

Bylaws

Article I - Name

The name of this organization shall be "The Garden Club of Ramsey County" (hereinafter referred to as the "Club").

Article II - Affiliation

The Club is affiliated with the Minnesota State Horticultural Society (MSHS). This means that Club members have access to certain discounts and resources of the MSHS, opportunities the organization offers for learning new gardening techniques, and participation in various activities and endeavors of the organization. Club members may join the MSHS as "affiliate members" by paying the dues for such membership noted on the organization's website.

Article III - Purpose

The purpose of the Club shall be to stimulate the knowledge and love of gardening; encourage the study of horticulture, floriculture, and landscape and vegetable gardening; aid in the protection of native plants and trees; encourage civic planting; and support the success of these endeavors through charitable giving.

Article IV - Limitations

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

Article V - Membership

Section 1. The qualifications for membership shall be an interest in the Club's purpose and the payment of annual dues.

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

Article VI - Officers and Their Election

Section 1. The Club's Officers 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 office.

Section 2. Officers shall be elected at an autumn Club meeting and shall begin serving their terms on January 1 of the upcoming year. The President, Vice President, and Secretary may serve up to three consecutive one-year terms in the same office, and the Treasurers may serve a minimum of one two-year term in the same office.

Section 3. Outgoing Officers shall deliver to their successors in office all records and other materials belonging to the office prior to the January Club meeting.

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 Vice President shall become President or the Board of Directors shall appoint a President by a majority vote.

Article VII - Duties of Officers

Section 1. The President shall preside at meetings of the Club, meetings of the Board of Directors, and special meetings of either group; perform such duties as regularly pertain to the office; and be an ex-officio member of all committees. The President may call special meetings of the Club or Board as the need arises.

Section 2. The Vice President shall assist the President in the discharge of presidential duties and perform all such duties in the absence of the President or if the President is unable to perform them. In usual succession, the Vice President shall become President the following year.

Section 3. The Secretary shall keep minutes of the Board of Directors meetings and provide copies of such minutes to members of the Board and committee chairs. Approved minutes shall be posted on the Club website.

Section 4. The Treasurer's position is filled by a Bookkeeping Treasurer and a Reporting Treasurer (hereinafter referred to as "Treasurers"), and the two have one vote on the Board of Directors. They shall be the custodians of the Club's funds and keep a balanced account of all receipts and expenditures contracted by the Club. The Bookkeeping Treasurer shall deposit and withdraw Club funds as designated by the Board, pay all expenditures approved by the Board, and collect all dues from members. The Reporting Treasurer shall present a report of the previous fiscal year (January through December) at the February Board meeting. Upon the Board's approval, this report shall be read at the February Club meeting. The Reporting Treasurer shall also provide year-to-date reports at the other regular Board meetings. All reports shall show the financial condition and results of operations of the Club with supporting detail. The Reporting Treasurer's records shall be made available to the general membership. To maintain the Club's tax status, the Reporting Treasurer shall file IRS 990-N annually by May 15 and file a State of Minnesota Nonprofit Corporation renewal annually by December 31. One of the Treasurers and the President or Vice President must authorize reimbursements for all unbudgeted expenses.

Article VIII - Board of Directors

Section 1. The Board of Directors shall consist of the four elected Officers, the immediate Past President, and five additional Directors. Three of the additional Directors' positions shall be held by the chairs of the Education Committee, Membership Committee, and Plant Sale Committee; each of these three committee chairs may serve three consecutive one-year terms on the

Board. The remaining two Directors shall be elected from the general membership and called "General Directors". The members holding all these positions shall constitute the ten voting members of the Board. If more than one member occupies an Officer's or Director's position, together they shall count as one member for quorum and voting purposes at Board meetings.

Section 2. Each General Director shall serve a term of two years, with one Director elected each year. Each General Director shall serve no more than two consecutive two-year terms. Chairs of the Education Committee and Plant Sale Committee may serve up to three consecutive one-year terms.

Section 3. The Board of Directors shall have general control of the affairs of the Club. It shall approve the plans and reports of the various committees.

Section 4. The Board of Directors shall have full charge of all Club funds and expend these funds in such manner as, in its judgment, shall best promote the Club's interests. The annual dues shall be set by the Board.

Section 5. The Board of Directors shall meet a minimum of four times a year, in February, May, September, and December, to conduct the Club's business. The last meeting of the year shall be a combined meeting of the incoming and outgoing Officers and Directors. Board meetings are open to all members.

