Bylaws
Salem Friendship and Garden Club

Article I – Name

Founded in 2023, this organization is registered with the New Hampshire Secretary of State and the New Hampshire Charitable Trust Unit as the Salem Friendship and Garden Club (hereinafter referred to as the Club).

Article II – Purpose

To provide opportunities to develop friendships and coordinate the interests of its members by furthering the knowledge and advancement of gardening, horticulture, conservation, and the beautification of the town of Salem.

Article III – Membership & Dues

Section 1: Eligibility. Membership shall be open to any person who is eighteen (18) years of age or older, regardless of race, creed, sexual orientation, or national origin.

Section 2: Application. Application for membership shall be in writing on forms provided for that purpose.

Section 3: Dues. Annual dues shall be established by the Board of Directors and approved by the membership. Dues shall be payable at such time and in such manner as determined by the Board of Directors.

Article IV – Officers

Section 1: Officers.

(a) The Club shall have six (6) elected Officers: President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Corresponding Secretary;
(b) Each Officer shall serve as a member of the Board of Directors and shall have one (1) vote;
(c) No Officer shall cast more than one total vote, regardless of the number of positions held.

Section 2: Terms of Office. Officers shall serve a term of two (2) years or until their successor is elected and installed.

Section 3: Eligibility of Officers. Any member in good standing is eligible to serve for any office; however, a candidate for President shall have been a member of the Club for at least two (2) years.

Section 4: Elections of Officers.

(a) Officers shall be elected at the Annual Meeting in May by members in good standing who are present;
(b) Voting shall be conducted by written ballot;
(c) Electronic or proxy voting shall not be permitted unless otherwise authorized in these Bylaws.

Section 5: Vacancies. A vacancy in any office due to death, incapacity, resignation, removal, disqualification, or other cause shall be filled in accordance with Article VI of these Bylaws.

Article V – Duties of Officers

Section 1: President. The President shall:

(a) Perform the duties customarily pertaining to the office of President;
(b) Preside at all Board of Directors meetings and meetings of the membership;
(c) Appoint the chair of all committees, except the Nominating Committee;
(d) Appoint one (1) member to the Nominating Committee;
(e) Call special meetings of the Board of Directors or any committee at the President's discretion;
(f) Serve as an ex-officio member of all committees without vote, except in the case of a tie, and except for the Nominating Committee;
(g) Provide guidance, advice, and support to the Vice Presidents;
(h) Present an annual report of activities and condition of the Club at the Annual Meeting;
(i) Establish the meeting agenda in coordination with the Board of Directors;
(j) Exercise general supervision over the affairs of the Club, consistent with the authority of the Board of Directors.

Section 2: First Vice President. The First Vice President shall:

(a) Perform the duties of the President in the absence or inability of the President to serve;
(b) Serve as Chair of the Membership Committee;
(c) Maintain an accurate and current list of all members and their contact information, and keep a record of attendance at all meetings;
(d) Prepare and distribute an annual Membership Directory;
(e) Provide regular reports to the Board of Directors on membership status, including new members, renewals, and overall membership levels;
(f) Assist in coordinating member engagement activities, including, but not limited to, membership drives and member welcome or orientation efforts;
(g) Serve as timekeeper at meetings of the Board of Directors;
(h) Perform such other duties as may be assigned by the President or the Board of Directors.

Section 3: Second Vice President. The Second Vice President shall:

(a) Perform the duties of the First Vice President in the absence or inability of the First Vice President to serve;
(b) Serve as Chair of the Activities Committee;
(c) Oversee all ongoing Club activities and programs, including but not limited to Walking Bees, Coffee & Conversation, Cocktails & Conversation, Laughter & Libations, and Theater Bees;
(d) Coordinate and maintain the Club calendar in collaboration with Committee Chairs to ensure proper scheduling and avoid conflicts among meetings, activities, and events;
(e) Assist in the planning and coordination of Club meetings and programs, including support for guest speakers and meeting logistics;

(f) Provide regular reports to the Board of Directors on the status of Club activities and member engagement;
(g) Perform such other duties as may be assigned by the President or the Board of Directors.

Section 4: Recording Secretary. The Recording Secretary shall:
(a) Keep an accurate record of all meetings of the Board of Directors, general membership meetings, and special meetings;
(b) Maintain the official records of the Club, including minutes, bylaws, policies, and other governing documents, and ensure that such records are preserved and accessible;
(c) Maintain an organized file of all official Club documents and historic records;
(d) Distribute or make available meeting minutes to the Board of Directors and the membership in a timely manner;
(e) Ensure that each new member of the Board is advised of the Club's Conflict of Interest Policy upon assuming office and that a signed statement acknowledging understanding of and agreement to this policy is obtained and maintained as part of the Club's official records;
(f) Maintain copies of all official correspondence of the Club, as appropriate;
(g) Perform such other duties as may be assigned by the President or the Board of Directors.

