

# **BYLAWS OF SHENANDOAH DISTRICT**

## **ARTICLE I – NAME**

The name of the organization shall be Shenandoah District. This District is a division of the Virginia Federation of Garden Clubs, Inc.

## **ARTICLE II – OBJECT**

The object and purpose of this non-profit organization shall be to coordinate and further the interests of the garden clubs of Shenandoah District and to promote the objectives and membership of the District, the Virginia Federation of Garden Clubs, Inc. and the National Garden Clubs, Inc.

## **ARTICLE III – MEMBERSHIP**

The membership of Shenandoah District shall consist of three classes: Organized Garden Clubs, Youth Clubs and Provisional Clubs.

### **SECTION I – Organized Garden Clubs**

#### **a. Eligibility, Admission**

- (1) Any garden club located within the stated geographical area of Shenandoah District that has been accepted into the Virginia Federation of Garden Clubs becomes a member of this District and shall pay District dues.
- (2) Application for membership shall be extended by the District President upon recommendation of the District Club Membership Chairman, and shall be approved by the VFGC Club Membership Chairman and VFGC Board of Directors.
- (3) The application mailed to the District Club Membership Chairman shall be accompanied by a copy of the club bylaws, a list of officers, an alphabetically type-written list of names and mailing addresses, VFGC application fee and per capita VFGC dues, and District dues.

#### **b. Resignation, Reinstatement**

- (1) In order to disband or resign in good standing a garden club shall be current with VFGC and District dues and shall submit a written notice to the District Club Membership Chairman. The notice shall be acted upon in the same procedure as application.
- (2) A garden club which disbands or resigns in good standing may be reinstated by paying the current year's dues (VFGC and District), provided application for reinstatement has been made through the District Club Membership Chairman.

### **SECTION 2 – Youth Clubs**

#### **a. Eligibility, Admission**

- (1) Garden clubs affiliated with Shenandoah District may sponsor the following youth clubs: Junior, Intermediate, High School Gardeners. Age division shall be determined by the Youth Club Counselor.
- (2) The district application form for Youth Club Membership shall be obtained from the District Youth Activities Chairman.
- (3) The district youth club form to be mailed to the District Youth Activities Chairman shall include the name and location of the sponsoring garden club, name and address of the

- (4) Youth Club Counselor, youth club name and category, number of meetings, number of members and per capita VFGC dues payable to VFGC.
- (5) The District Youth Activities Chairman shall send a copy of the district youth club application form and the VFGC per capita dues to the VFGC Youth Activities Chairman.
- (6) Any youth club in good standing and registered with the District and VFGC Youth Activities Chairman is eligible to apply for District, VFGC, SAR and NGC Awards.

**b. Resignation, Reinstatement**

- (1) A youth club wishing to disband or resign in good standing shall submit a written notice to the District Youth Activities Chairman and shall be current with VFGC dues. The District Youth Activities Chairman shall send notification to the VFGC Youth Activities Chairman.
- (2) A youth club which disbands or resigns in good standing may be reinstated by making application to the District Youth Activities Chairman and by paying the current year's dues. Notification of reinstatement shall be sent to the VFGC Youth Activities Chairman.

**SECTION 3 – Dues and Fees**

**a. Fiscal Year**

The fiscal year of Shenandoah District shall be June 1, through May 31.

**b. Organized Garden Clubs**

- (1) District dues shall be one dollar (\$1.25) per garden club member payable to Shenandoah District and remitted to the District Treasurer before June 30.
- (2) VFGC dues of garden clubs accepted into membership of the VFGC after March 1 of the fiscal year shall be submitted with the following fiscal year dues.
- (3) District dues shall be delinquent if not received by August 1, and notice shall be sent.
- (4) Garden clubs not having paid the current year's VFGC and District dues by December 1 shall be dropped.
- (5) There shall be a registration fee paid by each person attending the District Meetings with the exception of youth club members.

**ARTICLE IV – OFFICERS**

**SECTION 1 – Elected Officers**

**a. Composition**

The elected officers of this District shall be a President and two Directors. One Director shall serve as Recording Secretary and the other as Treasurer.

