

# **THE GARDEN CLUB OF STUART, INC.**

## **ARTICLES OF INCORPORATION**

*(Revised April 5, 1976)*

### **ARTICLE I – NAME**

The name of this Corporation is THE GARDEN CLUB OF STUART, INC., an independent Garden Club in membership with the Florida Federation of Garden Clubs, Inc.

### **ARTICLE II – OBJECT**

This Corporation shall be a nonprofit association for the purpose of engaging in activities which are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The purpose of the association is to further the education of members and the public in the fields of gardening, horticulture, botany, landscape design, conservation of natural resources, civic beautification, public sanitation and nature studies.

### **ARTICLE III**

The qualifications of members and the manner of their admission shall be regulated by the rules and regulations of the Bylaws of the Corporation.

### **ARTICLE IV**

The term of existence of this Corporation shall be perpetual unless dissolved by law.

### **ARTICLE V**

Names and addresses of 1962 Special Committee on Revisions (on file).

Names and addresses of 1976 Special Committee on Revisions (on file).

### **ARTICLE VI**

**SECTION 1.** The affairs of the Corporation shall be conducted and administered by its Officers and an Executive Board.

**SECTION 2.** The Officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer and such other officers as may be provided from time to time in the Bylaws. Each of such other officers shall be elected at the March meeting in odd-numbered years.

**SECTION 3.** The Executive Board of the Corporation shall consist of the officers, the Chairman of each Standing Committee and such other officers as may be provided from time to time in the Bylaws.

**SECTION 4.** The manner of electing and the powers, duties and terms of office of all officers, and the procedure for filling a vacancy in any office shall be as provided in the Bylaws.

### **ARTICLE VII**

The Corporation shall hold an annual meeting in the month of April, when feasible.

### **ARTICLE VIII**

The procedure for amending the Bylaws shall be as provided in the Bylaws.

### **ARTICLE IX**

These Articles of Incorporation may be amended by resolution of the Executive Board which must then be ratified by a two-thirds vote of qualified members entitled to vote at an Annual Meeting of the Corporation, when a quorum is present or at any special meeting duly called for that purpose.

### **ARTICLE X**

**SECTION 1.** No part of the net earnings of the Corporation shall inure to the benefit of any member or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its charitable purposes.

**SECTION 2.** Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder, and no member or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of such assets.

**SECTION 3.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

# **BYLAWS**

*(Revised March 7, 2022)*

## **ARTICLE I – NAME**

The name of this corporation shall be The Garden Club of Stuart, Inc.

## **ARTICLE II – PURPOSE**

The Garden Club of Stuart, Inc. shall be a nonprofit association for the purpose of engaging in activities which are charitable, educational and scientific. The purpose of The Garden Club of Stuart, Inc. shall be to further the education of members and the public in the fields of gardening, horticulture, floral design, botany, landscape design, conservation of natural resources, civic beautification, public sanitation and nature studies. The Garden Club of Stuart, Inc. shall otherwise conduct its activities in a manner which is consistent with Section 501(c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE III – MEMBERSHIP**

**SECTION 1. Candidates** - Candidates for membership shall be invited to attend no more than two (2) meetings as guests during the current Club year. After attending two (2) meetings, candidates shall be asked to decide if they would like to join, and to select a class of membership (Active or Patron). Candidates shall be sponsored by two (2) members, one of whom has held membership for at least one (1) year.

**SECTION 2. Active Membership** - To be eligible for Active membership, one must have an interest in the objectives of The Garden Club of Stuart, Inc., as stated in the Articles of Incorporation, and must demonstrate a willingness to work on committees, support projects, attend meetings and take an active part in general garden club work, and shall hold voting privileges.

- a. Applications for Active membership shall require a payment of \$60.00, which includes an initiation fee of \$25.00 and annual dues of \$35.00. A check made payable to The Garden Club of Stuart, Inc., shall be presented to the Second Vice President along with the application.
- b. Applications for Active membership, together with initiation fee and current dues, shall be presented to the Executive Board by the Second Vice President at any meeting of the Board. Upon approval by the Executive Board, he/she shall notify applicant of his/her acceptance with an invitation to attend meetings and assume responsibilities of membership.
- c. Membership fees paid in March for any class of membership shall constitute paid dues for the following Club year.

