

## **BYLAWS**

### **ARTICLE I - NAME AND AFFILIATIONS**

The name of this organization shall be Fallbrook Garden Club, Inc. (The Club) This corporation shall be a member of National Garden Clubs, Inc. (NGC), Pacific Region Garden Clubs, Inc., and California Garden Clubs, Inc. (CGCI), Palomar District.

### **ARTICLE II – OBJECTIVES**

The objectives of this corporation are to create and promote interest in horticulture, floral and landscape design, plant and bird life, and encourage civic and environmental responsibility.

### **ARTICLE III - MEMBERSHIPS AND DUES**

#### **SECTION 1 - CLASSIFICATIONS AND QUALIFICATIONS**

##### **A. Members**

1. Have an active interest in gardening,
2. Pay dues and have the right to vote,
3. Receive the yearbook and the newsletter,
4. Actively participate in club projects and/or offer financial support.

##### **B. Honorary Members**

1. An Honorary membership may be given to a nonmember in recognition of service or support to the club,
2. Honorary Membership is for the period of one club year.
3. Recipients have no vote and pay no dues but may receive the newsletter.
4. Recipients may attend any club meeting, program or event but have no responsibility for project support.
5. Recommendations for Honorary Membership shall be approved by the Board of Directors (the Board) at the April Board meeting. Those nominations, if passed, shall be presented to the April general meeting for approval by a majority vote of the members present.

##### **C. Life Members**

1. A Life Membership in the Club may be given to a specially selected person in recognition of outstanding service to the Club.
2. Life members may attend any meeting or program but have no obligation for project support.
3. Life members pay no dues, but have a vote and receive a yearbook and the newsletter.
4. Nominations for Life Membership may be submitted by any active member. Life Membership may be granted by the Board. Nominations will be reviewed and voted on at the April Board meeting.
5. A Life Membership in CGCI or NGC may be given to a member in appreciation of service to the club without effect on club membership status.

#### **SECTION 2 - DUES**

- A. The fiscal year of the club shall be July 1 to June 30.
- B. Annual dues may be reviewed by the Board at the April Board meeting and recommendations for changes presented to the membership at the April general meeting. Approval requires a majority vote of the members present.
- C. New members joining after January 1 shall pay one-half (1/2) of the annual dues
- D. Annual dues are payable on July 1.

### **ARTICLE IV - OFFICERS**

#### **SECTION 1 - CLASSIFICATION**

- A. The elected offices of the Club shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary and Treasurer. The term of office shall be one year.
- B. Any elective office may be held by more than one individual.
- C. The President(s) and First Vice President(s) shall serve no more than two consecutive years in the same office.
- D. The Parliamentarian and Corresponding Secretary shall be appointed by the President(s), subject to Board ratification. They shall have a vote on the Executive Committee.

#### **SECTION 2 - QUALIFICATION AND ELECTION**

- A. To be eligible for an office, a member shall be a member in good standing.
- B. A Nominating Committee shall consist of three members and an alternate; one member appointed by the Board to be Chair, and two members and the alternate elected by a majority vote at the January general meeting. The committee shall publish a slate of officer nominees in the newsletter prior to the April general meeting
- C. Nominations may be made from the floor at the time of election, provided the consent of the nominee has been obtained.
- D. Election of officers shall be at the April general meeting. A majority vote shall elect. If there is only one nominee for an office, or two individuals are joint nominees for an office, voting shall be by voice vote; otherwise, voting shall be by written ballot.
- E. New officers shall be installed at the June meeting and assume their duties at the end of the fiscal year

#### **SECTION 3 - VACANCIES**

- A. A vacancy of any office other than President shall be filled by appointment made by the President(s) and approved by the Board.

- B. Should a vacancy in the office of President occur, the First Vice President shall automatically become President, and the office of First Vice President shall become vacant, to be filled by appointment. In the event of co-Presidents, should a vacancy occur, the remaining co- President shall preside.

#### **SECTION 4—THE EXECUTIVE COMMITTEE**

- A. The Executive Committee shall consist of the elected officers, Corresponding Secretary and Parliamentarian.  
B. Meetings shall be held at the call of the President(s) to conduct such business as may be necessary between general meetings or meetings of the Board of Directors.  
C. A quorum to conduct business shall consist of four (4) Executive Committee members.

#### **SECTION 5 – THE BOARD OF DIRECTORS**

- A. The Board shall consist of the elected and appointed officers and committee and activity chairs.  
B. A quorum to conduct business shall consist of four (4) Executive Committee members and four (4) Board members.  
C. Meetings shall be held at least seven (7) times a year at a day, time, and location to be determined by the Board.