**b. Eligibility, Election**

- (1) To be eligible for a District elective office, a candidate shall have served on the District Board of Directors the two (2) years immediately preceding their election.

- (2) Officers shall be nominated at the Fall District Meeting in the even numbered years and shall be elected at the Spring District meeting in the odd numbered years. Installation will take place at the VFGC Convention following.

**c. Term, Vacancies**

- (1) The term of office shall be for two (2) years or until a successor is elected. No elected officer shall serve more than one (1) term in the same office, and the term shall begin at the adjournment of the VFGC Convention in the election year.
- (2) All vacancies in elected offices shall be filled for the unexpired term by the District Executive Committee and shall be ratified by the District Board of Directors at the next regular or called meeting.

**SECTION 2 – Appointed Office**

**a. Composition**

The officers of this District appointed by the President shall be a Corresponding Secretary, Parliamentarian, Chaplain and Historian.

**b. Term**

The term of office shall be for two (2) years or until a successor is appointed by the President. An appointed office may serve more than one (1) term in the same office.

**SECTION 3 – Nominations and Elections**

**a. District Nominating Committee**

- (1) The District Nominating Committee shall be composed of five (5) members elected at the Spring District Meeting held in the first year of each administration.
- (2) To be eligible, each nominee shall have served on the District Board of Directors a minimum of two (2) years within the four (4) years immediately preceding the election, and shall have given prior consent to serve.

**b. District Nominating Committee Election**

- (1) Nominees for the District Nominating Committee shall be recommended by the Executive Committee and approved by the District Board of Directors and when possible, chosen from different areas of Shenandoah District.
- (2) Election of the members of the District Nominating Committee shall be by ballot. If there are no more than the required number of nominees, election may be by voice vote.
- (3) The Nominating Committee shall meet and elect the Chairman at the close of the Spring District Meeting or within thirty (30) days following the election.

**c. District Nominating Committee Duties**

- (1) The Chairman shall submit to the District President sixty (60) days prior to the Fall District Meeting in the even numbered years for inclusion in the Board and District Call, one (1) nominee for each of the district elected offices, and one (1) nominee and an alternate for the VFGC Nominating Committee. All nominees shall have given prior consent to serve.
- (2) The Nominating Committee Chairman shall report the slate of District elected officers and the VFGC Nominating Committee member and alternate at the Fall District Meeting in the even numbered years.

**d. VFGC Nominating Committee Member**

- (3) Eligibility shall be in accord with the Bylaws of the VFGC, Article VI, Section, 1, (1). To be eligible to serve, each member shall have served on the VFGC Board of Directors a minimum of four (4) years immediately preceding his/her election. No member may serve two consecutive terms.
- (4) The election of one (1) VFGC Nominating Committee member and one (1) alternate shall be by ballot. If there are no more than the required number of nominees, election may be by voice vote.

**e. VFGC Elected Officers**

District nominees for VFGC elected officers shall be in accord with the Bylaws of the VFGC Article VI, Section 2 – 4.

**f. Election – District Officers**

The election of District officers shall be in accord with the Bylaws of the VFGC, Article VII, Section 1, 1-7.

**ARTICLE V – DUTIES OF OFFICERS**

All officers shall perform the duties prescribed by these Bylaws, Standing Rules and by the adopted Parliamentary Authority.

**SECTION 1 – President**

The President shall:

- a. Be the official representative of Shenandoah District;
- b. Preside at regular or called meetings of the Executive Committee, Board of Directors and Shenandoah District;
- c. Appoint, at the beginning of the term, the appointed officers and chairmen of all standing committees except the Nominating Committee;
- d. Serve as ex-officio a member of all committees except the Nominating Committee;
- e. Represent Shenandoah District at VFGC meetings and present oral and written reports of the district's activities;
- f. Designate the time and place for meetings of the Executive Committee and the Board of Directors.

**SECTION 2 – Recording Secretary**

The Recording Secretary shall:

- a. Attend and record the proceedings of regular and called meetings of Shenandoah District and shall have charge of all papers pertaining to the office;
- b. Maintain the official District Board of Directors membership roll, a list of all District committees and compile the calendar of VFGC and District events;
- c. Attend VFGC meetings and submit written reports pertinent to the activities of the office and present oral reports when applicable;
- d. Coordinate Shenandoah District meetings as designated by the President.