**SECTION 3.** Additional classes of membership shall include three (3) classes: Associate, Patron, and Honorary.

- a. **Associate Membership** - Associate members shall have a continued interest in the objectives of the Club, shall support Club projects, shall be exempt from committee responsibilities, and shall not hold voting privileges or the right to hold office. Associate members would hold the same Associate status in any Circle to which they previously belonged. To be eligible for Associate membership, one must have been an Active, contributing member of The Garden Club of Stuart, Inc. for at least five (5) years. Requests for Associate Membership shall be sent to the Second Vice President and may be granted by vote of the Executive Board. No more than ten percent (10%) of the total membership may become Associate members. (Dues for an Associate member, as shown below, are \$75.00 per Club year.)
- b. **Patron Membership** - Patron members shall have an interest in the objectives of the Club, shall support Club projects, shall be exempt from committee responsibilities, shall not hold voting privileges or the right to hold office. Patron members are not eligible for Circle membership. Applications for Patron membership shall be sent to the Second Vice President and may be granted by a vote of the Executive Board. No more than ten percent (10%) of the total membership may become Patron members. (Dues for a Patron member, as shown below, are \$125.00 per Club year.)
- c. **Honorary Membership** - The Executive Board may confer Honorary membership upon any member who has made an outstanding effort to promote the purposes of The Garden Club of Stuart, Inc. Honorary members have the privilege of electing the extent of their participation, however, they shall not hold voting privileges or the right to hold office. (Honorary members are exempt from the payment of dues.)

**SECTION 4. Transfer Membership** - A member in good standing in any Federated club of the National Garden Clubs, Inc., upon presentation of a letter of transfer from his/her club, may become a member of The Garden Club of Stuart, Inc. upon payment of appropriate dues for Active or Patron membership. Such transfer members would be required to maintain membership for five (5) years before attaining eligibility to request Associate membership.

**SECTION 5. Resignation** - A member who resigns while in good standing may, at a later date, return to the Club with Executive Board approval and payment of current dues for appropriate class of membership.

## ARTICLE IV – DUES

**SECTION 1.** The fiscal year shall be from May 1 through April 30 of the following year.

**SECTION 2.** The annual dues for an Active member shall be \$35.00.

**SECTION 3.** The annual dues for an Associate member shall be \$75.00.

**SECTION 4.** The annual dues for a Patron member shall be \$125.00.

**SECTION 5.** Honorary members shall be exempt from payment of dues.

**SECTION 6.** Dues shall be payable on April 1 of the current year and delinquent after May 1. Members whose dues are unpaid by May 1 shall be suspended from the Club and forfeit membership listing in, and receipt of, a yearbook. To be reinstated as a member in good standing, current New Member's dues must be paid in full.

## ARTICLE V – OFFICERS

**SECTION 1.** The Officers of the Corporation of The Garden Club of Stuart, Inc. shall be the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer, all of whom must be Active members of the Club.

**SECTION 2.** These officers shall hold office for a two (2) year term, or until their successors are elected. No officer shall be eligible for re-election to the same office with the exception of the Treasurer and Assistant Treasurer.

**SECTION 3.** To be eligible for the office of President, the candidate shall have served a minimum of two (2) years on the Executive Board.

**SECTION 4.** All officers, except the Treasurer, shall begin their terms of office at the close of the Annual Meeting at which they are installed. The terms of Treasurer and Assistant Treasurer shall begin at the close of the fiscal year of the Club immediately following the election.

**SECTION 5.** If a vacancy occurs in the office of President, the First Vice President will assume that position. There would then be a General Election for the position of First Vice President. In the event a presiding Vice President is elected to the office of First Vice President, or a Vice President position becomes vacant, a General Election would be held to fill the vacant Vice President office.

**SECTION 6.** The President, with the approval of the Executive Board, may fill any vacancy in the elective office of the Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer for the unexpired term.

**SECTION 7.** In January of the odd year, the First Vice President becomes the President-Elect.

## ARTICLE VI – DUTIES OF OFFICERS

**SECTION 1.** The **President** shall:

- a. preside at all meetings of the Club and of the Executive Board;
- b. appoint the Chairmen of Standing and Special Committees, with the exception of the Program Chairman (First Vice President) and Membership Chairman (Second Vice President);
- c. be a member ex-officio of all committees except the Nominating and Auditing Committees;
- d. fill vacancies of officers, other than First and Second Vice Presidents, who must be elected, for the unexpired term, with Executive Board approval;
- e. give an oral report to the membership at the Annual Meeting in April;
- f. represent the Club at District and State Federation meetings;
- g. appoint a Parliamentarian who shall see that all meetings are conducted according to ROBERT'S RULES OF ORDER NEWLY REVISED;
- h. appoint in the month of January of the election year, two (2) Active members from the Executive Board to serve as Chairman and Vice Chairman of the Nominating Committee;
- i. appoint in the month of March two (2) Active members of the Executive Board to audit the books of the Treasurer during the month of May; and
- j. with approval of the Executive Board, countersign with Treasurer or Assistant Treasurer all lawful checks and investments of The Garden Club of Stuart, Inc.