#### **SECTION 6 - DUTIES OF OFFICERS**

- A. The President(s) shall
1. Preside at all meetings of the club.
  2. Appoint, with Board approval, a Parliamentarian, Corresponding Secretary and Chairs of all standing and special committees except the Nominating Committee and Bylaws Committee.
  3. Report the year's work to the membership at the June meeting.
  4. Attend District meetings and serve as delegate to the CGCI Convention.
  5. Appoint, with Board approval delegates or presidents' alternates, as needed, to attend Palomar District meetings or CGCI conventions.
  6. Sign checks as necessary.
  7. Arrange locations for general and Board meetings.
- B. The First Vice President(s) shall
1. Be Program Chair for the general meetings
  2. Perform the duties of the President(s) in her/his absence.
- C. The Second Vice President(s) shall be Publicity Chair for club events.
- D. The Third Vice President(s) shall
1. Be responsible for membership and member records and new member orientation.
  2. Report the number of members quarterly to the treasurer
- E. The Recording Secretary shall
1. Record the proceedings of all general and board meetings.
  2. Have charge of all records and documents, current and permanent, pertaining to the corporation.
- F. The Treasurer shall
1. Be custodian of all funds belonging to the club, depositing them promptly in the bank designated by the Executive Committee.
  2. Keep accurate records of all funds and prepare a written report to be presented at each general meeting with copies to the President(s) and Recording Secretary.
  3. Pay expenses covered by the budget including expenditures of up to \$25.00 in excess of a budgeted item.
  4. Pay expenses approved by the Board, in excess of budgeted limits or not included in the budget, up to \$300.00.
  5. Present all requests for expenditures over \$300.00, in excess of budgeted amounts or not in the budget, to the Board for consideration. Board approved expenditures will be presented to the membership at the next general meeting for ratification.
  6. Submit financial records for review promptly at the close of the fiscal year.
  7. Update bank signature cards within thirty (30) days after close of term of office.
  8. Pay any federal, state or local taxes, and fees as required.
- G. The Corresponding Secretary shall handle all incoming and outgoing correspondence of the club and maintain a file of all business correspondence.
- H. The Parliamentarian shall
1. Advise on parliamentary questions by any member or officer.
  2. Be Chair of the Bylaws Committee.

#### **ARTICLE V – MEETINGS**

##### **SECTION 1 - GENERAL MEETINGS**

- A. General meetings shall be held at least ten (10) times per year from September to June inclusive at a day, time, and location to be determined by the Board.  
B. The general meeting in April shall be the annual meeting.  
C. A quorum to conduct business shall consist of ten (10) members, two (2) of whom shall be elected officers.

## **SECTION 2 - SPECIAL MEETINGS**

A special meeting may be called by a majority of the Executive Committee or a petition of ten or more members in good standing. Notification of the meeting to the members must be made at least ten days prior to the meeting.

## **ARTICLE VI – COMMITTEES**

- A. Budget and Finance Committee shall
  1. be appointed by the President(s)-Elect following election of officers in April
  2. be composed of the Treasurer(s)-Elect, the Outgoing Treasurer(s), the President(s)-Elect plus one other Board member. If the current Treasurer is serving another year, the committee shall be composed of the current Treasurer and two other Board members.
  3. prepare the budget for next fiscal year  
present the budget to the Board of Directors for approval at the June Board meeting.
  4. Final acceptance of the budget will require a majority vote of the membership present at the June general meeting.
- B. Financial Review Committee shall
  1. be composed of three members appointed by the President(s)-Elect following election of officers in April
  2. review the organization's financial records on a regular basis and report at the annual meeting in April.
- C. Other committees
  1. Other committees, standing or special, shall be appointed by the President(s)-elect as needed to carry out the work of the organization.
  2. Committees of the club shall conform to those of CGCI as nearly as possible.
  3. The President(s) shall be ex-officio members of all committees except the Nominating Committee

## **ARTICLE VII - AMENDMENTS**

These bylaws may be amended at any general meeting by a two-thirds (2/3) vote of members present provided written notice has been given to all members at least ten (10) days prior to the meeting.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of this club in all cases not provided for in these bylaws.

## **ARTICLE IX - NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION.**

- A. Fallbrook Garden Club is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- B. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not in the furtherance of its exempt purposes.
- D. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments distribution in furtherance of the purposes set forth in Article 4 of incorporation papers.
- E. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized exclusive for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation 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 purpose.

