

BYLAWS

THE GARDENERS CLUB OF GREEN BAY

ARTICLE I - NAME

The organization will be known as and do business as The Gardeners Club of Green Bay. The legal name of the organization per IRS is "Garden Club of Green Bay". The legal name of the organization per the Wisconsin Department of Financial Institutions is "The Garden Club of Green Bay, Inc."

Hereinafter referred to as the "Club".

ARTICLE II - PURPOSE OF THE CLUB/OBJECTIVES

The purpose of the Club shall be to educate its members and the public and to promote interest in horticulture pertaining to home gardening, to acquire and disseminate horticultural knowledge in regard to materials, plans, and ideas in connection with home gardens to and for the benefit of individuals and communities, and to encourage and promote civic interest and pride in individuals and communities, and to encourage and promote pride in individual or private gardens, community plantings, and parks.

ARTICLE III - MEMBERSHIP

Section 1. Membership in this club shall be open to all interested individuals without regard to race, color, religion, sex, national origin, age, disability, marital status, veteran status, sexual orientation, genetic information, or any other protected characteristic under applicable law.

Section 2. Formal application for membership shall be made on a form provided. The Committee on Membership will, upon completion of the application and payment of one year's dues, introduce the new member to the club. A nametag will be ordered for the new member after attending two meetings.

ARTICLE IV - OFFICERS

Section 1. Officers of the Club shall include the President, Vice President, Secretary, Treasurer, and the immediate Past President. The office of Treasurer will be appointed by the Board.

Section 2. Nominees for office shall be members in good standing and shall have been affiliated with the club at least one year.

Section 3. Officers shall be elected for one year and begin their terms on the first day of January. President and Vice President offices shall not be held by the same individual for more than two consecutive terms.

Section 4. Duties of Officers shall be as follows:

- (a) The President shall be the executive officer, presiding over meetings of the Club and Board of Directors. The President shall be a member ex-officio of all committees and shall perform such other duties as usually pertain to the office.
- (b) The Vice President shall preside at all Club meetings in the absence of the President. The Vice President shall also perform such other duties as usually pertain to that office, or as may be assigned by the President or Board of Directors.
- (c) The Secretary shall keep the minutes of meetings of the Club and Board of Directors, and perform such other duties as usually pertain to that office.
- (d) The Treasurer shall keep the financial records, receive funds due the club, and keep them safely in the Club's official depositories. The Treasurer

shall make a report at each monthly meeting, prepare a year-end report of all income and expenses for the year to be used to prepare a budget for the new year, and at such other times as the President or Board of Directors may request. The Club's account books shall be available and open at all times for inspection by the President, Board of Directors, and any other authorized persons. The Treasurer will file annually with IRS on or before May 15 to maintain 501(c)3 status. The Treasurer will file an annual report with the Wisconsin Department of Financial Institutions on or before June 30 to maintain the Certificate of Incorporation.

- (e) The immediate Past President shall have duties as delegated by the President.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, Chairpersons of the Standing Committees, and the TGOA National Director. For each 15 members in the club, an elected representative will serve on the Board of Directors.

Section 2. The Board of Directors shall assume their duties the first day of January following their election or appointment.

Section 3. The Board of Directors shall determine the policies and activities of the Club, counsel with Committees, and have general management of the Club. It shall approve all normal and regular expenditures relating to Club functions and activities and adopt an annual budget.

Section 4. The Board of Directors shall meet at the call of the President. Five members shall constitute a quorum.

ARTICLE VI - COMMITTEES

Section 1. There shall be the following Standing Committees:

- (a) Membership
- (b) Social Media
- (c) Programs/Education
- (d) Fund-Raising
- (e) Civic Projects

Section 2. All Committee Chairpersons and members shall be appointed by the President subject to approval by the elected officers and shall be subject to removal in the same manner. Each Committee shall be responsible to the Board of Directors and make such reports as directed.

Section 3. Special committees may be appointed by the President as needs arise. The President shall annually appoint an Ad-hoc Budget Committee.

ARTICLE VII - DUTIES OF THE STANDING COMMITTEES

Section 1. The Committee on Membership shall be responsible for promoting membership and acting on membership applications.

