

West Virginia Garden Club, Inc  
BYLAW

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# **West Virginia Garden Club, Inc.**

## **BYLAWS**

### **ARTICLE I Name**

The name of this organization is West Virginia Garden Club, Inc here in after WVGCI.

### **ARTICLE II Object**

Section 1. The objects of the WVGCI, are:

- A. To operate exclusively for charitable, educational, and scientific purposes under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- B. To study, advance and teach aspects of the science and art of gardening including landscape design, floral design, environmental studies and horticulture.
- C. To help preserve and conserve natural resources.
- D. To coordinate the interests of the federated garden clubs in the state, and to promote the organization of new clubs.
- E. To encourage civic beauty and stimulate roadside improvement.
- F. To further horticultural, environmental, conservation and landscape design education through scholarship programs to West Virginia students.
- G. To promote gardening activities and education with youth.
- H. To cooperate with other entities furthering interests of horticulture, environment and conservation.

Section 2. WVGCI will not discriminate based on race, color, religion, creed, gender, disability, national origin, economic circumstance or age.

### **ARTICLE III – Membership**

Section 1: Membership in WVGCI consist of:

- A. All dues paying members of a WVGCI Garden Club.
- B. Members at Large – Individuals having proper qualifications and recommendations, but not currently affiliated with local garden clubs, may upon approval of the Executive Committee, and upon payment of prescribed dues, become a member at large.
- C. Affiliate Organizations having similar objectives and interest in promoting the aims and purposes of the WVGCI, which has been approved for membership by the Executive Committee and has meet all financial obligations.

Section 2. Membership in the WVGCI includes membership in the South Atlantic Region and the National Garden Club.

Section 3. Each member of WVGCI attending the annual business meeting is entitled to one vote.

Section 4. Life and Diamond Membership may be awarded to members and non-members with a donation of a specified amount to the WVGCI scholarship program in recognition of service promoting the objectives of WVGCI. Life or Diamond Membership is an honorary status. Members recognized with these honors must continue to pay dues.

## **ARTICLE IV – Dues**

Section 1. Annual dues per member will be at a rate specified by the Executive Committee, with the approval of the general membership. Each club is responsible for remitting the dues of its members.

Section 2. Annual dues of affiliated organizations will be at a determined rate.

Section 3. Dues for the current fiscal year are payable July 1. Clubs, members at large or affiliate organizations whose dues are not paid by August 1 will be notified. If dues have not been paid by May 1, they will automatically be dropped from membership, following final notification by the Executive Secretary.

Section 4. A club may be reinstated by paying dues for the current year, provided applications for reinstatement has been made through the District Director and Executive Secretary, and approved by the Executive Committee.

Section 5. New clubs joining WVGCI within the last six months of the fiscal year will have their dues waived for the current year.

## **ARTICLE V – Officers, Terms of Office and Qualifications**

Section 1. The elected officers of WVGCI will be President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer and Assistant Treasurer. These officers will serve a term of two (2) years and be elected at the annual meeting of the West Virginia Garden Club Inc. held in odd years.

Section 2. The appointed officers of WVGCI will be Executive Secretary, Finance Chair, and Parliamentarian. The President-Elect will appoint these officers subject to the approval by the Executive Committee.

Section 3: No elected officer will be eligible for re-election except the Recording Secretary, Treasurer, and Assistant Treasurer who may serve no more than two successive terms. After an interim term(s), the Recording Secretary, Treasurer, and Assistant Treasurer may be eligible for re-election.

Section 4. A vacancy occurring in either an elected or appointed office will be filled by appointment by the president and approved by the Executive Committee.

Section 5. To be eligible for the office of president, candidates will have served a minimum of two years on the Executive Committee of WVGCI.

Section 6. Terms of Office. Officers will begin their terms of office concurrently with the newly elected National President. The retiring state president will report on WVGCI's achievements to the NGC conventions at the end of each year and will accept any awards.

