

# BY-LAWS

GARDEN CLUBS OF IDAHO, Inc. (GCII)

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## Mission Statement

Garden Clubs of Idaho, Inc. will create, promote and further interest in horticulture, gardening, civic beautification, and natural resource conservation through educational, charity and community improvement projects.



GCII.ORG

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## **Article I – Name**

1. The name of this corporation is Garden Clubs of Idaho, Inc. and herein referred to as GCII. GCII is a non-profit corporation.
2. This corporation shall be a member of National Garden Clubs, Inc. (NGC) and the Pacific Region Garden Clubs.

## **Article II – Objectives**

GCII is organized:

1. 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
2. To encourage interest in all phases of horticulture and promote civic beautification and conservation of natural resources through education, charity and community improvement.
3. To act as liaison among National Garden Club, Inc. (NGC), Pacific Region of NGC, and GCII members and support their objectives and coordinate with similar organizations.
4. To promote and assist establishment of new clubs and members.
5. To educate and promote interest among youth in gardening and the environment.
6. To educate and encourage members in the areas of: horticulture, floriculture, landscape design, environmental awareness, and other gardening related areas.

## **Article III – Members and Associates**

There will be two (2) classes of membership within GCII, Voting and Non-Voting.

### **1. Voting Memberships**

The voting membership of GCII shall consist of Member Garden Clubs in good standing. Member Garden Clubs are composed of active members. It is the Member Garden Club's responsibility to notify its members of pending votes.

### **2. Non-Voting Independent Members and Associates**

Non-Voting Independent Members and associates, established in GCII's Procedure Manual (GCII PM), do not have voting rights.

### **3. Membership Requirements**

- a. Member Garden Clubs, Independent Members, and Associates having one or more of the Objectives of GCII.
- b. There will be no sectarian, racial, or political test for membership.

- c. Bylaws of any Member Garden Club shall not conflict with the bylaws of GCII and NGC.
- d. Membership and voting rights expire with non-payment of dues by the delinquent date. Procedures for suspension, termination, resignation, and restoration of membership are set by the Board of Directors.

#### **4. Dues**

- a. GCII will have paid dues.
- b. Dues for each GCII fiscal year, July 1 to June 30, are set by the Board of Directors and published at appropriate public sites, e.g., gcii.org.

### **Article IV – Offices and Requirements**

#### **1. Officers and Duties**

- a. Elected officers shall be President, First Vice-President, Second Vice-President, Recording Secretary, and Treasurer. The appointed positions shall be the Parliamentarian and Corresponding Secretary.
- b. The President shall: (1) be the chief executive officer and official representative of GCII; (2) preside at all meetings of the Board of Directors, the Executive Committee, the Annual Convention, Fall Board, and Special Meetings; (3) appoint the Parliamentarian, Corresponding Secretary, all chairmen of permanent and special committees, and fill vacancies on the Board of Directors; (4) be an ex-officio member of all committees, except the Nominating Committee; (5) keep the official records and papers of GCII, (6) have a discretionary spending limit as set in GCII PM; and (7) perform all other duties applicable to the office as may be further outlined in these bylaws and as prescribed by the parliamentary authority adopted by GCII.
- c. The Vice-Presidents, in their order, shall: (1) perform the duties of the President in the absence of or at the request of the President; (2) accept a chairmanship as described in the duties of these offices found in the GCII PM; (3) perform all other duties applicable to the office as prescribed by the parliamentary authority adopted by GCII; and (4) the First Vice-President shall become President-Elect (and remain the First Vice-President) at the close of the Annual Convention of the preceding election year.
- d. The Recording Secretary shall: (1) keep minutes of meetings and distribute copies to the the Board of Directors within six weeks of each meeting; (2) maintain a file of amendments to bylaws and GCII PM; (3) after the Annual Convention mail (electronic or postal), the official roster of names, addresses, telephone numbers and email addresses of the Board of Directors and the GCII Chairmen to the NGC headquarters; (4) provide a copy of the minutes of all Board meetings to the permanent files; (5) maintain a record of all resolutions and motions adopted

affecting GCII PM; and (6) perform all other duties applicable to the office as prescribed by the parliamentary authority adopted by GCII.

- e. The Treasurer shall: (1) receive all monies collected in the name of GCII; (2) deposit all monies in the name of GCII into designated general or specific accounts; (3) disburse GCII funds as authorized by the President (acting within discretionary limits) or by approval of Executive Committee; (4) prepare financial statements for the Executive Committee and Board of Directors' meetings; (5) monitor bank accounts to ensure they remain within prescribe limits; (6) maintain duplicate official records and papers of the corporation, open books and cooperate in a financial review; and (7) perform all other duties applicable to the office as prescribed by the parliamentary authority adopted by GCII.

