

# **BYLAWS**

## **CENTRAL ATLANTIC REGION of STATE GARDEN CLUBS, INC.**

### **ARTICLE I NAME AND TERM**

#### **Section 1. NAME**

The name of the corporation shall be Central Atlantic Region of State Garden Clubs, Inc., hereinafter referred to as CAR-SGC.

#### **Section 2. TERM**

The term of CAR-SGC shall be without limitation.

### **ARTICLE II PURPOSE AND OBJECT**

#### **Section 1. PURPOSE**

The purpose for which CAR-SGC is organized, as contained in the CAR-SGC Articles of Incorporation, is to be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 2. OBJECT**

The objects for which CAR-SGC is organized are to:

- A. Coordinate and further the interests and activities of National Garden Clubs, Inc. (NGC) and CAR-SGC member garden clubs.
- B. Aid in the protection and conservation of natural resources, to promote civic beauty, and encourage the improvement of roadsides and parks.
- C. Study and advance the fine arts of gardening, landscape design, floral design, horticulture, and environmental protection.
- D. Cooperate with other organizations in the furtherance of the foregoing objectives and in such activities as may be determined by the CAR-SGC Board of Directors.
- E. Further horticulture education, conservation, and landscape design through gift scholarships and grants.
- F. Restrict the activities of the corporation so that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 and distributions in furtherance of the

purposes of the corporation. No substantial part of the activities of the corporation shall be

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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

### **ARTICLE III MEMBERSHIP**

The membership of CAR-SGC shall consist of Delaware Federation of Garden Clubs, Federated Garden Clubs of Maryland, Inc. National Capital Area Garden Clubs, Inc., The Garden Club of New Jersey, Inc., Federated Garden Clubs of New York State, Inc., Garden Club Federation of Pennsylvania, and Garden Club of Ohio, Inc., herein referred to as member garden clubs.

### **ARTICLE IV OFFICERS**

#### **Section 1. ELECTED OFFICERS**

The elected officers of CAR-SGC shall be a Director, an Alternate Director, and the Presidents of the member garden clubs.

#### **Section 2. ELIGIBILITY - DIRECTOR AND ALTERNATE DIRECTOR**

To be eligible for the offices of Director and Alternate Director, each nominee must reside within the Central Atlantic Region of member garden clubs and shall have:

- A. Served as President of a member garden club for a minimum of two (2) years;
- B. Attended two (2) of the three (3) previous NGC Annual Conventions/Meetings at the time of election and may include the NGC Convention at which they are installed;
- C. Attended two (2) of the last three (3) CAR-SGC Conferences preceding the election;
- D. The endorsement of the governing board of the member garden club, signed by the President of that member garden club.
- E. Officers shall assume their duties at the close of the NGC Convention at which they are installed.

### **Section 3. NOMINATIONS AND ELECTION OF DIRECTOR AND ALTERNATE DIRECTOR**

- A. In the interest of fairness and unity, the office of Director shall be rotated in the following order: Maryland, Pennsylvania, Ohio, New York, New Jersey, National Capital Area Garden Clubs, and Delaware. In the event a member garden club is unable to submit names for both Director and Alternate Director, that member garden club shall yield its turn to the next designated member garden club. The member garden club, which yielded its opportunity, shall have an opportunity again in two years (following term) to nominate a Director and Alternate Director. If again that member garden club is unable to submit candidates for Director and Alternate Director, that member garden club will wait until the rotation is completed. Only one forfeit per member garden club will be permitted during a full rotation.
- B. The candidate for Director shall be:
  - 1. Elected by the Governing Board of that Director's member garden club in session during the even-numbered year prior to assuming office.
  - 2. Presented at the CAR-SGC Conference, along with the incoming Alternate Director and NGC Nominating Committee members, prior to the NGC Pre-Convention Board Meeting in odd-numbered years.
  - 3. Presented to the NGC Convention in the odd-numbered year.
  - 4. Installed at the NGC Convention in the odd-numbered year and assumes office for a term of two years at the close of the NGC Convention.
- C. The candidate for Alternate Director shall be elected by the Governing Board of that member garden club in session during the even-number year prior to assuming office.
- D. In the event of a vacancy in the office of Director, the Alternate Director shall become Director. An Alternate Director shall then be elected as established within the CAR-SGC according to procedure.

### **Section 4. APPOINTED OFFICERS**

The appointed officers of CAR-SGC shall be a Secretary, a Treasurer, and a Parliamentarian. These officers shall be appointed by the newly elected Director.

## **ARTICLE V DUTIES OF OFFICERS**

Each officer shall:

- A. Serve as a member of the Executive Committee and of the Board of Directors.
- B. Perform the duties prescribed by these Bylaws, the Standing Rules, and by the adopted Parliamentary Authority.
- C. Report to each CAR-SGC Conference and at other times as required.

**ARTICLE VI  
MEETINGS**

Regular meetings shall be held at the Annual or Biennial Conference of the CAR-SGC.

**ARTICLE VII  
EXECUTIVE COMMITTEE**

The Executive Committee shall consist of

- A. Voting members: the Director, the Alternate Director, the Presidents of the member garden clubs, the Secretary, the Treasurer, and the Parliamentarian.
- B. Nonvoting members: the immediate former Director and the Director-Elect.

