

EVENING GARDEN CLUB BY-LAWS

MEETINGS (October – May)

First Monday of the Month, 7:00 PM, Social Mixer 6:30 PM

Meetings via Zoom until COVID-19 Meeting Restrictions lifted

Shepherd of the Valley Lutheran Church Community room

2650 NW Highland Dr. Corvallis OR 97330

ARTICLE I Name

The name of this 501 (c)(3) non-profit organization shall be the Evening Garden Club (EGC), a member of The Oregon State Federation of Garden Clubs, Inc., Santiam District and of the National Garden Clubs, Inc.

ARTICLE II Objectives

Section 1. The objectives of the EGC shall be to:

1. Promote and encourage the art of gardening and the study of horticulture.
2. Aid in the protection and conservation of natural resources.
3. Promote civic and roadside beautification.
4. Cooperate with other organizations interested in these objectives.
5. To be organized exclusively for charitable, educational and scientific purposes, including the making of contributions to organizations that qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, trustees, 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 which support EGC objectives. 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 any candidate for public office. Notwithstanding any other provision of this document, 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 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 corresponding section of any future federal tax code.
7. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any 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 country 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 the purposes.

Section 2. In furtherance of said objectives and purposes, the activities of the EGC shall be

restricted so that no part of the net earnings of the EGC shall inure to the benefit of its members. The EGC shall not carry on any 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 to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE III Membership

Qualifications for membership are an active interest in the art of gardening and/or flower arranging and a willingness to participate in the work of the club.

The membership year shall be the calendar year, January 1st through December 31st.

ARTICLE IV Dues

Dues shall be \$20.00 per individual or \$25.00 per household per calendar year.

Dues for the upcoming membership year are due by December 31st of the prior year.

2. Payments are to be made to the Evening Garden Club and mailed to PO Box 315, Corvallis, OR 97339-0315 or handed to the Treasurer at a meeting

ARTICLE V Meetings and Tours

Regular meetings shall be held on the first Monday of each month, from October through May.

The Annual Membership Meeting shall be in October to receive the annual financial review report and to vote on the annual budget.

Special meetings may be called by the President.

At least four garden tours shall be offered, as announced by the Tours Chair(s), per year.

ARTICLE VI Elective Officers and Duties

Section 1. The elective officers shall be President, Vice-President, Secretary and Treasurer. The term of office shall be July 1 through June 30, the EGC fiscal year.

1. A joint Board meeting that includes the outgoing and incoming Boards and committee members will be held in May or June to pass on needed materials and information for the new term.
2. The elective officers shall constitute the Executive Board. This Board shall be empowered to transact any ordinary and necessary business of the EGC. It shall be authorized to spend up to \$800.00 for general purposes.

Section 2. Duties of the EGC President

The President shall:

1. Preside at monthly meetings and regularly scheduled Board meetings to conduct the business of the EGC.
2. Arrange for another person (usually the Vice-President) to preside if the President cannot attend.
3. Cast the deciding vote in case of a tie.
4. Arrange for meeting places prior to the October meeting and for other meetings as needed.
5. Serve as ex-officio member of all committees except for the nominations committee.
6. Preside over election of officers in April and installation of officers in May.

7. Appoint EGC members to non-elective offices and committees with the exception of the Nominating Committee.
8. Appoint Grants Committee in October and ensure that the Executive Board sets a schedule for the grants process.
9. Work closely with the Treasurer to complete the Annual Financial Review and to develop the Annual EGC Budget, to ensure the process is complete prior to the Annual Membership Meeting.
10. Coordinate with Program Chairperson(s) so that meetings run smoothly.
11. Develop an agenda for each regular meeting. The business meeting follows the program:
 - (a) Call to order
 - (b) Introduction of new members and guests
 - (c) Treasurer's report
 - (d) Committee reports – as needed
 - (e) Old business – itemized
 - (f) New business – itemized plus requests
 - (g) Raffle
 - (h) Adjourn meeting
12. Create Ad Hoc committees as needed and appoint Chair(s) of said committees.
13. Train and involve Vice-President for the following program year.
14. Draft a President's Message for inclusion in the Member Handbook by December 1st and participate in drafting information for the EGC website.

Section 3. Duties of the Vice-President

The Vice-President shall:

1. Attend/participate in regularly scheduled Board meetings.
2. Act as support to the standing President, including reminding Executive Board to appoint the nominating committee in January.
3. Assume all duties of the President in his or her absence or inability.
4. Observe the role of, and train to become, the acting President in the following year.
5. Assist President as requested with filling appointive positions.
6. Determine in January if funds are available to fund a scholarship. If so, present to Executive Board for action.

