

BY-LAWS OF THE MADISON GARDEN CLUB

ARTICLE I. NAME

The name of this organization shall be The Madison Garden Club, hereinafter referred to as the Club, affiliated with the Shenandoah District, Virginia Federation of Garden Clubs Inc. (VFGC), South Atlantic Region (SAR), National Garden Clubs, Inc. (NGC). The Madison Garden Club, a not-for-profit entity, is a subordinate of the VFGC Group Exemption as described by Section 501(c) (3) of the Internal Revenue Code.

ARTICLE II. OBJECT

The objectives of this club shall be:

1. Educate members, the public and youth in the community in the art of gardening, floral design, horticulture, botanical arts and environmental concerns.
2. Stimulate interest, knowledge and appreciation of gardening among the Club members.
3. Encourage and assist in civic and community beautification projects.

ARTICLE III. MEMBERSHIP

SECTION 1: CLASSES OF MEMBERS

There are two classes of members: Active and Club Life. There shall be a combined total membership limited to sixty.

SECTION 2: QUALIFICATIONS / ELIGIBILITY FOR MEMBERSHIP

ACTIVE: Members must have an interest in gardening and a willingness to support Club objectives. A member is encouraged to serve the Club in any capacity when called upon, including holding office, serving as a committee chairman and attending and participating in meetings. Each member shall be required to bring a minimum of two exhibits to the regular meetings during the Club year. Exhibits may be either horticulture or design.

CLUB LIFE MEMBERS: Any member who has reached the age of seventy-five who has been a member for at least twenty (20) years may become a life member of the Club. Club Life members enjoy the privileges of an Active member without the obligation of entertaining, payment of dues or exhibiting. Club Life members may vote but may not hold office.

SECTION 3: APPLICATION AND ACCEPTANCE PROCEDURE

A prospective new member shall be invited to attend two or more regular meetings as a guest. After attendance at two meetings, the Membership Chairman will contact the guest(s) to determine if they are interested in joining the Club. Two sponsoring letters or one letter signed by two Club members shall be submitted to the Membership Chairman. The letter shall immediately be distributed to the membership for review, with a vote occurring at the next Club meeting. A two-thirds vote of those present and voting shall be required to accept a

new member.

Members desiring to change their status to Club Life shall write a letter to the Membership Chairman requesting the change. This letter shall be read by the Membership Chairman to the membership at a regular meeting. Approval shall be via a voice vote, majority of those present and voting.

SECTION 4: FEES AND DUES

The fiscal year shall be June 1 – May 31.

The dues for Active members shall be forty (\$40) dollars per annum. Dues are to be paid on or before May 31. Dues not paid by June 30 are considered delinquent. The Treasurer shall notify members in writing of delinquent dues not later than July 15. If dues are not paid within 30 days of this notification the Treasurer shall bring the issue to the Executive Committee for action.

Full dues are payable if the member has been accepted before December 1st. Members accepted between December 1st and March 31st will pay fifty percent (50%) of the annual dues for their first (partial) year of membership. Members accepted between April 1st and May 31st will not owe dues for the current fiscal year.

SECTION 5: PROCEDURE FOR RESIGNING AND REINSTATEMENT

Members who wish to resign from the Club shall write a letter to the Membership Chairman stating their desire to be dropped from the membership. The Membership Chairman shall read the letter to the membership at a regular meeting and call for a voice vote to accept the resignation with regret. Dues will not be refunded.

If a member is absent from three consecutive meetings without being excused by the Recording Secretary they may be dropped from membership. At this time the Recording Secretary will notify the Executive Committee who will consider appropriate action.

Former members desiring to rejoin the Club after a resignation shall write a letter to the Membership Chairman requesting reinstatement. The letter shall immediately be distributed to the membership for review with a vote occurring at the next Club meeting. A majority of the members present and voting shall be required to approve reinstatement. Should there be a waiting list for membership, they will be given priority.

ARTICLE IV. OFFICERS

SECTION 1. ELECTED OFFICERS

The elected officers of the Club shall be: President, Vice-President, Recording Secretary and Treasurer.