**ARTICLE VIII  
BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of the elected and appointed Officers; Presidents of member garden clubs or a Vice-President as an alternate by permission of the Director; former Directors; CAR-SGC Representatives; and Chairmen and members of CAR-SGC Committees.
- B. Policies and procedures for participation in the CAR-SGC Conference are listed in the CAR-SGC Conference Manual and the CAR-SGC Standing Rules.
- C. Duties and responsibilities are listed in CAR-SGC Standing Rules.

**ARTICLE IX  
COMMITTEES**

All Chairmen and committee members shall be members of the Board of Directors.

**Section 1. STANDING COMMITTEES**

Standing Committees shall be established by the Director for the efficient and lawful operation of CAR-SGC, subject to the approval of the Executive Committee. Qualifications, duties, and procedures are listed in the Standing Rules.

**Section 2. SPECIAL COMMITTEES**

Special Committees may be established by the Director for the efficient and lawful operation of CAR-SGC, subject to the approval of the Executive Committee.

### **Section 3: NGC NOMINATING COMMITTEE**

#### **A. Eligibility**

1. To be eligible to serve as a member and alternate member of the NGC Nominating Committee, a member must:
  - a. Have served a minimum of two (2) years as an elected officer of the member garden club.
  - b. Have served a minimum of two (2) years on the Board of Directors of NGC.
  - c. Have attended two (2) of the previous five (5) NGC Conventions held in odd-numbered years, prior to assuming that position.
  - d. Have attended two (2) of the previous five (5) CAR-SGC Conferences preceding the election.
  - e. Reside within the Central Atlantic Region of member garden clubs.

#### **B. Nominations**

1. There shall be one (1) member and one (1) alternate member from each of two member garden clubs in the following order of rotation: New York & Ohio, Maryland & New Jersey, National Capital Area Garden Clubs & Pennsylvania, Delaware & New York, Ohio & Maryland, New Jersey & National Capital Area Garden Clubs, and Pennsylvania & Delaware. (See Memo to Standing Rules.)
2. The member and alternate member shall be elected by the governing board of the member garden club during the six (6) month period preceding the CAR-SGC Conference in the even-numbered year prior to service.
3. In the event a member garden club is unable to submit names for both member and alternate member, that member garden club shall yield its turn to the next designed member garden club. The member garden club, which has yielded its opportunity, shall not be entitled to the position until its next turn in rotation. Any action taken shall be subject to ratification by the Board of Directors of NGC.
4. The Director shall send the names of two (2) nominees and two (2) alternates to the Chairman of the NGC Nominating Committee immediately on election in even-numbered years. (See NGC Bylaws, Article X Nominating Committee.)
5. The two (2) members shall be ratified by the NGC Board of Directors at the Annual NGC Convention in the odd-numbered years to serve a two (2) year term.

#### **C. Duties**

1. Attend all meetings of the NGC Board of Directors and NGC Conventions unless excused by the National President.
2. If neither the member nor the alternate member is able to attend a meeting, the Director shall appoint a member from the CAR-SGC already serving on the NGC Board of Directors to attend that meeting.

### **Section 4: REGION REPRESENTATIVES FROM MEMBER GARDEN CLUBS**

#### **Duties:**

- A. Serve as members of the CAR-SGC Board of Directors.
- B. Attend the CAR-SGC Conference and assist in setting up and presenting workshops and/or exhibits related to their specific Chairmanship, if requested by the Director or Conference

- Chairman.
- C. Report at CAR-SGC Conferences.
  - D. Send the Director and Presidents of member garden clubs copies of important directives and letters.
  - E. Contact, as soon as possible, committee members.
  - F. Finance their chairmanships, unless undertaking a major project with full knowledge and approval of the Director.
  - G. Life Members Representative prepares the National Life Members list and conducts Life Membership presentations at CAR-SGC Conferences.

## **ARTICLE X REGION CONFERENCE**

- A. In the interest of fairness and unity, the CAR-SGC annual or biennial Conferences shall be rotated in the following order: Maryland, Ohio, National Capital Area Garden Clubs, Delaware, Pennsylvania, New York, and New Jersey.
- B. The CAR-SGC Conference policies and procedures will be written and compiled in a CAR-SGC Conference Manual.

## **ARTICLE XI BOOK OF RECOGNITION**

A Book of Recognition shall be established in memory of, or in honor of, persons who have contributed to the success of CAR-SGC. Donations will be accepted, recorded, and money designated for the CAR-SGC Scholarship Fund.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The current version of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for CAR-SGC except where it is inconsistent with the Articles of Incorporation, these Bylaws, Special Rules of Order, or Standing Rules.

## **ARTICLE XIII AMENDMENTS**

These Bylaws may be amended at any Regular Meeting by a two-thirds (2/3) vote of the delegates present and voting, provided that the proposed amendments shall have been presented in writing to the Executive Committee and Board of Directors prior to the Meeting. Notice of proposed amendments will be posted on the CAR-SGC website.

Without the prescribed notice, these Bylaws may be amended at any Regular Meeting by a unanimous vote of the delegates present and voting.

**ARTICLE XIV  
INDEMNIFICATION**

Any current or former member of the CAR-SGC Board of Directors who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceedings taken on behalf of CAR-SGC, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith only to the extent that their conduct was authorized by CAR-SGC and to the extent permitted by law.

**ARTICLE XV  
DISSOLUTION**

Upon dissolution of the CAR-SGC, 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 public purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of Kent County, Delaware, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

**ADOPTED** May 4, 2017

**RATIFIED** May 20, 2017

**ADOPTED** \_\_\_\_\_