFP shall begin on the first day of May and end on the thirtieth day of April of the following year.
- A. All Voting Member Groups shall pay annual per capita dues on all categories of members including State and National Life Members listed on their club roster as of May 1<sup>st</sup> of each year as follows:
    - 1. To the GCFP as stipulated.
    - 2. To the GCFP for forwarding to the National Garden Clubs, Inc., as stipulated.
  - B. All Non-voting Member Groups shall pay annual dues as stipulated as of May 1<sup>st</sup>.
  - C. All Voting Member Groups joining the GCFP after November 1<sup>st</sup> shall pay one-half the annual GCFP dues plus full amount of annual dues to National Council.
  - D. Clubs which have lost their membership through nonpayment of dues, may be reinstated upon approval of the area District Director and proper application to the Financial Secretary of the GCFP accompanied by a reinstatement fee as stipulated plus regular dues.

ARTICLE V  
MEMBERSHIP

The GCFP is a 501c3, not for profit, educational organization and, as such, does not regulate/restrict membership for any reason, including gender, age, religious affiliation or ethnicity. The membership of the GCFP shall consist of two classes: Voting and Non-voting memberships.

- Sec. 1. Voting Memberships shall consist of Pennsylvania Federated Garden Clubs and Federated Garden Sections of other organizations which pay per capita dues and must be recommended by the area District Director. All members of voting organizations shall receive the *Keystone Gardener*.
- Sec. 2. Non-voting Memberships shall consist of four classes: Affiliate, Member-at-Large, Life Members who are not members of a GCFP Garden Club, and Youth Groups. These members are not eligible to serve on the Board of Directors.

- A. Affiliate Membership: This membership shall be available to organizations other than garden clubs desiring to cooperate with the object and purposes of the GCFP. This does not include membership in the National Garden Clubs, Inc., nor eligibility for GCFP Liability Insurance, nor 501c3 status. Affiliate Members are not eligible to apply for State, Regional or National Awards, except those listed for Affiliates only. The President of the organization shall receive the *Keystone Gardener*.
- B. Member-at-Large: This membership shall be available to any individual whether or not a resident of Pennsylvania. It shall include membership in the National Garden Clubs, Inc. and a subscription to the *Keystone Gardener*.
- C. Life Membership: This membership shall be available to any individual whether or not a resident of Pennsylvania.
- D. Youth Groups: May be organized under the rules of the individual sponsoring garden club.

Sec. 3. Procedure for admission to the GCFP membership Classes, Dues and Fees will be stated in the Standing Rules and Procedures Manual and will be reviewed periodically.

#### ARTICLE VI OFFICERS AND THEIR DUTIES

Sec. 1. Officers

- A. Elected officers of the GCFP shall be President, First Vice President, Second Vice President, Recording Secretary, Treasurer and Financial Secretary. The First Vice President shall become the President-elect immediately following the Board of Director's acceptance of the Nominating Committee's Report at the October Board Meeting in even numbered years.
- B. All Officers shall:
  - 1. Attend all Board Meetings and prepare five copies of reports; retain one copy for your file.
  - 2. Prepare five copies of a term-of-office summary for the final Board Meeting; retain one copy for your file.
  - 3. Attend all State Conventions.
  - 4. Deliver to their successors, at the time of their retirement, all books and records belonging to that office.
- C. No Officer may serve in two (2) elected positions during a term.

Sec. 2. Duties

- A. The GCFP President shall:
  - 1. Be the official representative of the GCFP.
  - 2. Preside at all meetings of the GCFP, the Executive Committee and the Board of Directors.
  - 3. Appoint the Corresponding Secretary and the Parliamentarian.
  - 4. Appoint the Chairperson of all committees except the Nominating Committee. An equitable balance of representation from each area of the state shall prevail when possible.
  - 5. Direct the activities of all officers and committee chairpersons except the Nominating Committee.
  - 6. Be, ex-officio, a member of all committees except the Nominating Committee.