Section 4. Duties of the EGC Secretary

The Secretary shall:

1. Attend/participate in regularly scheduled Board meetings.
2. Keep the minutes of all meetings of the EGC and Executive Board and ensure that the approved minutes are posted to the EGC website.
3. Conduct general correspondence of the EGC to include Thank You notes.
4. Within 10 days of the previous meeting, provide the minutes to the Executive Committee and the Newsletter Editor.
5. Assume the duties of the President and the Vice-President in the absence of both.
6. Maintain an archive of all past minutes for the history of the EGC.
7. Keep updated By-laws on file and ensure that current By-laws are posted to the EGC website.

Section 5. Duties of the EGC Treasurer

The Treasurer shall:

1. Attend/participate in regularly scheduled Board meetings.
2. Be the custodian of all funds of the EGC.
 - (a) Pay by check all approved bills/expenses. Obtain cosigner for all checks greater than \$200.00.
 - (b) Collect all dues and program attendance fees.
 - (c) Keep accurate financial records, which shall at all times be open to inspection.
 - (d) Submit a monthly report at regular meetings of the EGC stating income, expenses and current balance.
 - (e) Submit the same monthly report to the Newsletter Editor for inclusion in the newsletter.
 - (f) Perform or supervise money handling tasks at fundraising events.
 - (g) Close the books as of June 30 and work closely with the President to complete the Annual Financial Review and to develop the Annual EGC Budget, to ensure the process is complete prior to the Annual Membership Meeting.
 - (h) Arrange for incoming Officers to co-sign checks by July 1st.
3. Keep an updated list of members in good standing.
 - (a) Send dues reminders by email to all current members in October, November and December.
 - (b) Keep a complete record, on an electronic database, of name, address, phone number and email of all current members, adding new information as people join.
 - (c) Provide updated information to the Membership Chair, President, Newsletter Editor and Trumpetvine Coordinator as needed.
4. Pay all dues to The Oregon State Federation of Garden Clubs, Inc. and the Santiam District at the appropriate times.
5. File Form 990-N before September 15 to the IRS electronically (E-Postcard).
6. Submit Form CT-12 (for Oregon Corporations and Certain Trusts) to Charitable Activities Section of the Oregon Department of Justice by September 15. Include the appropriate fee.

ARTICLE VII Appointive Positions and their Duties

Section 1. The appointive Chairs, Coordinators and Editor are as follows, appointed by the newly elected President:

Program Chair(s)
 Membership/Publicity Chair(s)
 Fundraising Chair(s)
 Tours Chair(s)
 Digital Communications Coordinator
 Raffle Coordinator
 Trumpetvine Coordinator

Newsletter Editor
 Flower Therapy Coordinator

Section 2. Duties of the EGC Program Chair(s)

1. Program Chair(s) shall be responsible for scheduling membership meeting programs, October through May.

A typical program year is as follows:

October and November: Speakers or club sharing activity.

December: The EGC Greens Party and dessert potluck.

January – April: Speakers

May: Officer Installation, and Member Sharing Activity

2. Program Finances:

- (a) Speaker fees and/or expenses will not exceed \$1,000.00 per program year. Fees and/or expenses in excess of this limit require Executive Board approval.
- (b) Speakers not receiving a fee shall be given a gift up to a \$50.00 value .
- (c) Chair(s) shall inform the Executive Board of expenses, fees or honorarium due for payment and provide the Speaker contact information to the club Secretary for thank you note or follow up.

3. The Chair(s) who scheduled a speaker will usually introduce the speaker at the meeting.

4. Chair(s) are responsible for supplying program information to the appropriate Committee Chairs for community publicity, EGC Handbook, EGC Newsletters, EGC website and social media accounts.

Section 3. Duties of the EGC Membership/Publicity Chair

1. Prepare and print the yearly Membership handbook which should be available for distribution at the January meeting. The Member's Handbook shall include:
 - (a) President's message
 - (b) A list of members in good standing, their addresses, phone numbers and emails.
 - (c) The schedule of programs and tours for October through September.
 - (d) The Officers, Committee Chairpersons and Coordinators of the EGC.
 - (e) All the Past Presidents of the EGC as an historical archive.
 - (f) Location and time of meetings.
 - (g) EGC By-Laws.
 - (h) Brief descriptions of EGC activities
 - (i) Other information at the discretion of the Membership/Publicity Chair(s).
2. Assist the Treasurer in maintaining an email database of all current members.
3. Provide member communications to include:
 - (a) Welcome to all new members by email.
 - (b) All pertinent information concerning all activities of the EGC.
 - (c) Meeting reminders at least one week before each meeting that contain speaker name and topic.
4. Publicize EGC including:
 - (a) Submitting program notices to local media event calendars as appropriate.
 - (b) Any other publicity that is needed.
5. Assign writers to maintain EGC monthly presence in the NPK project.

Section 4. Fundraising Chair(s) are responsible for proposing ideas to the Executive Board for approval to meet the annual fundraising goal in the budget approved by membership. Fundraising chair(s) will recruit volunteers coordinate all activities for fundraising events.

