

**BYLAWS  
OF THE GRANTS PASS GARDEN CLUB, Inc.  
OF GRANTS PASS, OREGON  
Approved September 7, 2022**

**ARTICLE I  
Name**

The name of this nonprofit organization shall be Grants Pass Garden Club, Inc., hereinafter referred to as the Club.

**ARTICLE II  
Purpose**

The purpose of this Club shall be to stimulate knowledge and love of gardening and garden-related activities, to participate in community beautification, and to cooperate with other organizations having one or more of these purposes.

**ARTICLE III  
Members**

Section 1. Any resident of Oregon having an active interest in the purpose of the Club is eligible for membership and shall be declared a member of the Club upon payment of dues.

Section 2. All paid members of the Club automatically become members of Siskiyou District, Oregon State Federation of Garden Clubs, Inc., Pacific Region and National Garden Clubs, Inc.

Section 3. Fiscal Year and Dues.

- A. The Fiscal year shall be July 1 through June 30.
- B. Dues are in accordance with Standing Rule 2. They are payable on July 1<sup>st</sup> of each year. Members not paid by August 1<sup>st</sup> shall be automatically dropped from membership in the Club.
- C. Members who are delinquent in their dues shall have no voting right.

**ARTICLE IV  
Executive Board and Board of Directors**

Section 1. The elected officers of the Club shall be a President, Vice President, a Secretary and a Treasurer and Assistant Treasurer who, acting together shall constitute the Executive Committee. More than one person may jointly hold any of these offices, with the exception of the Treasurer and Assistant Treasurer.

Section 2: The elected officers, immediate past Club President, appointed Parliamentarian and the appointed Directors shall make up the Board of Directors, hereinafter referred to as BOD. Appointed Directors may include Administrative, Community, Education, Finance, Fundraising/Special Events and Support and others as needed. The appointed Directors shall be approved by the membership.

\*Note: If the immediate past Club President is unable to serve, the President may appoint a former past President

### Section 3: Duties of the Executive Board

- A. **President.** The president shall preside over meetings of the Club and BOD meetings, serve as primary contact for the Club, represent the organization at meetings outside the Club, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the Club is served.
- B. **Vice President.** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- C. **Secretary.** The secretary shall keep all records of the organization, take and record minutes and handle correspondence.
- D. **Treasurer/Assistant Treasurer.** The treasurer or assistant treasurer shall receive all funds of the Club, keep an accurate record of income and expenses and pay out funds in accordance with the approval of the BOD. He or she will provide a financial report at every meeting and at other times of the year when requested by the BOD and make a full report at the end of the fiscal year.
- E. **Parliamentarian** shall be an appointed officer.

## **ARTICLE V Elections**

**Section 1: Nominations and Elections.** The nominating committee shall select one or more candidates for each office and present the slate of nominees to the membership at the General Meeting one month prior to the election. At the election month General Meeting, nominations may also be made from the floor with prior consent of the nominee. The election shall be held immediately following the close of nominations. Voting shall be by voice vote if a slate is presented with only one nominee per office. If more than one person is running for an office, a ballot vote shall be taken for that position.

**Section 2: Eligibility.** Members are eligible for office if they are members in good standing.

**Section 3: Terms of Office.** Officers are elected for a two-year term. When a two-year term is not acceptable, a one-year term may be considered.

**Section 4: Vacancies.** If there is a vacancy in the office of president, the vice president will assume the responsibilities of the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

**Section 5: Removal from Office.** In the event that an officer needs to be removed, approval will be required by the BOD.

## **ARTICLE VI**

### **Meetings**

Section 1: Regular Meetings. The regular meetings of the Club shall be on the first Wednesday of each month at 12 noon if possible. The annual meeting will be held at the June regular meeting. The annual meeting is for receiving reports, electing officers in the odd numbered years and conducting other business that should arise.

Section 2: Special Meetings. Special meetings may be called by the president, any two members of the BOD, or five general members submitting a written request to the president. Notice of a special meeting shall be sent to the members by postal mail, email or phone calls.

