

# COEUR D'ALENE GARDEN CLUB BY-LAWS

Revised 2/10/09

## ARTICLE I

The name of this organization shall be the  
'Coeur d'Alene Garden Club'

## ARTICLE II

The purpose of the club is to educate our members by promoting horticultural activities and interests.

## ARTICLE III

### MEMBERSHIP

Section 1. General: There shall be 2 classes of membership: **REGULAR** and **HONORARY**.

**Regular** members will pay dues and have the right to vote. Any regular membership terminates if dues are sixty days in arrears, but the member may be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues.

**Honorary** members will be those who are no longer able to participate in activities due to illness or having left the area. Honorary Member nominations shall be made by the general membership and submitted to the Executive Board for approval. An Honorary Member shall not pay dues nor be eligible to vote. An Active Honorary Member shall pay dues and be eligible to vote.

Section 2. Application of Membership: Application for membership shall be made in the form and manner as prescribed by the Executive Board and shall be enrolled by the Membership Chairman upon completion of the application process.

Section 3. Annual Dues: Annual dues for regular members shall be in such amount as determined by the Executive Board, payable at such time as the Board may specify. No dues are refundable except by action of the Board. Anyone joining between July 1 and December 31 shall pay half the amount.

## ARTICLE IV

### OFFICERS

Section 1. Number and Term: The officers of the Club shall consist of President, Vice President, Secretary and Treasurer. The election of officers shall be held at the Annual Business Meeting held in November of each year. The term of office shall be for one year, with a maximum of two consecutive terms.

Section 2. President: It shall be the duty of the President to preside at all meetings of the Club and of the Executive Board, to see that the By-Laws are enforced and to call such meetings as may be necessary. The President shall, with the Treasurer, sign all written contracts and obligations, unless otherwise provided by special vote of the Executive Board, and no contract shall be valid and binding upon the Club unless so signed. The President shall retain an original copy of all legal documents, and upon request of the membership, shall make said copies available. A copy of all records shall also be maintained by the Secretary.

Section 3. Vice President: In the absence of the President, those duties shall be performed

by the Vice President. If the President and Vice President are absent, the Secretary will preside. The Vice President will also serve as Program Chairman.

**Section 4. Secretary:** The Secretary shall keep and maintain records and minutes of all meetings and provide correspondence as required. The Secretary shall transmit the minutes of the General Meetings to the membership.

**Section 5. Treasurer:** The Treasurer shall receive all monies and dispense same under the direction of the Executive Board to pay all obligations of the Club. The Treasurer shall have authority to pay any bill under \$100.00 without the approval /signature of the President, or in the President's absence the Vice President, or in the absence of the Vice President, the Secretary. The Treasurer shall submit a statement of accounts quarterly to the Executive Board. Books and accounts shall at all reasonable times, be open to the inspection of any Officer of the Club or the Auditor(s). Accounts for the preceding fiscal year shall be audited annually by the Auditor(s) of the Board's choice. The audit shall be completed between December 31<sup>st</sup> and the first regular meeting in January.

**Section 6. Removal:** Any officer may be removed from office with cause by a vote of two-thirds majority of the members present at a properly called meeting of the membership.

**Section 7. Vacancy:** If any office becomes vacant for any reason, the Executive Board shall choose a successor. The successor shall complete the unexpired term.

**Section 8. General Powers:** Subject always to the direction of the Executive Board or the members, the officers are authorized to do any corporate acts appropriate to carry on the business of the Club.

**Section 9. Compensation:** The officers shall serve without compensation.

## **ARTICLE V**

### **EXECUTIVE BOARD**

**Section 1. Number:** The Executive Board shall be composed of the Officers of the Club, the immediate past President of the Club and the Garden Tour Chairperson(s).