**SECTION 2.** The **Vice Presidents**, in order of their rank, or a member of the Advisory Council, shall perform all duties of the President in the absence of the President.

**SECTION 3.** The **First Vice President** shall:

- a. be Chairman of the Program Committee and shall complete the following selections for the upcoming year prior to publication of the annual Yearbook:
  1. Monthly meeting programs;
  2. Workshops;
  3. Classes; and
  4. Trips.
- b. become President-Elect in January of the odd year.

**SECTION 4.** The **Second Vice President** shall be Chairman of the Membership Committee and shall:

- a. receive and review applications for memberships;
- b. introduce new members to the Club;
- c. keep membership roster and files current, including responsibilities fulfilled;
- d. provide accurate membership lists for inclusion in yearbook;
- e. order new and replacement name badges;
- f. receive and record written resignations; and
- g. order and install a memorial plaque honoring each deceased current member of The Garden Club of Stuart, Inc. (to include Honorary Members) to a larger plaque at Memory Lane at Audubon's Possum Long Nature Center.

**SECTION 5.** The **Recording Secretary** shall:

- a. record attendance at each Executive Board meeting and confirm to the President the presence or absence of a quorum;
- b. record the proceedings/minutes of all meetings;
- c. be custodian of all official records of the Club; and
- d. have a copy of the Club's Bylaws and Standing Rules at every meeting.

**SECTION 6.** The **Corresponding Secretary** shall:

- a. conduct such correspondence as requested by the President or the Executive Board;
- b. send electronic notices for special meetings and events;
- c. compile and duplicate any meeting information or reports necessary;
- d. acknowledge written resignations in writing; and
- e. maintain records of all Awards received. (An Awards Log detailing the name, date and origin of the Award and scrapbook containing the Awards.)

**SECTION 7.** The **Treasurer** shall:

- a. receive all monies of the Club;
- b. mail notices and collect annual dues, and coordinate accurate membership lists for inclusion in the yearbook;
- c. be responsible for preparation of an annual budget;
- d. disburse only funds approved in the budget or approved by the Executive Board, with the President as co-signer of all checks;
- e. keep itemized accounts of all receipts and disbursements;
- f. make a financial report at each meeting;
- g. keep a record of all State Life Members;
- h. pay State Federation dues for each member and submit names of those eligible to receive THE FLORIDA GARDENER;
- i. pay District dues;
- j. ensure The Garden Club of Stuart, Inc. checkbooks remain with one of the corporation signators when the Treasurer expects to be out of town; and
- k. transfer to his/her successor, within six (6) weeks from the close of the fiscal year, all Club monies, vouchers, record books, and Club papers in his/her possession.

**SECTION 8.** The **Assistant Treasurer** shall assume the duties and authority of the Treasurer in the absence of the Treasurer and perform such other duties as assigned by the President and the Treasurer.

#### **ARTICLE VII – NOMINATING COMMITTEE**

**SECTION 1.** Election of Officers shall be held every two (2) years.

**SECTION 2.** The Nominating Committee shall be named in the month of January of the election year. Two (2) Active members shall be appointed from the Executive Board by the President, one to serve as Chairman, one to serve as Vice Chairman, and three (3) Active members shall be elected from the general membership.

**SECTION 3.** The Nominating Committee shall report at the March meeting. The Committee shall present one (1) Active member candidate for each of the offices.

**SECTION 4.** Election of Officers shall follow the report of the Nominating Committee. When there are no nominations from the floor, the election shall be by voice vote; otherwise, it shall be by ballot. A majority vote shall elect. The installation of Officers shall be at the close of the Annual Meeting in April.

#### **ARTICLE VIII – MEETINGS**

**SECTION 1.** The Club year shall be from May 1 through April 30.

**SECTION 2.** General meetings shall be held monthly, on the second Monday, unless otherwise ordered by the Executive Board, except during the months of May to September inclusive. Special general meetings may be

held at the call of the President and shall be called upon the request of one third (1/3) of the current Active Membership.

