

BY-LAWS

ARTICLE I

The name of this organization shall be “The Keyport Garden Club, Inc.”, a corporation of the State of New Jersey (the “Club”).

ARTICLE II

PURPOSE

The purpose of the Club is to educate and demonstrate to the residents of Keyport, New Jersey, the importance of vegetable crops and ornamental flowers, trees, and bushes to the welfare of Keyport and the country’s environment. The Club will encourage civic pride, and enhance the natural beauty of Keyport’s neighborhoods, public spaces, and highway corridors. The Club will endeavor to accomplish the goals of volunteerism, education and partnerships using environmentally sound horticultural practices. We are continuing to help keep our community beautiful.

ARTICLE III

MEMBERSHIP

1. Membership shall be open to anyone 18 years or older who is interested in gardening and related activities.
2. Application for membership shall be presented in writing to a member of the Board of Trustees (the “Board”). Such member shall present the completed application with dues to the Board, which shall, by majority vote, approve admission of the proposed member.
3. Upon the approval of a majority of the Board, a person may be approved as an auxiliary member. For this purpose, an auxiliary member is a person under age 18 who demonstrates an interest in gardening. Dues shall not be required for an auxiliary member.

ARTICLE IV

BOARD OF TRUSTEES

1. The business of the Club shall be transacted by the Board and reported to the general membership at membership meetings.
2. The members of the Board shall consist of the President, the Vice-President, the Treasurer, the Secretary, the Assistant Secretary, and four elected members.
3. The Board shall approve and accept new members, accept resignations from members, notify in writing any member delinquent in dues of their removal from the membership, approve projects to be presented to the membership for approval, fill vacancies of unexpired terms until the next election, amend the By-Laws, and take any action on any matter not specifically provided for in the By-Laws.

ARTICLE V

ELECTION OF TRUSTEES

1. At a membership meeting during the 3rd quarter of the current calendar year, a Nominating Committee shall be formed consisting of at least three members from the general membership. At least 30 days prior to the last membership meeting of the current calendar year, the Nominating Committee shall request the names of members in good standing who want to run for a seat on the Board.

2. At least 10 days before the last membership meeting of the current calendar year, the Nominating Committee shall prepare a slate of those members who want to be considered for membership on the Board and provide a copy in writing or by the internet to each member.

3. At the last membership meeting of the current calendar year, the names on the slate shall be read at the meeting and additional nominations, if any, will be accepted. The seven members who receive the highest number of votes will become trustees.

ARTICLE VI

OFFICERS

1. The officers of the Club shall consist of the President, the Vice-President, the Treasurer, the Secretary and the Assistant Secretary.

2. Officers shall be elected at the last membership meeting of the calendar year and shall serve for a two-year term. In the event that an officer cannot complete his or her term, the Board shall have the power to fill the vacancy for the unexpired term.

3. Immediately following the election of trustees, any member may nominate a trustee for an officer position. The position of President shall be voted upon first followed by the position of Vice-President, then the position of Secretary, then the position of Treasurer and then the position of the Assistant Secretary. Each nomination must be seconded by another member. The trustee receiving the highest number of votes shall serve a two-year term.

ARTICLE VII

DUTIES OF OFFICERS

1. The President shall preside at all membership meetings and meetings of the Board. Prior to the end of the calendar year, the President shall present a comprehensive annual report to the members. The President shall have the authority to sign all documents regarding the operation of the Club.

2. The Vice-President shall serve in place of the President. The Vice-President may also perform those duties delegated or requested by the President.

3. The Secretary shall keep the official records of all membership meetings and meetings of the Board. In addition, the Secretary shall-report all resignations to the Board, conduct the Club's correspondence, and perform such other duties as may be assigned by the President.

4. The Treasurer shall be the chief financial officer of the Club and in this capacity shall receive all monies belonging to the Club and deposit such monies in a bank(s) approved by the Board. In addition, the Treasurer shall send out bills for dues and pay all bills which have been approved in writing by the Board. Further, the Treasurer shall keep an accurate account of all receipts and disbursements and present financial statements at regular meetings or whenever requested to do so. Checks on the Club's accounts must be signed by the Treasurer.

5. The Assistant Secretary shall maintain all membership records and assist the Secretary with correspondence among members of the club. In addition, the Assistant Secretary shall keep the Treasurer informed of any change in the membership of the Club.

ARTICLE VIII

MEETINGS

1. There shall be at least one membership meeting during each quarter of the calendar year. The Board shall meet as deemed necessary by the President. All meetings shall be scheduled on the date and at the time determined by the Board.

2. Seven members shall constitute a quorum at any meeting of the Club, provided at least two trustees are present at the meeting.

3. Special meetings may be called at any time by the President or upon the request of five members, provided members are notified by mail or by the internet at least one week in advance of a special meeting.

ARTICLE IX

VOTING BY PROXY

1. Voting by proxy shall be allowed, and the member will be counted for purposes of determining if there is a quorum.

2. The proxy must be in writing and authorize the Secretary to vote for the designated person or issue. The proxy may be delivered by mail, in-person or electronically (*i.e.*, fax, the internet) to the Secretary prior to the beginning of the relevant meeting. In the event that the Secretary is not present at a membership meeting, the Treasurer shall vote in accordance with the proxy.

ARTICLE X

DUES

The annual dues for membership shall be determined by the board.

ARTICLE XI

CALENDAR YEARS

The Club was incorporated on October 13, 2013. The first calendar year is the year in which the initial membership meeting of the Club occurs during the first or second quarter of the year.

ARTICLE XII

DISSOLUTION OF THE CLUB

Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (26 U.S.C. § 501(c)(3)).

Approved, this 16th day of August 2023 by the Board:

Signatures on file

Kim Mundrane-Tuohy, President

Renee Heri-Taylor, Vice President

Lisa Sessa, Secretary

Donna Rondinelli Price, Treasurer

Beth Advani, Garden Walk Treasurer

Anne Marie Reedy, Trustee

Xan Yanosh, Trustee