## **2. Appointed Positions**

- a. The Parliamentarian shall: (1) advise on points of parliamentary law and procedure; (2) serve as advisor to the bylaws committee; and (3) perform all other duties applicable to the position as assigned by the President.
- b. The Corresponding Secretary shall: (1) conduct correspondence of GCII under the direction of the President; (2) mail (electronic or postal) notices of meetings; and (3) perform all other duties applicable to the position as assigned by the President.

## **Article V – Nominations and Elections**

### **1. Nominating Committee**

- a. Composition: The Nominating Committee is composed of the three District Directors or a member appointed by the District Director for their district. District Directors are responsible to ensure these positions are not vacant.
- b. Duties: (1) The committee shall elect a chairman. (2) At the Fall Board Meeting in odd-numbered years, the committee shall notify all board members of the offices to be filled, such notice to be published in the GCII Newsletter. (3) The chairman of the committee shall submit to the Board of Directors a slate of candidates at the Fall Board meeting in even-numbered years. (4) The committee ensures that each candidate understands and accepts the office's responsibilities as outlined in these GCII bylaws and GCII PM.

### **2. Eligibility and Terms of Office**

- a. All officers shall hold membership in a Member Garden Club and have demonstrated leadership and organizational skills.
- b. The term of office of all officers shall be two years or until their successors are elected or appointed. Any officer who has served more than half a term is considered to have served a full term in that office.

- c. The Treasurer and Recording Secretary shall be eligible for four two-year terms. No officer shall serve longer than eight years in any one position. Appointed positions have no term limits.

### **3. Elections**

- a. Officers shall be elected at the Annual Convention in odd number years and assume duties at the end of the convention in the election year.
- b. Elections: (1) At the Annual Convention, after the Nominating Committee has presented its report and before voting for the slate of officers, the chair must call for further nominations from the floor. (2) The election shall be held on the first day that business is conducted at the convention. (3) All elections shall be by ballot and majority vote shall elect; however, in the event that there is only one nominee for any elected office, the President shall declare the nominee elected. (4) In the event of an emergency and cancellation of convention, the Executive Committee shall conduct election(s) by mail (electronic or postal) in accordance with item V.3.b(3) above.

### **4. Vacancies**

- a. In the event of a vacancy in an elected office, the President shall be empowered to appoint an interim officer with that appointment approved by the Executive Committee and ratified by the Board of Directors at the next meeting.
- b. In the event of a vacancy in the office of the President, the President-Elect or Vice-Presidents (in order) shall succeed. If the President-Elect and Vice-Presidents decline, the vacancy shall be filled by the Board of Directors, voting upon nominations from the Executive Committee.
- c. Officers can be removed without cause by a majority vote of the Board of Directors. This vote can be at meetings or conducted by mail (electronic or postal).

## **Article VI – Meetings**

### **1. Annual Convention**

- a. An Annual Convention shall be in the spring, place and date to be set by the sponsoring district in consultation with the GCII President. The sponsoring district is assigned on a rotating basis. In an emergency, the Executive Committee by a two-thirds vote may cancel an Annual Convention.
- b. The sponsoring district's proposed registration fee for the Annual Convention should be submitted to the President and Treasurer for approval at least 100 days prior to the Annual Convention date.
- c. Financial records of the Annual Convention shall be submitted to the Executive Board within 90 days of the close of the Annual Convention.

## **2. Fall Board Meeting**

- a. The President shall set a time and place for the Fall Board meeting three months in advance of the meeting. The Corresponding Secretary shall provide written notice of the Fall Board meeting by mail (electronic or postal) to the Board of Directors, and notify the editor of the GCII newsletter and the Webmaster of the GCII website.
- b. At the Fall Board meeting, an announcement of time and place of the Annual Convention shall occur and the Corresponding Secretary shall provide written notice of the convention by mail (electronic or postal) to Board of Directors, and notify the editor of the GCII newsletter and the web master of the GCII website.

## **3. Special Meeting**

- a. May be held at the call of the President on written request from no less than two-thirds of the Executive Committee or Board of Directors. Board members shall be notified of a special meeting at least two weeks prior to the meeting. Minutes of the special meeting are submitted for approval at the next Board meeting.
- b. Circumstances for calling a special meeting may include, but are not limited to, vacancy of Executive Officer, GCII financial issue, and issues to be addressed at future Board Meetings.
- c. These meetings cannot overrule votes from previous Board Meetings or make changes to GCII's bylaws. A special meeting may be conducted by mail (electronic or postal) or by electronic means available to all Board Members.

