

# POUND RIDGE GARDEN CLUB

Pound Ridge, NY 10576

## **BYLAWS**

Amended and Adopted March 12, 2019

### **ARTICLE I**

#### **NAME**

This organization shall be known as the Pound Ridge Garden Club. It is a member of the National Garden Clubs, Inc., The Central Atlantic Region of National Clubs, Inc., and the 9<sup>th</sup> District of the Federated Garden Clubs of New York State. It was founded July 15, 1941 and federated September 15, 1941.

### **ARTICLE II**

#### **OBJECT**

The object of this Club is educational: to stimulate the interest of members, children, and our community in showing, designing, and growing horticulture. The Club shall foster measures of conservation of our natural resources, including environmental planting, and encourage and promote civic beautification in Pound Ridge.

## **ARTICLE III**

### **MEMBERSHIP**

1. Membership shall be open to all who are interested in the Organization's objectives and are willing to work on behalf of the Club. Membership shall consist of Active, Associate, and Honorary members.
2. Active membership shall be limited to fifty-five members. Dues, payable annually, include Federation and 9<sup>th</sup> District dues and the cost of publications. Active members must attend at least five general meetings a year and participate in Club projects artistically and horticulturally. Members must also serve on at least two committees and are expected to attend educational, design, and horticulture workshops.
3. Associate membership shall be limited to twelve members, with dues payable annually. Associate members have the same privileges of Active membership except they cannot vote or hold office. Associate members must attend at least two general meetings a year. Active members are eligible for Associate status with action of the Board provided they have been Club members in good standing for five years and make written application to the Membership Chair. Applications shall be accepted in chronological order and acted upon as vacancies permit. Associate memberships are subject to review by the Membership Committee.

4. Honorary membership, in recognition of outstanding contribution to the Club, may be conferred by unanimous vote of the Membership Committee and the Board (Officers and Standing Committee Chairs). Honorary members shall be exempt from payment of dues and may not vote or hold office. They may receive the Yearbook and notices of special events.
5. The Membership Committee will hold an informal meeting for prospective members to review the responsibilities of membership.
6. Prospective members must attend at least two general meetings and may participate in Club activities. Notification of acceptance is by the Membership Chair.
7. The Membership Committee shall appoint an advocate for each new member for one year. During this period the advocates of new members are obligated to encourage and assist in their participation in all activities of the Club.
8. Active members who resigned while in good standing or who opted for Associate membership may resume Active membership upon written request to the Membership Chair.
9. Resignations must be in writing to the Membership Chair.
10. The Membership and Yearbook Chairs shall be notified of any changes of telephone numbers or home and e-mail addresses.
11. No distribution of membership information is permitted.

12. No solicitations for non-Club matters shall be made to the Club.

## **ARTICLE IV**

### **DUTIES OF ELECTED OFFICERS**

1. The elected officers of the Club, comprising the Executive Committee, shall be President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer.
2. The President shall occupy the Chair at meetings of the Board and Club, and serve ex-officio on all Committees except the Nominating Committee. The President shall appoint Chairs of the following Standing Committees: Civic Improvement, Membership, and Ways and Means. The President shall also appoint Chairs of Special Committees: Awards, Federation, Hospitality/Properties, Publicity/Webmaster, Ways and Means, Yearbook, and such other committees as shall be deemed necessary at the discretion of the Board. The President shall instruct all Chairs as to their responsibilities, including the use of their Committees. The President shall appoint an auditor at the end of her term, and may choose a non-voting Parliamentarian to act as advisor. The President shall attend 9<sup>th</sup> District and State meetings whenever possible, and shall read an annual report at the last general meeting of the year.