7. Consult in planning the Annual Convention and approve the date of the upcoming Convention.
  8. Attend the Annual and Board Meetings of the National Garden Clubs, Inc. and when invited, meetings or conferences of the Central Atlantic Region of State Garden Clubs, Inc.
- B. The First Vice President shall:
1. Assist in such duties as assigned by the President.
  2. In absence of the President, perform the duties of President and, upon resignation or permanent absence of the President, become President and hold office until the next installation of officers.
  3. Serve as liaison officer between the President and the District Directors;
  4. Serve as a member of the Executive Committee, Finance Committee and the Investment Committee.
  5. Serve as a member of the *Keystone Gardener* Committee.
- C. The Second Vice President shall:
1. Supervise and coordinate the summer and fall meetings of the Board of Directors meetings under the direction of the President.
  2. Serve as a member of the Executive Committee, Finance Committee and the Investment Committee.
  3. Serve as a member of the *Keystone Gardener* Committee.
  4. Assume the duties and responsibilities of the office of First Vice President should a vacancy occur.
- D. The Recording Secretary shall:
1. Keep in permanent form, the minutes of the meetings of the Executive Committee, the Board of Directors, the Finance Committee, and the Annual Convention.
  2. Send a copy of such minutes via e-mail to the President within three weeks following each meeting.
  3. Send a copy of minutes to Headquarters Secretary within four weeks to be reproduced for distribution to all members of the Board of Directors.
  4. Written copies of all Board Members reports shall be filed with the minutes in the GCFP Headquarters Office.
- E. Corresponding Secretary shall:
1. Send out all notices pertaining to meetings of the Executive Committee, the Finance Committee, and the Board of Directors.
  2. Attend to other correspondence as directed by the President.
- F. The Treasurer shall:
1. Be responsible for all funds belonging to the GCFP.
  2. Present a report at all meetings of the Executive Committee and Board of Directors and at the Annual Convention.
  3. Forward to the President, copies of such reports at least twenty-four hours preceding each meeting.
  4. Pay all dues owed to the National Garden Clubs, Inc., in one sum, by September 15<sup>th</sup>.
  5. Promptly report details of payment to the GCFP President.

6. Have approval of the Executive Committee for disbursements in excess of fifty dollars which are not included in the budget.
  7. Be Chairperson of the Finance Committee.
  8. Serve on the Investment Committee.
- G. The Financial Secretary shall:
1. Assess and collect all dues and forward to the Treasurer.
  2. No later than September 1<sup>st</sup>, inform the President, the Treasurer and Headquarters of the number of existing memberships.
  3. Be a member of the Executive Committee and Finance Committee.
- H. Reviewing and Bonding
1. The books of the Treasurer, Financial Secretary and the investment records shall be reviewed at the end of the fiscal year by a public accountant, such Reviewer having been approved by the Executive Committee. A summarized report of the reviewed statements shall be published promptly in the *Keystone Gardener*.
  2. The Treasurer and Financial Secretary shall be bonded by the GCFP in an amount as directed by the Executive Committee.

## ARTICLE VII COMMITTEES AND THEIR DUTIES

- Sec. 1. The incoming President shall appoint a chairperson for each of the committees (except the Nominating Committee) necessary for the operation of the GCFP.
- Sec. 2. Special Committees may be created by the President upon approval of either the Executive Committee or the Board of Directors and shall continue until the task is completed.
- Sec. 3. All Committee Chairpersons shall:
- A. Attend all Board Meetings and prepare five copies of reports; retain one copy for your file.
  - B. Prepare five copies of a term-of-office summary for the final Board Meeting; retain one copy for your file.
  - C. Attend all GCFP State Conventions.
  - D. Deliver to their successors, at the time of their retirement, all books and records belonging to that Chairpersonship.
- Sec. 4. District Representatives on the Nominating Committee
- A. May attend meetings of the Board of Directors of the GCFP.
  - B. Each listed representative on a committee shall be entitled to a vote as a member of the GCFP Board of Directors.
  - C. District Representatives may be listed on the printed roster and shall receive Board mailings.
- Sec. 5. Finance Committee
- A. The Treasurer shall serve as Chairperson of this committee. The First and Second Vice Presidents, the Financial Secretary, the Recording Secretary, the Investment

Chairperson, the *Keystone Gardener* Editor, and members appointed by the President shall be members of this committee.

