

# **Hill Country Bloomers Garden Club**

## **Bylaws**

### **ARTICLE I - NAME**

The name of this organization shall be Hill Country Bloomers Garden Club. It is a nonprofit 501(c)(3) organization.

### **ARTICLE II - OBJECT**

The object of this organization is to increase the knowledge and love of gardening in the Greater North Austin Hill Country area, through garden-related education and projects, social engagement and community outreach, and raising and distributing funds for the benefit of educational and community projects.

### **ARTICLE III – NON-PROFIT REQUIREMENTS**

Hill Country Bloomers Garden Club, is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, 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 IV - MEMBERSHIP**

Membership dues shall be \$20 a year, due at the January meeting. Members in arrears for 3 months will be automatically dropped from membership after due notification. Membership is open to all adults 18 years of age and older. Minors who wish to attend may do so with an accompanying parent or guardian. The board can authorize reductions of the membership dues as needed, however, all increases in membership dues will be voted on at a general meeting for approval.

Honorary Members are members for life with all of the privileges of membership and no obligations or dues. Honorary membership is a special honor conferred by the Club to show appreciation for outstanding service or for many years of loyal service and cooperation. Candidacy must be approved by the Board of Directors and the candidate. A positive vote by the membership confirms the honor.

## **ARTICLE V - OFFICERS**

### **SECTION I - OFFICERS**

The officers of the club shall be President, Vice President, Secretary, and Treasurer, together with the immediate past president shall form the Executive Board which shall make recommendations on all matters of importance that affect club activities. This includes budget review, appointments of additional members on the board as required, and new roles and responsibilities as the club develops.

Officers are required to be members in good standing and to attend all board and general meetings. If board members are unable to attend all board meetings, a note of explanation should be sent to the president and vice president requesting to be excused. More than 2 (two) unexcused absences will mean removal from the board.

### **SECTION II - DUTIES OF OFFICERS**

a). The President shall preside at all meetings of the Club; shall be ex-officio member of all committees except the nominating committees; shall appoint committees as needed; shall perform all other duties of the office and shall give an annual report to the general membership. The President may, in the absence or disability of the Treasurer, sign or endorse checks. The President shall be the official spokesperson for the Club.

b). The Vice-President shall perform the duties of the President in case of the President's absence or disability and shall oversee the Fundraising committees, in addition to such other duties as the President shall designate.

c). The Secretary shall keep the minutes of all Executive Board meetings and shall conduct the correspondence of the Club, in addition to such other duties as the President shall designate. The Secretary is responsible for filing all minutes for any further reference.

d). The Treasurer shall have charge of all funds, paying all bills by check and keeping receipted bills on file; shall keep itemized records of receipts and expenditures. Any change of system must be approved by the Executive Board. The Treasurer shall make monthly and annual reports and shall file all necessary tax forms, in addition to such other duties as the President shall designate. The Treasurer's books shall be open for inspection by the Executive Board at any time.

e). The outgoing President shall continue on the Board in an advisory position and as a parliamentarian for one year. The parliamentarian shall act as an advisor to the President in matters of parliamentary law and usage.

f). Members may be appointed as Board members by the Executive Board as needed and have voting privileges for the club. These could be Committee Chairs or other leaders in the club. The Executive Board along with the appointed members will be called the Board of Directors.

g). Removal from Office: A member of the Board of Directors may be removed with or without cause by a two-thirds vote of the Board of Directors. The individual shall be given 30 days written notice of the proposed removal.

## **ARTICLE VI - ELECTION**

### **SECTION I - OFFICER TERMS**

The official term of each executive officer is one year with the Vice President automatically filling the office of President the following year. Officers may run for another term in the same position or a different board position. Executive board members are to be elected by member vote. Vacancies during the course of the year will be filled by appointment by the Executive Board.

### **SECTION II - NOMINATING COMMITTEE**

At the September meeting, the President shall appoint a nominating committee of three members who, at the October meeting, shall present the names of candidates running for office for the coming year.

Electronic and/or paper ballots will be distributed to active members by the nominating committee and will be due to the committee for tallying by the start of the scheduled monthly November meeting.

Election results will be announced by the committee at the end of the November meeting. Elected officers will begin their term on January 1st.

## **ARTICLE VII - MEETINGS**

Regular club meetings shall be held on the second Tuesday of each month unless there is a conflict with the meeting space. Club meetings are reserved for paid members. One visit is allowed for a non-member per year prior to joining.

Board meetings will be held once a month on a date and time chosen by the Executive Board. Special meetings may be called by the President with a 48-hour notice. To the extent permitted by law and these bylaws, business may be transacted by electronic communication, in which case a report of such action shall be made as part of the minutes of the next board meeting. The quorum for conducting the business of the Board of Directors shall be a simple majority.

## **ARTICLE VIII- COMMITTEES**

Standing committees for the Hill Country Bloomers are Fundraising, Membership, Programs, Community Outreach, Social Media and Marketing, member events, and Charitable giving. Special committees may be appointed by the Executive Board as needed.

## **ARTICLE IX - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the club in all cases to which they are applicable, and which are not inconsistent with these bylaws.

## **ARTICLE X - DISSOLUTION**

In the event the Hill Country Bloomers shall vote to dissolve and cease to exist in its present form, it is hereby provided that any monies remaining in its treasury after all debts are paid, shall be passed to a non-profit organization with similar goals and interests of the club.

## **ARTICLE XI - NON-DISCRIMINATION**

The Hill Country Bloomers shall not discriminate against anyone in accordance with current state and federal laws.

## **ARTICLE XII - AMENDMENTS**

The Bylaws may be amended at any regular meeting by a two-thirds vote of those present, provided a notice of the proposed change(s) has been announced at the preceding meeting.