Section 6. A total of five members of the Board of Directors shall constitute a quorum at all Board meetings.

Section 7. Committee chairs not on the Board of Directors shall be notified of all Board meetings.

Section 8. The Board of Directors shall establish any committees it deems advisable.

Article IX - Audit Committee

The Audit Committee shall audit the Treasurer's account book and present a report to the Board of Directors at the second Board meeting of the year.

Article X - Nominating Committee

Section 1. The immediate Past President shall chair the Nominating Committee, which shall consist of the Board of Directors.

Section 2. The Nominating Committee shall recruit members for open Board of Directors positions and committee chair positions.

Section 3. The Nominating Committee shall obtain the consent of each nominee and inform all nominees as to the duties and responsibilities of the offices and committees for which they are being nominated.

Section 4. The Nominating Committee shall present the slate of Board of Directors candidates at the September Board meeting. The slate shall then be presented to the Club membership at an autumn Club meeting for approval by the members present. If only one name is presented for each office, and if no nominations are made by the Club membership, a motion may be made to elect the slate of Board candidates as presented by the Nominating Committee.

Article XI - Meetings

Eight meetings of the Club shall be held each year in the months January to May and September to November unless otherwise stipulated by the Board of Directors. Four meetings of the Board shall be held each year in February, May, September, and December. Special meetings of the Club or Board may be called at the discretion of the President.

Article XII - Quorum

A quorum of the Club shall consist of the number of members present at a Club meeting or special Club meeting.

Article XIII - 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 XIV - Amendment and Rescindment of Bylaws

These bylaws may be amended or rescinded only after changes have been approved by the Board of Directors; provided to Club members electronically on the Club website and/or by paper copy prior to two Club meetings; and approved by a two-thirds vote of the members present at the second Club meeting.

Standing Rules

Article I - Dues

The annual dues shall be set by the Board of Directors. Club members shall be notified if there are changes to the dues for the coming year.

Article II - Committees

Section 1. Committee chairs shall be selected and nominated by the Nominating Committee, with approval of the Board of Directors. Two people may share chairperson responsibilities if desired. These chairs are responsible to the Board for carrying out their duties. They shall choose committee members to assist them in performing the functions of their committees, and at the ends of their terms, they shall deliver to their successors all records and other materials belonging to the committee. Article VIII Section 1 of the bylaws defines the quorum and voting status of co-chairs.

Section 2. Audit - The Audit Committee shall audit the Treasurer's account book and report its findings to the Board of Directors at the second Board meeting of the year, as described in Article IX of the bylaws.

Section 3. Awards - The Awards Committee shall search for individuals who carry out the objectives of the Club as stated in Article III of the bylaws. Awards are not voted on by the general membership. To provide continuity, it is strongly recommended that this committee consist of three members who each serve a three-year term on a rotating basis to ensure at least one carry-over member on the committee each year. Honorary life membership, significant years of membership, certificates of appreciation, and special awards are described in the directory. The Board of Directors decides if any additional awards are to be created.

Section 4. Bake, Harvest, and Boutique Sale - The Bake, Harvest, and Boutique Sale Committee makes arrangements, including setup and cleanup, for the fundraising sale held at the November Club meeting. Items for sale include homemade baked goods and preserves and handmade crafts.

Section 5. Charitable Giving - The Charitable Giving Committee shall be responsible for researching appropriate donation recipients and suggesting donation amounts to the Board of Directors. Club members may also suggest prospective donation recipients to the Board.

Section 6. Directory - The Directory Committee shall arrange for the publication of the annual *Garden Club of Ramsey County Directory*. Members listed in the directory shall be those in good standing when the directory goes to publication. The directory shall be distributed to the membership at a winter Club meeting.

Section 7. Education - The Education Committee shall provide a suitable program for all regular Club meetings. The committee chair is a member of the Board of Directors, as stated in Article VIII Section 1 of the bylaws. The chair designates which committee members shall be responsible for setting up and taking down the sound system for Club meetings. Committee members may make arrangements for field trips of the Club.

Section 8. Garden Gates - The Garden Gates Committee shall provide opportunities to visit a variety of member gardens throughout the gardening season.

Section 9. Garden Party - The Garden Party Committee shall coordinate the summer Garden Party, which is usually held in June of each year. Before the February Board of Directors meeting, the committee shall recommend a location for the party, to be approved by the Board, and ensure that the location is listed in the directory. The committee shall invite new members to the party and recognize them at the party.

