

# Bylaws

## Spartanburg Men's Garden Club

### Article I

#### Name

This Club shall be known as The Spartanburg Men's Garden Club (hereafter referred to as the Club).

### Article II

#### Mission and Objectives

**Section 1: Mission:** The Club's mission is to educate and inspire the public to higher standards of horticulture through voluntarism.

**Section 2: The objectives** of the Club are:

- 2.1 to educate by teaching and disseminating horticultural information to members and others,
- 2.2 to promote and support horticulture and horticultural science and research programs,
- 2.3 to engage in programs and activities that will inform the public about better gardening practices and products,
- 2.4 to promote community beautification through charitable, educational and scientific means.

### ARTICLE III

#### Membership

The Club is a member-run organization. There shall be classes of membership as follows:

**Section 1: Active Membership:** Active members shall consist of men and women interested in gardening, who have paid their annual dues.

1.1 **Single Memberships** are individual members of the Club.

1.2 **Family Memberships** consist of two people residing at one address.

**Section 2: Honorary Membership:** This membership may be extended to a person who is not an active member of the Club, but who has performed distinguished service for the benefit of the Club. The individual may be proposed for this membership by a two-thirds vote of the Board and approved for membership by a majority of Club members voting at any regular meeting.

**Section 3: Corporate Membership:** Upon payment of dues to be determined by the Board of Directors, corporate enterprises shall be Corporate Members. The designated representative of the corporation is the active member.

**Section 4: Dues** for all classes of membership, except Corporate, shall be recommended by the Board of Directors and approved by the members at any membership meeting, provided that notice has been published in the newsletter and presented at a previous membership meeting.

### Article IV

#### Meetings

**Section 1: Membership Meetings** shall be held monthly, except December. The time and place of meetings shall be recommended by the Board and approved by the membership.

**Section 2: The Annual Meeting** of the Club will be held in November in conjunction with the Membership meeting.

**Section 3: The Election Meeting** will be held prior to the Annual Meeting in conjunction with the regular monthly meeting.

**Section 4: Board of Directors** shall meet monthly, except for the month of December, at a time and place to be determined by the Board.

**Section 5: Called Meetings:** Meetings may be held at the call of the President, or shall be called by the President at the request of a majority of the Board of Directors or upon written request of 10% of active members within 10 days after receipt of the written request.

**Section 6: Quorum**

**6.1 Membership Meetings:** A quorum for the conduct of business shall be 10% of the active membership.

**6.2 Board of Directors Meetings:** A quorum for the conduct of business shall be a majority of the Board members.

**6.3 Executive Committee Meetings:** A quorum for the conduct of business shall be a majority of the Executive Committee.

**Section 7: Parliamentary Authority:** The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Club may adopt.

**Article V**

**Board of Directors**

**Section 1: Board of Directors**

The Board shall consist of the President, Vice President, Secretary, Treasurer and six to 12 Directors. All shall be active members in good standing, who, by their consent, are expected to assume positions of leadership and attend meetings consistently.

The immediate past president is a voting member of the current Board who serves for a term of one year and then must rotate off the Board for at least ~~two~~ one years.

**Section 2: Directors**

The Directors shall be elected for a term of two years, half of which will ordinarily be elected each year. Directors must rotate off the Board for a minimum of ~~two~~ one years after they have served two consecutive two-year terms, unless elected as an officer.

**Section 3: Officers**

The officers shall consist of the President, Vice-President, Secretary, and Treasurer (hereafter, the Officers), and shall be elected for a one-year term. The maximum number of consecutive years an officer may serve is six. This is in addition to time served as a director. An officer must rotate off the Board for a minimum of ~~two~~ one years after serving six consecutive years.

**3.1 President's Duties**

**The President** shall preside at regular and called meetings and at Board meetings. The President shall be an *ex officio* member of all committees with the exception of the Nominating Committee; shall appoint members and chairs to serve on committees as provided by these Bylaws; and may also appoint members of any special and/or *ad hoc* committees deemed appropriate and in the interest of the Club. The President shall provide leadership in Club activities, and shall be recognized as the official representative of the Club in contacts with other clubs, and private and public organizations.

