

# BYLAWS

## PACIFIC REGION GARDEN CLUBS, INC.

### ARTICLE I – NAME

The name of the organization shall be Pacific Region Garden Clubs, Inc. (PRGC). The organization is incorporated in the state of Nevada.

### ARTICLE II – OBJECT

- Section 1. To operate on a non-profit basis and solely for benevolent, charitable, scientific and educational purposes, conducive to the well-being of the community and useful to the public.
- Section 2. To cooperate with National Garden Clubs, Inc. (NGC) and other organizations in furthering the interests of conservation and civic and roadside beautification.
- Section 3. To advance the fine art of gardening and landscape design, civic development, the study of horticulture and the art of flower arranging.
- Section 4. To coordinate, facilitate and advance/further the work of the eight member state federations of garden clubs within NGC that comprise the region.
- Section 5. To do and engage in all lawful activities that are in the furtherance of one or more of the general purposes or objectives of PRGC and NGC.

### ARTICLE III – MEMBERSHIP

The NGC-member state garden clubs of **Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon** and **Washington** are members of PRGC upon payment of dues.

### ARTICLE IV - EXECUTIVE COMMITTEE

The Executive Committee is composed of:

- (1) A Region Director and an Alternate Region Director,
- (2) Appointed officers: Corresponding Secretary, Recording Secretary, Treasurer, Historian, Parliamentarian, *WACONIAH* Editor and Website Chairman,
- (3) Advisor - the immediate former Region Director/Advisory Council Chairman, and
- (4) State Presidents of the member state garden clubs.

### ARTICLE V – EXECUTIVE COMMITTEE DUTIES

Attendance at all PRGC meetings is expected. The Executive Committee possesses and may exercise all of the powers, duties and responsibilities of the Board of Directors between meetings of the Board; including but not limited to:

- (1) keeping minutes of its meetings and reporting its actions to the Board of Directors at the next meeting of the Board,
- (2) considering recommendations before presentation to the Board of Directors, and
- (3) transacting urgent business electronically.

- Section 1. The **Region Director shall** (see Standing Rule #1 Region Director for additional duties):
- a. Serve on the NGC Executive Committee per NGC Bylaws Article XIV, Sections 1 A.

- and B.
- b. Serve on the NGC Board of Directors per NGC Bylaws Article XV, Section 1.
- c. Appoint officers as follows: Corresponding Secretary, Recording Secretary, Treasurer, Historian, Parliamentarian, *WACONIAH* Editor and Website Chairman.
- d. Appoint chairmen corresponding to NGC Chairmen and others as needed.
- e. Arrange for an updated roster of officers and chairmen.
- f. Notify states next in order for Region Director, Alternate Region Director, and NGC Nominating Committee Members prior to September 1 in odd-numbered years. States elect candidates in even-numbered years.
- g. Appoint a Financial Review Committee each term and assure that the financial review is conducted after the close of each fiscal year and reported on at the next meeting of the board of directors.

Section 2. The **Alternate Region Director** shall:

- a. Perform the duties of the Region Director in the absence of the Region Director or at the request of the director.
- b. Assume other duties at the request of the Region Director.
- c. In the event of a vacancy in the office of Region Director, assume that office.

Section 3. The **Corresponding Secretary** shall:

- a. Send correspondence as requested by the Region Director.
- b. Send notes relaying the Region Director's wishes regarding those to preside, give invocations, introduce speakers, etc., during Annual Conventions or other events.

Section 4. The **Recording Secretary** shall:

- a. Record minutes of all meetings.
- b. Send draft copy of minutes of all meetings to the committee to approve the minutes within thirty days, with a copy to the Region Director and Parliamentarian for approval.
- c. Transmit electronically the minutes of all Executive Committee meetings to members of the Executive Committee. Hard copy available on request.
- d. Transmit electronically the approved pre-convention Board of Directors meeting minutes, and approved annual Convention minutes, with names and dates of those approving, to all members of the Board of Directors and publish on the website. Hard copy available on request.
- e. Transmit electronically copies of all minutes to the incoming Region Director and Alternate Region Director after they are elected.

Section 5. The **Treasurer** shall:

- a. Maintain a checking account and any other required bank accounts with the Treasurer, Region Director and Alternate Region Director as authorized signers. Only one signature shall be required on checks. With the change of administrations in the odd-numbered year, the outgoing Director, Alternate Director and Treasurer shall be removed as signers from all bank accounts and the incoming Director, Alternate Director and Treasurer shall be added as signers to all bank accounts. In the year prior to a convention the Convention Treasurer shall be added as a signer to the Convention/Event Account.
- b. Open accounts, with the approval of the Executive Committee, as necessary.
- c. Receive and deposit all PRGC monies.
- d. Issue checks as budgeted and authorized by the Region Director.
- e. Prepare a Financial Report for each Executive Committee and Board of Directors meeting.
- f. Prepare records for financial review by July 31 of each year.
- g. File 990N by October 15 of each year.
- h. File annually with the Nevada Secretary of State the required list of officers along with payment of the annual corporation fee.