3. The Vice-Presidents, in the temporary absence or incapacity of the President, shall, in their order, perform all duties of the Office of President.
4. The First Vice-President shall be the Program Chair. The Chair is responsible for programs, approved by the Board, in cooperation with the Program Committee consisting of Vice-Presidents and Committee Chairs. The Program Chair shall confirm venues for all General Meetings, advise the Properties Chair of requirements for each program, and act as host, including assisting speakers.
5. The Second Vice-President shall be the Flower Show Chair and shall select and supervise committee chairpersons to attend to all flower show matters. The Chair shall organize design programs and workshops in cooperation with the Program Chair.
6. The Third Vice-President shall be Horticulture Chair. In cooperation with the Horticulture Committee and the Program Chair, the Chair shall provide horticulture and conservation programs for the year, arrange educational workshops, serve as Horticulture Chair for Club flower shows and, under the direction of the Flower Show Chair, provide a written horticulture schedule. The Chair shall also endeavor to increase the awareness of ecological concerns and supervise Club conservation projects.
7. The Secretary shall keep minutes of the meetings of the Board and Club, read them for approval at meetings, and preserve them for the records. The Secretary shall send copies to the President following the meetings and, at the

direction of the Board, conduct the general correspondence of the Club.

8. The Treasurer shall be in charge of all financial matters of the Club and see that all monies are placed in a general fund to finance Club projects. At the beginning of each year the Treasurer shall call a Budget Meeting, with all the Chairs and Officers, to prepare and vote on a budget for the fiscal year beginning January 1 and ending December 31.

The Treasurer shall send first and second notices of Club dues, collect all monies due the Club, disburse same under the direction of the Board, and prepare an estimated budget each year. The Treasurer shall submit membership lists and changes of address to the 9<sup>th</sup> District and the Federated Garden Clubs of New York State, and shall pay dues to these organizations prior to the due date. The Treasurer shall keep an account of all receipts and disbursements and report on the financial status of the Club at each meeting. The financial report shall be available in writing to members. The Treasurer shall prepare financial statements and records to be audited biannually, and shall submit as necessary any forms required by governmental agencies. In the absence of the Treasurer, the President is authorized to sign checks

9. In order that the business of the Club may be carried forward between meetings of the Board, the Executive Committee may act for the Board by majority vote.

## **ARTICLE V**

## **ELECTIONS AND REPLACEMENTS**

1. At least 90 days prior to the election of officers the President shall appoint a Nominating Chair who shall be approved by the Board. The newly appointed Chair shall select four members to serve as a committee, of whom no more than two may be Board members.
2. In the election year, the Nominating Committee shall present at the October meeting a slate of Officers to serve for a two-year term. Nominations may be made from the floor. If there are no such nominations, election is by oral majority of the Active members present. In the event of nominations from the floor, election is by written majority of the Active members present.
3. Following the October meeting the incoming President shall form a Board and an administration.
4. In an election year, the newly elected officers shall be installed at the close of the last business meeting of the year and new Chairs introduced. Their terms are effective January 1 of the following year.
5. If the President is unable to continue in office, the First Vice-President shall become President. If the First Vice-President is unable to assume the office, the Second Vice-President shall or, if not, then consecutively through the elected officers. If no officer can assume the Presidency, the elected officer next in sequence to the President shall appoint a Nominating Committee of three to nominate an Active member to complete the unfinished term of President. This

nomination must be approved by the Board and voted upon by the Active membership at the next meeting after notification.

6. If the person assuming the office of President is the elected head of a Committee, that person shall appoint a new chair to fill out the remainder of the unexpired term.
7. The Board shall fill any other vacancy of an elected office by appointment.
8. The President shall appoint a member to fill any midterm vacancy which may arise for a non-elected position on the Board or for a Chair of a Special Committee.

## **ARTICLE VI**

### **BOARD**

1. The governing body of the Club shall be comprised of the Executive Committee and Chairs of Civic Improvement, Membership, and Ways and Means Committees. Meetings shall be at the call of the President.
2. A majority of the Board shall constitute a quorum.
3. Board members have one vote each. Co-Chairs of Committees share one vote.

## **ARTICLE VII**

### **STANDING COMMITTEES**

1. Civic Improvement: The Chair and Committee shall plan and supervise projects and workshops for the Club and community, and may organize activities for children in the Town to encourage their interest in the Club activities.
2. Membership: The Chair and Committee shall ensure that prospective members meet eligibility requirements, notify new members of their acceptance and, at the next appropriate meeting, present them with copies of the Bylaws, Yearbook and National Garden Clubs, Inc. Handbook for Flower Shows. The Chair shall carry on all correspondence concerning membership and keep records of attendance and fulfillment of membership requirements. If members fail to comply they are subject to Board action. The Chair shall notify the general membership of any member's change in address, telephone or e-mail address. The Committee shall be responsible to select the recipient of the Gladys Wallingford Award. This award may be given annually to a new member for outstanding participation.
3. Ways and Means: The Chair and Committee shall raise funds as needed and may provide items of interest for sale at meetings and workshops.

