

TALLAHASSEE GARDEN CLUB

BYLAWS

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TALLAHASSEE GARDEN CLUB, INCORPORATED
BYLAWS

ARTICLE I: NAME AND LOCATION

The name of the organization is Tallahassee Garden Club, Incorporated, hereinafter referred to as TGC. The corporate offices are maintained at 507 North Calhoun Street, Tallahassee, Florida 32301-1231.

ARTICLE II: ROLE OF TALLAHASSEE GARDEN CLUB (TGC)

Section 1 – The intent of this non-profit organization is to engage the membership in activities that are charitable, educational and scientific within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954.

Section 2 – The purposes of the organization are as follows:

- a. To further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification and preservation, and nature studies; and
- b. To instill in both our youth and our community the love of gardening and respect for and protection of the environment.

Section 3 – No substantial part of the activities of the TGC shall be for the carrying on of propaganda, or for otherwise attempting to influence legislation (except as may be permitted by the Internal Revenue code without jeopardizing qualification of the TGC as a Section 501(c)(3) corporation). The TGC shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 4 – The TGC does not discriminate on the basis of gender, age, religious affiliation, physical ability, race or ethnicity.

Section 5 – To complement the role and purpose of the Tallahassee Garden Club, the TGC is a member of the Florida Federation of Garden Clubs (a

statewide non-profit organization). The Florida Federation of Garden Clubs is a member of National Garden Clubs, Incorporated (a national non-profit organization). Being under the aegis of the state and national organizations maximizes the resources of TGC to do and perform all other acts and things necessary to carry out the purposes of this Corporation as a non-profit in accordance with the law

Section 6 – The Tallahassee Garden Club shall adopt and publish standing rules which govern the operation and fulfillment of all responsibilities relative to the TGC. Standing Rules are a complement to, but may not conflict with, these bylaws. Standing Rules as adopted or amended are effective immediately upon affirmative action of the Executive Board vote unless otherwise provided in bylaws or rules.

ARTICLE III: MEMBERSHIP

Part A: Membership Categories

Tallahassee Garden Club has two categories of membership: voting and non-voting. Voting may be in person or by electronic means. Duly adopted Standing Rules include current fees for each category of membership. Membership is by application, either to the club as a whole or through an individual Circle. Members are accepted and encouraged to join at the Circle level for maximum educational benefits to the members. Members are designated as either voting or non-voting based upon the following definitions:

Section 1 -- An **Active** individual member is one who has been accepted as a member, participates in Circle and/or TGC activities, and has paid dues in a timely fashion. Active members are voting members.

Section 2 -- An **Associate** individual member is one who has been accepted as a member, has paid dues in a timely fashion, but does not actively participate in Circle or Club activities. An associate member is a non-voting member.

Section 3 -- An **Affiliate** member is any allied organization that has paid required dues and has general objectives that coincide with, and are consistent with, those of the TGC as determined by a majority vote of the Executive Board. Affiliate members are non-voting members.

Section 4 -- **Members-at-Large** are not yet affiliated with a Circle but have paid dues in a timely manner. Members-at-Large are voting members at TGC General Membership meetings only. The interests of all designated as Members-at-Large are represented by the First Vice-president at Executive Board meetings.

Section 5 -- **Honorary Members:** Honorary Memberships are conferred by the President of TGC with the advice and consent of a majority of members of the President's Council and by a subsequent majority vote of the Executive Board. Individuals or organizations may be recognized for faithful and outstanding service through the years to the TGC objectives. An honorary member is not required to pay dues and not expected to participate in Club or Circle activities. An Honorary member is a non-voting member of TGC.

Part B: Circles

TGC, organized on the circle plan, is composed of constituent circles under the leadership and direction of the governing body of TGC. Members are classified as either voting or non-voting with corresponding rights and responsibilities as defined in these Bylaws and delineated in TGC Standing Rules.

Section 1 – Circles are units of no fewer than 10 TGC members each.

Section 2 – Newly formed Circles operate probationally for not less than one year under the direction of the First Vice-president; and new Circle members shall not be required to pay TGC, state or district dues. New circles shall be composed of no fewer than ten (10) members. Upon satisfactory completion of the probation period, the First Vice-president may recommend full membership status for the new Circle to the Executive Board. Membership must be approved by a majority vote of the Executive Board.

