

BYLAWS

ARTICLE I: NAME, PRINCIPAL OFFICE AND CLUB FLOWER

Section 1.1. Name: The name of this non-profit organization is the Edelweiss Garden Club, Inc., a Michigan Corporation, hereinafter referred to as the EGC, Inc.

Section 1.2. Principal Office: The Principal office of EGC, Inc. shall be at such place within the State of Michigan determined by the Executive Board of Directors, herein referred to as Board.

Section 1.3. Club Flower: The club flower is the Edelweiss, *Leontopodium alpine*.

ARTICLE II: MISSION

Section 2.1. Mission: To provide leadership in education, resources, and networking opportunities for its members to promote the love of gardening, floral and landscape design, and civic and environmental responsibility.

ARTICLE III: GOALS

Section 3.1. The goals of the EGC, Inc. shall be to encourage a fellowship of gardeners:

Section 3.1.1. To plant and maintain community gardens.

Section 3.1.2. To provide opportunities to share and improve knowledge in the fine arts of gardening, landscape design, floral design and horticulture.

Section 3.1.3. To aid in the protection and conservation of Michigan's natural resources.

Section 3.1.4. To encourage all four seasons of home gardening, civic and roadside beautification.

Section 3.1.5. To financially contribute or partner with other organizations that are interested in these objectives.

Section 3.1.6 To be engaged with National Garden Clubs, Inc., (NGC), Central Region Garden Clubs, Inc. (CRGC) and Michigan Garden Clubs, Inc. (MGC) for club standards, leadership, education, resources, and networking.

ARTICLE IV: MEMBERSHIP

Section 4.1. Eligibility: Membership shall be open to any person, having interests consistent with the Mission of the organization. EGC, Inc. is open to all without regards to race, national origin, political beliefs, gender, gender identity, religion, age, disability (physical or mental), sexual orientation, socio-economic status, marital status, family status, veteran status, or otherwise as may be prohibited or protected by state and federal law.

Section 4.2. Annual Dues: Membership dues shall be paid to the Treasurer by May 1. A member who has not paid the next year's dues will be notified by the Membership Chairman. If dues are left unpaid by May 31, the member forfeits all rights to membership and their name will be removed from the roster. The amount of the dues is recommended by the Board and voted upon by the membership.

Section 4.3. Membership Guidelines

The following guidelines will provide our club to function, provide fellowship and fun. Our goal is to have members want to come to our meetings and be excited about these meetings.

The following are guidelines for all gardeners:

There shall be (6) categories of membership: Active (Full and Part Time Residents, Business, Employed, or Family Manager); Associate, Honorary and Emeritus.

- A. **Active (Full Time Resident)** Shall be limited to those who pay their annual dues and share fully in the activities of EGC, Inc. Active Members are expected to attend a minimum of six (6) (50%) monthly meetings and shall have full voting rights.
- B. **Active (Part Time Resident)** A Member who is unable to fulfill the yearly meeting attendance requirements due to living part of the year in a distant location. Part Time Residents are required to attend minimum of three (3) monthly meetings and shall have full voting rights and responsibilities of an Active Member.

- C. Active (Business, Employed, Family Manager) A Member who has limited ability to attend monthly meetings due to their work schedule but, supports the objectives of the club through gardening duties and committee work. (This person may hold office in a flexible position in lieu of a committee requirement.) This is a dues and voting membership category.
- D. Associate A Member who meets all Active Member requirements but is unable to perform gardening duties due to medical or extenuating circumstances. A member may make a written request to the First Vice President, Membership Chairperson for status change. This is a dues and voting membership category. An Associate Member may hold office.
- E. Honorary A Non-Member in recognition of their outstanding contribution to EGC, Inc.'s objectives. An Honorary Members shall have none of the obligations of membership in the club but will have all of the privileges except those of making motions, voting, holding office or payment of dues. This status is approved by vote of the EGC, Inc. membership.
- F. Emeritus A Member who held a previous membership status and has rendered notable service to the Club. An Emeritus Member will have all rights and privileges of members except voting and making motions; and shall have no dues obligations. This status is approved by vote of the EGC, Inc. membership.
- An Emeritus Member may elect to pay National and Michigan Garden Clubs, Inc. dues to maintain consultant and flower show judge credentials; and/or to attend meetings, schools and conferences.
 - If the status of an Emeritus member changes such that the individual meets the requirements for Active Membership, voting rights may be restored by action of the Board.
 - Emeritus members for whom voting rights have been restored shall retain Emeritus standing.

Section 4.4. Resignation from Membership Any member desiring to resign from the club shall submit their resignation to the First Vice President, Membership Chairperson, who will present it to the Board for action.

Section 4.5. Reinstatement of Membership Any member who resigned in good standing may be granted reinstatement by the Board upon written request and after attendance of one meeting with payment of dues.

