

# Ukiah Garden Club, Inc.

## By-laws

### Article I

#### Name

The name of this organization shall be “Ukiah Garden Club, Incorporated”. Articles of incorporation filed with the Secretary of the State of California, November 16, 1966. Organized pursuant to the General Non-Profit Corporation Law of the State of California. Operating under a Fiscal calendar year July 1 through June 30.

### Article II

#### Affiliations

Ukiah Garden Club, Incorporated, (herein after called the Club) may be a member of Mendocino-Lake District of California Garden Clubs, Inc., and National Council of State Garden Clubs, Inc.

### Article III

#### Objectives

The objective of this Club shall be:

1. To create, promote, educate, and further interest in gardening, plants and bird life, and appreciation of the natural beauties of the State of California.
2. To encourage civic beautification and roadside development.
3. To assist in projects for the conservation of our natural resources.
4. To cooperate with other agencies in furthering the interests and [education](#) in horticulture and landscape design.

### Article IV

#### An Exempt 501 (c)(3) Organization

##### Section 1.

Said organization is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distribution 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 distribution in furtherance of the purposes set forth in the purpose clause hereof.

##### 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 statement) 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 (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©(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 organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article V

### Membership

Section 1.

Membership in this organization shall be open to persons interested in horticulture, **conservation**, home gardening, floral arranging and others as stated in Article III.

Section 2.

Active membership shall be by application with a total membership of one hundred and fifty (150) persons. Types of membership shall be Active, Honorary, Associate, Sustaining, **and** Youth ages 18 and under.

Section 3.

An application for membership shall be accompanied by payment of annual dues.

Section 4.

The membership application form shall indicate the yearly requirement of an active member, in two or more of the following:

- A. Service on a Hosting Committee.
- B. Participate in a fund-raising project
- C. or, Service on a Standing Garden Club Committee.

Section 5.

Honorary membership may be conferred upon one who has rendered distinguished service to the Club, upon recommendation of the Executive Board, without regard to residence. Honorary members pay no dues, have all the rights and privileges except for the right to vote and hold office.

Section 6.

Associate membership: A person who has been a member of the Club for ten (10) years and is no longer able to be active may-apply to the Executive Board for an Associate membership.

Section 7.

Sustaining members pay a higher contributing membership, have all the rights and privileges and are exempt from serving according to Section 4 above.

Section 8.

A violation of the rules, regulations or by-laws of the Club shall be grounds for suspension of membership, at the discretion of the Executive Board.

Section 9.

Reinstatements: any member leaving town for an indefinite stay or who cannot be active

for legitimate reasons can be reinstated upon their application at the first opportunity, providing they left in good standing.

## Article VI

### Membership Dues

#### Section 1.

Membership dues shall be as follows: Regular membership \$40.00, Couples \$60.00, Associate membership \$45.00, Sustaining \$75.00. Honorary members and Youth under 18 pay no dues.

#### Section 2.

Dues shall be paid in advance for the fiscal year, July 1<sup>st</sup> to June 30<sup>th</sup>, and shall be deemed delinquent if not paid on or before the first meeting in September. All members delinquent in dues as of October 1<sup>st</sup> shall be notified. Persons who have not paid dues by November 1<sup>st</sup> may be dropped from membership.

## Article VII

### Executive Board

#### Section 1.

The Executive Board shall consist of President, 1st Vice President, 2<sup>nd</sup> Vice President, Treasurer, Financial Secretary, Recording Secretary, Corresponding Secretary, Parliamentarian, and two (2) Members at Large, and the Immediate Past President. A quorum is 6 members.

#### Section 2.

The Executive Board shall have authority over the affairs of the Club during the interim between meetings, except that of modifying any action taken by the Club.

#### Section 3.

It shall fill all vacancies in offices occurring between elections, including that of President.

#### Section 4.

Appoint twelve (12) members of the Club to act as Directors of the real property of the Club.

#### Section 5.

The Executive Board shall meet the first Wednesday of each month unless otherwise stated, and on call of the President when deemed necessary, and shall present a report to the Club's regular meeting.

## Article VIII

### Officers and Their Duties

#### Section 1.

A. The President shall:

1. Preside at all meetings of the Club and Executive Board,
2. Appoint the Chairs of Standing and Special Appointments, subject to the ratification of the Executive Board,
3. Be an ex-officio member of all committees except the Nominating Committee
4. Arrange for the installation of new officers.