**3.2 Vice-President's Duties**

**The Vice-President** shall perform the duties of the President in the event of the latter's absence or incapacity, shall serve as Chair of the Program Committee, and shall perform other such duties as may be assigned by the President or by the Board.

**3.3 Secretary's Duties**

**The Secretary** shall keep minutes of all membership meetings, called meetings, and Board meetings, shall take care of correspondence and other duties normally associated with the office of Secretary and handle such other duties as may be assigned from time to time by the President or Board. The Board or President may appoint a Board member as Assistant Secretary to serve temporarily as Secretary

in the absence of the Secretary.

### **3.4 Treasurer's Duties**

**The Treasurer** shall accept and deposit Club dues and other revenues and income of the Club, pay obligations of the Club, keep a record of all receipts and disbursements. The Treasurer shall submit all books and records of the Club for annual verification. The Treasurer shall be bonded at the expense of the Club. The Board may appoint a member of the Board as Assistant Treasurer to serve temporarily as Treasurer in the absence of the Treasurer.

### **Section 4: Executive Committee**

The Officers shall comprise the Executive Committee and shall have all powers and authority of the Board of Directors in the intervals between meetings of the Board.

### **Section 5: Vacancy**

In case of a vacancy, the Board may appoint an interim officer or Director for the remainder of the term unless an election is requested by more than one member of the Board or ten percent of the membership.

### **Section 6: Removal**

An Officer or Board Member may be removed for cause as outlined below:

1. Disturbance of essential Club activities.
2. Lack of attendance (without notification) at board meetings; there will be automatic removal of the board member after three consecutive missed meetings without proper notice.
3. Threatening and/or intimidating behavior.
4. Intoxication and/or illicit drug use.
5. Unauthorized use of authority.
6. Inappropriate behavior that reflects negatively on the Club.
7. Harassment in any form.

For means of removal of a board member, see Performance of Duties for Board Members under Standing Rules.

## **Article VI**

### **Director Emeritus**

The Board may elect as Directors Emeritus former Board members who have completed one or more terms of office and have given extraordinary service to the Club. A Director Emeritus shall be nominated by the Nominating Committee and shall be elected by a majority vote of the Board. This title is a lifetime honor and the Director Emeritus will be recognized at the Annual Meeting following his or her election. The Director Emeritus position is not a Board position after 2007.

## **Article VII**

### **Election and Installation**

The Nominating Committee shall present a slate of Officers and Directors at a Membership Meeting prior to the Election Meeting, and the Committee shall formally nominate these Officers and Directors at the Election Meeting. Nominations may also be made from the floor if prior agreement to serve is assured. Officers and Directors shall be elected at the Election Meeting, shall be installed at the Annual Meeting, and shall take office immediately after installation.

## **Article VIII**

### **Standing Committees**

The following standing committees shall be appointed by the President and shall meet at the call of the Committee Chair at least once a year:

**Section 1: The Program Committee:** This committee shall provide interesting and educational programs for all Club meetings. The Vice President shall be the committee chair.

**Section 2: The Membership Committee:** This committee shall be responsible for promoting and building healthy Club membership.

**Section 3: The Nominating Committee:** This committee shall consist of three to five members with the Immediate Past President being one of the members. The Committee shall present a slate of Officers and Directors at a meeting prior to the Election Meeting, and shall nominate the slate at the Election Meeting.

**Section 4: Bylaws Committee:** This committee shall consist of at least three members. The chair of the committee shall serve as the Parliamentarian for every Board meeting and membership meeting held by the Club. The committee shall review the Bylaws and Standing Rules yearly to recommend whether changes, additions or deletions should be made.

**Section 5: Finance Committee:** The Treasurer is an *ex officio* member of this committee. The committee shall consist of at least two additional members. The committee shall propose an annual budget for adoption by the Board and arrange for verification of the Club's financial records, or any other review that the majority of the Board requires.

**Section 6: Publications Committee:** The Publications committee shall be chaired by the newsletter editor.

### Article IX

#### **Legal Declaration**

The Club is registered with the Secretary of State of the State of South Carolina as a non-profit organization. The Club is a 501(c)(3) organization. The Spartanburg Men's Garden Club is an all-volunteer organization and no member, officer or Director may receive compensation for work as a Club member.