Section 5: Treasurer. The Treasurer shall:
(a) Be the custodian of all funds of the Club and shall receive, deposit, and distribute all monies in the name of the Club;
(b) Pay all bills and obligations properly incurred by the Club, subject to the following:
    - Expenditures within the approved annual budget may be paid without further approval
    - Expenditures exceeding the approved budget by more than $100 shall require approval of the Board of Directors;
    - Expenditures exceeding the approved budget by more than $1,000 shall require approval of the members.
(c) Maintain accurate and complete records of all receipts and expenditures of Club funds;
(d) Provide a written financial report at each meeting of the Board of Directors and at such member meetings as requested;
(e) Prepare an annual financial report for presentation to the members at the Annual Meeting;
(f) Submit required financial reports and filings to state and federal agencies, as approved by the Board of Directors;
(g) Submit applications and reports related to charitable gaming and fundraising activities, as required and approved by the Board of Directors;
(h) Serve as the Chair of the Budget Committee and assist in the preparation of the annual budget for review by the Board of Directors and approval by the membership;
(i) Perform such other duties as may be assigned by the President or the Board of Directors.

Section 6: Corresponding Secretary. The Corresponding Secretary shall:
(a) Attend to all correspondence of the Club, including "sunshine" correspondence, defined as expressions of goodwill and recognition, including but not limited to sympathy, get well, thinking-of-you, congratulations, birthdays, and holiday messages;

(b) Prepare and distribute the Club's newsletter and other communications to members;
(c) Coordinate and oversee publicity for the Club's activities, including newspaper articles, announcements, press releases, and community outreach;
(d) Submit required Club activity reports and information to the New Hampshire Federation of Garden Clubs, as needed;
(e) Maintain copies of all communication, including newsletters, and publicity as part of the Club's records;
(f) Perform such other duties as may be assigned by the President or the Board of Directors.

Section 7: Close of Term. At the close of their term of office, each Officer and Committee Chair shall deliver to their successor, within fifteen (15) days, all books, records, and reports belonging to the office.

Section 8: Reports.
(a) At the Annual Meeting, each Officer and Committee Chair shall present a written report of the activities of their office or committee;
(b) A copy of each report shall be filed with the Recording Secretary.

Article VI – Board of Directors

Section 1: Authority. The six (6) elected Officers and one (1) Chair from each Standing Committee shall constitute the Board of Directors.

Section 2: Term of Office. All members of the Board of Directors shall serve a two-year term, commensurate with the election of Officers.

Section 3: Advisor. The immediate past President shall serve as a non-voting advisor to the Board of Directors for a period of two (2) years following the completion of their term.

Section 4: Voting.
(a) Each Officer and Committee Chair shall have one (1) vote on the Board of Directors;
(b) No Director shall cast more than one (1) vote, regardless of the number of positions held.

Section 5: Attendance.
(a) Directors are expected to attend meetings of the Board of Directors and actively participate in its governance;
(b) If a Director is unable to attend meetings regularly, the Board of Directors may review the situation and, if necessary, request the resignation of the Director or declare the position vacant in order to ensure the effective functioning of the Board of Directors.

Section 6: Quorum.
(a) A majority of the authorized Directors shall constitute a quorum for the transaction of business.
(b) Every act or decision made by a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 7: Action Without Meeting.

(a) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the members of the Board of Directors consent in writing, including by electronic means;

(b) Such written consent shall be filed with the minutes of the Board of Directors.

Section 8: Electronic Meetings.

(a) Meetings of the Board of Directors may be conducted in whole or in part by electronic means, provided that all participants can hear and be heard simultaneously.

(b) Participation by such means shall constitute presence in person for purposes of quorum and voting.

Section 9: Resignation. Any Director may resign at any time, effectively immediately or at a later date specified, by submitting written notice to the Board of Directors.

Section 10: Vacancies.

(a) Vacancies on the Board of Directors shall be filled by nomination of the President and one other elected Officer, subject to approval by a majority vote of the members at a regular or special meeting;

(b) The individual elected to fill a vacancy shall serve for the remainder of the unexpired term.

Section 11: Compensation. Directors and members of Committees shall serve without compensation for their services.

Section 12: Authority and Limitations of Power.

(a) The Board of Directors shall conduct the affairs of the Club in accordance with these Bylaws, the Policies and Procedures Manual, and applicable state and federal law;

(b) All decisions of the Board of Directors shall be determined by majority vote, unless otherwise specified in these Bylaws.

Article VII – Committees

Section 1: Standing Committees. There shall be six (6) Standing Committees: Activities, Budget, Community Outreach, Fundraising, Membership, and Projects.