## **ARTICLE VIII**

### **SPECIAL COMMITTEES**

1. Awards: The Chair shall select a Committee to review Club member's floral exhibits, horticulture, and gardens for the purpose of awarding the Club Awards at the last general meeting of the year. The Committee shall also be responsible for selecting the recipient of the Margery Fay Sachs Award for Outstanding Service. This award may be given annually to a

Club or community member for over 30 years of outstanding service and continuous contributions to the community and the Club.

2. Federation: The Chair shall serve as liaison with the 9<sup>th</sup> District and the Federated Garden Clubs of New York State.
3. Hospitality/Properties: The Chair and Committee shall arrange for members to provide refreshments and properties for meetings and events as needed. Each Club member shall be required to perform hospitality and properties duties at least once a year. The Chair shall keep a record of all properties, their location and condition, and serve as Properties Chair for Club Flower Shows.
4. Publicity/Webmaster: The Chair and Committee shall prepare press notices of newsworthy Club activities and an archive of Club events. The Chair shall keep the Club website updated.
5. Yearbook: The Chair and Committee shall prepare a Yearbook to be available for all members at the first general meeting of the year. To facilitate preparation of this book, the Chairs of all Committees shall provide programs and plans to the Yearbook Chair by the end of January.

## **ARTICLE IX**

### **DUTIES OF STANDING AND SPECIAL COMMITTEES**

1. Each Committee shall be comprised of a Chair and several members.
2. All Committee activities are subject to the approval of the Board or Executive Committee.
3. Committees shall not have the authority to create financial obligations beyond their budget approved by the Board or Executive Committee.
4. All year-end reports and updated job descriptions shall be given to the President at the November Board Meeting. In an election year, all records shall be given to incoming Chairs at the last general meeting of the year.

## **ARTICLE X**

### **MEETINGS**

1. Monthly meetings are held the second Tuesday of the month from March through December, except as directed by the Board.
2. In an election year the October business meeting shall be for members only.
3. Special meetings may be called by the President or by the Board. The purpose of the meeting shall be stated in the call. A

minimum three day notice shall be given, except in cases of emergency.

4. Programs are open to the public except as directed by the Board.
5. No announcements or solicitations for non-Club matters may be made at Club meetings.

## **ARTICLE XI**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

## **ARTICLE XII**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended by majority oral vote of the Active members present at any meeting of the Club called for that purpose.

## **ARTICLE XIII**

### **INTERNAL REVENUE SERVICE REQUIREMENTS**

1. Notwithstanding any other provisions of these articles, the Pound Ridge Garden Club is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on activities proscribed for organizations exempt from Federal Income Tax under IRC Section

501(c)(3) or corresponding provisions of any subsequent Federal Tax laws.

2. No part of the net earnings of the Pound Ridge Garden Club shall inure to the benefit of any member, trustee, director, or officer or any private individual (except that reasonable compensation may be paid for services rendered to or for the Pound Ridge Garden Club). Further, no member, trustee, director, or officer of the Pound Ridge Garden Club or any private individual may share in the distribution of any of the Pound Ridge Garden Club's assets on dissolution of the Pound Ridge Garden Club.

3. No substantive activity of the Pound Ridge Garden Club shall be devoted to propaganda, or other attempts to influence legislation furthering the political goals of candidates for public office. This includes the publication or distribution of campaign statements. Exceptions are only permitted by IRC Section 501(h).

4. In the event of dissolution of the Pound Ridge Garden Club, all assets and property shall, after necessary expenses taken, be distributed to another organization exempt under IRC Section 501(c)(3) or corresponding provisions of subsequent Federal tax laws, or to a federal, state or local government entity for public purpose, subject to approval of a Justice of the Supreme Court of the State of New York.