**SECTION 3 – Treasurer**

The Treasurer shall:

- a. Collect and record garden club dues;
- b. Be responsible for all monies, receipts and disbursements;

- c. Pay all budgeted expense bills and non-budgeted bills authorized by the President or Board of Directors;
- d. Receive registration fees for District meetings;
- e. Attend regular and called meetings of Shenandoah District and present a financial statement at Board of Directors and District meetings;
- f. Attend VFGC meetings and submit written reports pertinent to the activities of the office and present oral reports when applicable;
- g. Coordinate Shenandoah District meetings as designated by the President;
- h. Serve as a member of the Finance Committee.

#### **SECTION 4 – Corresponding Secretary**

The Corresponding Secretary shall:

- a. Attend regular and called meetings of the Board of Directors and District Meetings;
- b. Maintain a current list of all members of the Board of Directors and Club Presidents;
- c. Attend to all District correspondence matters as designated by the President.

#### **SECTION 5 – Parliamentarian**

The Parliamentarian shall:

- a. Assist the President and committees on points of parliamentary procedure when requested;
- b. Attend regular and called meetings of the Executive Committee, Board of Directors, and the district;
- c. Fulfill duties as outlined in the current edition of Robert’s Rules of Order Newly Revised.

#### **SECTION 6 – Chaplain**

The Chaplain shall:

- a. Attend and present an invocation and grace at Shenandoah District Board of Directors and District Meetings;
- b. Present a Memorial Service in memory of District deceased members at Shenandoah District Meetings.

#### **SECTION 7 – Historian**

The Historian shall:

- a. Attend Board of Directors and District Meetings and record the outstanding achievements of the administrative term for inclusion in the District History Book;
- b. Be responsible for requesting and up-dating the history of the Shenandoah District member clubs for inclusion in the District History Book;
- c. Present a brief summary of the administration’s outstanding achievements at the Spring District Meeting in the odd numbered years.

### **ARTICLE VI – MEETINGS**

#### **SECTION 1 – District Meetings**

Within the fiscal year, a Fall and Spring District Meeting shall be held with the geographical location selected by the District President and the date approved by the VFGC President.

## **SECTION 2 – Member Representation**

### **a. District**

Any Shenandoah District Garden club member in good standing is entitled to speak and vote at District Meetings.

### **b. VFGC**

Each garden club in good standing shall be entitled to representation at VFGC Annual Convention in accord with the VFGC Bylaws, Article VIII, Section 4, 1 through 4 and Section 6.

## **SECTION 3 - Quorum**

A quorum at District Meetings shall be fifty (50) members with representation from a minimum of fifteen (15) member garden clubs.

## **SECTION 4 – Electronic Meetings**

Meetings of the Board of Directors, all Committees and the Shenandoah District membership may be conducted by telephone and/or through use of internet meeting services designated by the president or the chairman calling the meeting.

Should the Executive Committee deem a mailed ballot to be necessary, the ballot will be emailed to board members and club delegates prior to the scheduled electronic meeting. Board members and club delegates must print and send the ballot to the Shenandoah Director Secretary using postal mail, by the date specified. Club delegates must be determined prior to the required vote. Each Club will be allowed three votes.

These electronic meetings shall be subject to all rules adopted by the Board or by Shenandoah District, which may include any reasonable limitations on, and requirements for members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Shenandoah District. An anonymous vote conducted through the designated internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **SECTION 1 – Composition**

The District Board of Directors shall be composed of the elected and appointed officers, the Chairmen of Standing and Special Committees and the former District Presidents.

### **SECTION 2 – Meetings**

- a. Regular meetings of the District Board of Directors shall be held each Fall and Spring preceding the Fall and Spring District meetings.
- b. Special meetings of the Board of Directors may be called by the President or upon the request of six (6) or more members of the Board.

### **SECTION 3 – Powers**

The Board of Directors shall have general supervision of the affairs of the district, make recommendations to the membership and perform such other duties as specified in the District Bylaws and Standing Rules.