The non-elected officers of the Club, appointed by the President, shall be Corresponding Secretary, Parliamentarian and Historian.

SECTION 2. METHOD OF NOMINATING OFFICERS

1. A Nominating Committee, composed of three (3) members, recommended by the Executive Committee, shall be elected at the January meeting of an election year (odd numbered years). Nominations may be made from the floor having secured prior consent from the nominee.

1. The Nominating Committee shall present a slate of officers to the membership at the March meeting in an election (odd numbered) year.
2. Nominations for elected officers may be made from the floor at the March meeting if prior consent to serve has been obtained.

SECTION 3. ELECTION PROCEDURES

1. Elections will be held at the annual meeting in April in odd numbered years.
2. A majority of the members present and voting is required for election.
3. Elections shall be by ballot. If there is only one (1) candidate for a given office, the election for that office may be by voice vote.
4. Installation of officers shall be held at the May meeting in election years.

SECTION 4. TERMS OF OFFICE / NUMBER OF TERMS PERMITTED

The President and Vice President shall hold office for a single term of two (2) years or until their successor is elected. There are no term limits for Recording Secretary or Treasurer.

Appointed officers shall serve for two years or until a successor is appointed by the President. An appointed officer may serve more than one (1) term in the same office.

SECTION 5. QUALIFICATIONS FOR OFFICE

Any Active member in good standing is qualified to serve as an Officer of the Club. The Office of Parliamentarian is customarily filled by the outgoing President.

SECTION 6. DUTIES OF OFFICERS

ELECTED OFFICERS

PRESIDENT: The President shall:

1. Preside at the meetings of the Club, Executive Committee and called meetings
2. Name the Appointed Officers and Chairmen of all Standing and Special Committees, except the Nominating Committee
3. Serve as ex-officio member of all committees except the Nominating Committee

VICE PRESIDENT: The Vice President shall:

1. In the absence of the President, perform the duties of the Office of President
2. Assist the President upon request
3. In the case of a vacancy in the office of President, serve as President for the balance of the term or until a successor is elected.
4. Assist and work with the Program Chairman

RECORDING SECRETARY: The Recording Secretary shall:

1. Record the proceedings of the regular, Executive Committee, and called meetings of the Club and have custody of its records
2. Have a copy of the Bylaws and Standing Rules of the Club available at all meetings
3. Have minutes and records available to members upon request
4. Maintain a current list of members and take attendance at regular meetings

TREASURER: The Treasurer shall:

1. Maintain a record of the fiscal affairs of the Club
2. Collect and record all Club dues; notify members in writing of delinquent dues
3. Be responsible for all monies, receipts and disbursements; maintain Club bank accounts
4. Pay all budgeted expense bills and non-budgeted bills as authorized by the President, the Executive Committee and/or the membership
5. Prepare an annual budget and year-end financial report
6. Render a financial report at all regular meetings
7. File required IRS documentation
8. File required VFGC documentation
9. At the close of the fiscal year, submit the books for audit

APPOINTED OFFICERS

CORRESPONDING SECRETARY: The Corresponding Secretary shall:

1. Conduct the general correspondence of the Club as directed by the President

PARLIAMENTARIAN: The Parliamentarian shall:

1. Serve as advisor/consultant to the President, officers, committee chairmen and other members on matters of parliamentary procedure
2. Fulfill duties as outlined in the current edition of *Robert's Rules of Order Newly Revised*

HISTORIAN: The Historian shall (revised March 2016):

1. Prepare a written synopsis of two years of Club activities and accomplishments at the end of the President's term (odd numbered years)
2. Provide a copy of the written synopsis to the Publications Chairman in June following the end of the President's term for incorporation in the Club history document
3. Assemble Club newsletters, awards and other significant historical documents using appropriate storage media.

Officers shall perform the duties prescribed by these bylaws and the adopted parliamentary authority.

