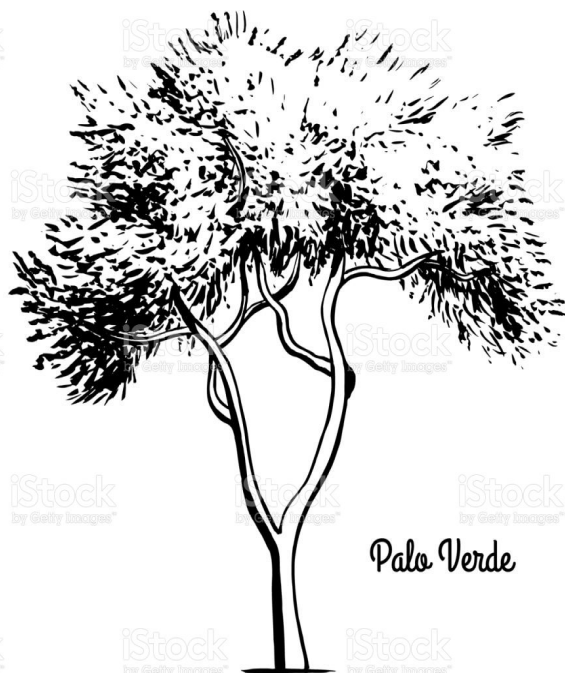


Tucson Garden Club

Constitution & ByLaws

April 19, 2017



Member of
Arizona Federation of Garden Clubs
Pacific Region Garden Clubs, Inc.
National Garden Club, Inc.

CONSTITUTION & BYLAWS
ARTICLE 1 – NAME

This club shall be known as Tucson Garden Club, an incorporated, non-profit, civic organization.

ARTICLE II- OBJECTIVES AND PURPOSES

The objectives and purposes for which this garden club is organized are:

1. To be organized exclusively for charitable objectives and scientific purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. The purpose of this club shall be to stimulate knowledge and love of gardening; to aid in the protection of native trees, plants, and birds; to study flower design; and to encourage civic projects among the membership. Also, to encourage college students to study horticulture, landscape architecture, and related studies by offering annual scholarships to the University of Arizona and/or Pima Community College.

ARTICLE III – MEETINGS

SECTION 1: The club shall meet on the third Wednesday of each month beginning in October and ending with the May meeting. The March meeting of the odd-numbered year may be a closed meeting (only members to be present) at which time a new slate of officers shall be elected. The Annual Meeting shall be the final meeting in May of the club year.

SECTION 2: Additional meetings, workshops or seminars may be held as needed or requested. Notice of such meetings shall appear in the previous month's Newsletter.

SECTION 3: All meetings shall be governed by the latest *Robert's Rules of Order*, newly revised, on all points not inconsistent with the Bylaws of the Tucson Garden Club.

ARTICLE IV- MEMBERSHIP

Membership in the Club shall be open to any person interested in the objectives for which the Club was founded, and who is willing to assume some responsibility in the Club's activities.

SECTION 1: Members shall be Active Members or Associate Members.

SECTION 2: Active Members shall be members in good standing with voting rights. They shall be expected to attend (3 or 4) of the regular meetings, and shall participate in at least one activity or office of the club annually.

SECTION 3: Members may become an associate member after eight (8) years of active membership. Associate members shall receive the Newsletter and the Yearbook. They are encouraged to attend meetings and have no voting rights. Associate member dues are greater than active member's dues.

SECTION 4: Prospective members must attend three (3) meetings prior to being inducted and must be interested in gardening and willing to participate in the Club's activities. A signed application must be completed and given to the Membership Chairman, along with dues and initiation fee.

SECTION 5: The annual dues shall be payable at the April meeting and delinquent as of May 1st. Dues reminders shall be published in the Newsletter in February, March, and April. Any member who has not paid his/her dues on or before May 1st shall forfeit their membership and their name shall not appear in the Yearbook.

SECTION 6: The initiation fee of the Club shall be \$5.00, to be paid only once. If a prospective member is a transfer from another federated club, the initiation fee is waived. If a member must drop out for some specific reason, and later wishes to rejoin, the member may only do so on payment of current dues.

SECTION 7: Before they are initiated new members shall be given a briefing on the policies of the Tucson Garden Clubs and the relationship to National Gardens Clubs and its subsidiaries. The applicant becomes a member in good standing in the month that the new member is inducted.

ARTICLE V – DUES AND FISCAL YEAR

The Fiscal Year of the Tucson Garden Club shall be from June 1 through May 31 of the following year. Annual dues are due on or before May 1.

ARTICLE VI - OFFICERS

The elected officers of this club shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. They shall be elected in the odd numbered year and serve a two (2) year term.

