

# POWAY VALLEY GARDEN CLUB

## Bylaws

### Article I – Name

The name of this organization shall be the Poway Valley Garden Club, a nonprofit organization under 501(c)(3) of the IRS, and a member of Palomar District of California Garden Clubs, Inc., California Garden Clubs, Inc. (CGCI), Pacific Region of National Garden Clubs, Inc. and National Garden Clubs, Inc. (NGC).

### Article II – Objectives

The objectives of this club shall be:

- A. Promote interest in gardening and related creative activities.
- B. Improve and beautify our community.
- C. Provide garden education and information.

### Article III – Membership and Dues

#### Section 1. Classification

There shall be three classifications of membership:

Active, Associate, and Honorary.

#### A. ACTIVE members:

1. Shall participate in club projects, supporting them to the best of their ability.
2. Dues will be paid to Palomar District of California Garden Clubs, Inc. and California Garden Clubs, Inc.
3. May vote and are supplied with a yearbook.

B. ASSOCIATE membership is open to spouses and partners of members. They have no vote and are not supplied with a yearbook.

C. HONORARY membership may be recommended by the Executive Board at any time.

1. The person selected should be interested in the programs, events and support club projects.
2. Honorary members do not pay dues and are considered an Active member.

Section 2. No member shall have a vote by proxy.

#### Section 3. Dues

- A. The annual dues shall be: Active members-\$30.00 (after February 1-\$15.00), Associate members-\$10.00
- B. The fiscal year of the club shall be July 1 through June 30.
- C. Dues for the next year are payable by June 30 of the current year and are delinquent on July 1.

### Article IV – Executive Board

- A. This board shall consist of elected officers and the

Parliamentarian.

B. Executive Board meetings may be held once each month, or as necessary at a time and place determined by the Executive Board, to conduct such business as may be necessary between General Meetings.

C. Each elected office is allowed one (1) vote on the Executive Board.

D. Four (4) voting Board Members shall constitute a quorum of the Executive Board.

E. By the end of the fiscal year, the Executive Board shall select a qualified person to conduct a financial review.

## Article V – Officers and Their Duties

### Section 1. Classification

A. The elected officers shall be President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

B. The Parliamentarian shall be appointed by the President, subject to ratification by the Executive Board, and shall have a vote on the Executive Board.

C. Officers and Parliamentarian shall attend the Board Meetings.

### Section 2. Duties of Officers

A. The President shall:

1. Preside at meetings of the club.
2. Appoint all chairpersons of standing and special committees and create general committee rules.
3. Be an ex-officio member of all committees with the exception of the Nominating Committee.
4. Attend all District Meetings and/or appoint delegates/ alternates to represent club if unable to attend.
5. No member shall serve more than two consecutive years as President.
6. Be a check signing officer.

B. The First Vice President shall:

1. Perform the duties of the President in his/her absence.
2. Be the Program Chairperson.
3. Be a check signing officer.

C. The Second Vice President shall:

1. Perform duties of the President and First Vice President in their absence.
2. Be the Membership Chairperson and maintain membership information.
3. Provide current membership information to Corresponding Secretary for distribution of General Meeting minutes.

Article V Section 2 continued...

D. The Recording Secretary shall:

1. Record the minutes of the Executive Board and the General Meetings. These minutes shall be provided to the Executive Board for review prior to general distribution.
2. Send General Meeting minutes to the Corresponding Secretary for general distribution.
3. Shall call any meeting to order in the absence of the President and Vice-Presidents.
4. Keep a permanent record of all minutes and Bylaws with noted amendments.

E. The Corresponding Secretary shall:

1. Handle all incoming and outgoing correspondence of the club.
2. Assume duties of the recording secretary in their absence.
3. Maintain an updated list of members' email addresses.
4. Provide and distribute information to all club members via email, phone or regular mail.
5. Distribute General Meeting minutes to all members.
6. Provide appropriate information for the Poway Valley Garden Club website to the webmaster.

F. The Treasurer shall:

1. Be Chairperson of the Budget committee.
2. Be custodian of all funds belonging to the club, depositing them properly in the bank designated by the elected Executive Board.
3. Keep an accurate record of all funds and prepare a written report to be presented at the General Meeting with copies for the President and Recording Secretary.
4. Maintain a record of budgeted expenditures. Contact committee chair and/or Executive Board Members if budget is exceeded.
5. Present all bills not covered by the budget at the General Meetings.
6. Write all checks after approval and distribute at the regular meeting or within 10 days.
7. Signatures: It is necessary to have two signatures on any check. The designated check signing officers are:  
President, First Vice President and Treasurer.  
The Treasurer will update signature cards at the bank within 30 days after a change of any of these officers.
8. Update the number of members quarterly.
9. Forward per capita dues, based on the total membership

as of June 30, to the CGCI Membership chairperson.

10. Send additional per capita dues to CGCI Membership Chair if the membership increases the June 30 count.

Article V Section 2 continued...

11. Forward annual dues to Palomar District no later than July 31.

12. Submit books for financial review within 30 days after close of each fiscal year.

G. The Parliamentarian shall:

1. Advise on parliamentary procedure when requested.

2. Be chairperson of the Bylaw Committee.

3. Review Bylaws and Standing Rules and, if necessary, form a Bylaw Committee to address changes.

Article VI – General Meetings

A. General Meetings of the membership shall be held on the second Wednesday of each month from September through June, unless otherwise authorized by the Executive Board.

