

EVENING GARDEN CLUB BY-LAWS

ARTICLE I Name and Objectives

Section 1. The name of this 501(c)(3) non-profit organization shall be the Evening Garden Club (EGC), member of The Oregon State Federation of Garden Clubs, Inc., Santiam District and of the National Garden Clubs, Inc.

Section 2. The objectives of the EGC shall be to:

1. Promote and encourage the love of gardening and related activities.
2. Educate about gardening and related activities.
3. Aid in the protection and conservation of natural resources.
4. Promote civic and roadside beautification
5. Cooperate with other organizations interested in these objectives.
6. Be organized exclusively for charitable, educational and scientific purposes, including 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.

ARTICLE II Monies

Section 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.

Section 2. In the event of 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 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

1. Regular Members – Qualifications for membership are an interest in gardening and/or related activities, and payment of annual dues.

2. Lifetime Members – Members selected by the board who have significantly contributed to the EGC’s programs and activities.
3. 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 made to the Evening Garden Club and collected by the Treasurer.
4. Lifetime members do not pay dues.

ARTICLE V Regular Meetings, Special Meetings, and Tours

1. Regular meetings shall be held at a time and place set by the board.
2. The Annual Business 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. Garden tours will be offered if possible.
5. A quorum at a regular or special meeting shall be 1/3 of the membership or 30 members whichever is smaller except in specific cases detailed elsewhere in the bylaws.
6. Regular and special meetings may be in-person, online, or a hybrid of the two. Members will be considered as attendees whether in-person or online.

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-Treasurer shall be elected to overlapping terms of two years. The experienced officer in the second year of their term will train the newer officer to take over the following year. Members at Large will serve one-year terms. The President-elect serves two years, the second year as President.

Section 2. Duties of the elected officers

1. President: The President shall preside over regular and board meetings, appoint committee chairs, direct the club’s activities, communicate with the membership, and develop the annual budget with the Treasurer.
2. President-elect: The President-elect shall assist the President, assume the duties of the President if the President is absent or unable to perform their duties, and shall succeed to the presidency.
3. Secretary/Co-Secretary: The Secretary/Co-Secretary(s) shall keep minutes of all board and regular meetings and handle correspondence.
4. Treasurer/Co-Treasurer: The Treasurer/Co-Treasurer(s) shall keep financial records,

receive and disburse monies, file appropriate forms with the IRS and the State of Oregon and develop the annual budget with the President.

5. Member at Large: Members at Large shall participate in board meetings.

Section 3. An elected officer may be removed from office with a 2/3 vote of members at a regular or special meeting where 50% +1 of the members are in attendance and in which members have at least a one week notice.

Section 4. Officer vacancies can be filled anytime during the year with a simple majority vote of those attending a regular or special meeting.

ARTICLE VII The Executive Board

Section 1. 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 for general purposes.

Section 2. A joint Board meeting that includes the outgoing and incoming Boards will be held to pass on needed materials and information for the new term.

Section 3. Board meetings will be at a time and place set by the board. Board meetings may be in-person, online, or a hybrid of the two.

Section 4. Elected officers other than the President each have the right to one vote. The President casts the deciding vote in case of a tie.

Section 5. Any member of the EGC may attend a board meeting but only elected officers can vote.

Section 6. A quorum at a Board meeting is 50% + 1 of its members.

Section 7. The Board will maintain and approve a Policies and Procedures document.

Section 8. The Board may go into executive session with a majority vote of the Board when a quorum is present.

ARTICLE VIII Appointive Positions and their Duties

Section 1. The President shall appoint chairs to carry out the work of the club as needed. These chairs may include: Grants Chair(s), Membership Chair(s), Name Tag Coordinator, Publicity Chair(s), Fundraising Chair(s), Program Chair(s), Tour Chair(s), Webmaster(s), Group email coordinator, Newsletter editor, and Flower Therapy Coordinator(s)

Section 2. Duties of appointed chairs and committees are defined in the Evening Garden Club Policies and Procedures.

ARTICLE IX Standing Committees and Chair(s)

Section 1. Nominations Committee is appointed in January by the President. Duties are covered in Article X of these By-laws.

Section 2. Financial Review Chair

1. In June the President shall appoint a Financial Review Chair(s) from among the members who are in good standing and who are not on the Executive Board
2. The Chair(s) shall conduct an end-of-year review of the club's finances after the Treasurer closes the books on June 30 and shall present a written report to the membership no later than the October meeting.

Section 3. Budget Committee

1. The President shall serve on the committee and be its chair.
2. The Treasurer shall serve on the committee.
3. The President may appoint others to also serve on the committee.
4. The committee shall develop an annual budget and present it to the membership at the October meeting. The budget is approved with a simple majority vote of members in attendance.

ARTICLE X Elections

Section 1. There shall be a nominations committee of at least three members in good standing. 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. 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 the spring.

Section 3. Elections may be online voting, in-person or a combination.

Section 4. The incumbent officers shall serve until their successors assume their duties on July 1.

Section 5. 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 in the same position again. Exceptions to the term limit must be approved by the Executive Board and put to membership vote.

ARTICLE XI By-laws Amendments and Authority for Club Proceedings

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 with the approval of two-thirds of the EGC members in attendance, where there is a quorum. An announcement of the

vote and a copy of the recommended By-laws changes must be provided to every EGC member in person, by mail, or by email at least two weeks prior to the meeting.

Section 3. *Roberts Rules of Order Revised* shall be the authority for Club proceedings in all cases where the By-laws of the EGC are silent.

ARTICLE XII Conduct

Section 1. 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.

Section 2. Members shall treat other members, guests, and tour hosts with respect. The Board can discipline a member for repeated disrespectful conduct.

Approved by membership, May 2, 2022