ARTICLE VII – DUTIES OF THE OFFICERS

SECTION 1: The President shall preside at the meetings of the Club and the Executive Board, and shall perform such duties as regularly pertain to that office. Additional responsibilities include:

- Ensure proper functioning of all Standing Committees.
- Write letters, as needed, on behalf of the Club, or designate another member to perform this function.
- Ensure reports are submitted by all officers and chairpersons at the end of the fiscal year detailing accomplishments and ongoing projects. These reports will be given to the incoming President for the guidance of new officers and chairpersons.
- Is an ex-officio member of all committees except the Nominating Committee.
- May choose chairmen and respective membership of special committees, such as, Awards, Design, Horticulture, Hostesses, Flower Show, Yearbook and Scholarship.
- Along with the Treasurer, shall be a primary signor of the Club's bank accounts.
- Provide state, district and NGC, Inc. projects and awards info to all chairs.

ARTICLE VII – DUTIES OF THE OFFICERS (continued)

SECTION 2: The First Vice President shall perform all the duties of the President in the absence or disability of the President. This officer shall function as Membership Chairman and shall be responsible for recruiting new members and encouraging membership to do the same.

Additional responsibilities include:

- Keep a record of all member's meeting attendance.
- For new members, order name badges, provide briefing and conduct initiation.
- Collect and send a copy of each membership application to the Treasurer, Yearbook Chairperson and Newsletter Chairperson.

SECTION 3: The Second Vice President shall function as the Program Chairman. This officer will be responsible for planning programs for the General Meetings consistent with themes and objectives of NGC, Inc. and its' affiliates. Additional responsibilities include:

- Arrange for speakers and needed equipment, consistent with budgeted speaker fees.
- Follow-up with the speaker by issuing a thank you card.
- Request approval of program information (dates, times, speakers, tours, and speaker expenses) from the Executive Board by July 15th.
- Provide approved list of program information to the Yearbook Chairman by August 1.
- Ensure speaker availability prior to the meeting and introduce the speaker at the meeting.

SECTION 4: The Recording Secretary shall record the proceedings of the General and Executive Board Meetings; and shall preserve all minutes of the Club. A copy of the Minutes of each meeting shall be given to the President, as soon as, possible for approval. After approval, a copy of the Executive Board minutes shall be sent to all Executive Board members. The General Meeting minutes shall be sent to the whole membership via email a week before the next meeting.

SECTION 5: The Corresponding Secretary shall send cards, notes and letters, as requested by the President.

SECTION 6: The Treasurer shall be custodian of the funds of the Club and shall pay only bills approved by the Executive Board and/or items outlined in the budget. This officer is responsible for the following:

- Paying the annual Corporate Commission fee.
- File receipts for all expenditures and shall keep a balanced account of all receipts and disbursements.
- Provide a monthly report of expenses, disbursements and ending balances to the Executive Board and to the Club.

- Develop fiscal year budgets annually.
- Collect dues according to dues rules and provide the Arizona Federation of Garden Clubs, Inc. Treasurer with Membership List and corresponding payment for AFGC dues.
- Maintain banking and investments accounts and be the primary signor.
- Provide documentation for annual review of books at the end of the fiscal year.
- Be a member of the Properties Committee and the Finance Committee. P.3
- **ARTICLE VIII – EXECUTIVE BOARD**

The Executive Board shall be composed of the Elected Officers, the Chairmen of the Standing Committees and the Parliamentarian. Members of the Advisory Board and the Finance Committee are expected to attend Board Meetings. Each committee is limited to one (1) vote.

ARTICLE IX – RESPONSIBILITIES OF OFFICERS AND CLUB AS A 501 (c) 3 ENTITY

No part of the net earnings of the garden club shall incur to the benefit of, or be distributable to its' members, officers or other private persons, except that the garden club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II.

No substantial part of the activities of the garden club shall be carried on of propaganda or otherwise attempting to influence legislation and the garden club shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the garden club shall not carry on any other activities not permitted to be carried on by a garden club from federal income tax under section 501 (c) 3 of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE X – DUTIES OF THE EXECUTIVEBOARD

The Executive Board shall meet as requested by the President and shall be responsible for the government and direction of the club, and the control of it's' properties. The ARTICLES OF INCORPORATION states that they are the **Board of Directors** of the Corporation.

The Executive Board shall approve the Budget submitted by the Finance Committee. The Executive Board may also approve the estimate for printing the Yearbook and programs submitted by the Program Chairman for the coming year.

ARTICLE XI – COMMITTEES

SECTION 1: The work of the Tucson Garden Club shall be divided among Standing Committees and Special Committees. Standing Committees function throughout the club year. Special Committees are appointed for special tasks or projects.

SECTION 2: Standing Committees shall be: Advisory Board and Finance Committee. Each chairman and/or committee shall have **ONE** vote.