- Section 6. The **Parliamentarian** shall:
- Assist on points of parliamentary procedure when requested.
  - Fulfill required duties as outlined in *Robert's Rules of Order Newly Revised*.
  - Attend committee meetings at the request of the Region Director.
  - Serve on the Organization Study Committee.
- Section 7. The **Historian** shall:
- Request reports from each state garden club regarding accomplishments and main events of each term.
  - Compile a report of Region accomplishments and events for the term.
- Section 8. The **WACONIAH Editor** shall (See Standing Rules Section 6n for additional duties):
- Coordinate the content and layout of *WACONIAH*, the official publication of PRGC.
  - Publish *WACONIAH* four times per year.
  - Arrange to have archive copies filed on the PRGC website.
- Section 9. The **Website Chairman** shall:
- Maintain and update the website on a timely basis.
  - Add and subtract information on the website as directed by the Region Director and/or Board of Directors.
- Section 10. The **State Presidents** shall (See Standing Rules Section 4 for additional duties):
- The incoming state president shall send the state roster to the incoming Region Director and the incoming Alternate Region Director as soon as available.
  - Advise State Treasurer to send PRGC Dues of \$30 per the maximum number of delegates allowed for the state, as in NGC Bylaws Article XII, Section 2.B, to the PRGC Treasurer. Dues are due June 1, delinquent September 1 of each year.

## ARTICLE VI - BOARD OF DIRECTORS

- Section 1. Duties – The Board of Directors shall:
- Transact the business of PRGC except as otherwise provided for by the Articles of Incorporation or these Bylaws.
  - Act on recommendations presented by the Executive Committee.
  - Authorize publications to advance the objectives of PRGC.
  - Keep minutes of meetings and report actions to the next convention.
- Section 2. The Board of Directors shall be composed of:
- Executive Committee
  - Former Directors of PRGC
  - All committee chairmen
  - NGC Nominating Committee members who reside in the Pacific Region.

## ARTICLE VII – MEETINGS

- Section 1. Executive Committee
- The regular meeting shall be held preceding the Annual Meeting of the Board of Directors. Nine members with four states represented shall constitute a quorum. Guests may attend with the permission of the Region Director.
  - Meetings may be held during the NGC Convention and Fall Board Meeting at the Call of the Director. All PRGC members are welcome to attend with no vote.
  - The incoming Executive Committee may meet during or immediately following the PRGC Annual Convention in the odd-numbered year.
  - The committee may conduct meetings by electronic means and may vote on urgent matters by email. (See Email Voting Guidelines in the Standing Rules.)

- Section 2. Board of Directors
- a. The regular meeting shall be held prior to the Annual Convention. One-third of those registered and eligible to vote with four states represented shall constitute a quorum.
  - b. In odd-numbered years, the incoming Board of Directors shall meet during the convention or immediately following.
  - c. PRGC members are welcome to attend with no vote.
  - d. The Board of Directors (including all committees) may conduct meetings by electronic means and may vote on urgent matters by email. (See Email Voting Guidelines in the Standing Rules.)

## **ARTICLE VIII – ADVISORY COUNCIL**

- Section 1. All former PRGC Directors shall comprise the Advisory Council.
- Section 2. The chairman shall be the immediate former Region Director. If unable to serve, a Chairman shall be elected from the former Region Directors present.
- Section 3. The Advisory Council functions at the request of the Region Director or by a two-thirds vote of the Board of Directors.

## **ARTICLE IX – ELECTIONS REGION DIRECTOR AND ALTERNATE DIRECTOR**

- Section 1. The offices of Region Director and Alternate Region Director shall be filled by rotation among the region's states. (See Standing Rules Section 1a for rotation list.) They are elected by the member state, not by PRGC.
- Section 2. Eligibility: (See Standing Rules Section 1b).
- Section 3. State's duties in providing a Region Director and an Alternate Region Director include:
- a. The candidates for Region Director and Alternate Region Director are elected by the governing body of that state garden club whose turn it is to provide the Region Director and Alternate Region Director.
  - b. The Region Director and the Alternate Region Director are to be elected at a state garden club session in the even-numbered year.
  - c. Competition may be held within a state, however only one Director-elect and one Alternate Director-elect may be submitted to the Region Director prior to the Annual Convention in the even-numbered years for presentation to the PRGC Board of Directors.
  - d. In the event the state whose turn it is to furnish a Region Director does not have an eligible candidate for Region Director, the Region Director shall be notified and will then notify the state following in rotation, asking this state to fill the position.
  - e. A state that cannot fill the position of Region Director loses its turn and shall wait for the next rotation to fill the position.