## **4. Quorums**

- a. Annual Convention and Fall Board meetings: a quorum for the transaction of business requires one-third of the Board of Directors (Member Garden Clubs, District Directors, and Executive Committee) to be present.
- b. Special Meetings: a quorum for the transaction of business requires a majority of the Board of Directors.
- c. Executive Committee: a quorum for the transaction of business requires three-quarters of the Executive Committee.

## **5. Voting**

- a. Voting members are comprised of the Board of Directors (Member Garden Clubs, District Directors, and Executive Committee).
- b. Presidents of Member Garden Clubs are the voting members for their clubs. Each Member Garden Club has one vote.

(1) If the Member Garden Club President cannot attend, a Member Garden Club may appoint a Club Member from their club as the

Designated Alternate with Voting Rights for Annual Convention and Fall Board meetings only.

- (2) The name of the Designated Alternate must be submitted to the President and Recording Secretary in advance of the scheduled meeting as outlined in the GCII PM.

## **Article VII – The Board**

### **1. Composition**

The composition of the Board of Directors shall be the members of the Executive Committee, District Directors, and Member Garden Club Presidents.

### **2. Delineation of Powers**

The Board of Directors shall be the governing body of GCII and shall: (a) transact routine business; (b) adopt and maintain GCII PM; and (c) ratify all classes and categories of membership.

### **3. Business of the Board**

In addition to the Annual Convention and Fall Board meetings, the Board of Directors may conduct business by mail (electronic and postal) or by other electronic means available to all Board Members. A report of any action taken by the Board of Directors shall be announced and made part of the minutes of the next Annual Convention or Fall Board meeting. These meetings cannot overrule votes from previous Board Meetings or make changes to GCII's bylaws.

### **4. Executive Committee**

The Executive Committee consists of the President, Vice-Presidents, Immediate Past-President, Recording Secretary, Treasurer, and the Parliamentarian. All committee members have voting rights except the Parliamentarian. The committee shall meet at the call of the President for the purpose of transacting any necessary business. Any recommendations or actions taken are announced and made part of the minutes of the next Board meeting. When necessary, the Committee may conduct business by mail (electronic and postal) or by other electronic means available to all Committee Members.

### **5. District and District Directors**

- a. GCII shall be divided into districts according to GCII PM. All Member Garden Clubs shall belong to a District.
- b. A District shall be governed by its bylaws which shall not conflict with the bylaws of GCII.
- c. A District must have a District Director who shall serve as a member of the Board of Directors and shall interpret GCII programs to the District.



- d. At a minimum a District will have the following positions: District Director, First-Vice District Director, Treasurer, and Secretary.
- e. District Directors shall not fill any other position on the Board of Directors while serving as District Director except when recommended by the Executive Committee and approved by the Board of Directors.
- f. Each District Director or their Designated Alternate with Voting Rights is expected to attend the Annual Convention and Fall Board meetings.

**6. Member Garden Clubs and Presidents**

- a. Member Garden Club Presidents are members of the Board of Directors.
- b. At a minimum, Member Garden Clubs will have the following positions: President, First-Vice President, Treasurer, and Secretary.

**Article VIII – Parliamentary Authority**

The current edition of Robert's Rules of Order shall govern the proceedings of GCII in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and GCII PM.

**Article IX – Committees**

Permanent Committees are the Nominating, Bylaws, GCII PM, and the Group Tax Exemption. The President is responsible to appoint chairpersons to all committees. The President may create or dissolve other committees as deemed necessary for the operation of GCII.

**Article X – Amending Bylaws**

The GCII bylaws may be amended at an Annual Convention by a two-thirds vote of the GCII Board of Directors.

Proposed amendments to the bylaws must be submitted to the bylaws committee chairman by January 1.

All proposed amendments submitted to the bylaws committee will be forwarded to all members of the GCII Board of Directors by February 1.

Final wording of the proposed amendments shall be submitted to all members of the GCII Board of Directors at least forty-five (45) days prior to the Annual Convention.

Garden Club Presidents should inform all club members of proposed amendments.

Each amendment will be voted on separately at the Annual Convention.

If an Annual Convention cannot be held, the bylaws may be amended by a two-thirds vote by mail (electronic or postal) ballot.

Any changes in the NGC bylaws that affect CGII shall automatically become part of GCII bylaws.

## **Article XI – Dissolution Requirements**

By two-thirds vote of the Board of Directors, GCII may be dissolved. Upon dissolution of GCII, assets shall be distributed in accordance with the Internal Revenue Code, IRS regulations, GCII Articles of Incorporation, and any applicable state laws.