**SECTION 3.** One-third (1/3) of the current Active membership, including three (3) officers, shall constitute a quorum at a regular meeting.

**SECTION 4.** The Annual Meeting of The Garden Club of Stuart, Inc. for the purpose of presenting the President's annual report, and the transaction of any other business that may properly come before the meeting, shall be held in April of each year, when feasible, the date and place to be determined by the Executive Board.

**SECTION 5.** The installation of officers shall be held at the Annual Meeting in the odd-numbered years.

#### **ARTICLE IX – EXECUTIVE BOARD**

**SECTION 1.** The Executive Board of The Garden Club of Stuart, Inc. shall consist of the elected Officers of the Corporation, appointed Officers, Chairmen of Standing Committees, Chairmen of Special Committees, and Presidents of Circles – all of whom must be Active members.

**SECTION 2.** Executive Board meetings shall be held monthly, prior to general meetings. Special meetings may be held at the call of the President.

**SECTION 3.** One-third (1/3) of the members of the Executive Board shall constitute a quorum at a board meeting.

**SECTION 4.** The Board shall be empowered to transact any and all business of the Club.

**SECTION 5.** The Board shall promote programs, workshops, study groups, projects and co-operative programs with other organizations having similar goals, which shall be based upon the purposes of the Florida Federation of Garden Clubs, Inc. and the National Garden Clubs, Inc.

**SECTION 6.** The Board shall ratify the report of the auditors at the meeting of the Board following the close of the fiscal year.

**SECTION 7.** Each Officer, Chairman, and Circle President shall submit a written annual report to the President at the March meeting of the Executive Board.

**SECTION 8.** Each retiring Officer and Chairman shall turn over to his/her successor, or the President, such books and records as belong to his/her office as soon as possible upon expiration of his/her term.

**SECTION 9.** The Board shall approve all officers appointed by the President to fill an unexpired term if a vacancy occurs.

**SECTION 10.** The Board shall approve the acceptance of a Circle into the Club.

**SECTION 11.** The Board shall approve donations to projects and programs with goals related to the purposes of The Garden Club of Stuart, Inc.

#### **ARTICLE X – STANDING COMMITTEES**

**SECTION 1. PROGRAM** - shall consist of the First Vice President as Chairman and Active members appointed by the President. The committee shall develop the year's programs and workshops. These shall be approved by the President prior to publication of the annual Yearbook.

**SECTION 2. REGISTRATION** - At general meetings the committee chairman aided by two (2) Active members shall:

- a. confirm to the President the presence or absence of a quorum;
- b. provide to the Second Vice President the membership attendance record; and
- c. provide to the Second Vice President a record of prospective members and their dates of attendance.

**SECTION 3. FINANCE** - shall consist of the Treasurer as Chairman and two (2) Active members appointed in January of each year by the President. The committee shall draw up the annual Operating Fund budget for the next year and present it to the Executive Board in February for approval.

**SECTION 4. CIVIC IMPROVEMENT** - shall consist of an Active member Chairman and five (5) Active members appointed in March of each year by the President. The Treasurer shall be a member ex-officio of this committee. The committee shall prepare a budget for the period May 1 to April 30 and present it to the Executive Board in May for approval. Civic and beautification projects and their anticipated cost shall be approved by the Executive Board.

**SECTION 5. SPECIAL PROJECTS** - shall consist of the Active member Event Chairman (e.g. Flower Show or Garden Tour), appointed by the President, and no fewer than five (5) Active members. The President shall approve the proposed event. A budget for the event shall be approved by the Executive Board.

**SECTION 6.** There shall be other standing committees, with duties prescribed by the Executive Board, which conform insofar as possible to the corresponding National Garden Clubs, Inc. and Florida Federation of Garden Clubs, Inc. committees.

## **ARTICLE XI – CIRCLES**

**SECTION 1.** Circles are units within The Garden Club of Stuart, Inc.

**SECTION 2.** The purpose of Circles is to offer opportunities to members for additional study in the many phases of garden club work.

**SECTION 3.** Each Circle shall be composed of not less than ten (10) nor more than thirty-five (35) Active or Associate members of The Garden Club of Stuart, Inc.

**SECTION 4.** A Circle is a unit which bases its monthly programs upon purposes of the Club and gears the programs to meet the needs of Circle members. Circles should submit plans for projects of a civic nature to the Executive Board for approval. Membership in a Circle is by invitation.