## **ARTICLE VI. Duties of Officers**

Section 1. The President will preside at all meetings of the organization, the Board of Directors, and the Executive Committee, appoint all standing committee chairs and all members of special committees, and serve as an ex-officio member of all committees except the Nominating Committee. The President will review and approve or decline all club or council requests to use the WVGCI liability insurance for projects or the tax-exempt documentation for scholarships, grants and award applications and notify the Treasurer of the decision for inclusion in the records. The President will be the coordinator of WVGCI

work with the South Atlantic Region and National Garden Club and attend those meetings and conventions whenever possible. If a conflict arises or the Treasurer or Assistant Treasurer are unavailable, the President is authorized to disburse WVGCI funds and notify the Treasurer.

Section 2. The First Vice-President will assist the President, and in the absence of the President, will perform all duties of the office and become President in the event of a vacancy. The First Vice-President will serve as a member of Finance and Scholarship Committee. The First Vice-President will serve as the District Director Coordinator. The First Vice-President will assume the title of President-Elect after the nominating report is accepted at the Fall Board Meeting in even-numbered years.

Section 3. The Second Vice-President will assist the President, and in the absence of the President and First Vice-President, will perform all duties of the office. The Second Vice-President will serve as a member of the Finance and Scholarship Committees. The Second Vice-President will serve as the Awards Chair.

Section 4. The Recording Secretary will record and maintain the minutes of meetings of WVGCI, Executive Committee meetings and Board of Director Meetings during their term of office. The Recording Secretary will report all action taken by the Executive Committee to the Board of Directors. The Recording Secretary will report all action taken by the Board of Directors at the annual business meeting of WVGCI.

Section 5. The Treasurer is the legal custodian of all WVGCI funds which will be deposited in local banks and paid out upon appropriate documentation. The Treasurer will keep an accurate record of all collections and disbursements and provide regular financial reports, comparing the actual expenditures and collections with the approved annual budget which will be prepared by the Treasurer in consultation with the President. The Treasurer will file all corporate state and federal tax returns and documents, in particular the 501(c)3 and state tax-exemption registers and provide all financial records to any external auditor requested by the organization's internal bi-annual audit committee. The Treasurer will serve on the Finance and Scholarship Committees and be responsible for recording the WVGCI liability insurance used by the clubs or councils as approved by the President and the tax-exempt number use for grant, scholarship, or award applications by the clubs, districts or councils as approved by the President. The Treasurer will be bonded as necessary, and the bond will be paid by WVGCI funds.

Section 6. The Assistant Treasurer will collect and deposit the dues of the organization and maintain the membership list. The Assistant Treasurer will collect dues and notify clubs, members at large and affiliates whose dues are unpaid. The Assistant Treasurer will be the Garden News Circulation Manager and the State Convention Treasurer. In the absence of the Treasurer, the Assistant Treasurer is authorized to dispense funds of the organization with proper authorization from the President. The Assistant Treasurer will be bonded as necessary, and the bond will be paid by WVGCI funds.

Section 7. The Executive Secretary will maintain a list of all club presidents, state officers, and board of director members. The Executive Secretary will assist with the formation of new clubs and the disbanding of clubs. The Executive Secretary will conduct the correspondence of WVGCI except as otherwise provided and will send out all notices of meetings. The Executive Secretary will assist the President as needed and coordinate the messages of WVGCI.

Section 8. The Finance Chair heads the Finance Committee, calls meetings of that committee and reports its recommendations to the Executive Committee. The Finance Chair will receive requests for unbudgeted expenses for consideration by the committee. With the committee, the chair monitors the budget. The chair will have been a member of the Executive Committee.

Section 9. The Parliamentarian will chair the Bylaws Committee. The Parliamentarian will, upon request, render opinions of parliamentary law and interpretation of the bylaws of the WVGCI, and keep a record of any changes in the bylaws.

Section 10. Each officer will present a written report at the annual convention and fall board meeting of the WVGCI.

## **ARTICLE VII - Elections**

Section 1. Nominating Committee. The chair of the Nominating Committee is to be a Past President of WVGCI. During the first year of office the President will appoint from rotating districts a nominating committee, composed of a chair and four members, the chair to be appointed from one of these districts. If a vacancy occurs on the committee, the President will appoint a successor from the same district in which the vacancy occurred. All members of the Nominating Committee will have been members of the Board of Directors for at least one two-year term and will have attended at least two annual meetings during the past four years.

Section 2. Nominating Committee Report. The report of the Nominating Committee is presented by its chair to the fall meeting of the Executive Committee and then, upon approval of the Executive Committee, to the Board of Directors meeting in even years and at the annual meeting held in odd years.