Section 3 – The purpose of Circles is to offer opportunities to members for more in-depth study and additional activities in support of TGC efforts.

Section 4 – A Circle bases its programs on purposes of the TGC, the FFGC, the NGC, and the needs of the circle members. Each circle submits plans annually for its activities in the ensuing fiscal year to TGC in the manner and format designated by TGC.

Section 5 – Circles determine their officers and committee chairs in each fiscal year from the Active members within their circle. Individual Circles determine the number of terms allowed for their officers. Circles are required to have these officers designated and to report their contact information to TGC annually. Circles may designate committee chairs as needed by following the procedures in their Standing Rules.

Section 6 – Retiring Circle Officers and Committee Chairs are required to transmit all instructions, books and records belonging to the office to the subsequent officer holder as soon after election or appointment as possible.

Section 7 – Circles are required to have a current copy of their Standing Rules on file with the Membership Chair of TGC.

Section 8 – A Circle must notify the TGC President in the event the Circle must disband, or votes to resign from the Club, or to change its name. The TGC President will then advise the Executive Board of this action.

Section 9 – In the event that a Circle disbands or resigns, all Circle funds become the property of TGC.

ARTICLE IV: ANNUAL DUES AND FINANCES

Section 1 – The fiscal year shall be from June 1 through May 31. Bank signature cards reflecting newly elected officers or trustees must be on file before the end of May. The TGC President and TGC Treasurer should sign the cards for any TGC account. The Board of Trustees, hereinafter referred to as BOT, Chair and BOT Treasurer should sign cards for any BOT account.

Section 2 – Dues are collected annually in the amount established in the accompanying Standing Rules. Dues are paid annually to the member's Circle Treasurer and the combined Circle's dues are then remitted to the TGC Treasurer by April 30.

Section 3 – Annual dues include amounts determined by FFGC and District III. The remainder of annual dues shall be sufficient to meet the fiscal responsibilities of TGC and maintain the TGC Center.

Section 4 – In order to amend the TGC dues amount as stated in TGC Standing Rules, the process shall be:

- a. First month—The President announces the recommendation to change the dues amount at Executive Board meeting and directs circle chairs to inform the circle members of the proposed change at that month's circle meeting
- b. Second month—circle members vote on the proposed dues amount change with the circle chair noting the tally for both 'yea' and 'nay' votes
- c. Third month—At the Executive Board meeting a report by each circle chair is made of the vote tally from each circle. At least sixty percent (60 %) of the membership must vote in the affirmative in order to amend the dues amount. Amended amounts are effective immediately unless otherwise noted in the amendment.

Section 5 – Treasurers for both the TGC and the BOT shall be required to submit monthly financial reports to the Executive Board that include the percentage of budgeted funds spent to date on all items reported for the month as well as report any non-budgeted money handled by either of the treasurers for TGC or BOT.

Section 6 – Circles may require additional dues at the option of the individual Circles. Particulars for this option are established in a Circle's Standing Rules document.

Section 7 – All funds raised by Circles are used to support the purposes of the TGC, the FFGC, and the NGC.

Section 8 – A yearly TGC budget shall be prepared by the TGC Budget Committee and presented to the Executive Board for approval at its May meeting. The Budget Committee shall be the Treasurer as chair, the President, First Vice-President, Board of Trustees Treasurer and one other Trustee elected by the Board of Trustees to serve in this capacity. The budget may be amended by the Executive Board or at a General Membership Meeting by a majority of those present and voting.

Section 9 – A yearly BOT budget shall be prepared by the Board of Trustees Budget Committee and presented to the Executive Board for approval at its May meeting. The BOT Budget Committee shall be the BOT chair, BOT treasurer as chair of this committee, and the TGC treasurer. The BOT budget may be

amended by the Executive Board or at a General Membership Meeting by a majority of those present and voting.

ARTICLE V: GOVERNANCE AND ACTIVITY STRUCTURE OF TGC

PART A: Officers and Trustees

Section 1— Officers serve as stewards of the business, activities and services of the Tallahassee Garden Club

- a. The elected officers of the TGC shall be a President, a First Vice-president, a Second Vice-president, a Third Vice-president, a Recording Secretary, a Corresponding Secretary, and a Treasurer.
- b. The terms of office shall be for two years and are concurrent with FFGC terms of office.

