

Bylaws

Salem Friendship and Garden Club

Article I – Name

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

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. Any person (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.

Article IV – Officers

Section 1: Officers. (a) There shall be five (5) duly elected Officers. These Officers shall include: the President, Vice President, Treasurer, Recording Secretary, and Correspondence Secretary. (b) Each Officer shall be afforded one vote on the Board of Directors. (c) Should the membership elect Co-Presidents each Co-President shall be afforded one-half vote, unless only one Co-President is in attendance, in which case Co-President in attendance may cast an additional one-half vote for the absent Co-President. (d) No Officer position shall be afforded more than one total vote.

Section 2: Terms of Office. Officers shall serve a term of two (2) years or until such time as their successor is duly installed.

Section 3: Eligibility of Officers. Any member in good standing is eligible to serve for any office, except for the Presidency, where a minimum of two (2) years membership is required. (This provision is suspended until such time that the organization is two-years-old.)

Section 4: Elections of Officers. (a) All officers shall be elected by members in good standing in attendance at the May meeting. (b) All ballots shall be submitted in writing and shall not include ballots submitted by electronic mail or through electronic devices.

Section 5: Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in Article IV of this document.

Article V: Duties of Officers

Section 1: President/Co-Presidents. The President/Co-Presidents shall:

- (a) Perform the duties usually pertaining to the office of President;
- (b) President at all Board of Directors meetings and meetings of the general membership;

- (c) Appoint one (1) Committee Chairman to all committees, except the Nominating Committee;
- (d) Appoint one (1) members to the Nominating Committee;
- (e) Call special meetings of the Board of Directors or any committee at their discretion;
- (f) Be an ex-officio member of all committees without vote (except in the case of a tie) — except for the nominating committee;
- (g) Provide advice and counsel of the Vice President.

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

- (a) Perform the duties of the President their absence;
- (b) Be in charge of all Club activities and programs.

Section 3: Recording Secretary. The Recording Secretary shall:

- (a) Keep an accurate record of all Board of Directors meetings, general membership meetings, and special meetings;
- (b) Keep a file of all SFGC papers, maintain an accurate list of all members and their addresses, and keep record of attendance at all meetings.

Section 4: Treasurer. The Treasurer shall:

- (a) Collect and distribute all movies belonging to the Club;
- (b) Pay all bills that have properly incurred and endorse all checks. Payments of more than \$50 over and above those already approved in the annual budget, shall require approval by the Board of Directors. Payments of more than \$100 over and above those already approved in the annual budget, shall require approval by the general membership;
- (c) Provide a financial report at each Club meeting.
- (d) Chair the Budget Committee.

Section 5: Corresponding Secretary. The Corresponding Secretary shall:

- (a) Attend to all correspondence;
- (b) Be in charge of producing a yearly handbook;
- (c) Be in charge of all all publicity concerning the Club's activities.

Section 6: Close of Term. At the close of their term of office, each Officer and Committee Chairman shall deliver to their successor, within fifteen days, such books, records, and reports as belong to the office.

Section 7: Reports. (a) At the Annual Meeting, each Officer and Committee Chairman shall present a written report of the activities of their office. (b) A copy of this report shall be placed on file with the Secretary.

Article VI – Board of Directors

Section 1: Authority. The five (5) elected Officers and one (1) Chairman from each Standing Committee shall constitute the Board of Directors.

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

Section 3: Advisor. The outgoing President shall be an advisory member of the Board of Directors for tow (2) years upon the completion of their term in office.

Section 4: Voting. (a) Each Officer and Committee Chairman shall be afforded one vote on the Board of Directors. (b) Should the membership elect Co-Presidents, each Co-President shall be afforded one-half vote, unless only one Co-President is in attendance, in which case Co-President in attendance may cast an additional one-half vote for the absent Co-President. (c) No Officer or Committee Chairman shall be afforded more than one total vote.

Section 5: Absences. The Board of Directors shall work together to accommodate Board members who have difficulty attending Board meetings.

Section 6: Quorum. (a) A majority of the authorized Directors is a quorum for the transaction of business. (b) Every act or decision done or made by a majority of the Directors present is the act of the Board.

Section 7: Action Without Meeting. (a) Any action required or permitted to be taken by the Board, may be taken without a meeting if all members of the Board individually or collectively consent in writing (such as via email) to that action. (b) Such written correspondence and actions shall be filed with the minutes of the Board.

Section 8: Resignation. Any Director may resign, effectively immediately or at a later time specified, by a written notice to the Board of Directors.

Section 9: Vacancies. (a) Persons to fill vacancies on the Board of Directors and shall be nominated by the the President and one other elected Board member and confirmed by majority vote of the membership at a Regular, or Special, meeting of the membership. (b) The newly elected Officer and shall serve to complete the balance of term to which elected.

Section 10: Fees and Compensation. Directors and members of Committees shall serve without compensation for their services.

Section 12: Authority and Limitation of Power. (a) The members of the Board of Directors, including Officers and appointed Committee Chairmen, shall at all times work within the confines of the guidelines set forth in this guiding document, SFGC Policies and Procedures Manual (once written), and the Guidelines for NH Charitable Organizations. (b) Should a disagreement between the members of the Board of Directors arise for which a resolution cannot be agreed upon, the dispute must be taken to the general membership for arbitration and a vote for final resolution.