**SECTION 5.** When ten (10) Active or Associate members wish to form a Circle, the Second Vice President shall provide guidance in the development of the organizational plans and purposes.

**SECTION 6.** In the event a Circle does not have a Circle member able to represent the interests of the Circle at meetings of District X or the Florida Federation of Garden Clubs, Inc., it shall be permissible for an Active member in good standing of The Garden Club of Stuart, Inc. to serve as a Delegate or Alternate with the approval of the President of The Garden Club of Stuart, Inc. and the Circle President.

**SECTION 7.** The Executive Board shall approve the acceptance of the new Circle into the Club.

**SECTION 8.** Action to Dissolve a Circle:

- a. may be taken after an affirmative vote of two-thirds of the Circle membership, and written notice to the Executive Board governing The Garden Club of Stuart, Inc. at least one month prior to action;
- b. within 30 days of written notice to the Executive Board of The Garden Club of Stuart, Inc., at the discretion of the Circle, the assets of the Circle shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) in the Internal Revenue Code and the regulations thereunder. Under no circumstances are the funds belonging to a Circle to be distributed among its members. After the 30-day period, any assets remaining shall be distributed at the discretion of the Executive Board of The Garden Club of Stuart, Inc.

## **ARTICLE XII – ADVISORY COUNCIL**

**SECTION 1.** All Former Presidents of The Garden Club of Stuart, Inc. shall be members of the Advisory Council.

**SECTION 2.** In the event an elected officer is unable to fulfill his/her duties at a meeting, a member of the Advisory Council may fulfill those duties, with the approval of the President.

## **ARTICLE XIII – NO PERSONAL LIABILITY**

The Officers, Board, and any other agents of the Club shall not be personally liable for any debt, liability or obligation of the Club. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Club, may look only to the funds and property of the Club for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Club.

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the proceedings of this Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XV – AMENDMENTS**

The Bylaws may be amended by a two-thirds (2/3) vote of Active members present and voting at any regular meeting, provided notice of such proposed amendment has been given at the previous regular meeting. The proposed amendment shall have been previously passed by the Executive Board.

## **STANDING RULES**

*(Revised May 1, 2023)*

The Bylaws of The Garden Club of Stuart, Inc. govern the structure and operation of the Club. They are inflexible and can be changed only by vote of the membership. The Standing Rules amplify the Bylaws, clarifying procedures and practices followed in carrying out Club activities. They are flexible and can be changed by vote of the Executive Board.

Each administration must abide by the Bylaws and Standing Rules as they stand. Personal decisions made without consideration of them are out of order.

The Bylaws and Standing Rules shall be reviewed by the committee on an ongoing basis and revised as necessary. Amendments shall be made if needed between these periodic reviews.

### **DUTIES OF OFFICERS**

New officers should become thoroughly familiar with the Bylaws, especially Article V, and with the Standing Rules and published Guidelines.

The President shall have flexibility in the number of Chairmen appointed. He/she shall appoint Active members to serve on Special Committees when necessary to carry out the administrative theme. Generally, a Chairman shall not serve more than two years.

The President shall make a conscious effort to rotate Chairmen so that more members have an opportunity to become involved and to serve on the Executive Board.

The outgoing President shall plan a transitional workshop to be held soon after the April Annual Luncheon Meeting and attended by outgoing and incoming Executive Boards. All files shall be turned over to the new Executive Board and plans of work and procedures shall be discussed. The Parliamentarian shall review the Bylaws, Standing Rules, and parliamentary procedure.

When a President completes his/her term, he/she shall pass on the President's pin to his/her successor when he/she is installed. The outgoing President shall be presented with a Past President's pin and an FFGC Life Membership or a suitable NGC or FFGC honor recognition award.

After serving one year, the President and 1<sup>st</sup> Vice President shall be eligible for expense reimbursement for two consecutive State Conventions each. In the event that either are unable to attend, the President may appoint a substitute from the Executive Board as a delegate to represent the Club. The designated attendees shall each be reimbursed by the Club for the full Two-Day Convention Plan (which includes the registration fee and specified meals). The designated attendees may each receive additional reimbursement for related expenses of one half of the remaining amount in the Operating Budget for the Convention.

The Club shall cover the expense of registration and luncheon for the current President and First Vice President to attend the Fall and Spring District Meetings. In the event that the President and/or First Vice President are unable to attend, the President may appoint substitutes as delegates to represent the Club/Circle. Substitutes may be other officers, Executive Board members, or Active members.

