

EVENING GARDEN CLUB BY-LAWS

MEETINGS (October – May)

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

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.

Section 2.

1. 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.
2. 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.

ARTICLE III Membership

Qualifications for membership are an active interest in the art of gardening and/or flower arranging, a willingness to participate in the work of the club, and payment of annual dues. The membership year shall be the calendar year, January 1 through December 31.

ARTICLE IV Dues

1. Dues amounts and schedule shall be established annually by the Board and presented to and approved by membership.
2. Dues for the upcoming membership year are due by December 31 of the prior year. New members joining after July 1 will have their dues apply to full membership through the following calendar year.
3. 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

1. Regular meetings shall be held on the first Monday of each month, from October through May.
2. The Annual Membership Meeting shall be in October to receive the annual financial review report and to vote on the annual budget.
3. Special meetings may be called by the President.
4. At least four garden tours shall be offered per year, as announced by the Tours Chair(s).

ARTICLE VI Elective Officers and Duties

Section 1. The elective officers shall be President, President Elect, Secretary or Co-Secretaries, Treasurer or Co-Treasurers, and up to three Members at Large. The term of office shall be the EGC fiscal year, July 1 through June 30. Co-Secretaries and Co-Treasurers shall be elected to overlapping terms of two years. The experienced officer in the second year of their term will train the newer officer so they are prepared to take over leadership the following year. Members at Large will serve one-year terms.

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 Board meetings to conduct the business of the EGC, and cast the deciding vote in case of a tie.
2. Arrange for another person (usually the President Elect) to preside if the President cannot attend.
3. Arrange for meeting places prior to the October meeting and for other meetings as needed.
4. Serve as ex-officio member of all committees except for the nominations committee.
5. Preside over election of officers in April and installation of officers in May.
6. Appoint EGC members to non-elective offices and committees with the exception of the

Nominating Committee.

7. Appoint a Grants Committee in October and ensure that the Executive Board sets a schedule for the grants process.
8. 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.
9. Coordinate with Program Chairperson(s) so that meetings run smoothly.
10. 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
11. Create Ad Hoc committees as needed and appoint Chair(s) of said committees.
12. Train and involve the President Elect for the following program year.
13. Draft a President's Message for inclusion in the Member Handbook/website by December 1 and participate in drafting information for the EGC website.
14. With the Treasurers, serve as a signatory on the EGC bank account(s)

Section 3. Duties of the President Elect

The President Elect shall:

1. Attend/participate in Board meetings and be a voting member of the Board.
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 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/Co-Secretary

The Secretary/Co-Secretary shall:

1. Attend/participate in Board meetings. Each is a voting member of the Board.
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 President Elect 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/Co-Treasurer

The Treasurer/Co-Treasurer shall:

1. Attend/participate Board meetings. Each is a voting member of the Board.
2. Each serve as a signatory on the EGC bank account(s).
3. Be the custodian of all funds of the EGC.
 - a. Pay all approved bills/expenses.
 - 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. By July 1, work with incoming Officers to update the authorized signatories on the EGC bank account(s) for the new fiscal year.
4. Work with the Membership Chair to 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.
5. Provide updated information to the Membership Chair, President, Newsletter Editor, Trumpetvine Coordinator, and Webmaster as needed.
6. Pay required dues to The Oregon State Federation of Garden Clubs, Inc. at the appropriate time.
7. File Form 990-N before September 15 to the IRS electronically (E-Postcard).
8. 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.

Section 6. Duties of the Member at Large

Each Member at Large shall:

1. Attend/participate in Board meetings and be a voting member of the Board.
2. Work with the Board and President to complete the club's goals for the year.

ARTICLE VII Appointive Positions and their Duties

Section 1. The newly elected President shall appoint chairs to carry out the work of the club.

These chairs may include:

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(s)

Section 2. Duties of appointed chairs and committees are defined in the Evening Garden Club's Policies and Procedures, which are maintained and approved by the Board.

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, President Elect, Secretary/Co-Secretary, Treasurer/Co-Treasurer, and Members at Large 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.