

# Bylaws

## Article I: Name

This organization shall be known as River Valley Garden Club (RVGC). RVGC is a chapter of California Garden Clubs, Inc. and operates as a club within the Sacramento River Valley District.

## Article II: Purpose

The purpose of this club shall be to:

- Provide programs designed around members' gardening interests, which present gardening and horticulture experts and others knowledgeable about specific garden-related topics.
- Arrange tours for members and guests to various locales that feature unusual gardens or special garden-related materials.
- Encourage and support civic beautification within our respective communities.
- Lead or assist in developing conservation projects of local natural resources.
- Advance the awareness and education of our members and our local communities to the values of gardening.

## Article III: Requirements to be Exempt as an Organization described in Section 501(c)(3) of the Internal Revenue Code

Section 1. Said organization is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2.** 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 Section 1 hereof and in Article II of this constitution.

**Section 3.** 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 or in opposition to any candidate for public office.

**Section 4.** Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

**Section 5.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 purposes.

## **Article IV: Membership**

**Section 1.** The membership shall consist of one classification: Individual.

**Section 2.** Membership shall be open to residents of Rancho Murieta, Sloughouse, and Wilton who desire participation and want to share his/her interest in gardening. Non-residents of communities with no garden club shall be considered. Residents from other communities shall not exceed 10% of the total active membership. This shall not serve to disqualify any current member.

## **Article V: Dues**

**Section 1.** An increase in dues shall be the purview of the Board, with the approval of the Membership.

**Section 2.** The fiscal year shall begin July 1 and end June 30. Membership dues shall be payable by the September meeting.

## **Article VI: Officers**

**Section 1.** The officers of this club shall be President, Vice President Programs, Vice President Membership, Secretary, and Treasurer.

**Section 2.** Officers shall be elected to a one-year term. No officer may be eligible for the same office for more than two consecutive terms of one year except when assuming the unexpired term of a duly elected officer. Exceptions may be made at the recommendation of the Board followed by a vote of the membership.

**Section 3.** A nominating committee of three members shall be selected annually in February. The President shall appoint the Chairperson, and the Board will elect two additional members. Names of Nominees shall be read at the April meeting, and the election held in May; new officers will be installed in June.

Notice of the upcoming election shall be given to members at the meeting preceding election. Voting shall be by voice, show of hands, or by ballot, as determined by the Board. Each officer shall hold office until his/her successor has been installed.

**Section 4.** The above named officers, along with chairmen of selected committees and others, as invited by the President, shall constitute the Board, with the power to transact club business and fill Board vacancies.

## **Article VII: Power and Duties of Officers**

**Section 1. President:** The President shall preside at all meetings of the Board and scheduled meetings of the General Membership, appoint committees and perform all other duties incident to the President's office. The President shall be an ex-officio member of all committees except the nominating committee. The President or his/her delegate will represent the Club to the Sacramento River Valley District and have oversight of activities related to that forum and to the California Garden Club Inc.

**Section 2. Vice President Programs:** The Vice President Programs may perform the duties of the President in the absence or at the request of the President. The Vice President Programs shall be responsible for the Club's monthly programs and coordinate all duties related to these events.

**Section 3. Vice President Membership:** The Vice President Membership may perform the duties of the President in the absence or at the request of the President. The Vice President Membership shall be responsible for promoting, processing and tracking memberships, and working with the Board on recruitment.

**Section 4. Secretary.** The position of Secretary shall be optional, at the preference of the President. The Secretary shall serve as recorder of actions taken by the Board and assist with communications to the General Membership, as requested by the President. The position is therefore not electable.

**Section 5. Treasurer:** The Treasurer shall receive all monies for the Club and deposit same in the name of River Valley Garden Club in a bank approved by the Board. The Treasurer shall report on the Club's finances at all regular Board meetings, pay all bills incurred by the Club, requesting Board approval for items of \$100 or more, and make payment of obligations related to the Club's other affiliations. Additionally, the Treasurer shall prepare a financial statement for review by the Membership at the beginning of

each activity year and at times determined by the Board. The Treasurer shall also serve on the Finance Committee with the President and other(s) selected by the President with Board approval.

## **Article VIII: Committees**

**Section 1.** Committees shall reflect the interests and commitments of the Club. New committees shall be formed or existing ones disbanded by a vote of the Board, with communication to the Members, apprising them of the rationale for the action. The President shall maintain records of disbanded committees.

**Section 2.** The President, with advice from the Board, shall appoint Chairpersons for the following committees and others, if necessary, to carry out the goals of the Club. These include Database Management, Trips and Tours, Publicity, Newsletter, Historian, Show and Tell, Special Projects and Special Events.

**Section 3.** Committee chairs shall serve for a one-year term, from July 1 through June 30, and may be invited by the Board to serve two consecutive terms. No Committee Chair will be eligible for more than two consecutive terms unless assuming an unexpired term of a duly appointed Chairperson. After serving a second consecutive term, Chairs must have a one-year break in service before taking on responsibility for the same committee. Exceptions may be made at the discretion of the Board.

## **Article IX: Board**

**Section 1.** The Board shall meet at such times and places as either the President or a majority of the Board shall determine. Decisions on major issues affecting the Club will be resolved by vote of the majority of the Board.

**Section 2.** The Board shall conduct the routine business of the Club.

**Section 3.** The Board shall budget the year's expenditures upon the recommendation of the Finance Committee.

**Section 4.** Untimely vacancies among officers shall be filled by a vote of the Board.

**Section 5.** The Immediate Past President shall serve on the Board in an advisory capacity the year following her/his Presidency. He/she may take on special projects as requested by the Board.

**Section 6.** Optimally, the Board shall include a Master Gardener in an advisory capacity. He/she may take on special projects as requested by the Board.

## **Article X: Donations and Funds**

**Section 1.** All monies derived from activities sponsored by the Club shall go into the general fund, unless otherwise specified.

**Section 2.** No debts may be incurred except with the approval of the Board as noted in Article VIII.

## **Article XI: Meetings**

**Section 1.** There shall be at least nine General Meetings of the Club during the activity year (September through June). These shall be held on the fourth Tuesday of the month unless otherwise determined by the Board.

**Section 2.** The President shall schedule Board Meetings. A quorum of the Board shall be 50% of the members.

## **Article XII: Amendments**

Any of these Bylaws may be amended by a majority vote at any meeting of the Club, provided that notice of the proposed amendment has been given at the previous General Meeting of the membership.

## **Article XIII: Dissolution**

**Section 1.** The Club may be dissolved by a majority vote of the Membership at a meeting specifically convened for that purpose, notice of which is given at least thirty days in advance.

**Section 2.** For asset disposition, see Article III, Section 5.

**Adopted by the Membership May 23, 2017**