SECTION 7: FILLING VACANCIES:

1. A vacancy in the office of President will be filled by the Vice President for the unexpired term or until a successor is elected.
2. For all other vacant elected offices, the Executive Committee shall nominate a replacement to fulfill the term.
3. Election shall be via a majority vote of those present and voting at a regular Club meeting.

ARTICLE V. MEETINGS

SECTION 1. REGULAR MEETINGS

The regular meeting shall be held on the third Thursday of each month unless otherwise ordered by the Club or Executive Committee. All regular meetings are open to guests.

SECTION 2. ANNUAL BUSINESS MEETING

The annual business meeting shall be the April meeting of each year. This meeting shall be for the hearing of annual reports, the election of officers in an election year and any other business that may arise.

SECTION 3. SPECIAL OR CALLED MEETINGS

Special meetings may be called by the President or upon the written request of three or more members. The purpose of the meeting shall be stated in the Call. Except in cases of emergency, declared by the President, the Call shall be sent to members at least ten days prior to the meeting.

SECTION 4. QUORUMS

One fifth of the total membership shall constitute a quorum. The lack of a quorum shall not prevent the conduct of a scheduled educational program.

SECTION 5. CANCELLATION OF MEETINGS

If the need to cancel a meeting is known in advance, a vote on the cancellation will be taken at a regular meeting. The President, with the advice of the Executive Committee, may cancel a meeting due to an emergency.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The Executive Committee shall be composed of all elected and appointed officers of the Club: President, Vice President, Recording Secretary, Treasurer, Corresponding Secretary, Parliamentarian and Historian.

SECTIONS 2. POWERS AND DUTIES DELEGATED TO THE COMMITTEE

The Executive Committee shall formulate policies and transact the business of the Club, subject to membership approval.

SECTION 3. MEETINGS

The Executive Committee shall meet at the call of the President.

SECTION 4. QUORUM

A quorum shall consist of the President, a secretary and one other member of the Executive Committee, a total of three (3).

ARTICLE VII. COMMITTEES

SECTION 1. STANDING COMMITTEES

1. Standing committees shall be established by the President or the Executive Committee as necessary to carry out the objectives of the Club.
2. Chairmen of standing committees shall be appointed by the President to carry out the objectives of the Club.
3. All committee chairmen shall conduct the work appropriate to their respective committee.

4. Chairmen may serve consecutive administrations on the same committee
5. Chairmen of the committees shall select committee members as needed

SECTION 2. SPECIAL COMMITTEES

1. Special Committees shall be appointed by the President as deemed necessary to carry on the work of the Club with the exception of the Nominating Committee.
2. A Nominating Committee is elected by the membership at the time of Nominating and Electing a new slate of Officers for the ensuing administration.

SECTION 3. The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE VIII. IRS GROUP COVERAGE **Non-discrimination and Dissolution**

Articles of Association are attached to and part of these Bylaws in order to comply with the section 501c(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the society may adopt.

ARTICLE X. AMENDMENT

These by-laws may be amended at any regular Madison Garden Club meeting by a two-thirds (2/3) vote, provided that the proposed amendment(s) have been submitted in writing to the membership thirty (30) days prior. Amendments shall become effective immediately upon their adoption.

Adopted: April 18, 2013

Revision 1: November 20, 2014 (Article IV, Section 6, duties of Vice President)

Revision 2: November 19, 2015 (Article IV, Section 6, duties of President)

Revision 3: March 17, 2016 (Article IV, Section 6, duties of Historian)

Revision 4: March 23, 2017 (Article III, Section 3, increase initiation fee)

Revision 5: May 17, 2018 (changes in Articles I, II, III, IV, and VII)

Revision 6: July 18, 2019 (Article I, Section 3, Application and Acceptance Procedure)

Revision 7: April 15, 2021 (Article IV, Section 4, 6 and 7, Terms of Elected Officers)

Revision 8: July 21, 2022 (Article III, Section 2, 4 and 5, Associate Membership)

(Article IV, Section 4, Terms of Elected Officers)

Revision 9: August 17, 2023, (Article 3, Sections 3,4,5, Membership Application, Fees, Reinstatement)