

## Constitution and By Laws (revised November 10, 2018)

ARTICLE I. NAME This organization shall be known as The Orcas Island Garden Club.

ARTICLE II. PURPOSE The purpose of the Orcas Island Garden Club shall be to stimulate knowledge and love of gardening, to cooperate in the protection and conservation of nature, and to assist in the beautification of the community.

### ARTICLE III. MEMBERSHIP

Section 1. General Membership. Membership shall be open to any person interested in gardening.

Section 2. Honorary Life membership. Upon recommendation of three or more members and with approval of at least a two-thirds vote of the members present at a general meeting, honorary life membership may be conferred upon a person who shall have rendered outstanding service to the Orcas Island Garden Club. An honorary life member shall be exempt from payment of annual dues and shall be entitled to all the benefits of membership.

### ARTICLE IV. ANNUAL DUES

Annual dues shall be payable in October of each year and shall be considered delinquent if not paid by October 31st. Those whose dues are not paid by October 31st will not be included in the membership roster in the yearbook. Half-year memberships, February through June are available.

### ARTICLE V. GENERAL MEETINGS

Section 1. Regular meetings of the Garden Club shall be held on the 3rd Wednesday of each month unless otherwise announced. No meetings will be held in July & August

Section 2. Special meetings may be called by the President or by the Executive Board or by written request from ten members of the organization. The purpose of the meeting shall be stated in the call and no other business shall be addressed.

Section 3. The agreement of a majority of the membership present shall be required for any proposal.

### ARTICLE VI. OFFICERS

Section 1. The officers shall be the President, Program Committee Chair, Membership Committee Chair, Garden Tour Chair, Treasurer, Secretary, Communications Chair, and Past President. Any person nominated for President shall have been a member of the Executive Board. One of the members of the Board shall be designated President-Elect. If that person is not Chair of the Program Committee, he or she shall serve as a

member of the Program Committee during the year previous to his/her term as President. Two people may be nominated and elected for any office, with the responsibilities of the office shared between them.

Section 2. Each officer shall be elected for a term **one year**. **Officers may serve more than one term if re-elected to the position by a majority of the members.** Should any officer be unable to complete a full term of office, the Executive Board shall appoint an interim person to fill the vacancy.

Section 3. Nominating Committee: A Nominating Committee shall be comprised of the current President, the President-Elect, and **three former or current members of the Executive Board** and will present the slate of officers to the membership at the May meeting. Further nominations from the floor will be in order. The election of officers shall take place at the May meeting. The newly elected officers shall be installed at the June meeting and shall assume their duties after the installation.

## ARTICLE VII. DUTIES OF THE OFFICERS

Section 1. President. The President shall preside at all meetings of the Garden Club, including general & special meetings as well as those of the Executive Board. **In the absence of the President, a member of the Executive Board or past president shall preside at meetings of the general membership and Executive Board. The President shall be a member of the Program Committee.** He/she or a designee shall appoint chairmen of Special Committees with approval of the Executive Board. The President shall serve as an alternate to the Treasurer when necessary, and he/she shall cosign all checks over \$500.00. He/she or the treasurer shall sign all contractual agreements of the Garden Club. He/she shall report all activities of the organization to the membership & the Executive Board. He/she shall perform all other duties customary to this office.

Section 2.

**Program Chair: The Program Committee Chair shall be responsible for contracting speakers and/or creating programs for regular meetings of the club and any special events outside the meetings, with the exception of the Garden Tour.**

Section 3. **Membership Chair: The Membership Chair** shall be responsible for: recruiting new members; soliciting membership dues; developing and maintaining a current membership **data base**; publishing an annual yearbook with programs & the membership roster; ordering and distributing Garden Club pins for new members, **and appointing the Welcoming Committee, whose members shall assist the Membership chair in welcoming members and guests to general meetings, accepting membership applications, taking orders for pins, distributing yearbooks, and performing other tasks included in welcoming, such as distributing raffle tickets.**

Section 4. **Garden Tour Chair: The Garden Tour Chair** shall be responsible for **planning and implementing the Garden Tour and any other** fundraising activities and

events as agreed upon and decided by the Executive Board and approval of the membership.

Section 5. Treasurer: The Treasurer shall have custody of all funds of the Garden Club. He/she shall keep an account of the funds and a record of all transactions. **He or she shall record receipt of membership dues.** The financial accounts shall be reconciled monthly. He/she shall sign all checks or drafts of funds of the Organization with the President as cosigner on checks over \$500.00. A financial report shall be presented at business meetings of the membership and meetings of the Executive Board as directed by the President. He/she shall provide written copies for the President and Secretary at each Executive Board meeting. With the help of the Finance Committee, he/she shall prepare an annual budget to be approved by the Executive Board and used in planning the activities of the Garden Club. The account books shall be audited at the end of the Treasurer's term. The Audit Committee shall be comprised of the President, immediate past President and new Treasurer. At the end of each fiscal year he/she shall prepare a comparison report of income and expense, budget versus actual.