A report of said conventions and conferences shall be presented by an attending officer to the Executive Board.

In the case of the simultaneous unavailability of two of the authorized signators for lawful checks and investments of The Garden Club of Stuart, Inc., the First Vice President may become the required second countersignatory.

The Treasurer will ensure The Garden Club of Stuart, Inc. checkbooks remain with one of the corporation's signators when he/she expects to be out of town.

## **EXECUTIVE BOARD**

When Chairmen of Standing Committees are appointed to serve on the Board, they assume the obligation to attend all Executive Board meetings except when illness or travel prevent attendance. Special Committee Chairmen are obligated to attend Executive Board meetings pertaining to their projects and their presence or absence shall not affect the quorum.

When a Chairman is unable to attend an Executive Board meeting, said Chairman shall inform the President of the intended absence, and send his/her report to the Recording Secretary.

When a Chairman is absent from three consecutive meetings, a resignation is advised.

The Minutes of the monthly Executive Board meetings and the Treasurer's Report shall be forwarded to Board members by email for review and correction in advance of the next meeting, eliminating the need to read the Minutes and Treasurer's Report aloud at the meeting itself. Only additions and/or corrections will be requested.

The President of The Garden Club of Stuart, Inc. shall be permitted to conduct business of an URGENT nature by electronic device. The action to be approved will be in the form of a motion and will be sent to each member of the Executive Board by electronic device. (Those who are entitled to be present, but not vote shall be copied on the message.) Confirmation of receipt shall be requested. An explanation of why the matter cannot wait for the next Board meeting must accompany the motion, and the period of time allowed for voting. Debate and comment, either positive or negative, may be made by the voting member and should be sent to all members of the Executive Board (Reply All). Return votes on the motion will be made to the Recording Secretary within the stated time period. A majority vote of the entire Executive Board shall adopt a motion. A motion will be considered adopted whenever a majority vote of the entire Executive Board has been reached, even if it is before the end of the specified time period. The Board will be notified of the results. All forms of electronic devices are allowed.

## **FINANCES**

### ***Operating Fund***

Budget items to be paid from the Operating Fund shall include:

1. Rent of facilities and ancillary costs for general meetings
2. State and District dues
3. Yearbook and its first class mailing
4. Website, Newsletter, stationery, and postage
5. Officer and committee expenses
6. President's stipend for incidental expenses, regulated by the current Operating Fund Budget
7. Convention and conference expenses
8. Memorial plaque updating
9. Member of the Year Award and other Club awards approved by the Executive Board
10. Other items approved in the Operating Fund budget

The Operating Fund may receive up to ten percent (10%) of proceeds raised by special events.

Proceeds from monthly Ways & Means Table will be dispensed to the Operating Fund.

Program expenses shall be regulated by the current operating Fund Budget.

Workshops, Classes and Trips shall operate with an approved balanced budget prepared by the appropriate Chairman. If a Club member conducts a Workshop, Class or Trip, that member may receive compensation in accordance with the approved budget.

The Civic Improvement Fund may receive additional funds from the Operating Fund when approved by the Executive Board.



### ***Civic Improvement Fund***

Budget items to be paid from monies raised by events open to the public. The Operating Fund may receive up to ten percent (10%) of proceeds raised by special events for projects not listed below:

1. Beautification projects
2. Civic improvement projects or contributions to them
3. Arbor Day
4. Student camperships, scholarships and awards
5. Projects of District X, FFGC, Deep South Region and NGC
6. Membership dues or contributions to other societies and agencies with similar goals and purposes
7. Other items approved in the Civic Improvement budget

A statement regarding specific expenditure of funds raised for civic improvement and beautification projects should be sent to contributing organizations and, through the press, to the general public.

Any proposed unbudgeted expenditure from either the Operating Fund or the Civic Improvement Fund over \$50.00 must have Executive Board approval.

There shall be no refund on a ticket purchase for a Garden Club event.

Garden Club funds shall not be given to any organization which does not have goals and objectives comparable to the Club's. Payment of dues to other organizations should be reviewed yearly by the Executive Board.

In lieu of a bond, the Officers, Board Members and other agents of The Garden Club of Stuart, Inc. shall not be personally liable for any debt, liability, or obligation of the Club.