### **SECTION 4 – Quorum**

A quorum of the Board of Directors shall be one half (1/2) of the membership.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

### **SECTION 1 – Composition**

The Executive Committee shall be composed of the elected officers, the Immediate Past President and the Parliamentarian.

### **SECTION 2 – Meetings**

- a. Meetings of the Executive Committee may be held immediately preceding the District Board of Directors Meeting.
- b. Special meetings of the Executive Committee may be called by the President or upon the request of two (2) or more members of the Executive Committee.

### **SECTION 3 – Powers**

The Executive Committee shall make recommendations to the Board of Directors, take action subject to ratification at the next regular or called Board of Directors Meeting and perform such other duties as specified in the District Bylaws and Standing Rules.

### **SECTION 4 – Quorum**

A quorum of the Executive Committee shall be three (3) members.

## **ARTICLE IX – COMMITTEES**

### **SECTION 1 – Standing Committees**

- a. Standing Committees shall be established by the President or the Board of Directors as necessary to carry out the objectives of Shenandoah District. These committees shall conform, insofar as applicable, to those of the VFGC.
- b. Chairmen of Standing Committees may serve no more than three (3) consecutive administrations on the same committee, with the exception of the Nominating and Advisory Committee.
- c. The membership of the Advisory Committee shall consist of the former Presidents of Shenandoah District. The Chairman shall be the immediate past President. In the event that the immediate past President is unable to serve, the chairman shall be elected by the committee. This committee shall serve in an advisory capacity to the President and the Executive Committee

### **SECTION 2 – Special Committees**

Special Committees may be appointed by the President or the Board of Directors.

### **SECTION 3 – Chairmen**

- a. Unless excused by the President, committee chairmen shall attend all Board of Directors and District Meetings and submit oral and written reports appropriate to their committee as designated by the President.
- b. The Chairmen of Standing Committees, except the Finance, Advisory and Nominating Committees, shall select the committee members as needed.

## **ARTICLE X – FINANCES**

### **SECTION 1 – Finance Committee**

#### **a. Composition**

There shall be a Finance Committee composed of the Finance Chairman, the District President, the Treasurer and the Immediate Past Treasurer.

#### **b. Duties**

- (1) The committee shall direct the investment, reinvestment and distribution of all funds as authorized by the Board of Directors.
- (2) The committee shall prepare a District budget for approval by the Board of Directors at each Fall Board Meeting. The Finance Chairman shall present the district budget for adoption at the following Fall District Meeting.
- (3) The committee shall review the financial records of all Shenandoah District subsidiary accounts at the end of each fiscal year.
- (4) The President may assign other duties to the Financial Committee as deemed necessary.

### **SECTION 2 – General Funds**

The general funds of Shenandoah District shall be derived from the payment of club member dues and other projects authorized by the Board of Directors.

### **SECTION 3 – Financial Review Committee**

A committee of two (2) appointed by the President shall review the Treasurer's books at such time as the Treasurer leaves office. The report of the committee will be presented for adoption at the next regular Board of Directors Meeting.

## **ARTICLE XI – IRS – GROUP COVERAGE**

Articles of Association shall be attached to and become part of these Bylaws in order to comply with the Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **ARTICLE XII – PARTIAMENTARY AUTHORITY**

The current edition of **Robert's Rules of Order Newly Revised** shall govern the proceedings of Shenandoah District in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, Standing Rules and any Special Rules of Order the District may adopt.



## **ARTICLE XIII – AMENDMENTS**

These Bylaws may be amended at any regular Shenandoah District Meeting by a two-thirds (2/3) vote, provided that the proposed amendment has been submitted in writing to the District Club Presidents fifteen (15) days prior the District Meeting.

Adopted: April 9, 1992  
Amended: October 5, 1995  
Amended: October 9, 1997  
Amended: April 8, 1999  
Amended: April 13, 2000  
Amended: October 12, 2000  
Amended: April 17, 2003  
Amended: October 12, 2006  
Amended: April 3, 2008  
Amended: April 12, 2012  
Amended: April 11, 2013  
Amended: April 8, 2017  
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