Section 6. Secretary: The Secretary shall keep minutes of all meetings of the Executive Board. He/she shall present copies **of the minutes** to the **Executive Board**. He/she shall be the custodian of all papers and records pertaining to that office. **He/she shall also** be responsible for general correspondence and any other matters as directed by the President.

Section 7. Communications **Chair: the Communications Chair shall be responsible for preparing notices and press releases informing the community about Garden Club programs and activities. He/she shall be responsible for email communication with members about meetings and programs.**

## ARTICLE VIII. THE EXECUTIVE BOARD

Section 1. The elected officers shall constitute the Executive Board of the Garden Club.

Section 2. The Executive Board shall meet once each month or at the call of the President to plan meetings of the membership and to transact the business of the organization. The Executive Board shall **periodically report membership, finances and other pertinent information** to the general membership meetings.

## ARTICLE IX. THE COMMITTEES

Section 1. Standing Committees. Definition: The chair of each standing committee **is an elected member of the Board and** shall attend meetings of the Executive Board. Standing committees are constituted to perform continuing functions and they remain in existence until they are abolished by the Executive Board.

**The Standing Committees are Program, Membership, and Garden Tour, whose functions are listed in Article VII, "Officers," and the Finance Committee, chaired by**

the Treasurer and President **and whose function is** to prepare the annual budget with the approval of the Executive Board, to be used in planning programs and other activities of the Garden Club.

## Section 2. Special Committees **and Positions**

**Definition. Like the Standing Committees, Special Committees and Positions are constituted to perform continuing functions. However, their chairs are appointed by the President or designee. Chairs of Special Committees and Positions are welcome but not required to attend Executive Board meetings. Like Standing Committees, Special Committees and Positions shall remain in existence until they are abolished by the Executive Board.**

Hospitality Committee: Functions: to make arrangements for social hour after regular club meetings.

**Yearbook: Functions: To create the annual yearbook.**

**Historian: Functions: To keep a photographic history of the club in scrapbooks.**

**Webmaster: Functions: To maintain the club website.**

**Audiovisual: Functions: To prepare audiovisual equipment for speakers and other activities that require audiovisual presentation at meetings.**

**Room set-up: Functions: To prepare the Madrona Room for regular meetings.**

**Section 3. Ad-hoc Committees: An ad-hoc committee is a committee appointed as the need arises to carry out a specific task. At the completion of the task and after presentation of a final report, the committee shall automatically cease to exist.**

ARTICLE X. ENDOWED FUNDS. Endowed Speakers Fund. The principal of this fund will be maintained as an endowed fund with the annual income only being expended to help defray the costs of the Club's invited speakers program.

ARTICLE XI. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Roberts Rules of Order newly Revised shall govern the Garden Club in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Garden Club may adopt.

ARTICLE XII. AMENDMENT OF THE BYLAWS. The Bylaws may be amended at any regular meeting of the organization by a two thirds vote of those present, provide the proposed amendment has been submitted in writing to the organization at least 15 days prior to the meeting.

**ARTICLE XIII: RECALL OF OFFICERS: The recall of an elected officer other than the president may be achieved by a majority vote of the Executive Board. In the case of the President, a recall may be achieved by a majority vote of the Executive Board to call a special meeting of the membership for the purpose of recall. The meeting will be chaired by the Program Committee Chair. A majority vote of those present shall constitute a recall of the President.**

Notes on the background of the Orcas Island Garden Club's Constitution and Bylaws: An undated copy of the Constitution and Bylaws was found in a scrapbook by Elaine Granville, President, in December 1984. Those Bylaws were revised by the Executive Board in 1984. they were presented in writing to the Orcas Island Garden club at a meeting held on January 20, 1985. They were approved by a two thirds vote at the meeting on February 27, 1985. This version of the Constitution and Bylaws was revised by an ad-hoc committee from the Executive Board in March-April 1988. It was approved by Executive Board at their meeting on April 12, 1988. Written copies were presented to the membership at a business meeting on April 30, 1988. After minor changes, the revised document was approved by the membership on that date. *Dr. Lorraine Mathies, President 1987/88.* Several changes and revisions to the preceding version of the Constitution and Bylaws were submitted to the Executive Board on March 19, 1991, subsequently presented in writing to all members and approved unanimously April 24, 1991. *Heather O'Malley & Joan Barber, Presidents, 1990/01.* Change/revisions to the preceding version of the Constitution and Bylaws were submitted to the Executive Board on July 12, 2003, subsequently presented in writing to all members and approved unanimously October 15, 2003. *Tom Burg 2002 & Gordon Greiner 2003, Presidents.* **Changes/revisions to the preceding version of the Constitution and Bylaws were submitted to the Executive Board on November 11, 2013, subsequently presented in writing to all members in March 2014, and approved by a majority vote of the membership on May 16, 2014. Margaret Payne, 2013-14 President and Marlyn Myers, 2012-2013 President. Bylaws were revised on November 10, 2018. Proposed changes were presented in writing to membership via e-mail by Helen Huber, Communications Chair on September 29, 2018 and were approved by more than a two thirds majority vote at general meeting on October 17, 2018. Linda Armstrong, 2018-19 President.**