### **MEMBERSHIP**

Active membership in The Garden Club of Stuart, Inc. carries with it responsibilities and obligations regarding participation in its various activities: general meetings, committee work, special projects, hospitality, leadership roles, etc. In addition to paying Annual Dues, all Active members have three responsibilities each year:

1. **Refreshment duties, if assigned.** An alphabetical rotation determines which Active members have refreshment duties each year.
2. **Ways & Means duties during one monthly general meeting each year as assigned.** Each Circle is assigned one monthly general meeting each year. Members at Large are assigned each year in the Yearbook to a Circle to facilitate their participation in their Ways & Means duties. (These Members at Large shall hold no Circle benefits or obligations. The assignment is merely to coordinate participation. However, this assignment in no way precludes their joining that Circle or any other in the future.)
3. **Special Project Participation.** In the event project duties are assigned to Circles, Members at Large shall affiliate with the Circle assignment designated in the Ways & Means duties. (These Members at Large shall hold no Circle benefits or obligations. The assignment is merely to coordinate participation. However, this assignment in no way precludes their joining that Circle or any other in the future.)

All correspondence pertaining to The Garden Club of Stuart, Inc. shall be sent to the Corporation address: P.O. Box 684, Stuart FL 34995-0684. Personal addresses should not be used for Corporation business such as trips, workshops, classes, refreshments, new membership applications or treasury transactions.

Prospective members, who are interested in being associated with the Club but are unable to fulfill these annual duties, are encouraged to become Patron Members.

Members who have been Active for at least five (5) years and wish to continue to support the Club but who no longer can attend meetings because of employment, illness, etc., shall be encouraged to become Associate Members.

Members shall be encouraged to attend State Conventions and District Conferences in order to broaden individual participation and Club representation.

Members who join during a current year shall be invited to a social gathering for the purpose of learning about the Club and its circles, getting acquainted with the Executive Board and each other.

Refreshments are an important part of the monthly general meetings. The Active membership roster shall be utilized alphabetically to determine which members shall have refreshment duties for the upcoming year. The Active members with refreshment duties for the year will then be divided into groups to serve as monthly committees. The monthly committee shall work under the guidance of the Refreshments Chairman, appointed by

the President. If a member cannot serve during his/her appointed month, each member is responsible for finding his/her own substitute or paying a fee, and must call the Refreshments Chairman, advising of their substitute or making arrangements to pay the fee. Each Refreshments Committee shall:

1. purchase and plate refreshments for members who have chosen to pay a fee to fulfill their refreshment responsibility;
2. set up a tea table; include a natural arrangement done by a Club member; and
3. prepare and serve refreshments.

The yearbook may be mailed or hand delivered to all members (Active, Patron, Associate and Honorary). Members shall notify the Yearbook Chairman and Second Vice President at the time the annual dues are paid if the mailing address for the yearbook is different from the Florida address being printed in the yearbook, or if the member wants the yearbook held for pick-up at a general monthly meeting.

Names of members who hold State and National Life Memberships shall be reported by the Life Membership Committee to the Second Vice President for inclusion in yearbook listing and membership records.

### **NON-DISCRIMINATION POLICY**

The Garden Club of Stuart, Inc. does not discriminate on the basis of race, color, national origin, sex (including sexual orientation or transgender identity), disability (including HIV, AIDS, or Sickle Cell Trait), pregnancy, marital status, age (except as authorized by law), religion, military status, ancestry, or genetic information which are classes protected by State and/or Federal law (collectively "protected classes") in its programs and activities.

### **CONFLICT OF INTEREST POLICY**

The purpose of this Conflict of Interest Policy of The Garden Club of Stuart, Inc. is to help avoid the appearance or actuality of private benefit to individuals within the corporation who are in a position of substantial authority.

1. **Definition of Conflicts of Interest.** A conflict of interest arises when a Member of the Executive Board ("Member") is in the position of voting for a transaction that the Member or any family member of the Member has a financial interest in the conflict of interest transaction.
2. **Individuals Covered.** All Members are covered by this policy. The Executive Board consists of elected Officers, appointed Officers, Chairmen of Standing Committees, Chairmen of Special Committees and Presidents of the Circles.
3. **Duty to Disclose Conflicts of Interest.** A Member will disclose in writing to the President, First Vice President and Treasurer of the corporation any actual or possible conflict of interest that may arise at any time.
4. **Procedures for Existence of Conflicts of Interest.** Interests disclosed to the President, First Vice President and Treasurer of the corporation will be reviewed and a determination made whether to (a) take no action; (b) assure full disclosure to the Executive Board; (c) ask the Member to recuse oneself from participation in related discussions and deliberations of the Executive Board; or (d) ask the Member to resign from the position in the corporation or, if the Member refuses to resign, become subject to possible removal.
5. **Affirmation of the Policy.** Annually, all Members will sign a Certificate stating that the Member has received a copy of the Conflict of Interest Policy of The Garden Club of Stuart, Inc., has read the policy, understands the policy and has agreed to comply with the policy.