## **ARTICLE VII**

### **Board of Directors**

Section 1: Membership. The BOD shall consist of the officers, standing directors, Parliamentarian and the past Club President, and each shall have a vote.

Section 2: Duties. The duties of the BOD shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, approve a budget for submission to the membership and prepare reports and recommendations to the membership.

Section 3: Meetings. Regular meetings shall be held monthly on the same day and at the same time each month if possible. Special meetings may be called by any two board members, with 24 hours notice.

Section 4: Quorum. Half the number of attending board members plus one constitutes a quorum.

## **ARTICLE VIII**

### **Committees**

Section 1: Membership. Committees may consist of members and board members with the president acting as ex officio member of all committees except the nominating committee.

Section 2: Standing Committees. The following committees may be held by the Club: Administrative, Community, Support, Finance, Fundraising/Special Events and Education.

Section 3: Additional Committees. The BOD may appoint additional committees as needed.

## **ARTICLE IX**

### **Finances**

Section 1: A budget shall be drafted by the Budget Committee for approval by the BOD and a majority vote of the members present at a General Meeting before the beginning of the fiscal year.

Section 2: The BOD shall approve all expenses of the Club that exceed budgeted amounts.

Section 3: The Treasurer/Assistant Treasurer shall keep accurate records of any disbursements, income and bank account information.

Section 4: Two authorized signatures shall be required on each check for unbudgeted expenses over the amount of \$300. The authorized signers shall be the President, Vice President, Treasurer and Assistant Treasurer.

Section 5: The treasurer/assistant treasurer shall prepare all records after the end of the fiscal year for the Financial Review Committee.

## **ARTICLE X Parliamentary Authority**

Roberts Rules of Order Newly Revised (RRONR) shall be the authority for the Club in all cases where they are applicable and are not inconsistent with these by-laws.

## **ARTICLE XI Standing Rules**

Standing Rules shall be approved by the BOD and presented to the members at the next general meeting. The Secretary shall keep a record of the Standing Rules for future reference.

## **ARTICLE XII Quorum**

Section 1. The quorum for the transaction of Club business shall be one-third of the paid membership or two-thirds of the members present at a General Meeting.

Section 2. A quorum for any situation requiring immediate action by the Board of Directors shall be the majority of its members.

## **ARTICLE XIII Dissolution**

The Club may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon dissolution of the Club, all funds remaining in the Treasury shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code according to the objective stated in Article II. A committee of at least three members will make recommendations for allocation of funds to be voted upon at the final general membership meeting.

## **ARTICLE XIV Amendments**

Amendments to these bylaws shall be approved by the BOD with recommendation for approval by the membership at a General Meeting. All members of the organization shall receive notice of, and copies of, the amendments at least 7 days prior to the General Meeting. Notice and copies may be given in person, by postal mail, or email. Amendments will be approved by a two-thirds vote of the members present.

**ARTICLE XV**  
**Conflict of Interest**

The conflict-of-interest policy is intended to protect the integrity of Grants Pass Garden Club, Inc. serving as a nonprofit entity. The Club shall not allow any transaction or arrangement that would benefit the private interest of any person(s) if that benefit would exceed the value of the benefit received by the Club for that transaction or arrangement. Therefore, use of Club meetings, Club events, and mass distributed correspondence garnered from Club contact information for such transaction or arrangement is not permitted. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Modified August 2016  
Bylaws Committee  
Sandy Schramm, Chair  
Diane Amberg  
Joan Giles  
Susan Finley

Approved by the Board of Directors  
with minor additional changes  
July 8<sup>th</sup>, 2021  
Addition of Assistant Treasurer,  
Fundraising/Special Events Director,  
2 signatures for over \$300 unbudgeted  
9/7/2022  
Carole Genovesi, President, GPGC

Article V Modified January 2023  
Approved by the Board of Directors  
January 18, 2023  
Presented and approved by membership  
February 1, 2023.