

**BYLAWS OF THE FEDERATED GARDEN CLUBS OF VERMONT, INC.**

Adopted 1962

Revised 1970, 1974, 1980, 1982, 1986, 1990, 1993, 1996, 1998, 2002 & 2003, 2007, 2011, 2013, 2015, 2016

**TABLE OF CONTENTS**

**ARTICLE I - NAME .....1**  
**ARTICLE II - PURPOSES .....1**  
**ARTICLE III – PARLIAMENTARY AUTHORITY .....2**  
**ARTICLE IV - TRUSTEES.....2**  
**ARTICLE V - MEMBERSHIP .....2**  
**ARTICLE VI - DISTRICTS.....2**  
**ARTICLE VII - OFFICERS, EXECUTIVE COMMITTEE AND BOARD....2**  
**ARTICLE VIII - FINANCES AND DUES.....3**  
**ARTICLE IX - MEETINGS AND VOTING .....4**  
**ARTICLE X - NOMINATIONS AND ELECTIONS .....5**  
**ARTICLE XI - STANDING COMMITTEES .....5**  
**ARTICLE XII - AMENDMENTS.....5**  
**ARTICLE XIII – 501c3 STATUS .....5**  
**ARTICLE XIV – ELECTRONIC MEETINGS AND VOTING .....6**

**ARTICLE I - NAME**

The name of the organization shall be: THE FEDERATED GARDEN CLUBS OF VERMONT, INC.

**ARTICLE II - PURPOSES**

Its purposes shall be:

to coordinate the goals and purposes of the garden clubs of the state and to bring them into closer relations of mutual helpfulness by association, conferences, workshops, schools and correspondence;

to keep Federation members and the public informed and educated about environmental problems and legislation addressing them;

to encourage and assist the garden clubs of the state to provide educational programs for the schools and the general public in the fields of horticulture, forestry, ecology, landscape design, environmental studies, and floral design.

to provide scholarships to Vermont students studying in the fields of horticulture, forestry, ecology, landscape design, environmental studies, and floral design.

In the conduct of club affairs, the Federation shall not permit any restriction or limitation whatsoever based upon race, color, creed, gender, age and national origin or employment status.

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## **ARTICLE III – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Federation may adopt.

## **ARTICLE IV - TRUSTEES**

The trustees of said corporation shall be the President, the Treasurer and the Recording Secretary (as clerk) of the Federation, which complies with the laws of the State of Vermont.

## **ARTICLE V - MEMBERSHIP**

Section 1. The membership shall consist of all persons who belong to garden clubs affiliated with the Federated Garden Clubs of Vermont, Inc., in any membership status defined by those clubs.

Section 2. Membership in the Federated Garden Clubs of Vermont, Inc. (FGCV) shall include membership in the National Garden Clubs, Inc. (NGC) at the dues imposed by the National Garden Clubs, Inc. and in the New England Region (NER) of the NGC by virtue of the payment of dues by the Federation on behalf of its members.

## **ARTICLE VI - DISTRICTS**

Section 1. The member clubs shall be assigned to Districts as determined by the Executive Committee and approved by the Board.

Section 2. Each district shall have a member on the Federation Nominating Committee.

Section 3. Districts shall serve as hosts for board or membership meetings.

## **ARTICLE VII - OFFICERS, EXECUTIVE COMMITTEE AND BOARD**

Section 1. a) Officers: The elected officers of the FGCV are the President, First Vice President, Second Vice President, Recording Secretary and Treasurer. The appointed officers are the Assistant Treasurer and District Directors. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority designated in Article III.

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- Section 2. Executive Committee:
- a) The FGCV Executive Committee shall be made up of the following Elected and Appointed Officers: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Assistant Treasurer and District Directors.
  - b) All officers shall serve terms of two years and may serve an additional two years either consecutively or at a later date; only the Treasurer and Assistant Treasurer may serve more than two terms in the same office.
  - c) Each officer shall hold office until the end of the Annual Meeting at which his or her successor is elected or until his or her successor has been named. The term of office shall begin at the close of the Annual Meeting.
  - d) The transfer of Treasurer's files will take place after the close of the fiscal year.
  - e) All vacancies among officers shall be filled for the unexpired term by appointment of the President with the approval of the Executive Committee.
  - f) The Executive Committee considers all policy questions and, if approved, recommends action to the Board. Administrative procedure is the sole province of the Executive Committee.
- Section 3. The Board: The Executive Committee together with the Presidents (or designee) of member clubs in good standing shall constitute the Board. The Board shall consider approved policy recommendations from the Executive Committee, and recommend action to the membership.