Section 5. Tours Chair(s) are responsible for planning and scheduling a minimum of four tours per year including the Summer Potluck at a member's home. This would include, but not be limited to: coordinating carpooling if needed, supplying the tour schedule to the appropriate Committee Chairs for inclusion in the Handbook, Newsletter, and Social Media sites, arranging an honorarium when appropriate and providing information to the Secretary for thank you note(s). Consideration should be given to planning both local and out of town

tours. Tours may include members' gardens, wholesale nurseries, public gardens, home & garden shows and other relevant locations.

Section 6. Digital Communications Coordinator is responsible for keeping the EGC web site and social media sites current and accurate. This would include, but not be limited to, communicating with various committees within the EGC such as Programs and Grants, developing the web site to be more effective and user friendly, publicizing the EGC and its activities and storing archival material for the general use of the EGC.

Section 7. Raffle Coordinator is responsible for conducting the raffle at the end of each meeting or assigning someone to do so. This would include but not be limited to procuring 3-5 items either by donation or purchase and sending the donor information to the Secretary for thank you notes when appropriate. The expense of the raffle is not to exceed \$90.00 per program year.

Section 8. Trumpetvine Coordinator is responsible for managing the administration of the Trumpetvine and inviting new members to opt-in.

Section 9. Newsletter Editor is responsible for gathering and electronically publishing timely information on a monthly basis to all current members.

Section 10. Flower Therapy Coordinator(s) are responsible for overseeing the Books and Blossoms Project once a month with the Corvallis-Benton County Public Library, as well as the Assisted Living Facility Flower Arranging Project once a month. This includes but is not limited to the procuring of flowers from local donors, providing supplies and organizing volunteers.

ARTICLE VIII Standing Committees

Standing committees shall be appointed following the May installation of Officers.

Committees are as follows:

1. **Nominations Committee** is appointed in January, by the President. Duties are covered in Article IX of these By-laws.
2. **Budget and Financial Review Committee** is appointed in May, by the Executive Board. Duties are covered in Article X of these By-laws.
3. **Grants Committee** is appointed in October by the President, when funds for grants are in the approved annual budget. Following a schedule set by the Executive Committee, the Grants Committee shall:
 - (a) Publicize the availability of EGC grants for garden projects or garden related materials and activities.
 - (b) Make applications available in appropriate locations.
 - (c) Review applications following grant guidelines and select nominations.
 - (d) Present nominations for the year to membership for approval.
 - (e) Send letter to all applicants advising outcomes.
 - (f) Follow up on completion requirements as stated in application guidelines.

ARTICLE IX Elections

Section 1. There shall be a nominations committee of at least three members in good standing appointed by the Executive Board at the January membership meeting. The standing President cannot serve on this committee. One member of this committee shall be a past president, who shall act as chair. This committee shall present one or more nominees for each office at the March meeting. Nominations may also be made from the

floor. If there is more than one candidate for an office, the election shall be by ballot.

Section 2. The President, Vice-President, Secretary and Treasurer shall be elected in April and installed in May.

Section 3. The incumbent officers shall serve until their successors assume their duties on July 1.

Section 4. The length of term of elective officers will be a maximum of two consecutive one-year terms with a break of at least two years before becoming eligible to serve the same position again. Exceptions to the term limit must be approved by the Executive Board and put to membership vote.

ARTICLE X Budget and Financial Review

Section 1. The financial records of EGC shall be reviewed at the request of the Executive Board by a committee of three, appointed in May by the President, from among Members in good standing.

Section 2. The committee shall conduct an end-of-year (fiscal) review after the Treasurer has closed the books on June 30 and shall present a written report to the membership no later than the October meeting.

Section 3. The committee shall develop a budget proposal for the program year prior to the September Executive Board meeting, based on the income and expenses of the previous year and the projected programming for the coming year.

ARTICLE XI By-laws Amendments and Authority for the Proceedings at Meetings

Section 1. An Ad Hoc committee shall be appointed by the President when required to review or amend the By-Laws. It shall consist of no fewer than three members with one member being a past Executive Board member.

Section 2. The By-laws may be amended at any regular meeting by a two-thirds vote of the members in good standing, present and voting, provided a copy of the changes has been provided to each member in person or by email at least two weeks prior to the meeting.

Section 3. *Roberts Rules of Order Revised* shall be the authority for the proceedings in all cases where not inconsistent with the By-laws of the EGC.

ARTICLE XII Nondiscrimination Policy

There will be no discrimination on the basis of race, color, religion, ancestry, national origin, political affiliation, sex, age, marital status, sexual orientation, physical or mental disability, or any other inappropriate reason prohibited by law in any aspect of the business of the Evening Garden Club. The organization shall be noncommercial, nonsectarian, and nonpartisan.