### **CIRCLES**

Circles and their activities are secondary to the activities of The Garden Club of Stuart, Inc. Active or Associate members are eligible for Circle membership. Circles may also confer Honorary membership of their own. The members shall support and take an active part in the Club meetings and projects.

Circles shall not be relied upon or given preference to the exclusion of those members who belong only to The Garden Club of Stuart, Inc.

Circle Presidents shall present a Circle report at Executive Board meetings. If unable to attend, a representative shall be sent to present a report and keep the Circle informed of Executive Board action. Written copies of Circle reports shall be submitted to the Executive Board's Recording Secretary.

Circle Presidents and Program Chairman (First Vice President of The Garden Club of Stuart, Inc.) shall attend a joint meeting in early spring to discuss the purpose of Circles and Circle programs.

Circle Presidents shall annually submit five copies of their Circle yearbook to the First Vice President of The Garden Club of Stuart, Inc. Circle Presidents shall annually submit five copies of their current Circle bylaws to the President of the Club. If these bylaws are included in the yearbook, that is an adequate submission.

Circle programs shall be related to the goals of The Garden Club of Stuart, Inc. and stress active participation of the Circle members in a study-workshop type of meeting.

Circle meetings shall be conducted according to parliamentary procedure.

Circles shall include assigned Members at Large in working on Ways & Means and other meeting responsibilities. (These Members at Large hold no Circle benefits or obligation. Their assignment is merely to improve this annual working responsibility and relationship. However, this assignment in no way precludes their joining that Circle or any other in the future.)

### **THE GARDEN CLUB OF STUART, INC. AWARDS**

These award statements shall appear in the yearbook, along with a list of recipients.

The President and/or the Executive Board shall have the option of honoring members for outstanding service to the Club (with FFGC Hall of Fame, Pillar of Pride or Earth Steward awards) when it is deemed appropriate.

#### **DISTINGUISHED SERVICE AWARD**

Given by the officers of the Garden Club of Stuart, Inc., the Distinguished Service Award recognizes individuals who, over many years, have made a significant contribution to our goals and purposes and continues to show much dedication in their service to our club.

#### **MEMBER OF THE YEAR AWARD**

The Garden Club of Stuart, Inc. Member of the Year Award is presented annually to a member, other than an officer of the Corporation (President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer) in appreciation for outstanding service during the current Club year. Officers of the Corporation do not include Circle Officers. Presentation is made at the Annual Luncheon Meeting.

Accomplishments may extend over a number of years but should be prominent in the present award year. Written nominations indicating qualifications must be presented to the President by the first of March. Three anonymous judges, appointed by the President, make the choice based not on the number of nominations, but on the qualifications of the nominee.

#### **COMMUNITY SERVICE AWARD**

Endowed by Mary M. Bickmann, The Garden Club of Stuart, Inc. Community Service Award is given annually to an individual in Martin County who has provided leadership and service consistent with the aims of The Garden Club of Stuart, Inc., Florida Federation of Garden Clubs, Inc., and National Garden Clubs, Inc. The recipient need not be a member of The Garden Club of Stuart, Inc. Nominations must be presented in writing to the President during the club year but not later than the March meeting. Selection of the recipient is made by a committee of the President and two former Presidents based not on the number of nominations, but on the qualifications of the nominee. The award is announced at the Annual Luncheon Meeting.

#### **CYNDY TROSSBACH OUTSTANDING YOUTH AWARD**

The Garden Club of Stuart, Inc. Cyndy Trossbach Outstanding Youth Award is given annually to a high school student in Martin County who has displayed leadership and initiative in support of the goals and aims of The Garden Club of Stuart, Inc., Florida Federation of Garden Clubs, Inc., and National Garden Clubs, Inc. as defined by their Mission and Vision statements. Nominations indicating the qualifications must be presented in writing to the President by the first of March during the Club year. Three anonymous judges, appointed by the President, make the choice based not on the number of nominations, but on the qualifications of the nominee. The award is announced at the Annual Luncheon Meeting.