ByLaws
Of
Mahtomedi Garden Club
(October 2019)

Article I – Name

The name of this organization is Mahtomedi Garden Club. It is an affiliate of the Seventh District of the Minnesota State Horticulture Society.

Article II Purpose

The Mahtomedi Garden Club is for people who actively enjoy and participate in gardening. We work together to support:

- Gardening for people of all ages;
- Sharing interests and ideas among members;
- Educational programs for Garden Club members and the community;
- The use of research –based conservation and horticultural practices in our schools and community; and
- The broader community horticulture projects through contributions of money, materials, time and talent.

Article III. Limitations

This organization shall be incorporated under the laws of the State of Minnesota and shall be a non-profit, non stock corporation. The organization is formed exclusively for educational and charitable purposes as stated above and within the meaning of Section 501 ©(3) of the Internal Revenue Code, or such other provision of Minnesota or Federal law as may from time to time be applicable.

Article IV. Membership

Section 1. The qualifications for membership are an interest in the purpose for which this club is formed and payment of annual dues. Full membership spans the calendar year, January through December.

Section 2. Membership in this organization shall be open to all.

Article V. Officers and their Election

Section 1. The officers of the Club shall be President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. Each officer position shall be filled by one or more persons. For purposes of these bylaws, the singular form of a title shall refer to one or more persons filling an officer position.

Section 2 The officers shall be elected at the November club meeting and shall serve one year terms commencing January 1 of the upcoming year.

Section 3. New Officers shall assume the responsibilities of their office upon installation. Outgoing officers shall deliver, to their successors in office all records and other materials belong to the office prior to January 1st.

Section 4. Midterm vacancies in the above offices shall be filled by appointment of the President with approval of the Board of Directors. In the case of a vacancy in the Presidency, the Board of Directors shall appoint a President by the majority vote of the Board.

Article VI .Duties of the Officers

Section 1. It is the duty of all Club officers to enforce the Rules and By Laws of the organization and to oversee Club business. Specific duties of the officers and the description of those duties are addressed in the Membership Handbook.

Section 2. The President shall preside at the meetings of the Club and the Board of Directors, and shall perform such duties as regularly pertain to the office, and shall be an ex-officio member of all committees except the nominating committee.

Section 3. The Vice President shall assist the President in the discharge of his/her duties and perform all the duties of the President in the absence or inability of the latter.

Section 4. The Secretary shall keep minutes of the Membership meeting and the Board of Directors meetings, and provide copies of such minutes to the Board of Directors and committee chairs.

Section 5. The Treasurer shall be the custodian of the funds of the Club and shall keep a balanced account of all revenue and expenditures contracted by the Club. The Treasurer shall collect and deposit all monies of the Club and in its' name, and shall pay all budgeted expenditures with appropriate documentation. The Treasurer and President or Vice President must authorize reimbursements for any unbudgeted expenses.

At the Annual Membership meeting and at such other intervals as may be requested by the Board of Directors, the Treasurer shall present a written report for the previous year. (September through August), and will make available the Treasurer's records to the general membership.

Article VII. Board of Directors

Section 1. The Board of Directors shall consist of twelve (12) positions; including the President, Vice President, Treasurer, Secretary; the Immediate Past-President; the Committee Chairs (or designated representative) from the Plant Sale, Speaker, Garden Tour, Grants, and Membership Committee; and two (2) members at large. Each of these positions shall have one (1) vote.

Section 2. The Board of Directors shall have general control of the affairs of the Club. They shall approve the plans and reports of the various committees.

Section 3. The Board of Directors shall have full charge of all funds of the Club and shall expend the same in such manner as, in its judgment, shall best promote the interests of the Club.

Section 4. The Board of Directors shall meet a minimum of three (3) times a year to conduct the business of the Club. Board of Directors members may attend a board meeting by conference call if they are not able to attend in person. Board meetings are open to all members.

Section 5. A total of five members of the Board of Directors shall constitute a quorum at all Board of Director meetings.

Section 6. All Club Members shall be notified of all Board meetings.

Section 7. Special Board Meetings may be called to address matters that require immediate attention during the intervals between board meetings. A Special Board Meeting may be initiated by the President, or by any three members of the Board of Directors. Notice of Special Board Meetings must be given to all Board of Directors members at least 3 days in advance of said meeting, except in the case where a majority of the Board of Directors approves a shorter notice. Special Board Meetings may be conducted in person, by telephone conference call or other electronic means when necessary.

Article VIII. Nominating Committee

Section 1. The President shall appoint a Nominating Committee who shall meet in October to nominate candidates for the coming year.

Section 2. The Nominating Committee shall, at the November meeting, present candidates to the membership for election. Nominations from the floor will be accepted at this time.

Article IX. Audit Committee

Section 1. The committee shall audit the books of the Treasurer at the end of each fiscal year and report its finding to the Board of Directors at the August Meeting.

Section 2. A budget shall be prepared for the expenditures for the succeeding year, and presented to the Board of Directors for approval by a quorum vote.

Article X. Club Meetings

Club meetings will be held monthly, September through April, and announced to the membership in advance of the meeting unless otherwise arranged.

Article XI. Quorum

A quorum of the Club shall consist of twelve (12) of members present at a regularly called meeting of the Club.

Article XII. Parliamentary Authority

The rules contained in *Robert's Rules of Order, Revised* shall govern this organization on all points not specified in the ByLaws.

Article XIII. Amendments

These ByLaws may be amended or changed at any meeting of the Members by a two thirds (2/3) vote of those present, provided notice of the substance of the proposed amendments is sent to all Members at least five (5) days prior to the meeting.