### Article X

#### **Amendments**

These Bylaws may be amended or replaced by a two-thirds affirmative vote of the qualified voters present at a membership meeting of the Club, provided the proposed amendment(s) or replacement and notice of the vote have been sent to each active member no later than one month prior to the meeting.

### Article XI

#### **Non-Discrimination**

Neither membership, nor full participation in the activities of this Club, shall be denied to any person on account of race, religion, gender, age, national origin, sexual orientation or disability. The Club shall not implicitly or explicitly condone discrimination.

### Article XII

#### **Termination/Dissolution**

The Board, by a two-thirds affirmative vote, may recommend that the Club be dissolved. Such recommendation shall be submitted in writing to all members and voted upon at a special meeting called for that purpose. A two-thirds affirmative vote of the members present at this special meeting shall result in the dissolution of the Club. After all financial obligations have been paid, the remaining assets shall then be transferred to The Spartanburg County Foundation, a 501 (c) (3) corporation.

### Article XIII

#### **Standing Rules**

Standing Rules, not inconsistent with these Bylaws, may be established, amended or abolished upon recommendation of the Board and approval by a two-thirds affirmative vote of the qualified voters present at a membership meeting of the Club, provided the proposed amendment(s) or replacement and notice of the vote have been sent to each active member no later than one month prior to the meeting.

These Bylaws were revised and approved at a membership meeting of the Club on October 17, 2011. *These Bylaws were revised and approved at a membership meeting of the Club on October 20, 2014.*

Signed  , Secretary 2011  
Lyn Pesterfield

Signed  , Secretary 2014  
Gail Rodgers

## Standing Rules Spartanburg Men's Garden Club

### Performance of Duties for Board members

**Attendance:** It is a Board Member's responsibility to attend all Board meetings and to notify the President or Secretary in the event of an absence.

**Resignation:** The resignation of officers or Board members shall be accepted by written request of the officer or board member to the President or Secretary.

**Removal:** Removal of a Board member or officer will be by the determination of the Executive Committee based on the standards of conduct and duties as outlined in the bylaws under Board of Directors. A letter of dissolution of the relationship between the Board and the member shall be provided to the member.

### Dues

**Section 1: Active Membership:** Dues are recommended by the Board and approved by the membership. Notice to change dues must be given at least one month in advance.

**1.1: Single Membership** dues are recommended by the Board and approved by the membership.

**1.2: Family Membership** dues are recommended by the Board and approved by the membership.

**Section 2: Honorary Membership** No dues are required.

**Section 3: Corporate Membership** dues shall be set by the Board of Directors.

**Section 4: Half-year** (partial year dues for new members only) Members joining on or after July 1<sup>st</sup> will get the benefit of the remaining year and the next full year with all rights and privileges.

### General Membership Voting

**Section 1: Active Membership**

**1.1: Single Membership** entitles that member to one vote at membership meetings.

**1.2: Family Membership** entitles the holders to one vote each at membership meetings.

**Section 2: Honorary Membership** has no voting privileges.

**Section 3: Corporate Membership** entitles the corporation to one vote by the individual representing the company at membership meetings.

**Section 4: Annual election** of Officers and Directors shall be by written ballot unless there are no nominations from the floor, or there is a unanimous vote to suspend this rule.

## Meetings

**Section 1: Board Meetings:** Board meetings will be held at a time and place to be determined by the Board. All members of the Club are welcome to attend Board meetings and, by invitation of the President, may address the Board.

**Section 2: Membership meetings** are held the third Monday of the month, January through November. **Section 3:** Electronic communications are an acceptable means of conducting business.

## Legal Documents

**Section 1: The Board of Directors and Officers** shall be familiar with all legal documents held by the club such as the South Carolina certificate of incorporation, the Club's Federal ID number, proof of non-profit status, the current bylaws, yearly minutes, and any other such documents which may be required by the IRS. The original documents shall be kept in a safety deposit box permanently. Copies shall be made for dispersal.