- B. Shall prepare, in advance, the annual budget for the operation of the GCFP for the succeeding fiscal year.
- C. Shall present the budget to the Executive Committee for approval.
- D. Shall recommend the stipulated amounts for dues and fees for:
  - Voting Member Groups
    - a. Admission fee
    - b. Annual dues
    - c. Reinstatement fee
  - 1. Affiliate Member Groups
    - a. Annual dues
  - 2. Member-at-Large
    - a. Annual dues
  - 3. Life Membership
    - a. One time fee
    - b. Proportional distribution of Life Membership fee shall at no time assign less than 50% to the Scholarship Fund.
- E. Shall present the recommended dues and fees to the Executive Committee for approval.

Sec. 6. Investment Committee

- A. Shall consist of a Chairperson appointed by the President, the Vice Presidents, and Treasurer and three other members of the GCFP appointed by the President and approved by the Board of Directors.
- B. Shall, upon authorization of the Executive Committee, direct the care, investment, reinvestment of both principal and proceeds of all funds.
- C. Shall meet upon call of the Chairperson or as needed.

Sec. 7. Nominating Committee for GCFP Elected Officers

- A. Chairperson of the Nominating Committee shall:
  - 1. Be elected by the Executive Committee of the GCFP and ratified by the Board of Directors at the meeting preceding the Annual Convention in the odd-numbered year.
  - 2. Have served a minimum of four years on the Board of Directors of the GCFP.
- B. 1. The committee shall consist of a Chairperson, the two immediate Past Presidents of the GCFP, if they are willing to serve, and one delegate and one representative from each District.
  - 2. District representatives for the GCFP Nominating Committee shall have served a minimum of two terms on the GCFP Board of directors and shall be elected by the full District membership at the Annual District Meeting in the even-numbered years.
  - 3. If no member of the District meets the above requirement, a member of the District Board of Directors who has served two terms in a Board position may be elected to serve as a delegate or alternate to the State Nominating ttee.
  - 4. Be ratified by the Board of Directors at the October Board Meeting in the even-numbered years.
  - 5. Serve a two year term.

Sec. 8. The *Keystone Gardener*

- A. The Editor of the *Keystone Gardener* shall serve as Chairperson of this committee. The Advertising Manager of the *Keystone Gardener*, Associate Editors, the First and Second Vice Presidents shall be members of this committee.
- B. The committee shall control and supervise the content, publication and distribution of the *Keystone Gardener*, the official publication of the GCFP.
- C. The committee shall meet upon call by the Chairperson to discuss and determine policy.

ARTICLE VIII  
EXECUTIVE COMMITTEE

Sec. 1. The Executive Committee shall:

- A. Consist of Elected Officers, Appointed Officers, District Directors and three other members of the Board of Directors appointed by the President and approved by the Board of Directors.
- B. Have general supervision over the affairs of the GCFP between meetings of the Board of Directors.
- C. Present recommendations to the Board of Directors for ratification.
- D. Meet at least five times during each term of office and on call by the President.
- E. In an emergency, vote either by mail or electronic communication (confirmed in writing.)

ARTICLE IX  
BOARD OF DIRECTORS

The Board of Directors shall:

- A. Consist of the Elected Officers, Appointed Officers, District Directors, State Committee Chairpersons, the Advisory Committee and members of the Nominating Committee.
- B. Be empowered to transact the affairs of the GCFP and be responsible for its operation.
- C. Take action on matters presented to it by the Executive Committee.
- D. Meet at least six times during each term and attend meetings called at the direction of the President.
- E. Deliver four written copies of all Board Meeting reports and term-of-office summary to the Recording Secretary. (A copy is also to be retained for the Chairpersons file. The Recording Secretary's copy shall subsequently be filed with the minutes in GCFP Headquarters.)
- F. No member shall serve in more than one (1) elected position at the same time.

