

# **BERKELEY GARDEN CLUB BY-LAWS**

Revised, June 20, 2006

Adopted by members at a general meeting on September 19, 2006

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## ARTICLE I. Name

The name of this organization shall be “Berkeley Garden Club,” hereafter, the Club.

## ARTICLE II. Affiliation

This Club shall be a member of the California Garden Clubs, Inc., may sign Articles of Affiliation with California Garden Clubs, Inc., to receive income tax group exemption status, and shall support activities of organizations that promote Berkeley Garden Club objectives.

## ARTICLE III. Purpose

The Club is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The objectives of this Club shall be to further the knowledge and love of gardening, to aid in the protection of native flora and fauna, and to encourage civic planting.

## ARTICLE IV. Membership

There shall be three categories of membership: a. Individual, b. Household, and c. Honorary.

Section 1. An individual may become a member of the Club if she/he agrees with the objectives of the Club, is approved for membership by a two-thirds vote of the Board of Directors, and pays all dues and fees. To qualify for approval of the Board of Directors, a candidate must fill out an application, must attend two regularly scheduled functions of the Club, one of which must be a monthly business meeting, and must be interviewed by a representative of the Membership Committee.

Section 2. A household is defined as two or more individuals who live at one address. To be eligible for Household membership, each individual in the household must fulfill all requirements of an individual membership and be approved by the Board of Directors. A Household membership is entitled to one “Yearbook/Roster” and one copy of each monthly Bulletin during the year.

Section 3. An Honorary membership shall be conferred upon persons recommended by the Board of Directors on the basis of their having provided special services or expertise to the Berkeley Garden Club over an extended period of time. Honorary membership must be approved by the Board. Honorary members shall pay no dues and have no vote, but may participate in all activities of the Club.

## ARTICLE V. Officers and Their Duties

Section 1. The officers of the Club shall be one President or two Co-Presidents, a First Vice President, a Second Vice President, a Secretary, a Financial Secretary, a Treasurer, and a Historian. They shall be elected at a spring meeting and be installed at the June meeting for a term of one fiscal year.

Section 2. The PRESIDENT or CO-PRESIDENT shall preside at the meetings of the Club and of the Board of Directors. She/he/they shall perform such duties as regularly pertain to that office. She/he/they shall be an ex-officio member of all Standing Committees and may call a meeting of the Board of Directors any time deemed necessary. She/he/they must call a meeting of the Board of Directors upon written request of five members. She/he/they shall appoint a chairman for each of the Standing Committees and a Parliamentarian. She/he/they shall attend meetings of the Bay Bridges District of the Council of California Garden Club and report the highlights of each meeting to the Club. If unable to attend, she/he/they shall appoint a delegate to take her/his place. She/he/they shall fill any vacancy in an elective office by appointment and that appointment shall be ratified by the Board.

Section 3. The FIRST VICE-PRESIDENT shall also be known as the PRESIDENT ELECT. She/he shall, in the

absence of the President or Co-President, perform all presidential duties. She/he shall attend the California Garden Clubs' State Convention and Bay Bridges or appoint a delegate to go in her/his place.

Section 4. The SECOND VICE-PRESIDENT shall be responsible for coordinating and maintaining the accuracy and timeliness of all Club communications. She/he shall work directly with each chairman on the Communications Committee. She/he shall develop a procedure for notifying the membership of any special situation that may arise and file it with the President and Secretary.

Section 5. The SECRETARY shall keep separate records of all meetings of the Club and the Board of Directors, conduct the correspondence of the Club, and be custodian of the Club's records. One section of the Club's records shall contain a copy of the By-Laws. Whenever an amendment to the By-Laws is made, she/he shall enter it on a separate page opposite the Article amended with a reference in red to the date and page of the minutes where it was recorded. The secretary must have a copy of "Robert's Rules of Order".

Section 6. The FINANCIAL SECRETARY shall collect and record all dues. She/he shall receive all monies and remit them at once to the Treasurer, getting a receipt for same. She/he shall serve on the Audit and Budget Committee. She/he shall keep a complete and accurate membership list and shall have it available for the printing of the "Yearbook/Roster". She/he shall send notices to members delinquent in payment of dues. She/he shall maintain a monthly record of the accounting and be prepared to show it at any time.

Section 7. The TREASURER shall be the custodian of all funds of the Club, depositing monies in a bank or financial institution approved by the Board of Directors. She/he shall pay out funds on expenditures budgeted or approved by the membership. She/he shall remit annual dues to the California Garden Clubs, Inc. She/he shall file receipts and expenditures and report them regularly to the Board and the Club. She/he shall be the chairman of the Audit and Budget Committee and give the budget report to the membership in September. She/he shall submit the 501(c)(3) renewal form for income tax group exemption status, along with a copy of the club's annual financial statements, to California Garden Clubs, Inc., by November 1.

Section 8. The HISTORIAN shall keep a record of the year's activities and shall present written and oral reports at the June meeting of the club. The report shall then be filed with the Secretary. She/he shall keep a photographic record of events of the year.

#### ARTICLE VI. Board of Directors

Section 1. The Officers, Parliamentarian, and Chairmen of the Standing Committees shall constitute the Board of Directors. A majority of Board members shall constitute a quorum.