## **ARTICLE VIII - FINANCES AND DUES**

- Section 1. The funds of the Federated Garden Clubs of Vermont, Inc. shall be derived from payment of dues by each affiliated club and from such other sources as the Executive Committee may authorize.
- Section 2. The dues shall be paid annually before September 1st. The amount of annual dues to be paid by each Federation club for its members shall be recommended by the Finance Committee, and approved as defined in Article VII, 2-3. Any club not paying dues for the current year by the due date shall be given six weeks' notice in writing of the FGCV's intent to terminate the association and will be dropped at the end of the notification period at the discretion of the Board.
- Section 3. There shall be a Finance Committee composed of the First Vice President (Chair), Second Vice President, Treasurer, and Assistant Treasurer. The Finance Committee shall be in charge of the budget and management of the funds and shall make recommendations for all financial policies before action by the Executive Committee and Board.
- Section 4. The Finance Committee prepares the budget for approval by the Executive Committee and the Board. Once the budget has been approved the President may approve requests

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for additional expenditures in budgetary categories of amounts less than \$100; the Executive Committee must approve requests for additional expenditures in budgetary categories of amounts in excess of \$100.00. Amounts expended outside of budget categories must be approved by the Executive Committee by a two-thirds vote.

- Section 5. The Treasurer shall collect and hold all monies belonging to the Federation and shall deposit them in a bank in Vermont chosen by the Treasurer. The Treasurer is responsible, in partnership with the Executive Committee, for ensuring that appropriate accounting and ethical procedures are being followed in the financial affairs of the Federation.
- Section 6. The Executive Committee has discretion in arranging for audits of the Federation's accounts. However, an audit must be completed at the change of Treasurer, and the interval between audits may not otherwise exceed five years.
- Section 7. The FGCV will operate on the fiscal year of July 1 to June 30.

### **ARTICLE IX - MEETINGS AND VOTING**

- Section 1. The Executive Committee shall meet prior to the fall Board Meeting after the election of new officers, and prior to Board and membership Meetings. A quorum for an Executive Committee Meeting is a majority of the Executive Committee. It shall also meet at the call of the President.
- Section 2. The Board shall meet in the fall. Thereafter it shall meet at the call of the President or upon written request of four members of the Board. A quorum for a Board meeting is a majority of the voting members registered for the meeting, which must include representatives from sixty (60) percent of member clubs. Those entitled to vote are members of the Board as defined in Article VII, 3. If a person holds two positions in the voting body, only one vote is permitted.
- Section 3. The Federated Garden Clubs of Vermont, Inc. shall hold an Annual Meeting for the membership with the date to be determined by the Executive Committee. All members in good standing shall be entitled to vote at the Annual Meeting as hereinafter provided. A quorum for the Annual Meeting shall be a majority of the voting members registered for the meeting, which must include representatives from sixty (60) percent of member clubs.
- Section 4. Special meetings of the membership must be called by the President upon request of one-third of the Federated clubs or by majority vote of the Executive Committee. Members from forty (40) percent of member clubs must be in attendance to constitute a quorum. All members in good standing shall be entitled to vote at such meetings.

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Section 5. The Executive Committee must warn motions or recommendations for Board or membership meetings in writing or by electronic means at least four weeks in advance of the meeting.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

Section 1. The election of officers shall be held at the Annual Meeting of the membership every two years to take place in same years as elections in the National Garden Clubs, Inc.

Section 2. There shall be a Nominating Committee consisting of at least three (3) members appointed by the President, with at least one from each district, announced at the fall Board Meeting. Each District Director shall nominate a member from one of the clubs in their district to serve on the Committee. The President shall appoint one of the nominees to serve as chair. Members of the Nominating Committee must have served on the Board at least two years.

Section 3. The Nominating Committee shall meet and prepare a slate of nominations to be presented to the Board. Further nominations may be made from the membership if the prior consent of the nominee has been secured.

Section 4. Election shall be by ballot if more than one candidate for any office has been nominated.

## **ARTICLE XI - STANDING COMMITTEES**

The standing committees shall be such as the President and Executive Committee may deem necessary. Committee Chairs report to the President and must have all expenditures approved by the President as outlined in Article VIII, 4.

## **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended or changed at any Annual or Special Meeting of the membership by a two-thirds vote, provided that notice of amendment or change has been sent in writing or by electronic means to each Federated club at least four (4) weeks before the Meeting.

## **ARTICLE XIII – 501c3 STATUS**

The FGCV is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.

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No part of the net earnings of the FGCV shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. **Care shall be taken by all members to insure that no funds due to the Federation are received in a member's name. Reimbursements for expenditures made by members on behalf of the Federation will only be made if prior approval by the appropriate body has been given and valid receipts are submitted.**

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the FGCV shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the FGCV, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government or the State of Vermont for a public purpose. Any such assets not disposed of shall be distributed by a Vermont Court of competent jurisdiction consistent with the goals of the state constitution or to such organizations as the court shall determine which are organized and operated exclusively for such purposes.

The FGCV shall have no stock.

### **ARTICLE XIV – ELECTRONIC MEETINGS AND VOTING**

The Finance and Executive Committees are authorized to meet by electronic communication media so long as all members have the ability to participate in the deliberations. The quorum for such a meeting is the same as for a regular meeting. In addition, the Finance and Executive Committees and the Board are authorized to vote by electronic means.

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