ARTICLE V: MEETINGS

Section 5.1. Regular Meetings The regular meetings will be held on the second Wednesday of the month January through December unless otherwise ordered by the club membership.

Section 5.2. Annual Meeting The regular meeting on the second Wednesday in June shall be known as the Annual Meeting with the purpose to present a full, true, and clear report and the condition of the club as of that date. The report of Officers and Committees shall be included with detailed disclosure of the financial condition with Income and expenses from the past year. The projected annual budget and any other business that may arise shall be voted upon.

Section 5.3. Special Meetings may be called by the President or Board.

Section 5.4. Notification: Written or electronic notice stating the place, day, and hour of any meeting of the membership shall be delivered either personally, by telephone, or email, to each Member entitled to vote at such meeting. In the event of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5.5. Board Meetings will be discretionary, by its members, either online or in person, to properly execute the objectives of EGC, Inc. prior to each regular and annual meeting. All Officers will be notified of the meeting, time and date. Minutes must be recorded and filed by the Recording Secretary and President.

Section 5.6. Voting Rights Each Active, Associate or Emeritus member with voting rights is entitled to only one vote. An individual may not transfer their vote to another person (for example, by the use of proxies.)

Section 5.7. Quorum: The Quorum includes all Active, Associate or Emeritus Members with voting rights. Any member may remove themselves from the Quorum count in writing.

Forty percent (40%) of the Voting Membership present at Regular and Special Meetings shall constitute a quorum for the transaction of EGC, Inc. business.

At the Annual Meeting a majority (more than 50%) of the voting membership shall constitute a quorum for the transaction of EGC, Inc. business.

Electronic voting: If a quorum is not present, the voting membership will receive a ballot from the appropriate committee to vote by telephone, text or email and have one calendar week to respond. The appropriate committee will tabulate the votes; determine that a quorum was reached, and pursue additional ballots until a quorum has been obtained. The votes will be considered valid and included with the Agenda and Minutes of the next Regular or Special Meeting.

Section 5.8 Board Quorum: The majority (more than 50%) of the elected and appointed Board Members shall constitute a quorum to transact business at any Board Meeting. Electronic voting is permitted by telephone, text or email and results must be included in the next Board minutes.

Section 5.9 Amendments: An amendment or revision of the bylaws may be proposed at any regular or special meeting and presented to the Board in writing for review.

The Bylaws Committee will prepare the proposed amendment or revision.

Each member will receive a written copy of the amendment or revision via email or at the regular meeting one month prior to when the voting is to take place. An affirmative vote by the majority is required to approve an amendment or revision to the Bylaws.

Changes to Operational Procedures may be amended or revised at any Regular or Special Meeting.

ARTICLE VI: BOARD AND ELECTION

Section 6.1. Board Composition President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Three (3) Directors. Four (4) Board Members are necessary for Michigan Articles of Incorporation.

After careful consideration, a shared position may be recommended to the Membership for election although Robert's Rules of Order prefers "vice."

Section 6.2 General Powers: The Board shall have the general supervision of all affairs in between its regular meetings, fix the hour and place of meetings, make recommendations to the voting membership and perform such duties indicated in the Bylaws including filling vacancies in its own body.

Section 6.3. Nomination of the Board: A nominating committee, appointed annually by the President at the Annual Meeting in June, shall consist of at least two (2) Members and no more than five (5) Members. The committee may recommend one (1) or more candidates for each vacancy to be filled. Nominations may also be made by Members from the floor.

The Nominating Committee shall prepare a slate of officers, whose names shall be read at the August meeting, and voted on at the September meeting with Installation of Officers to take place at the December meeting after the election. The term will begin in January.

If there is more than one candidate for the same office, election shall be held by ballot and a majority shall elect. If there is only one candidate for each office, elections can be by voice vote.

Section 6.4. Number and Term of Office: The Board shall consist of at least four (4) members with a maximum of nine (9) Members. The President, Second Vice President and Treasurer and one (1) Director will be nominated and voted into office in odd years. The First Vice President, Recording Secretary and two (2) Directors will be nominated and voted into office. The term for each office is two (2) years and may serve no more than two consecutive terms in the same position.

Section 6.5. Resignation and Removal: Any officer may resign at any time by giving written notice to the Board. Upon reading or announcing the resignation, it can be assumed the resignation is accepted. The duties of the position should not be abandoned until the resignation has been accepted and becomes effective or at least until there has been reasonable opportunity for it to be accepted. Any officer may be removed by the Board whenever in its judgement the best interests are served.

Section 6.6 Vacancies: A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 6.7. Compensation: The Board shall receive no compensation for their services; however, may be reimbursed for any expenses incurred by them as a Board Member and approved in the overall budget.