Section 2: Standing Committee Duties. Duties of each committee shall include:

1. Activities Committee. The Activities Committee shall:
   (a) Consist of the Second Vice President, who will serve as Chair, and any members who choose to serve;
   (b) Organize and arrange recurring social activities for Club members, which may include Coffee & Conversation, Cocktails & Conversation, and theater outings;
   (c) Investigate and arrange additional activities of interest to members;
   (d) Coordinate participation in New Hampshire Federation of Garden Clubs activities and events, including the Annual Meeting.

2. Budget Committee. The Budget Committee shall:
   (a) Consist of the Treasurer, who shall serve as Chair, two (2) active Club members, and the incoming and outgoing Presidents;
   (b) Collaborate to prepare a proposed budget for the following year, to be presented by the Treasurer at the April meeting of the Board of Directors for adoption and then presented to the membership for a vote at the Annual Meeting in May.

3. Community Outreach Committee. The Community Outreach Committee shall:
   (a) Coordinate and encourage participation in Salem community-wide events, which may include Trunk-or-Treat, the Salem Holiday Parade, the Salem Egg Hunt, and Salem Family Fun Day;
   (b) Operate under the direction of the Board of Directors and within the approved budget for each Community Outreach project.

4. Fundraising Committee. The Fundraising Committee shall:
   (a) Plan and conduct at least two (2) fundraising activities annually, which may include canning drives;
   (b) Collaborate with and support other committees, as needed, to raise funds through community outreach and events.

5. Membership Committee. The Membership Committee shall:
   (a) Consist of the First Vice President, who will serve as Chair, and any members who choose to serve;
   (b) Coordinate two (2) hosts each month to arrange refreshments and welcome guests at regular meetings;
   (c) Organize at least two (2) membership outreach meetings annually;
   (d) Welcome new members and promote Club membership.

6. Projects Committee. The Projects Committee shall:
   (a) Coordinate with town and state officials to develop and implement beautification projects in the Town of Salem;
   (b) Collaborate with the Salem Conservation Commission and other organizations to further the knowledge and advancement of gardening, horticulture, conservation, and the beautification of the town of Salem;
   (c) Develop, oversee, and maintain Club gardening, horticulture, conservation, and beautification projects.

Section 3: Committee Roles and Authority. Committee roles and authority shall include:

1. Committee Authority:
   (a) Standing Committees are authorized to plan and carry out activities within their assigned purpose as outlined in these Bylaws;
   (b) No committee may obligate the Club financially, enter into contracts, or commit the Club to any expenditure outside the approved budget without prior approval of the Board of Directors;

(c) Committees shall operate under the general supervision and direction of the Board of Directors.

2. Committee Chairs:
   (a) The Chair of each Standing Committee shall be appointed by the President unless otherwise specified in these Bylaws;
   (b) The Chair shall be responsible for organizing committee meetings, coordinating committee activities, and ensuring that the duties of the committee are fulfilled;
   (c) The Chair shall serve as the primary liaison between the committee and the Board of Directors;
   (d) The Chair shall present updates and reports to the Board of Directors and/or members as requested.

3. Committee Membership:
   (a) Committee members shall be appointed by the Committee Chair or may volunteer to serve, unless otherwise specified in these Bylaws;
   (b) The President shall be an ex-officio member of all committees, except the Budget Committee;
   (c) Committees may include general members of the Club in good standing.

4. Meetings and Reporting:
   (a) Committees shall meet as needed to fulfill their responsibilities;
   (b) Committees shall maintain basic records of activities and provide reports to the Board of Directors and members as required;
   (c) Any recommendations requiring the approval of the Board of Directors shall be submitted in a timely manner.

5. Financial:
   (a) Committees shall operate within the budget approved by the members;
   (b) Any proposed expenditure outside the approved budget must receive prior approval by the Board of Directors;
   (c) All funds raised or expended by committees shall be handled in accordance with the Club's financial policies and procedures.

Article VIII – Member Meetings

Section 1: Business Year. The business year of the Club shall run from June 1 through May 31 of the following year.

Section 2: Regular Meetings.

(a) Regular meetings of the membership shall be held at least six (6) times per year from September through April at such time and place as determined by the Board of Directors;
(b) Regular meetings are intended primarily for educational programming, guest speakers, and activities that further the mission and fellowship of the Club;

(c) The business and affairs of the Club shall be conducted by the Board of Directors at duly noticed Board of Directors meetings, which shall be open to members for observation. Nothing herein shall limit the right of the membership to attend the Board of Directors meetings or to inspect records as provided by law;
(d) Business requiring a vote of the members may be presented at a regular meeting when necessary and shall be conducted as a brief business session.

Section 3: Annual Meetings.
(a) The meeting in May shall be known as the Annual Meeting and shall be for the purpose of receiving the annual report of the President; electing officers, who shall assume their roles on June 1; presenting and voting on the proposed budget; considering any proposed amendments to the Bylaws; and conducting any other business that may properly come before the meeting;
(b) Installation of officers may occur at the June Board of Directors meeting.