## **ARTICLE X - NGC NOMINATING COMMITTEE MEMBERS**

- Section 1. Nominating Committee Member positions shall be filled by rotation among the states. (See Standing Rules Section 2 for rotation list.)
- Section 2. Eligibility: NGC Bylaws shall be adhered to. NGC Bylaws Article X NOMINATING COMMITTEE, Section 1. - STRUCTURE, B. Members (See Standing Rules Section 2.)
- a. PRGC shall provide two Members to serve on the NGC Nominating Committee.
  - b. The two states next in rotation order for providing NGC Nominating Committee

- Members shall each elect one eligible member to serve as Member.
- c. The names of the persons elected for each position shall be submitted to the Region Director to send to the NGC Nominating Committee Vice Chairman, President-Elect and the Administrative Assistant no later than 12 weeks prior to the NGC Convention in the odd-numbered year prior to service.
  - d. In the event the state whose turn it is to elect a Member does not have an eligible candidate, the Region Director shall be notified and then request the state that follows in rotation to fill the position.
  - e. A state that cannot fill the position of Member loses its turn in rotation and shall wait until the next rotation to provide a Member.
  - f. No state shall have two Members serving on the NGC Nominating Committee at the same time (other than the NGC Nominating Committee Chairman and Vice Chairman if from PRGC).

## **ARTICLE XI – CONVENTIONS**

- Section 1. The Annual Convention shall be hosted by rotation among the member states. (See Standing Rules Section 3a for rotation list.)
- Section 2. PRGC Conventions shall not conflict with NGC Conventions and shall make every effort not to conflict with member state conventions.
- Section 3. A state that passes its turn to host loses its turn in rotation and shall wait until the next rotation to host. Switches in rotation may be permitted with reasonable cause and approval of the Region Director.
- Section 4. The voting membership at conventions shall consist of members of the Board of Directors and delegates (or their alternates) from each state. Delegates for each state are determined by the number of members for whom dues were remitted to NGC as of October 31 and additional dues remitted prior to March 31, as listed in NGC Bylaws Article XII, Section 2.B. (See Standing Rules)
- Section 5. A majority of the voting members as set forth in Section 4 above who are registered at the convention, with a minimum of four states being represented, shall constitute a quorum.
- Section 6. Distribution of Revenue
  - a. The net proceeds of the convention shall be split 50/50 between the host state and PRGC.
  - b. In case of a deficit, the host state shall be responsible for the first ten percent with the remainder the responsibility of PRGC.
- Section 7. Minutes of the Annual Pre-Convention Meeting of the Board of Directors must include the name of the treasurer of the following year's convention with the authorization to sign checks on the Convention/Event account.
- Section 8. Officers take office at the close of convention in the odd-numbered year or on June 1 in the odd-numbered year if a convention cannot be held.

## **ARTICLE XII – FINANCES**

- Section 1. **Fiscal Year - June 1 to May 31**
- Section 2. Dues for each state shall be determined by the number of delegates allowed for each state as listed in NGC Bylaws Article XII, Section 2.B. Each state shall pay \$30

annually per delegate. Dues are due June 1, delinquent September 1.

- Section 3. A biannual budget for the term for all funded activities shall be prepared by the outgoing and incoming Region Directors and Treasurers and one other member appointed by the outgoing Region Director. The proposed budget shall be presented for approval at the Executive Committee and Organization Board of Directors meetings of the new term in odd-numbered years.
- Section 4. At the close of the fiscal year in odd-numbered years, the balance of unexpended funds for the Region Director shall be placed in the budget for the following year, under the allocation "Director's Expenses for Prior Year".

### **ARTICLE XIII – OFFICIAL PUBLICATION**

WACONIAH is the official publication of PRGC and shall serve as a communication medium for PRGC. It shall be made available electronically.

### **ARTICLE XIV – DISTRIBUTION OF EARNINGS, COMPENSATION AND DISSOLUTION REQUIREMENTS**

- Section 1. No part of the net earnings of PRGC shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code as now enacted or hereinafter amended or re-codified or corresponding section of any future federal tax code.
- a. No compensation shall be paid any member, officer or director of PRGC except for reimbursement of budgeted expenses or expenses approved by the Executive Committee and Board of Directors.
  - b. No loans shall be made by PRGC to any member, officer or director.
- Section 2. Dissolution: Upon dissolution of PRGC the Board of Directors shall:
- a. Make provision for payment of all liabilities of the organization.
  - b. Dispose of all assets of the organization to a charitable, educational or scientific organization as shall at that time qualify as an exempt organization/s under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954 or as revised or any corresponding section of any future federal tax code.

### **ARTICLE XV – PARLIAMENTARY AUTHORITY**

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

### **ARTICLE XVI – AMENDMENTS**

- Section 1. These Bylaws may be amended, unless otherwise provided for in these Bylaws, at any Annual Convention by the affirmative two-thirds vote of the voting members registered and present provided that a copy of the proposed amendment(s) shall have been printed in an issue of *WACONIAH*, or sent to the *WACONIAH* distribution list, at least fifteen days prior to the meeting.
- Section 2. Without such prior notice, these bylaws may be amended at the Annual Convention by unanimous vote of the voting members registered and present.
- Section 3. Bylaws may be amended by a two-thirds vote of the board of directors by electronic meeting or by mail (electronic or postal) if a convention cannot be held.

*Adopted 4/20/17, Amended 4/8/18, 4/9/19, 8/11/21, 4/27/22 & 4/19/23*