Section 3. Election. Elections will be made by voice vote, unless more than one candidate has been nominated for an office, in which case the vote will be by ballot.

Section 4. Voting. Each member attending the annual meeting will be entitled to one vote.

Section 5. Terms of Office. Officers will begin their terms of office concurrently with the newly elected National President. The retiring state president will report on WVGCI's achievements to the NGC conventions at the end of each year and will accept any awards.

Section 6. In the event of an emergency, the President will direct the Recording Secretary to inform all members eligible to vote of the necessity of electronic or paper ballots to conduct the business of WVGCI. All votes must be received by the Recording Secretary within 20 days of distribution date by postal mail or by using an electronic service that supports anonymous voting to be counted.

Section 7. Any elected or appointed officer of the organization may be removed for just cause. Cause for such removal is a violation of the Bylaws or any lawful rule, practice, or procedure adopted by the WVGCI or other conduct deemed to be prejudicial to the best interest of the organization. For removal of an elected officer for cause, the Executive Committee will hold a formal hearing. A statement of the charges will be sent by registered mail to the last recorded address of the officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least ten (10) days notice will be given, and the officer will have the opportunity to appear in person, to be represented by counsel and to present any defense to such charges before action is taken. The Executive Committee will adopt such rules as may be necessary to assure due process to the officer. Upon a two-thirds affirmative vote, the Executive Committee will remove the officer, notifying the officer by registered mail and notifying the membership at its next meeting and in the Garden News.

## **ARTICLE VIII – Executive Committee**

Section 1. The voting members of the Executive Committee will be President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Assistant Treasurer, Executive Secretary, Finance Chair, Chair of Past Presidents Advisory Council.

Section 2. The Executive Committee will define the policies of WVGCI, approve membership of Standing Committees, create Special Committees, and transact all business of WVGCI. It will ratify each District Director and approve the applications for new clubs. All action taken by the Executive Committee will be reported by the Recording Secretary to the Board of Directors.

Section 3. The Executive Committee will meet at least twice a year, at the fall board meeting and the annual meeting. The Executive Committee may also be called, when necessary, by the President or upon written request by three (3) members of the committee.

## **ARTICLE IX – Board of Directors**

Section 1. The Board of Directors will consist of the Executive Committee, District Directors, Chairs of Standing and Special Committees and any member of the NGC Board of Directors living in West Virginia.

Section 2. The Board of Directors ratifies any bylaw changes, WVGCI Budgets, and nominations for state officers as presented by the Recording Secretary.

Section 3. The Recording Secretary will present Bylaw changes, WVGCI Budgets and nominations for state office at the annual meeting for a vote by the membership.

## **ARTICLE X – Standing and Special Committees**

Section 1. The Standing Committees of WVGCI will be:

- Awards Committee
- Audit Committee
- Bylaws Committee
- Convention Committee
- Finance Committee
- Nominating Committee
- Scholarship Committee.

The chair of a standing committee will be by designated position or appointed by the President with Executive Committee approval. The chair of each standing committee will present a written report at each board meeting.

Section 2. The President will appoint special committees for promoting the objectives of WVGCI with the approval of the Executive Committee.

Section 3. Each committee chair will utilize the resources of SAR and NGC to enhance their committee work. Each committee chair will submit a written report at the end of their term or as requested.

## **ARTICLE XI – Meetings and Quorums**

Section 1. The Annual Meeting of the WVGCI will convene in the spring. The date and place will be decided by the President and the Convention Committee, with notification given to the Executive Committee.

Section 2. A quorum for any regular or special meeting of the Executive Committee will consist of 51% of its voting members. A quorum for any regular or special meeting of the Board of Directors will consist of 33% of its voting members. The Executive Secretary is responsible for determining that a quorum is present. A quorum at an annual meeting will be a majority of registered voting members in attendance.

## **ARTICLE XII Districts**

Section 1. To facilitate the work of WVGCI, the state is divided into districts. All clubs, their members and members at large must belong to the assigned district to be a member of WVGCI.