B. Twenty-five (25) members, two of whom shall be Executive Board members, shall constitute a quorum.

C. Elections shall be held at the General Meeting in May.

Article VII – Committees

A. Committee chairpersons are organized and appointed by the President with the advice of the Executive Board.

B. Each committee chairperson may appoint the members of their committee.

C. The quorum of a committee is the majority of its members.

Article VIII – Nominations and Elections

Section 1. Nominations of Officers

A. To be eligible for an elected office, a member must be a paid member.

B. A Nominating committee of three (3) members and one (1) alternate shall be appointed by the Executive Board in February. The duties of this committee shall be to nominate an Executive Board slate of officers, which shall be presented to the membership at the General Meeting in April.

C. Nominations may be made from the floor at the time of election, provided the consent of the nominee has been previously obtained.

Section 2. Election of Officers

A. Shall be held at the May General Meeting.

B. A majority vote shall elect. If there is more than one nominee for an office, the vote shall be taken by ballot.

C. New officers shall be installed and assume duties following the

June General Meeting.

Article VIII continued...

### Section 3. Vacancies

A. A vacancy in any office, other than the office of President, shall be filled by an appointment made by the President and with approval by the Executive Board.

B. In the event of a vacancy in the office of President, the First Vice-President shall become President and the office of First Vice President shall be filled by a special election.

### Article IX – Budget and Finance

Section 1. The club shall retain a financial reserve of one (1) year expenditure, to be reevaluated each year by the Budget Committee.

### Section 2. Budget Committee

A. A budget committee shall be comprised of the Treasurer as chairperson, the newly elected Executive Board and Committee Chairs.

B. This committee will prepare a proposed budget before August 15.

C. The Budget Committee shall place adequate funds in the miscellaneous fund to be used discretionally by the Executive Board.

### Section 3. The Budget

A. Income includes monies obtained through dues and all other means.

B. Expenses include all operating costs.

### Section 4. Budget Review Procedure

After the proposed budget has been reviewed by the Executive Board, it will be distributed to the members seven (7) days prior to the September General Meeting for membership approval.

### Section 5. Finance

A. Restricted Funds (i.e. grants, gifts, donations)

A sub-committee of the Budget Committee shall address distribution of restricted funds.

B. Non-Allocated Income

1. The General Membership will have the opportunity to suggest, in writing, possible spending of additional income in accordance with the club's objectives.

2. A sub-committee of the Budget Committee shall review members suggestions, develop a plan and procedure for presentation to the membership.

3. The General Membership will vote, in writing, on the presented projects/expenses at the following General Meeting.

Article IX continued...

### Section 6. General Membership Vote of Expenses

Should expenses exceed the budgeted amount, the Treasurer shall alert the Board of an overage. Upon the Board's motion the membership must be informed at the next General Meeting. A majority vote of the membership must approve the motion for payment.

#### Article X – Dissolution of the Club

Upon dissolution of the club, any assets remaining after payment of all debts and liabilities shall be distributed by the remaining membership to any garden related nonprofit public benefit organization which is organized and operated for benevolent purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### Article XI – Parliamentary Authority

ROBERT'S RULES OF ORDER NEWLY REVISED, current edition, shall govern the proceedings of this club in all cases not provided for in these Bylaws.

#### Article XII – Amendment to the Bylaws Requirements to be exempt as an Organization described in Section 501(c)(3) of the Internal Revenue Code

##### Section 1.

Said organization is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

##### Section 2.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Article XII continued...

##### Section 3.

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

##### Section 4.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to

be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Section 5.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article XIII – Amendments

##### Section 1. Procedure

Proposed Bylaws will be distributed a minimum of ten (10) days before a General Meeting. After discussion by the membership, the Bylaw Committee will reconvene to incorporate any concerns expressed by the membership. The updated Bylaws will be distributed a minimum of ten (10) days prior to and presented at the next General Meeting. A vote of two-thirds (2/3) of the members present at this General Meeting is needed to pass the revised document.

##### Section 2. Documentation

A record of dates of bylaw changes will be kept with these documents.

\*Bylaws were amended on June 13, 2018, see minutes for exact changes.

#### POWAY VALLEY GARDEN CLUB

##### Standing Rules

1. District Expenses: The club shall pay for the Presidents' lunch at Palomar District meetings.
2. The club shall make donations to Penny Pines according to the amount budgeted.
3. General Meeting Agendas: Refreshments 9:00 a.m., Business

Meeting 9:30 a.m., Program 10:30 a.m.

4. The Standing Rules of the Poway Valley Garden Club may be revised by the following process. A Bylaw Committee will review the Standing Rules. The committee will make recommendations for changes. The updated document will be distributed to all members at least ten (10) days prior to a General Meeting. A vote of two-thirds (2/3) of the Members present will pass the updated Standing Rules.

5. A record of the date of Standing Rule changes will be kept with these documents.

\*Standing Rules were amended June 13, 2018, see minutes for exact changes.