Section 2 –Trustees serve as stewards of the real property of the TGC. The BOT holds title to the property of the Tallahassee Garden Club and its physical assets.

- a. Trustees are elected for a term of three years and may not serve longer than two consecutive terms. Each is elected to serve in a specific position: Chair, Treasurer, Secretary, Grounds/Landscape, and Building/Physical Properties.
- b. The complete Board of Trustees shall consist of nine members: the five elected trustees noted above, the TGC President, TGC First Vice-president, TGC Recording Secretary, and TGC Treasurer.

PART B: Duties

In addition to the general descriptions found in these bylaws, specific and additional duties, as well as the authority to carry out those duties, are delineated in Standing Rules for all elected TGC officers and BOT trustees. Each exiting elected Officer or Trustee shall turn over to her/his successor all instructions, books and records that belong to the office within a reasonable length of time.

Section 1 – Tallahassee Garden Club Officers

- a. The President, as the chief officer of TGC, shall preside at all meetings of the Club and the Executive Board and shall be an ex-officio member of all committees except the Nominating Committee.

- b. The First Vice-president shall assume the duties of the President in the absence of the President and shall serve as Chair of the Membership Committee.
- c. The Second Vice-president shall assume the duties of the President and/or the First Vice-president in the absence of the President and/or First Vice-president. The holder of this position serves as coordinator of the Yearbook.
- d. The Third Vice-president shall be coordinator for TGC general membership meetings, as well as other specified regional events.
- e. The Recording Secretary shall keep the minutes of all meetings of the TGC and Executive Board.
- f. The Corresponding Secretary shall have charge of and maintain a record of all correspondence of the TGC.
- g. The Treasurer shall have charge of all monies belonging to TGC with the exception of funds intended for the BOT.

Section 2 – Board of Trustees

- a. The Chair presides at all meetings of the BOT and oversees its business.
- b. The Secretary keeps minutes of the BOT meetings.
- c. The Treasurer shall have charge of all monies belonging to BOT, with the exception of funds intended for the TGC. The treasurer assumes the duties of the BOT chair in the chair's absence; and upon the death or resignation of the chair shall become the chair until the next election.
- d. The grounds/landscape trustee oversees the care and custody of the Garden Center grounds, including maintenance of garden areas and the parking lot.
- e. The building/physical property trustee oversees the care and custody of the exterior and interior of the Garden Center building proper.

PART C: Election of Officers and Trustees

Section 1 – The right to vote and hold office is limited to active members.

Section 2 – A Nominating Committee of at least five (5) members, but not more than seven (7), shall be elected by a majority of the active members in attendance at the Fall General Membership Meeting. It is the duty of this Committee to prepare a roster of candidates for the TGC and trustee offices to be filled at the next Spring General Membership Meeting. The Nominating Committee shall report its roster at the Executive Board Meeting immediately before the Spring General Membership Meeting. Additional nominations from the floor shall be permitted if the person nominated is a TGC active member in good standing and has consented to serve if elected.

Section 3 – Officers and trustees are elected at the Spring General Membership Meeting by a simple majority of those present and voting. Terms for elected officers and trustees commence on June 1 and end on May 31.

PART D: Vacancy, Resignation, and Removal from Office

Section 1 -- Vacancy and Resignation

- a. An elected position is declared vacant if the Officer or Trustee is unable to perform the duties of the office.
- b. An elected position is declared a resignation upon receipt of a letter of resignation from the Officer or the Trustee.
- c. In the event of a resignation or vacancy, all records of the office are immediately turned over to the President. The President, with the approval of the Executive Board, shall appoint a member to complete the unexpired term. . In the event of a Board of Trustees resignation or vacancy, the President shall solicit input from the BOT prior to filling the vacancy.

Section 2 -- Removal from Office

- a. Removal proceedings may be brought against any elected Officer or Trustee for failure to perform the duties of office through a Motion for Removal.
- b. The process for removal from office as delineated in the Standing Rules must be followed for the removal to be valid.

- c. Upon removal of an Officer or Trustee, the President, with the approval of the Executive Board, shall appoint a member to complete the unexpired term.