Section 6.8. Advisory Council: The Members of the Advisory Council will be the former EGC, Inc. Presidents (Active, Associate or Emeritus status). The Board of Directors may ask for advisement on matters or assign special tasks. The Immediate Past President serves as the Chairman.

ARTICLE VII: OFFICERS AND DUTIES

Section 7.1. Officers and Duties: The officers of EGC, Inc. shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and three Directors. The officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Club and those provided by the law.

Section 7.2. President: Shall preside at all meetings of the EGC, Inc. and its Board. The President will serve as the ex-officio member of all the Committees except the Nominating Committee.

Section 7.3 First Vice President: Performs the duties of the President in absence, and performs the duties of the Membership Chairman.

Section 7.4. Second Vice President: Performs the duties of the President in absence of the President and First Vice President and performs the duties of obtaining suitable programs for the Membership.

Section 7.5 Recording Secretary: Shall record the minutes of all business and board meetings. The secretary shall maintain a record book in which the bylaws, standing rules, and minutes are with any amendments to these documents properly recorded.

Section 7.6 Treasurer: Keeps an itemized account of all receipts and disbursements, prepares the budget for approval by the Membership at the Annual Meeting and all financial reports as needed. Michigan Articles of Incorporation and IRS 990 are the yearly responsibility of the Treasurer.

Section 7.7 Corresponding Secretary: Performs the duties in the absence of the Recording Secretary and contacts members and non-members as needed.

Section 7.8. Directors: Three (3) serve as advisers, overseeing the policy and direction of the EGC, Inc.

Section 7.9 Inspection of Records and Financial Books Any member has a right to examine the record books in which the Bylaws, special rules of order, standing rules and minutes are entered, with any amendments to these documents properly recorded including the minutes of an executive session at a reasonable time and place. Both record and financial book inspection will be accompanied by a signed request and with at least two Board Members present.

ARTICLE VIII: COMMITTEES

Section 8.1 Committees: The Board may appoint standing and ad hoc committees as needed. The President is an Ex-Officio member of all Committees with the exception of the Nominating Committee.

Section 8.2 Standing Committees: Shall be the Committees that perform continuing functions for meetings, communications, gardening, fundraising, archiving, and community projects. The Chair of each standing committee shall be appointed each year by the President and be governed by the operational procedures and under the direction of the board. Standing Committees may be added or removed by vote of the Membership at the Annual Meeting.

Section 8.3. Ad Hoc Committees: Shall be all newly designated committees and must be voted upon and approved by the Membership at any regular meeting. The Chair will be appointed by the President and governed by the Board. Ad Hoc Committees may assume Standing Committee status as a recurring event, fundraiser or project with a vote by the Membership at the Annual Meeting.

Section 8.4. Financial Review Committee: The President will call for three (3) members at the June Meeting to review the financial books after the end of the fiscal year, May 31. The Financial Review Committee Report will be in writing and given at the first meeting following the Review. Records such as the balance sheet, Michigan Articles of Incorporation and IRS 990 are top priorities, along with supporting receipts, and monthly bank statements.

ARTICLE IX: CONFLICT OF INTEREST

Section 9.1. Disclosure: Officers or Voting Members with a conflict or who think they may have a conflict are required to disclose the conflict/potential conflict.

Section 9.2. Abstention of Voting on a Question of Personal Interest: No member should vote on a question in which they have a direct or pecuniary interest.

Section 9.3. Conflict of Interest Policy: Shall be reviewed with Members yearly at the Annual Meeting documented in the Minutes.

ARTICLE X: INDEMNIFICATION

Section 10.1. Indemnification: EGC, Inc. shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or committee member of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers and members. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or member under this Article shall apply to such officer or member respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 10.2. Changes in Michigan Law: If there are any changes in the Michigan statutory provisions applicable to EGC, Inc. and relating to the subject matter of this Article, the indemnification to which any person shall be determined by such changed provisions shall be the extent that any change permits EGC, Inc. to provide broader indemnification rights than before the change.

ARTICLE XI: 501(C) (3) NONPROFIT TAX STRUCTURE

Section 11.1. Purposes: EGC, Inc. is organized exclusively for charitable, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 11.2. Inurement: No part of the net earnings of the EGC, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the EGC, Inc. 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 Mission Statement,

Section 11.3. Legislation: No substantial part of the activities of the EGC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the EGC, Inc. 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 EGC, Inc. 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, 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.

Section 11.4. Dissolution: Upon dissolution of the EGC, Inc.

assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Club is then located, exclusively for organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI: FISCAL YEAR

Section 9.1. Fiscal Year: The fiscal year of EGC, Inc. is from the first day of June through the last day of the same year, May thirty-first.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Section 10.1. Parliamentary Authority: Shall be *Robert's Rules of Order - Revised, current* edition for EGC, Inc. when they are inconsistent with the Articles of Incorporation, Bylaws or Standing Rules.

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