Section 10. Garden Sages - Garden Sages welcome questions on gardening topics from members. Their informational articles may be distributed at Club meetings and posted on the Club's website.

Section 11. History and Archives - The History and Archives Committee shall record, catalogue, and safeguard the historical records of the Club.

Section 12. Hospitality - The Hospitality Committee shall arrange for refreshments at each Club meeting and supervise volunteers to assist with the setup and cleanup of refreshments.

Section 13. Membership - The chair and members of the Membership Committee shall perform these tasks: They shall coordinate the annual membership renewal drive, recruit new members and make efforts to retain them, and provide Club information to new members. They shall provide renewal and new member information to the Treasurers, who shall share it with the Membership Communications person. Committee members shall maintain members' nametags; staff the membership table and greet new members, members, and guests at meetings and the plant sale; and accept and distribute donated door prizes.

A committee member designated as the Membership Communications Manager shall regularly notify all Club members about upcoming meetings and activities and shall be invited to all Board of Directors meetings as an ex-officio member of the Board. This person keeps a current roll of all members.

Section 14. Nominating Committee - The Nominating Committee shall nominate Club members to fill Officer and other Board of Directors positions and committee chair positions, as described in Article X of the bylaws.

Section 15. Plant Sale - The Plant Sale Committee shall organize and coordinate members to help carry out this key fundraising event held during May of each year. Committee members shall arrange for refreshments on the day of setup for the sale and day of the sale. The committee chair is a member of the Board of Directors.

Section 16. Public Gardens - The Public Gardens Committee shall plant, cultivate, and maintain public gardens at selected sites in Ramsey County.

Section 17. Public Relations - The Public Relations Committee shall promote activities of the Club by providing notices to appropriate publications of Club activities and by maintaining the Club website, Facebook site, and Instagram site.

Section 18. Sunshine - The Sunshine Committee shall report cases of illness and need at each Club meeting and shall communicate in an appropriate way, such as sending a card.

Article III - General Policies

Section 1. Event Fees - All Club event fees posted and/or assessed to participants shall fully disclose all costs that are included, clearly state the date by which the reservation fee must be received, and include a clear cancellation and/or refund policy, as well as any limits to full membership participation. All Club event organizers shall maintain a waiting list if Club participation is limited due to space or accessibility.

Section 2. Donated Door Prizes - The awarding of donated door prizes shall be made only to those persons present at the time of the drawing. No person shall be allowed to accept a prize for a person who is not present at the meeting at the time of the drawing.

Section 3. Memorials - In the event of the death of a member of the Club, a memorial in the name of the deceased in the amount of \$40 shall be made to the Minnesota State Horticultural Society unless the family of the deceased requests that it be made to another eligible organization. Other eligible organizations include the University of Minnesota Landscape Arboretum and the Como Park Conservatory. The funds shall come from those allocated for donations.

Section 4. Reserve Fund - The Club shall maintain a reserve fund of up to but not exceeding \$15,000.

Section 5. Life Membership - The Club hereby establishes a class of membership to be called Life Member. Life Membership shall be awarded to a member whose dedication and effort on behalf of the Club and its members have been above and beyond the norm for a prolonged period of time of not less than ten years. The Awards Committee shall determine if any member of the Club is worthy of Life Membership in the Club, and, if so, recommend the member to the Board of Directors for approval. The Awards Committee may recommend no more than two members per year for this award. Life Members shall be entitled to all privileges of regular membership and shall not pay Club dues.

Section 6. Contracts and Insurance Policies - The Treasurers shall sign contracts for space rental for Club meetings and the plant sale and for other expenditures and renew insurance policies annually on behalf of the Club. No Officer, Director, or member of the Club shall sign contracts that are not part of the annual budget without first obtaining the written consent of the Board of Directors.

Article IV - Amendment or Rescindment of Standing Rules

These standing rules may be amended or rescinded only after changes have been approved by the Board of Directors; provided to Club members electronically on the Club website and/or by paper copy prior to two Club meetings; and approved by a two-thirds vote of the members present at the second Club meeting.

BYLAWS

Articles IV, V, VI, VII, IX, X amended:

First presentation and approval: April 2004

Second presentation and approval: May 2004

Articles IV and VII amended:

First presentation and approval: Oct. 2004

Second presentation and approval: Nov. 2004

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Article VIII amended:

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Articles.....

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Second presentation and approval:

STANDING RULES

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