B. Each Vice President, in their own order, shall:

1. Perform the duties of President in the absence of, or at the request of the President.
2. Chair a Standing Committee.

- C. The First Vice President shall:
1. Obtain Programs and Speakers,
  2. Undertake all correspondence pertaining to obtaining program and the speakers for member meetings.
  3. Host and introduce the speaker and host the speaker at lunch, the Club is to pay for lunch and expense of the speaker.
- D. The Second Vice President shall be Chair of Membership **and**:
1. Shall devise ways and means of increasing membership of the Club; the objective being to secure representative, active, and continuing club membership.
  2. Shall furnish prospective members with an official Application, By-laws and Standing rules.
  3. Maintain a current list of members, report the standings to Executive Board
  4. Introduce new members at Membership meetings.
  5. Notify all members when dues are to be paid and when delinquent.
- E. The Immediate Past President shall:
1. Act in an advisory capacity to the President,
- F. The Recording Secretary shall:
1. Record the minutes of Executive Board and Membership meetings,
  2. Keep the By-laws and Standing Rules up to date and furnish a copy of any additions or amendments to each Executive and Board Member after their approval and enter them in the Official Records Book.
  3. Maintain an annual binder including Agendas, Treasurer Reports, Minutes of the Executive Board and Membership meetings and any submitted handouts.
- G. The Treasurer shall:
1. Receive all monies from the Financial Secretary and provide a receipt,
  2. Deposit the same in the name of the Ukiah Garden Club, Inc. with a bank or banks authorized by the Club in the general or special account designated.
  3. Upon receipt of warrants, signed by the Financial Secretary, issue checks in payment of bills.
  4. Present a financial report at each Executive Board meeting.
  5. An auditor appointed by the President shall audit the accounts of the Financial Secretary and Treasurer at the close of the fiscal year. The audit shall be given at the September Executive Board meeting.
- H. The Financial Secretary shall:
1. Receive all monies collected in the name of the Ukiah Garden Club, Inc., and
  2. Transfer all funds promptly to the Treasurer and receive a receipt thereof.
  3. Receive bills, membership dues payments and creates warrants for reimbursements.
  4. Notify Membership Chair of any new or renewal members having paid dues.
- I. The Corresponding Secretary shall:
1. Conduct the correspondence of the Club on direction of the President,
  2. Shall read all in-coming correspondence at the Executive Board meeting.
- J. The Parliamentarian shall be appointed by the President and shall:
1. Advise the presiding officer on points of parliamentary law and procedure, when necessary,
  2. Participate in the By-law revisions committee.
  3. Maintain a record of all Amendments of the By-laws and Standing Rules.

K. Members At Large shall:

1. Have full power to vote the same as other Executive officers and
2. Chair a Standing Committee.

## Article IX

### Board of Directors

The Executive Board shall appoint twelve (12) active members of the Club to be the Directors of the real property owned by the Club who will:

1. Act in all matters pertaining to title, legal matters, and
2. Make such suggestions to the Executive Board regarding repairs, alterations, and upkeep of the property.
3. Each Director shall act in such capacity until the position becomes vacant by death, resignation, or relocation out of the area.

## Article X

### Membership Meetings

#### Section 1.

Membership meetings shall be held at the Garden House the second Wednesday of the month, beginning in September, and continuing through May, unless otherwise designated by the President. The number of evening and weekend meetings will be left to the discretion of the Executive Board, with meeting place to be at the Garden House unless otherwise designated.

#### Section 2.

A quorum to transact business shall be composed of one fifth (20 percent) of the Club's total membership.

#### Section 3.

A Special meeting of the Club may be called by the President, or by five (5) Club members, providing the entire membership has been notified in writing of the date and place of such a meeting, the object of the meeting to be stated, and no other business is to be transacted. The minutes of the meeting are to be read and approved at the next regular meeting. In the event of a local, state or national emergency, disaster or crisis the Executive Board may cancel a meeting or may change the place or date.

#### Section 4.

The Club may conduct a meeting of the members, in whole or in part, by electronic transmission, electronic video screen communication, conference telephone, or other means of remote communication, If a vote is called for the Club shall implement reasonable measures to verify that each person participating remotely is a member.