Section 4: Special Meetings. Special meetings of the membership may be called by the Board of Directors, the President, or by written request of ten percent (10%) or more of the members in good standing. Except when called by the Board of Directors, such request shall be delivered to all Directors and members in person, by mail, or by email.

Section 5: Electronic Meetings.
(a) Meetings of the membership may be conducted in whole or in part by electronic means, including video or teleconference, provided that all participants can hear and be heard simultaneously.
(b) Participation by such means shall constitute presence in person for purposes of quorum and voting.

Section 6: Notice of Meetings. Members shall be notified of regular meetings, special meetings, and the Annual Meeting at least ten (10) days in advance, by electronic mail and/or through inclusion in the Club's official newsletter, with notice stating the date, time, and place.

Section 7: Quorum. The presence of twenty percent (20%) of members in good standing shall constitute a quorum for the transaction of business.

Section 8: Voting.
(a) Each member in good standing shall have one vote on each matter submitted to the membership and for each office to be filled;
(b) Voting may be conducted by voice or written ballot, except the election of officers, which shall be conducted by written ballot;
(c) Members must be present to vote unless otherwise provided in these Bylaws.

Article IX – Guests

Section 1: Guests. Guests may attend up to three (3) meetings or activities per business year. This restriction shall not apply to meetings, activities, or events at which guests are explicitly invited by the Board of Directors.

Article X – Funds

Section 1: Fiscal Year and Carryover.

(a) The fiscal year of the Club shall run from June 1 through May 31;

(b) Any funds remaining at the end of the fiscal year shall remain in the general fund of the Club and carry forward to the next fiscal year.

Section 2: Reserve.

(a) Funds designated as reserves shall not be expended without approval by at least sixty percent (60%) of the members present and voting at a duly noticed meeting of the members;

(b) Members shall be notified in advance of any proposal to appropriate reserve funds. Such a proposal may be discussed and voted upon at the same meeting, or the vote may be deferred to a subsequent meeting at the discretion of the Board of Directors or the members.

Section 3: Expenditure Limit.

(a) Expenditures within the approved annual budget may be made without additional approval;

(b) Expenditures exceeding the approved budget by more than $100 shall require approval of the Board of Directors;

(c) Expenditures exceeding the approved budget by more than $1,000 shall require approval of the membership.

Section 4: Financial Reporting and Year-End Review.

(a) At the close of each fiscal year, the Treasurer shall prepare an annual financial report within thirty (30) days;

(b) The financial records of the Club shall be reviewed or audited by the Auditing Committee.

Section 5: Auditing Committee.

(a) The Auditing Committee shall consist of three (3) members, none of whom shall be members of the Board of Directors or signatories on the Club's financial accounts.

(b) The Committee shall review or audit the financial records of the Club annually following the close of the fiscal year and shall submit a written report to the Board of Directors.

(c) The Committee shall present its findings to the membership at the September meeting.

Article XI – Dissolution

In the event of a dissolution of the Salem Friendship and Garden Club or termination of its activities, all of its assets shall be paid over or transferred only to an organization recognized by the Internal Revenue Service (IRS) as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code.

Article XII – Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Club.

Article XIII – Indemnification Clause

New Hampshire law provides that no unpaid director or officer of a charitable organization may be held liable for personal injuries or property damage for acts committed in good faith and in furtherance of the organization's charitable goals pursuant to RSA 508:16. That immunity, however, is not absolute: directors may still be liable for intentional, reckless, or grossly negligent conduct.

Article XIV – Conflict of Interest

Section 1: Disclosure and Voting Requirements. Any possible conflict of interest on the part of any Director or Officer shall be disclosed in writing to the Board of Directors and made a matter of record through an annual disclosure procedure. In addition, the Director or Officer shall disclose any conflict of interest when a specific issue or transaction comes before the Board of Directors. Where a transaction involving a Director, trustee, or officer exceeds five hundred dollars ($500) but is less than five thousand dollars ($5,000) in a fiscal year, a two-thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars ($5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the charity during the fiscal year were absent during both the discussion and the voting on the transaction. Every new member of the Board of Directors will be advised of this policy upon entering the duties of their office and shall sign a statement acknowledging understanding of and agreement to this policy.

Section 2: Other Statutory Requirements. The Board of Directors will comply with all requirements of New Hampshire law dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292: 6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, an absolute prohibition on any loans to any director or officer, and a prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from or to an officer or director without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the statutes.

Article XV – Amendments

These Bylaws may be amended or altered by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposed amendments or alterations and they shall be submitted to the members in writing at least thirty (30) days in advance of the meeting at which they are to be acted upon.

Revision Adopted: May 18, 2026