ARTICLE X  
ADVISORY COMMITTEE

Sec. 1. The Advisory Committee shall:

- A. Consist of the Past Presidents of the GCFP who are willing to serve.
- B. When consulted, consider questions affecting the GCFP and present its recommendations to the Executive Committee.

- Sec. 2. The Immediate Past President shall be Chairperson. In the absence of the Chairperson, a Chairperson Pro Tempore shall be elected from among the members present.

ARTICLE XI  
DISTRICTS

- Sec. 1. The Districts of the GCFP shall:
- A. Be made up of GCFP Clubs in their geographical area.
  - B. Hold an Annual District Meeting in the Fall for presentation of Annual District Reports by officers and committee chairpersons.
  - C. Elect officers in the even-numbered years at the Annual District Meeting.
    1. District officers shall be installed at the Annual District meeting at which they are elected.
    2. District officers shall assume their duties upon installation.
  - D. Form a Nominating Committee at least six months before an election.
    1. The committee shall consist of three or more members, representing different clubs within the District.
    2. The District Executive Committee shall elect the Chairperson.
    3. Method of election shall be at the discretion of each District.
- Sec. 2. The District Officers shall:
- A. Include a Director, an Assistant Director, Recording and/or Corresponding Secretary and a Treasurer.
  - B. Form the Executive Committee
  - C. Serve a term of two years.
- Sec. 3. Each District Director shall:
- A. Represent the State President within the District and be responsible to the President.
  - B. Have supervision over the District, coordinate the interests of the clubs in the District and advance the purpose of the GCFP.
  - C. Serve as a member of the Executive Committee and the Board of Directors of the GCFP.
  - D. Upon becoming District Director Elect:
    1. Appoint a Chairperson for the District Committees, except the nominating representatives from the District.
    2. Send District Chairperson's names and addresses to GCFP Headquarters and to appropriate State Chairpersons of the committee on which they serve.
  - E. Present a written report at the Board Meetings and Annual Convention of the GCFP. Make six copies of the report, four being given to the Recording Secretary, one copy to 1<sup>st</sup> VP, and one kept in the Directors file.
- Sec. 4. For District Representation on the GCFP Nominating Committee, the outgoing District Director shall:
- A. In the even-numbered year, in conference with the District Executive Committee, select one eligible delegate and one eligible alternate to be **elected** at the Annual District Meeting to serve on the GCFP Nominating Committee.
  - B. After election, submit names for ratification by the GCFP Board of Directors.



1. Certify that those elected to serve on the GCFP Nominating Committee have meet the necessary qualifications.
2. Send the names of those elected to serve on the GCFP Nominating Committee to the current GCFP Nominating Committee Chairperson at the close of the Annual District Meeting in the even-numbered year.
3. The GCFP Nominating Committee begins its term at the first Board Meeting of the new administration.

Sec. 5. District Officers shall:

- A. Make arrangements for the Annual and any other District Meetings.
- B. Establish committees, patterned, where feasible, on the chairpersonships of the GCFP.
- C. Conduct the affairs of the District.
- D. Direct and extend activities in the District.
- E. Promote the organization of new clubs and membership in the GCFP.

Sec. 6. Assistant Directors:

- A. Attend meetings of the Board of Directors of the GCFP.
- B. Attend meetings of the Executive Committee of the GCFP with the District Director.
- C. Each District shall be entitled to only one vote on the GCFP Board of Directors.

Sec. 7. Financing of the Districts shall be determined by each District separately.

ARTICLE XII  
NOMINATIONS, ELIGIBILITY AND ELECTIONS

Sec. 1. Nominations and Eligibility

- A. Candidates for GCFP elected office shall:
  1. Be selected from a Voting Member Group of the GCFP.
  2. Have served on the Board of Directors of the GCFP for at least two full terms by the time of election.
  3. Candidates shall not serve in more than one (1) elected position for the GCFP during the same term of office.
- B. Before December 1<sup>st</sup> of the even-numbered year, this slate shall be reported to the Board of Directors. The report of the Nominating Committee shall be printed in the winter issue of the *Keystone Gardener* in the election year.
- C. Nominations may also be made from the floor at the Annual Convention, provided written consent to serve has been secured from the nominee.

