

Green Valley Gardeners By-Laws

Approved by Board of Directors and Membership
September 10, 2002, October 18, 2002, November, 2009, October 2012 as Amended

Article I: Name and Location

The name of this organization is Green Valley Gardeners. The Internal Revenue Service has determined that this Club is exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code. The principle office of the Club is located in Green Valley, Arizona. In this text, the word Club (or GVG) shall mean the Green Valley Gardeners and the word Board shall mean the Board of Directors of the Club.

Article II: Mission Statement

The mission of the Green Valley Gardeners shall be to promote gardening education and related environmental issues to its membership and the gardening public through educational and charitable means.

Article III: Objectives

1. To develop and continue educational seminars, demonstrations and projects for the gardening public, including the promotion of the use of arid land plants and the conservation of water.
2. To develop and encourage friendship among gardeners.
3. To introduce children to the technique of Southwest gardening and the virtues of nature conservation.
4. To carry out projects of civic beautification for the benefit of all citizens.
5. To introduce the elderly and the handicapped to the therapeutic values of gardening.

Article IV: Membership

Classes of Membership

1. A Regular Member is one who becomes active upon payment of the required Club dues as determined by the Board.
2. A Family Membership consists of two or more members in one Household who become active upon payment of the required Club dues as determined by the Board.
3. Non-Voting Honorary Members covers those individuals selected from time to time by the Board for outstanding contributions to the objective of the Club. No Club dues are required.

Termination of Membership

1. A member who has not paid the required dues for the current year by February 1 will be considered delinquent. A reminder notice will be published in the Club newsletter. Delinquent members will be dropped from the membership on March 1. Written exceptions are to be addressed to the Club President.
2. Any member of the Club may be removed for good cause by the action of two-thirds of the Board.

Article V: Board of Directors

- A. **Membership.** The Board shall consist of nine directors elected to three-year terms. The terms shall be staggered so that three directors are elected each year. After installation, the directors shall elect the officers of the Club from within their group. The Board may elect to ask the immediate past President to continue with the board as an ex-officio member.
- B. **Powers of the Board.** The management of the affairs of the Club shall be vested in the Board of Directors who shall have the authority to establish and administer its policies. Official decisions may be made by a majority mail, e-mail or telephone vote or by a quorum at a Board of Directors meeting. Official decisions shall be consistent with the stated purposes and objectives of the Club as set forth in its By-laws and where those By-laws are not specified, vested in the sound discretion of the Board.

C. **Meetings.** The Board shall establish a schedule of meetings. All meetings shall be conducted in accordance with Robert's Rules of Order.

D. **Resignations and Removals.** Any member of the Board may resign by giving written notice to the Board. Resignations become effective upon acceptance by the Board. Any officer or Board member may be removed from the Board for cause by action of two-thirds of the Board. When vacancies occur on the Board, the remaining members of the Board shall select a replacement to fill the term of the vacated seat.

E. **Statutory Agent.** The Statutory agent of the Club shall be designated by the Board.

F. **Quorum.** A majority of the Board shall constitute a quorum

G. **Terms of Office.** Members of the board shall serve no more than two consecutive terms (6 years) but may run again for a position after one year has passed if nominated.

Article VI: Officers

A. **Officers.** The officers of the Club shall be: President, Vice-President, Secretary and Treasurer, each elected by the Board to a term of one year. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

B. **Duties and Responsibilities.** Officers of the club shall perform such duties as are normally associated with their offices. (See "Job Descriptions").

Article VII: Elections

A. **Nominating Committee.** The President shall appoint a Nomination committee at a May meeting. The committee shall report its slate of new directors to the Board at the September meeting, and after approval, to the membership in October.

B. **Elections.** The election shall be conducted by mail or at a special meeting called for by the Board. Nominations may be made from the floor at an October meeting or as write-ins on a mail ballot.

C. **Installation.** Board members and Officers shall be installed in November and shall assume offices as of that time.

Article VIII: Finance

A. **Dues.** The amount of annual dues to be paid to the Club shall be determined by the Board.

B. **Fiscal Year.** The Fiscal year shall begin on the first day of January.

C. **Budget.** A proposed budget of the estimated income and expenses for the next fiscal year shall be prepared by the Club Treasurer and received, reviewed and modified as deemed appropriate at the January meeting of the Board. A final budget shall be approved at the February Board meeting.

D. **Depositories.** The Board shall determine all depositories of Club funds.

E. **Checks.** All disbursements shall be issued by check or electronic payment by either the Treasurer or President.

F. **Reconciliation.** The President shall appoint a board member, other than the Treasurer, to receive and reconcile the bank statements on a monthly basis.

G. **Annual audit.** The President shall cause an audit of the organization's finances to be done on an annual basis.

Article IX: Club Meetings

A. **Membership Meetings.** Regular club meetings or activities shall be held at the time and place designated by the Board and published in the Club newsletter. The Board may call special meetings, with no less than five days prior written notice, of these special meetings. The purpose of the special meeting shall be stated in the written notice. All meetings shall be conducted in accordance with Robert's Rule of Order.

B. **Annual Meeting.** The annual meeting of the club shall be held yearly, with the time and place at the discretion of the Board.

C. **Quorum.** The members present at a membership meeting or annual meeting shall constitute a quorum for the conduct of business.

Article X: Committees

- A. The Chairs of such standing and ad hoc committees as deemed necessary by the Board shall be appointed annually by the President
- B. The Chairs shall select members to serve on their committees and submit their names to the Board for its information
- C. The President may also assign committee oversight responsibilities to knowledgeable members of the Board, who shall be responsible for timely reporting on the committee activities to the Board.
- D. The Executive Committee is empowered to conduct Emergency business between scheduled meetings of the board.

Article XI: Amendment of By-Laws

- A. These By-laws may be amended by a majority vote of the Board, followed by approval of a majority of the responding Club members. Members must be notified at least fifteen days in advance by the publication of the proposed By-laws changes in the official publication of the Club.

Article XII: Dissolution of the Club

- A. In the event of dissolution of the club, the assets of the club shall be transferred to not-for-profit organizations as deemed appropriate by the Board and approved by a majority of the membership.