Section 2. The Board of Directors shall have general jurisdiction over the affairs of the Club and all budgeted expenses of the Club. Any non-budgeted expenditures exceeding one hundred dollars must be approved by the membership at a regular meeting. The Board must approve membership applications by a two-thirds majority. It must also approve by a simple majority proposals submitted by the standing committees before they can be presented to the membership.

Section 3. The Board shall ratify any appointment made by the President or Co-Presidents to fill a vacancy in an elective office.

Section 4. The Board shall hold a minimum of ten monthly meetings a year.

Section 5. The Parliamentarian shall ensure that Robert's Rules of Order are followed in conducting the business of the club.

#### ARTICLE VII. Committees

Section 1. The Standing Committees shall be Audit and Budget, Civic Beautification, Communications, Conservation, Courtesy, Library, Membership, Plant Exchange, Program, and Social.

Section 2. The Chair of all standing committees shall keep an up-to-date procedural report and shall deliver it promptly to her/his successor and attend monthly Board meetings.

Section 3. Special Committees may be created by the Board of Directors.

#### ARTICLE VIII. Standing Committees

Section 1. The AUDIT and BUDGET Committee shall be responsible for auditing the financial records of the Berkeley Garden Club for each fiscal year ending June 30. The committee shall meet to review the audit and prepare a budget for the ensuing year to present to the Board of Directors at the August Board meeting.

Section 2. The CIVIC BEAUTIFICATION Committee shall encourage efforts to increase landscape beauty of the community.

Section 3. The COMMUNICATIONS Committee shall consist of the Bulletin Editor, the "Yearbook/Roster" editor, the Publicity Chairman and the Website Manager.

The Bulletin Editor shall prepare and send notices of business meetings to members and attend Board meetings.

The "Yearbook/Roster" Editor shall prepare, in conjunction with the Financial Secretary and Program Committee Chairman, the annual "Yearbook/Roster" and be responsible for the preparation, printing, and distribution of the book to members.

The Publicity Chairman shall send notices of club meetings, plant sales and special events to local newspapers.

The Website Manager shall be responsible for maintaining the Berkeley Garden Club website.

Section 4. The CONSERVATION Committee shall work toward the preservation of the natural environment and cooperate with the Chairman of the Conservation Committee of the California Garden Clubs, Inc. on programs endorsed by it.

Section 5. The COURTESY Committee shall make telephone calls or write notes to members who are in need of sympathy, comfort, congratulations or appreciation.

Section 6. The EXCHANGE TABLE Committee shall organize the sale of plants and garden-related items and collect the monies for items purchased.

Section 7. The LIBRARY Committee shall be responsible for the purchase, maintenance and display of the Club's collections, keep records of material loaned, and produce lists of materials for posting and distribution to members.

Section 8. The MEMBERSHIP Committee shall interview prospective members and submit their applications to the Board for approval.

Section 9. The PROGRAM Committee shall provide programs and make arrangements for meetings of the Club.

Section 10. The SOCIAL Committee shall be in charge of providing and serving refreshments at meetings and socials.

#### ARTICLE IX. Dues and Fees

Section 1. Dues and a New Member Fee shall be set by the Board of Directors with the approval of the membership. The dues and fee may be reviewed and revised periodically by the Board.

Section 2. Annual dues are to be paid by the June meeting. Any member who has not paid dues by July 10, one notice of failure having been given, has forfeited membership. Honorary members pay no dues.

Section 3. Current per capita dues shall be paid by the Club to the California Garden Club, Inc. and to the Bay Bridges District of that organization.

## ARTICLE X. Meetings

Unless otherwise specified by the Board of Directors, regular meetings of the Club shall be held on the third Tuesday of each month, with the exceptions of July and August. A social may be held in December. Non-members may attend any regular meeting of the Club unless it has been restricted to members only. Non-members may attend a maximum of two regular meetings. Caregivers are always welcome.

## ARTICLE XI. Nominations and Elections

Section 1. At the February meeting a Nominating Committee shall be elected to nominate officers for the ensuing year. This committee shall consist of five members: two from the Board and three from the general membership

Section 2. Candidates selected by the Nominating Committee shall be announced in the April Bulletin, along with a statement that additional nominations may be made from the floor for candidates who have given prior consent.

Section 3. Elections shall be by ballot at a spring meeting, If there is but one nominee for an office, election may be by voice vote.

Section 4. Officers elected at a spring meeting shall be installed at the June meeting.

Section 5. Outgoing officers shall deliver to their successors all records and other materials pertaining to the office within two weeks following the installation.

## ARTICLE XII. Service Awards

Service Awards may be conferred on individual club members from time to time in recognition of their work and dedication to the purposes of the Club over a number of years. The Penny Pines and Sempervirens Funds may be drawn upon for said recognition.

## ARTICLE XIII. Quorum

Twenty percent of the membership shall constitute a quorum for transaction of business at any Club meeting.

## ARTICLE XIV. Amendments to the By-Laws

The By-Laws may be amended by a two-thirds vote of the members present at a regular meeting, provided the proposed amendment has been approved by the Board of Directors and was read at the previous regular meeting and announced in the Bulletin.

## ARTICLE XV. Parliamentary Authority

Robert's Rules of Order, revised, shall govern the conduct of all Club business unless otherwise provided for in the By-Laws.

## ARTICLE XVI. Restrictions on Use of Funds

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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 Club 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.

ARTICLE XVII. Distribution of Funds upon Dissolution of the Club

Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Club 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 such purposes.