Sec. 2. Elections for office shall:

- A. Be held in the odd-numbered year at the Annual Convention.
- B. Be by written ballot where there is more than one candidate for office, otherwise by acclamation.

Sec. 3. No elected officer, other than the Treasurer and/or Financial Secretary, shall continue in the same office for two consecutive terms. The Treasurer and/or Financial Secretary may serve no more than two consecutive terms.

- Sec. 4. Officers shall be installed at the close of the Annual Convention at which they are elected and shall assume their duties at the end of the Convention.
- Sec. 5. A vacancy occurring in an elective office shall be filled for the unexpired term through appointment by the President, as approved by the Executive Committee unless otherwise stated in the Bylaws.

#### ARTICLE XIII MEETINGS

- Sec. 1. Meetings
- A. The GCFP shall hold an Annual Convention during the spring.
  - B. Other meetings may be called at the direction of the Executive Committee or upon written request of twenty five Voting Member Groups.

#### ARTICLE XIV QUORUMS

- Sec. 1. A majority, present, registered and qualified to vote, shall constitute a quorum for the Annual Convention.
- Sec. 2. A majority of the whole committee shall constitute a quorum for the executive Committee.
- Sec. 3. Thirty members shall constitute a quorum for the Board of Directors.
- Sec. 4. Three members shall constitute a quorum for the Advisory Committee.

#### ARTICLE XV PARLIAMENTARY AUTHORITY

- Sec. 1. *Roberts Rules of Order Newly Revised* shall be the parliamentary authority for the GCFP except where they are inconsistent with the bylaws or any special rules of order of the GCFP.
- Sec. 2. In the event of its dissolution, any remaining assets will be distributed only to nonprofit organizations which are at that time qualified for exemption from Federal Income Tax as an organization described in Section 501c3 of the IRS Code or any future Federal Tax Code.

ARTICLE XVI  
AMENDMENTS

- Sec. 1. These Bylaws may be amended or any provision repealed or added to at any Annual Convention by a simple majority vote of those present, provided the proposed amendments have been approved by the Executive Committee and the Board of Directors and a copy has been sent in writing to each Voting Member Group of the GCFP and to each member of the Board of Directors at least thirty days prior to the Annual Convention, at which time the amendments are to be voted.
- Sec. 2. Without previous notice, at the discretion of the Executive Committee and the Board of Directors of the GCFP, amendments to these Bylaws may be presented and any provision repealed or added to at the Annual Convention by a simple majority vote of those present.

ARTICLE XVII  
LIMITATION OF LIABILITY, INDEMNIFICATION and INSURANCE

Sec. 1. Limitation of Liability: A director of this non-profit organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his/her office under Sections 8363 and 8364 of the Pennsylvania Directors' Liability Act (H.B. #2072 Act #1986-145), as from time to time amended, or any successor provision, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, State or Federal law. This Section 1 shall be applicable to any action taken or any failure to take any action on or after January 27, 1987.

Sec. 2. Indemnification: This nonprofit organization shall indemnify any officer or director (or employee or agent designated by majority vote of the Board of Directors to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the Organization) by reason of the fact that he is or was a director or officer (or employee or agent) of the Organization or is or was serving at the request of the Organization as a director, officer (or employee or agent) of another organization, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Officers and directors of subsidiaries of the Organization shall be deemed to be persons acting as an officer or director of another organization at the request of the organization. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct, or recklessness. Expenses incurred by an officer, director, employee or agent purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be

paid by the organization in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the organization. The indemnification of expenses provided by, or granted pursuant to, this Section 2 shall continue as to a person who has ceased to be a director, officer, employee or agent of and shall insure to the benefit of the heirs, executors and administrators of such person. This Section 2 shall not be effective with respect to any action, suit or proceeding commenced prior to January 27, 1987.

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