## Article XI

### Standing Committees & Special Appointments

#### Section 1.

Standing Committees cover areas where projects or duties are in keeping with the Clubs Mission Statement and in the Care of the Garden House and its property, they are as follows: Awards, Birds, California Native Flora, Civic Beautification and Roadside Development, Conservation, Finance and Budget, Horticulture, Junior Gardening, Keeping of the Garden House, Gardens of the Club., Garden House Repairs and Maintenance, Historian, Publicity, Scholarship and Yearbook.

## Section 2.

### Duties of **Standing** Committee Chairs:

- A. Awards: Promote interest in Club participation in State and National Awards.
- B. Birds: Promote interest in bird watching, listing names of birds in various localities and establishment of bird sanctuaries.
- C. California Native Flora: Create interest in preserving our native flora in its natural environment and acquaint the club of native flora which are on the conservation list.
- D. Civic Beautification and Roadside Development: Responsible for studying ways of beautifying the community and presenting projects to the Club. Following approval, the committee shall be responsible for carrying out the designated projects.
- E. Conservation: Create awareness of the problems and the preservation of natural resources by keeping in touch with any legislative movements pertaining to the subjects.
- F. Finance and Budget: Prepare an annual budget for the Club and assist in developing a sound financial policy.
- G. Garden House Repairs & Maintenance: Oversee the preservation and upkeep of the building in a safe and stable manner.
- H. Keeping of the Garden House: Maintain and update the inventory of the Club property, including the keys to the house, and the cleanliness of the interior.
- I. Gardens of the Club: Design, plant, and maintain the areas surrounding the House to a pleasing and neat appearance in keeping with the ideals of the Club.
- J. Historian: Keep a record in the form of an Achievement book of the Club's projects and accomplishments during the year. Publicity clippings shall also be sent to the District Historian.
- K. Horticulture: Promote interest and continued advancement in Horticulture.
- L. Junior Gardening: Promote all phases of Garden Club work at the Junior level to provide opportunities for the young and an understanding of nature's laws and appreciation for the beauty of the land.
- M. Publicity: Attend to all publicity for the Club's meetings, projects, and affairs.
- N. Scholarship: Present the names of eligible students interested in Conservation, Floriculture, Horticulture and Landscape Design, to be considered for a scholarship to the Executive Board for their selection.
- O. Yearbook: Assist in the preparation and compiling of the materials for an annual Club Yearbook.

## Section 3.

Special Appointments by the President may include Affiliate Clubs, Auditor, Drawings, Facebook, Fall Plant Sale, Flower Show, Garden Therapy, Garden Tour, Holiday Workshop, Hosting, Inspiration, Memorial Gardens and Planting, Newsletter, Nominating, Spring Plant Sale, Summer Excursions, Sunshine, Telephone, Website, and other such appointments deemed necessary to carry out the Club's activities.

## Article XII

### Nominations and Elections

#### Section 1.

A Nominating Committee of three (3) shall be appointed by the President, shall nominate prospective officers after first securing the consent of the proposed officer, and shall present their recommendations to the Club, Nominations may be made from the floor providing the consent of the candidate has been obtained.

Section 2.

The Nominating Committee shall be appointed at the first meeting in March and shall present their recommendation to the membership at the first meeting in April. The election of officers, when more than one candidate has been nominated for the office, shall be by ballot. Where there is but one candidate for an office, the ballot may be dispensed with and an election held by a voice vote. A majority vote shall elect. The officers shall assume offices on the first of July.

Section 3.

Officers shall be elected for two years or until their successors are elected. No officer shall hold the same office more than two (2) consecutive terms except for the Parliamentarian, Treasurer and Financial Secretary.

### Article XIII

Delegates

The number of delegates the Club is entitled to send as representation at the annual meeting of California Garden Clubs, Inc. (CGCI) is determined by CGCI based upon the total membership of our Club. The delegates/alternates shall be volunteers of the membership and may also represent the Club at meetings of the Mendo-Lake District.

### Article XIV

Amendments

These By-laws may be amended, or revised, at any meeting of the Club by two-thirds (2/3) vote of the membership present, provided notice of proposed changes has been given to the entire membership previously.

### Article XV

Authority

“Roberts Rules of Order” Revised shall govern procedure unless otherwise provided for in these By-laws.

Amended: April 2004

Amended: October 2008

Amended: March 2017

Amended: November 10, 2021