Article VII – Committees

Section 1: Standing Committees. There shall be the following Standing Committees:

- (a) Hospitality Committee - (a) Shall be responsible for arranging refreshments for all general membership meeting. (b) Shall be responsible for arranging social events and activities opportunities for the Club membership.
- (b) Rail Trail / Conservation Committee - Shall oversee communication and cooperation between the Club and Friends of Salem Bike/Ped Corridor and other conservation groups in town.
- (c) Budget Committee - (a) Shall consist of the Treasure and two (2) active members, and incoming and outgoing President (if possible). (b) Together, each year, they shall prepare a

budget for the following year, to be presented at the regular meeting in the month preceding the Annual Meeting, and voted on by the membership at the Annual Meeting.

- (d) Nominating Committee - (a) Shall consist of three (3) members who will be appointed/ elected at the March meeting. (b) One shall be appointed by the President, one shall be elected by the membership, and one shall have been a member of the previous Nominating Committee. (c) The Nominating Committee shall present the nominations for officers at the Annual Meeting.

Section 2: Appointment and Authority. (a) The President shall appoint one Chairman to each committee, and each Chairman shall select their committee members. (b) Committee members shall serve concurrently with the term of the appointing Chairman. (c) Each Committee Chairman shall, at all times, work within the confines of the guidelines set forth in these guiding documents, the SFGC Policy and Procedure Manual (once written), and the Guidelines for NH Charitable Organization. (d) No action by any committee Chairman or member shall be binding upon, or constitute an expression of the policy of SFHC, until it has been approved or ratified by the Board of Directors.

Section 3: Special Committees. Special committees may be required shall be appointed by the President with the approval of the Board of Directors.

Section 3: Committee Funds. (a) Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. (b) All funds collected and expended for such events must be deposited/paid by SFGC. (c) Committee fund balances are treated as restricted or unrestricted assets of SFGC and are not the property of individual committees.

Article VIII – Member Meetings

Section 1: Business Year. The Business year of the Club shall run from June its to May 31st of the following year.

Section 2: Regular Meetings. (a) Regular meetings of members shall be held at a minimum of six (6) times per year from September until May inclusive; the place, date and time to be designated by the Board of Directors.

Section 3: Annual Meetings. The meeting in June shall be known as the Annual Meeting and shall be for the purpose of listening to the annual report of the President, for the installation of officers, and for any other business which may properly come before such a meeting.

Section 3: Special Meetings. Special Meetings of members may be called by the Board of Directors, the President, or by 10 percent or more of the membership, by written request (except when called by the Board of Directors) delivered in person or mail/email, to all Directors and members.

Section 4: Notification. Members shall be notified via electronic mail of the monthly regular meetings, special meetings, and the Annual Meeting; including the place, date and time at least 10 days before the scheduled regular meeting.

Section 5: Quorum. The presence of 5% active members in good standing shall constitute a quorum for the transaction of business.

Section 6: Voting. (a) Each member in good standing shall have one vote on each matter submitted to a vote of the members, and for each Office to be filled at an election. (b) Votes may be cast by voice or paper ballot. (c) Members must be physically present to vote.

Article IX - Guests

Section 1: Guests. Individual guests of members may attend not more than three (3) meetings per year.

Article X – Funds

Section 1: Year End. At the end of each fiscal year all money shall remain in the General Fund of the SFGC.

Section 2: Reserve. The reserve fund may not be appropriated for any specific or general use unless by a vote of sixty percent (60%) of the members present at a designated meeting. Members shall be notified prior to a regular monthly meeting that there will be a discussion concerning the appropriation of the reserve fund at that meeting and a vote taken the following meeting.

Section 3: Expenditure Limit. (a) Payments of more than \$100 over and above those already approved in the annual budget, shall require approval by the Board of Directors. (b) Payments of more than \$250 over and above those already approved in the annual budget, shall require approval by the general membership; (c) Members shall be notified in writing and/or e-mail prior to a regular monthly meeting if any expenditure of \$250 or more will be proposed.

Section 4: Bingo, Raffles, and Charitable Gaming. Bingo, raffles, and charitable gaming are available only to charitable organizations that have been in existence for more than two years. Raffles require a permit from the municipality. Bingo and other charitable gaming activities require permits from the New Hampshire Lottery Commission (www.nhlottery.com). See RSA 287-A, 287-D, and 287-E.

Section 5: Fiscal Year End. At the close of the year annual reports shall be prepared by the Treasurer within 30 days, and an audit shall be made of the Treasurer's books by the Auditing Committee.

Section 5: Auditing Committee. (a) The Auditing Committee shall consist of three (3) members none of whom may be members of the Board of Directors. This Committee, chosen by the general membership, shall audit the books of the Treasurer and shall report their findings at the regular meeting in September.

Article XI – Dissolution

In the event of a dissolution of the SFGC or termination of its activities, all of its assets shall be paid over or transferred only to an organization which shall have been recognized by the Internal Revenue Bureau 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 shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of SFGC.

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. 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 and made a matter of record through an annual procedure. In addition, the Director or Officer shall disclose any conflict of interest when a specific issue or transaction comes before the Board. Where the transaction involving a board member, 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 will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy.

Section 2: Other Statutory Requirements. The Board 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, and 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, providing the notice for the meeting includes the proposals for 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.

Adopted: 09/01/2023