Section 2. The Committee on Social Media shall be responsible for communications by way of newsletters, website management, Facebook, Instagram, and any other social media.

Section 3. The Programs/Education Committee shall have responsibility for a place of meetings, both regular and special, and for arrangement of seating, decorations, refreshments, or other necessary details. It shall also plan and arrange the programs for Club meetings. It shall be responsible for maintaining the archives of the Club. It shall promote horticultural education in the community.

Section 4. The Fund-Raising Committee shall devise the ways and means of raising funds to support Club activities and projects.

Section 5. The Committee on Civic Projects shall consider possible civic improvement projects that might be undertaken or supported by the club and shall be a three-year commitment.

ARTICLE VIII - MEETINGS

Section 1. The Club shall normally hold its regular meetings once a month, January through October. Dates and times shall be determined by the availability of meeting locations and speakers.

Section 2. The October meeting shall be the annual meeting.

Section 3. Special meetings may be called by the President, the Board of Directors, or on petition by any six Club members. Notice of any special meetings must be made in writing to the Club membership of record at least three days in advance of the scheduled meeting date.

Section 4. A quorum of a meeting of this club shall be 20 percent of the paid membership at that time.

ARTICLE IX - ELECTIONS

Section 1. The nominating Committee for the annual election of Officers shall be the Chairpersons of the Standing Committees and the immediate Past President. The Committee shall nominate persons for each of the various elective offices and announce the slate at the September meeting. Additional nominations will be accepted from the floor at the September meeting. The Committee shall conduct the election.

Section 2. Election of Officers shall be held at the Annual Meeting.

Section 3. Voting shall be by ballot. Only members who are in good standing may vote.

Section 4. A majority vote, provided a quorum is present, shall be required for election. In the event a majority vote is not obtained for any of the offices on the first ballot, additional ballots shall be cast until a majority prevails.

Section 5. In the event of a vacancy in the office of President, the Vice President shall succeed to the office. All other vacancies shall be filled by the Board of Directors.

ARTICLE X - NATIONAL AFFILIATION

The Club shall be affiliated with The Gardeners of America, Inc. The Club shall hold the status of 501(c)3 under the umbrella of The Gardeners of America, Inc.

The Club shall cooperate with The Gardeners of America in the programs to promote a full appreciation of gardening, to promote higher ideals among garden devotees, to promote protective laws and higher gardening standards, to promote in the hearts of children the love of growing and enjoying plants, to promote enduring friendships, civic activities and the interest of the public in the individual and private gardens and community plantings and parks.

ARTICLE XI - REVENUES

Section 1. The annual membership dues shall be as determined by the Club, payable on or before December 31.

Section 2. Revenues from sources other than dues may be raised as recommended by the Board of Directors and approved by the Club.

Section 3. The President shall be authorized to sign checks in the absence of the Treasurer.

Section 4. The financial records of the Club shall be audited at the end of the calendar year by a committee appointed by the President.

ARTICLE XII - EXPENDITURES

Any expenditures not contained in, or exceeding the annual budget, shall require prior approval of the Board of Directors.

ARTICLE XIII - TERMINATION

Should the Club cease to function or be terminated for any reason, any funds of the Club that may remain will be paid to another organization operating as a nonprofit, nontaxable corporation recognized by the Internal Revenue Service. Specifically, such assets shall be distributed to one or more organizations that are exempt from federal income tax under section 501(c)(3).

ARTICLE XIV - AMENDMENTS

Any amendments or corrections to these Bylaws may be adopted by a majority vote of the members present at any meeting of the Club, provided that a quorum is present and the membership has been notified in writing of the proposed amendments or corrections at least 30 days prior to the meeting.

ARTICLE XV - RULES OF ORDER

The newest revision of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Amended September 2004

Amended July 2014

Amended September 2023

Amended April 2024

Board of Directors

Officers:

- President
- Vice President
- Treasurer
- Secretary
- Past President

TGOA National Director

Chairpersons of Standing Committees:

- Membership
- Social Media
- Programs/Education
- Fund Raising
- Civic Projects

One elected member from the general membership for each 15 members in the club.