**Section 2. General Powers:** The control and management of the affairs and business of the Club shall be vested in the Executive Board. The actions and decisions of the Board shall, in certain situations, be subject to approval of the membership of the Club. The Board shall not commit the membership of the Club to any projects continuing for more than one year, merge or affiliate the Club with any other club, corporation, or partnership, commit the financial resources of the Club on out-of-the-ordinary expenditures without the approval of a majority of the members present at a properly called meeting of the membership.

**Section 3. Compensation:** The Executive Board shall serve without compensation.

## **ARTICLE VI**

### **COMMITTEES**

**Section 1. General:** The Club shall have Standing Committees and Special Committees.

The number and kinds of committees shall be determined by the Executive Board. The President shall have the authority to establish additional special committees and to appoint the chairperson and membership of each committee. The chairperson of each committee shall prepare and submit to the membership at the annual meeting in November a verbal report of the activities and financial expenditures of the committee, with the exception of the Garden Tour Chairperson, who is appointed in July to serve until the end of the following July. These reports shall be submitted to the Secretary.

## **ARTICLE VII**

### **MEETINGS**

**Section 1. Meeting of Members:** Meeting of Members shall be held monthly when practical. The time and place of the meeting shall be determined by the Executive Board and due notification given to the Membership. Regardless of the number of dues-paying members, each household shall be entitled to only one vote. A simple majority of members present shall be required to pass any motion at any meeting.

**Section 2. Annual Meeting:** An Annual Meeting of the membership shall be held in the month of November. Business at this meeting shall be held at the discretion of the presiding officer. New officers shall be elected for the coming year at this meeting.

**Section 3. Executive Board Meetings:** Meetings of the Executive Board shall be held at the convenience of a majority of the Board as needed. A quorum for the transaction of business at any meeting of the Board shall consist of no less than three members of the Board then in office. A simple majority shall be required to pass any motion of the Board, unless otherwise noted.

**Section 4. Procedure:** Meetings shall be conducted in accordance with the Robert's Rules of Order.

**Section 5. Quorum of Members:** A quorum shall be a simple majority of voting members present, having been duly notified of the meeting.

**Section 6. Quorum of Executive Board:** A quorum of the Executive Board shall be minimum of three of five voting Board Members.

**Section 7. Proxies:** Proxies and proxy voting shall not be permitted.

## **ARTICLE VIII**

### **NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee:** The President shall appoint a chairman of the Nominating Committee who in turn will select one or two additional members. In the month of October of each year, the Nominating Committee shall prepare a list of candidates for election to each office to be presented to the President, and subsequently to the membership, at the Annual Meeting in November.

**Section 2. Election:** The Officers of the Club shall be elected by a majority of the Membership present and entitled to vote at the Annual Meeting. Such election shall be by ballot cast in person, or in case of "no contest", by acclamation.

**Section 3. Calendar Year:** The calendar of the Club shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of the same year.

## **ARTICLE IX**

### **AMENDMENT OF BY-LAWS**

**Section 1. How Effected:** The By-Laws may be amended, added to, or repealed by the affirmative vote of a majority of the members present and entitled to vote at any regular meeting, provided due notice of the proposed change has been given to the membership.

## **ARTICLE X**

### **DISSOLUTION**

**Section 1. Dissolution:** In the event that the Club is disbanded, the assets of the Club which remain after payment of all liabilities of the Club, shall be distributed at the discretion and majority of the regular paying Membership.

## **ARTICLE XI**

### **ADOPTION OF BY-LAWS**

**Section 1.** These By-Laws shall be adopted by a majority of the members present and entitled to vote at the time of the proposed ratification.

**Section 2.** These By-Laws shall be in full force and effective immediately upon their adoption. We as officers of the Club and members of the Executive Board, do hereby affirm that these By-Laws now have been approved by the members of the Club in a properly constituted meeting. With the knowledge of these facts, we set our signatures hereon on testimony thereof.

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President

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Treasurer

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Ellen C. Maitre                      Pauline Spaw  
President                                      Treasurer

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