- A. **Appalachian District**- Braxton, Fayette, Nicholas, Raleigh, Webster and Wyoming Counties.
- B. **Greenbrier District**- Greenbrier, McDowell, Mercer, Monroe, Pocahontas and Summers Counties.
- C. **Kanawha District** - Clay, Kanawha (except towns named in Ohio Guyan District) Counties.
- D. **Monongahela-Cheat District**- Harrison, Marion, Monongalia, Preston and Taylor Counties.
- E. **Ohio-Guyan District** - Boone, Cabell, Lincoln, Mason, Mingo, Logan, Putnam and Wayne Counties plus Nitro and Dunbar in Kanawha.
- F. **Ohio Valley District**- Brook, Calhoun, Dodridge, Gilmer, Hancock, Jackson, Marshall, Ohio, Roane, Tyler, Wetzel, Wirt, and Wood Counties.
- G. **Shenandoah-Potomac District**- Berkeley, Hampshire, Jefferson, and Morgan Counties.
- H. **Tygart Valley District**- Barbour, Grant, Hardy, Lewis, Mineral, Pendleton, Randolph, Tucker and Upshur Counties.

Section 2: (a) Each district will have a District Director, a Secretary and a Treasurer elected or appointed by the garden clubs of that district. (b) Districts may have an Assistant Director.

Section 3. The District Director will have served as an officer of a garden club and have attended one state meeting, inclusive of the one at which the Director is installed.

Section 4. District Directors will be elected in the fall preceding the state election. The election of the District Director of each district will be ratified by Executive Committee of WVGCI. A Director may serve two consecutive terms. After an interim term, the Director may become eligible for re-election.

Section 5. The District Director responsibilities to WVGCI are:

- A. to serve on WVGCI Board of Directors
- B. to attend the annual meeting
- C. to serve on the WVGCI Convention Committee
- D. to schedule in coordination with the State President a Fall District Meeting of all clubs
- E. to schedule a Spring President's Workshop
- F. to report activities of the clubs, districts, councils at the WVGCI Annual Meeting
- G. to assist with the work of WVGCI within the district

The responsibilities of the District Director to the District Clubs and members at large are:

- A. to communicate information about Fall District Meetings and Spring President's Workshops to clubs and councils
- B. to inform the clubs about plans and program of WVGCI
- C. to keep a list of all Club Presidents, Council Presidents and members at large with contact information
- D. to assist with the formation of new clubs
- E. to visit clubs as a representative of WVGCI.

Section 6. Each district will have a Treasurer who is responsible for keeping records of all receipts and disbursements and giving a financial annual report at the District Fall Meeting. The Treasurer will send the approved financial report to the State Treasurer.

Section 7. Each district will have a Secretary who is responsible for recording the minutes of all district meetings.

Section 8. Each district may have an Assistant Director. The Assistant Director may attend all meetings of the Board of Directors but will have no vote. In the absence or incapacity of the elected District Director, the Assistant Director performs the duties of that office and will assume the title of District Director until the elected District Director is able to return. The Assistant Director will have the same qualification requirements as the District Director.

### **ARTICLE XIII Councils**

Section 1. Clubs within a district may organize into councils for a specific program or project.

Section 2. The council will have bylaws, a President, Secretary and Treasurer. Copies of bylaws will be filed with the financial reporting and minutes of meetings. These documents will be provided to WVGCI on request.

Section 3. Each council will have a Treasurer who is responsible for keeping records of all receipts and disbursements. The Treasurer will send the approved financial report to the State Treasurer.

Section 4. Each council will have a Secretary who is responsible for recording the minutes of all council meetings.

### **ARTICLE XIV Fiscal Year**

The fiscal year of WVGCI will be from July 1 thru June 30.

### **ARTICLE XV Amendments**

These bylaws may be amended at the annual meeting of the WVGCI by a two-thirds vote of the members present and voting, provided the proposed amendment has been presented in writing to the Executive Committee, WVGCI Board of Directors and membership.

### **ARTICLE XVI Activities**

The activities of this organization are restricted so that it may not be used or operated for private profit and no property of the organization will inure to the private profit of any member or special group or be used for any purposes other than those enumerated in Article II.

### **ARTICLE XVII Parliamentarian Authority**

Robert's Rules of Order, Revised, shall be the parliamentary authority of the WVGCI.

### **ARTICLE XVIII Dissolution**

Upon the dissolution of this organization, assets will be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or to a local government for a public purpose.