Revised April 2005

Revised September 2010

Revised September 2013

Revised April 2014

## STANDING RULES

1. Standing Rules shall be printed immediately following the last article of the bylaws. Amendments to standing rules may be made at any Board or General meeting by a majority vote of those present with prior notice or a two-thirds vote of those present without prior notice.
2. The club roster/yearbook shall not be given to any outside organization or individual without permission of the Board of Directors.
3. There shall be no solicitation from outside groups other than announcements of their activities. Exceptions may be made with the prior approval of the Executive Committee. At General Meetings a table shall be designated for flyers, brochures and general information from outside organizations.
4. To retain tax-exempt status, all sales or fundraising activities shall be for the benefit of the club and shall not be for the benefit of individual members.
5. Honors & Awards:
  - a. Upon completion of the President's term of office, the club shall present him/her with a suitable gift, the cost not to exceed \$100 (per individual).
  - b. "Member of the Year" nominations shall be forwarded to the Executive Committee prior to the May Board meeting. Voting shall take place at the May general meeting and the recipient announced at the June general meeting. Recipient shall be presented with a certificate.
  - c. Members of long standing (10 years or more) shall receive recognition at the June General meeting as follows:
    - 10 years - certificate
    - 15 years - silver nametag
    - 20 years - gold nametag
6. The Club shall purchase additional CGCI Yearbooks as needed. CGCI provides one complimentary copy to each club president.
7. The Club shall participate in the "Penny Pines" project. Checks covering one or more plantations (\$68 per plantation) are payable to "Forest Service U.S.D.A.", Cleveland National Forest, 10845 Rancho Bernardo Road, Suite 200, San Diego, CA 92127-2107. Each donation should be reported to Palomar District and CGCI chairmen to receive appropriate recognition.
8. Dues:
  - a. The Treasurer shall forward annual dues of \$1.50 to the Palomar District Treasurer by July 1.
  - b. The Treasurer shall forward annual dues of \$2.75 per member to CGCI by July 1.

*(NOTE: The dues amount is based on the number of paid memberships for the next club year as of July 1 and includes honorary and life members. The number of members shall be updated periodically; and if the total exceeds the count of July 1, additional per capita dues shall be sent to CGCI and Palomar District.)*
9. The Treasurer shall forward the premium for the Liability Insurance Plan to CGCI by January 15. *(Note: The CGCI Liability Insurance Chair will notify clubs of premiums due by November 15)*
10. The Treasurer shall file the required annual reporting documents and pay the associated fees to the California Attorney General's Office to renew the club's Charitable Trust registration by November 15.
11. The Treasurer shall file the required Raffle Registration forms and Raffle Report by September 1 with the California Attorney General's Office.
12. President(s) expense reimbursement: The club president(s) shall be reimbursed up to \$500 per individual for verified expenses incurred in attending the three (3) Palomar District meetings each year and/or the annual CGCI Convention.
13. Each elected and appointed officer and committee chair shall update their position description (outlining the duties and responsibilities) on an annual basis. The documents are available on the club's website.
14. Meetings:
  - a. The Board of Directors shall meet the second (2<sup>nd</sup>) Tuesday of the month, 1:00 p.m. unless changed by the Board.
  - b. General meetings shall be the last Tuesday of the month, 12:30 p.m. unless changed by the Board.
15. The Recording Secretary shall
  - c. provide a copy (hard copy or electronic) of the minutes of the board and general meetings to the President(s) at least one week prior to the following meeting,
  - d. at the end of his/her term of office, prepare an electronic copy of the minutes for permanent storage, and
  - e. ensure that all organizational documents (Articles of Incorporation, bylaws, standing rules and policies) are up-to-date and that an electronic copy is available for permanent storage
16. Minutes of the general meetings shall be distributed electronically to the membership.
17. The Club may award one or more scholarships each year to a graduating high school senior or student currently enrolled at an accredited college or university. The recipient must be planning a career in plant based agriculture, botany, conservation, entomology, environmental studies, floriculture, forestry, horticulture, landscape architecture, plant biology, plant genetics, urban planning or a related field.

## **POLICY (“CUSTOM & PRACTICE”)**

(NOTE: Policies may be changed by the Executive Committee or Board of Directors as circumstances change)

1. Each active member is asked to bring a plant or garden-related gift in the month of his/her birthday as a raffle prize. Those with birthdays in July or August or those who miss their birthday month may contribute in another month.
2. Sympathy to bereaved or ill members or their families shall be expressed by the Corresponding Secretary.
3. The flower show committee shall select the flower show theme.

Revised September 2011

Revised September 2012

Revised September 2013

Revised April 2014