**Section 2: The President** shall keep a copy of all legal documents relating to the Club.

**Section 3: The Vice President** shall keep a copy of all legal documents relating to the Club.

**Section 4: The Secretary** shall have a copy of all legal documents held by the Club and make them available at each board meeting. The IRS requires that the minutes of the Club must be kept permanently. At the end of the year, the minutes shall be transferred to a safety deposit box held by the Club.

**Section 5: The Treasurer** shall have a copy of all legal documents held by the Club and make them available at each board meeting.

## Standing Committees

Each standing committee shall be composed of not less than two (2) members, and shall serve for a term of one year. All committee chairs shall be appointed by the President, subject to the approval of the Board of Directors. Each committee shall be responsible to the President and shall make such reports as directed. In addition, the committee shall prepare a report of its activities for the year and submit this report to the President no later than the Annual Meeting. Each committee shall meet at least once a year.

The chair is not expected to perform all of the committee's responsibilities. The committee should apportion the work, delegate it, and/or solicit additional volunteers when needed. Each committee shall submit a budget request for the upcoming year at the September board meeting.

**Section 1. The Program Committee**, chaired by the Vice President, shall arrange a program for every meeting of the Club as far in advance as possible, cooperating with the Board of Directors and other committees of the Club with the goal of diversifying the programs, coordinating them with Club activities, and emphasizing educational aspects of horticulture and beautification.

**Section 2. The Membership Committee** shall devise ways and means of maintaining an adequate membership. The Treasurer shall be an *ex officio* member of this Committee. The Membership chair shall keep on hand at each membership meeting the following: membership applications, annual president's report, copies of the Bylaws, and other materials deemed appropriate. The committee will provide name badges to be used at membership meetings, and send special mailings to the membership and others to encourage and/or solicit new memberships and renewals. The Membership Committee shall greet all members as they arrive at meetings and make arrangements for the proper reception and introduction of visiting members and other guests.

**Section 3. The Nominating Committee** shall nominate a slate of Officers and Directors at a meeting prior to the Election meeting, and shall place this slate in nomination for

election at the Election Meeting. These nominees must have agreed to have their names placed in nomination and must have agreed to serve and to fulfill their duties if elected.

**Section 4. The Bylaws Committee** shall review the Bylaws and Standing Rules yearly to determine whether changes, additions or deletions should be made. The committee shall make its annual report to the Board no later than the August Board meeting.

**Section 5. The Finance Committee** shall prepare and present to the Board a recommended budget for the coming year based on the requested budgets from the various committees. A budget of estimated income and expenditures for the year shall be adopted by the Board of Directors no later than the February Board meeting. Each committee for which a budget is approved has the authority to spend the budgeted amount without further approval from the Board or general membership. The Board may adjust the budget as it deems appropriate at any time.

**5.1.** The fiscal year of this Club shall begin on the first day of January of each year.

**5.2.** The Board of Directors shall determine the official depositories for Club funds.

**5.3.** There shall be two individuals with signature authority on the bank accounts as specified by the Board. In case of the inability of persons designated to sign checks, or perform their functions, the Board of Directors shall designate those who shall act as substitutes and/or replacements.

**5.4.** The Board shall have the authority to disperse funds of the Club.

**5.5.** The amount of the bond for the Treasurer shall be set by the Board annually.

**5.6.** The Treasurer is required to file Form 990 with the IRS by May 15<sup>th</sup> of each year.

**Section 6. The Publications Committee** The Editor of the Newsletter shall be the chair of this committee. This committee shall write and publish the monthly newsletter, arrange for printing, provide mailing labels, and arrange for delivery to the Post Office in a timely fashion, or for delivery by electronic means. The committee should coordinate with the Treasurer to ensure that the most current membership roster is used. The Board or President may appoint a member as Assistant Editor to serve temporarily as Editor in the absence of the Editor. The Editor will consult with the President on the content of the newsletter prior to its publication if practical.

#### **Other and/or *ad hoc* Committees as Requested by the President**

Other and/or ad hoc committees shall meet at least once a year. Each committee shall submit a budget request for the upcoming year by the September board meeting. Annual committee reports shall be presented to the President no later than the Annual Meeting.

These Standing Rules were revised and approved at a membership meeting of the Club on October 17, 2011.

Signed , Secretary 2011  
Lyn Pesterfield

Signed , Secretary 2014  
Gail Rodgers

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