PART E: Boards and Committees

Section 1 -- Executive Board

- a. The membership of the Executive Board is established by election of the TGC Officers, Trustees, and Circle Chairs, and the appointment of Committee Chairs.
- b. The Executive Board shall consist of the Officers of the TGC, the Board of Trustees, Circle Chairs, TGC Committee chairs, and past Presidents who are active members. Each Officer or trustee, each circle, and each committee shall be entitled to only one vote.
- c. The Executive Board is empowered to transact all business of the TGC as provided by these bylaws or delineated in Standing Rules of the TGC.
- d. Regular meetings of the Executive Board shall be held as called by the President or approved by the Executive Board. Meetings are usually held on the first Wednesday after the first Monday of the month. At a minimum, meetings shall be held in September, October, January, February, and May. The May meeting shall be held for the purposes of installing officers for the incoming terms and approving the annual budget.
- e. One third of its voting membership constitutes a quorum of the Executive Board.

Section 2 – Board of Trustees

- a. The BOT is established by elections noted in Part C of Article V and may meet and transact business at any time or place, but at least monthly, provided each member of the BOT has been notified at the direction of the chair.
- b. A majority of the nine members shall constitute a quorum.
- c. Although the BOT holds title to the property of the TGC and has jurisdiction over the physical assets, the real property of the TGC may not be sold, mortgaged, leased, nor in any way may the status be changed, except by two-thirds vote of the members of the TGC.

- d. The BOT Chair may convene ad hoc committees to carry out the duties and responsibilities of the BOT, notifying the TGC President of such appointments.
- e. The BOT shall publish standing rules that shall govern the operation and fulfillment of all responsibilities relative to the Board of Trustees. Nothing in BOT standing rules may contradict established TGC standing rules and all rules support the policies and procedures approved by TGC and FFGC.

Section 3 – President’s Council

- a. The President’s Council is composed of the TGC officers, Chair of the Board of Trustees, and the immediate past President of TGC, and serves in an advisory capacity to the President.
- b. The council meets at the call of the President and prior to each General Membership and Executive Board Meeting.

Section 4 – Additional Committees

- a. The TGC President is authorized to appoint committee chairs to TGC committees, with the exception of the Nominating Committee or other chairs of standing committees designated in these bylaws, and ad hoc committees as are necessary to carry on the work of the TGC as established by the President or Executive Board.
- b. Standing Committees include the Nominating Committee, Membership, TGC Budget, and BOT Budget. The ad hoc committees may change annually based upon the needs of the club and direction from state, regional, or national affiliations.

ARTICLE VI: PARLIAMENTARY AUTHORITY AT MEETINGS

All meetings sponsored under the aegis of the Tallahassee Garden Club shall be conducted with appropriate behavior and the best intent for fair representation and informative activities.

Section 1 – There shall be semi-annual General Membership Meetings for the transaction of any TGC business in the Fall and Spring unless otherwise approved by the Executive Board. At the Spring General Membership meeting, officers and trustees as necessary will be elected.

Section 2 – At General Membership Meetings, a quorum shall consist of no fewer than 5% of active members.

Section 3 – Roberts Rules of Order, Newly Revised, shall govern all TGC meetings in general and the Spring and Fall General Membership meetings in particular.

ARTICLE VII: AMENDMENTS

Section 1 -- The Bylaws may be amended at any General Membership Meeting by two-thirds vote of those present and voting, provided that the proposed amendment has been presented in writing to each Circle Chair and announced at Circle meetings before action is taken at a General Membership Meeting.

Section 2 -- The Standing Rules may be amended at any Executive Board meeting by two-thirds vote of those present and voting, provided that the proposed amendment has been presented in writing to each Circle Chair and announced at circle meetings before action is taken at an Executive Board meeting.

Section 3 -- Electronic voting may be used when amending Bylaws or Standing Rules, following the processes and procedures recommended by FFGC and as delineated in TGC Standing Rules.

ARTICLE VIII: INDEMNIFICATION

Any current or former member of the TGC Executive Board, Elected Officer, or elected Trustee, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, taken on behalf of TGC shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent that their conduct was authorized by TGC and to the extent permitted by Florida statutes.

ARTICLE IX: DISSOLUTION

Upon dissolution of the TGC, assets (including real property) 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 in Leon County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.