SECTION 3: Special Committees include but are not limited to the following: Flower Show, Awards, Design, Hostess, Horticulture, Properties, Publicity, Scholarship, Website and Yearbook.

SECTION 4: The Advisory Board shall consist of three (3) past-Presidents, who will serve six (6) years each. One member shall go off the Board every second year and shall be replaced by the immediate past President. The duties of the Advisory Board are to recommend changes in policies and procedures; to revise, when necessary, the Bylaws of the club; to present a slate of officers in election year; to submit a name to the Executive Board for approval of someone to fill

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a vacancy among the Elected Officers; and to keep the club informed of changes in State Policy.

SECTION 5: The Finance Committee shall consist of the current Treasurer and three (3) other qualified members chosen by the President to serve staggered terms of six (6) years each. A member going off of this Committee shall be replaced by a new appointee. The purpose of the Finance Committee is to set up rules regarding the use and distribution of the club's savings and investments; and present recommendations to the Executive Board for approval. A majority vote will be needed for approval. Annually, the Finance Committee will provide a budget for the new fiscal year for approval by the Executive Board. This committee will also determine signors on the bank and investment accounts. The signors are generally the President and the Treasurer and may include another member as needed.

SECTION 6: The Awards Chairman shall be responsible for being knowledgeable of award rules for AFGC, Pacific Region and NGC; and for initiating and ensuring submission in a timely manner.

SECTION 7: The Properties Chairman shall maintain an up-to-date Inventory of all properties owned and/or stored by the club, and shall know their location at all times. She/he shall provide properties for a meeting or when requested. The Club's Properties Book shall be available to all members.

SECTION 8: The Yearbook Chairman shall be responsible for the compilation and the printing of the Club Yearbook. She/he shall submit an estimate of the cost of printing the yearbook, as soon as possible, so the Treasurer can include the necessary funds in her/his budget.

ARTICLE XII – ELECTIONS

SECTION 1: The Advisory Board, as stated in **Article XI, Sec. 4**, shall function as the Nominating Committee, as it does on the State level. In the odd-numbered year they shall report their slate of officers at the February meeting, and the names shall be published in the Newsletter preceding the election in March.

SECTION 2: In order to be nominated for President, a qualified member must be in good standing in the Tucson Garden Club. Additional nominations may be made from the floor, provided said nominee is present. There shall be no automatic succession of office.

SECTION 3: Officers shall be elected at the March meeting of the odd-numbered year, and this may be a Closed Meeting. They shall be installed at the close of the May Luncheon, which shall be the Annual Meeting.

SECTION 4: Should an elected officer resign, the Advisory Board shall submit a name to the Executive Board for its approval, to fill the vacancy. The new appointment shall be ratified at the first General Meeting following the Board's action.

SECTION 5: The President-elect shall attend the spring State Convention on odd-numbered years and shall attend as President on even-numbered years, at the club's expense.

ARTICLE XIII – QUORUM

SECTION 1: More than half of the Executive Board members shall constitute a quorum. A simple majority vote shall be necessary for legal action by the Board. Members unavailable for the meeting may provide their vote by email, phone or proxy.

SECTION 2: More than half of the members of the Tucson Garden Club shall constitute a quorum for the transaction of business at any General Meeting. Members unavailable for the meeting may provide their vote by email, phone or proxy. P.5

ARTICLE XIV – DISSOLUTION

Upon dissolution of this garden club, assets shall be distributed for one or more exempt purposes within the meaning of IRS Section 501 (c) 3 of the Internal Revenue Code or corresponding section of any future federal tax code to a fund, foundation or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes or a state or local government for public purposes.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The Parliamentarian shall be prepared to advise the President or any club member as to Parliamentary Practice according to the latest *Robert's Rules of Order/Newly Revised*.

ARTICLE XVI – AMENDMENTS

Section 1: The Bylaws of the Tucson Garden Club may be amended at any General Meeting of the club by two-thirds vote of the membership present, provided the proposed amendment or amendments have been approved by the Executive Board and provided to the membership a minimum of two weeks before said General Meeting.

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ARTICLE XVII – CONSTITUTION AND BYLAWS

THIS CONSTITUTION AND BYLAWS OF THE TUCSON GARDEN CLUB, AS REVISED ON THE 19 DAY OF APRIL, 2017, SUPERSEDES ALL PREVIOUS CONSTITUTIONS AND BYLAWS.

This entity Tucson Garden Club amended these Bylaws on April 19, 2017, as an operational document for Tucson Garden Club.

Karley Fahlsing

President Karley Fahlsing

Date: **4/19/2017**

Sheila Parcel

Recording Secretary Sheila Parcel

Date: **4/19/2017**

