

## **BY-LAWS CHARLOTTE GARDEN CLUB, INC.**

### **PREAMBLE AND PURPOSE**

The Charlotte Garden Club, Inc. was organized in 1926 and incorporated in 1935.

The Charlotte Garden Club was organized for the purpose of furthering members' knowledge of horticulture through programs and projects under the direction of professionals in the fields of horticulture and garden design.

The Charlotte Garden Club projects include the annual Art in the Garden Tour, December holiday lobby decorations at the Mint Randolph, selected landscaping and garden maintenance at the Mint Randolph and other projects as approved by the Board of Directors of the Club.

### **BY-LAWS**

(As adopted by the membership May 11, 1987 and amended March 26, 1990; Feb. 28, 1994; Sept. 21, 2009, April 21, 2013 and October 7, 2017.)

### **ARTICLE I**

#### **Membership**

The membership of The Charlotte Garden Club, Inc. (the "Club") shall be comprised of Active and Honorary members.

#### **Section I. Active Membership**

Any person may become a member by completing a new member information sheet, available on the Garden Club webpage and during the social hour before programs begin, and paying the current annual Club dues.

#### **Section II. Honorary Membership**

Honorary membership for an individual may be proposed and approved by the Board of Directors in appreciation of homeowners hosting a Garden Tour garden. Honorary memberships are for a single year and such members may attend meetings but have no voting or other rights of membership.

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### **ARTICLE II**

#### **Officers and Board of Directors**

The property and affairs of the Club shall be managed by a Board of Directors (the "Board") composed of members of the Club. The Board shall consist of Officers, nine elected Directors and the immediate past President or Co-Presidents.

#### **Section I.**

The officers of the Club shall be a President, First Vice-President, Second Vice-President, Recording Secretary,

Corresponding Secretary and Treasurer. These officers shall be proposed by the Board and shall be elected by the members of the Club at the April meeting and serve for a term of one year. The President, First Vice-President and Second Vice-President-Elect shall be elected at the April meeting. The President shall serve a term of up to two consecutive years followed by a term of one year as Immediate Past President. The First Vice-President and Second Vice-President shall serve for a minimum of one year in office prior to accepting a nomination for the office of President. These offices shall be installed at the May meeting with their duties commencing immediately following that meeting.

#### **Section II.**

At each April meeting three (3) of the Directors shall be selected by nominations from the Board and the general membership, and elected by the membership, for a term of three (3) years, with the intention that three elected members of the Board of Directors shall be retired annually.

#### **Section III.**

The Board of Directors shall have the power to fill vacancies that arise on the Board during the year. These appointments shall last until the next April meeting of the members. The Board has the power to approve all Club expenditures.

#### **Section IV**

Nine members shall constitute a quorum of the Board and may transact any business of the Board and exercise all powers not in conflict with the By-Laws.

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### **ARTICLE III**

#### **Duties of the Officers**

##### **Section I. President**

The President shall be the Executive Officer of the Charlotte Garden Club, Inc., shall preside at meetings of the Club and its Board, and shall be a member ex-officio of all committees. The Board shall appoint the Chairs of such special committees as are deemed necessary. The President may also attend the Affiliate Board Meetings of the Mint Museum of Art as a voting representative of the Charlotte Garden Club.

##### **Section II. Past President, First Vice-President and Second Vice-President**

The Immediate Past President shall serve as a member of the Board. In the absence of the President, the First Vice-President and Second Vice-President shall assume the duties and exercise the powers of the President.

##### **Section III. Recording Secretary**

The Recording Secretary shall keep the records and the minutes of all meetings of the Club.

##### **Section IV. Corresponding Secretary**

The Corresponding Secretary shall send out electronic and print notices of all meetings, conduct the correspondence of the Club, keep a current file of the membership and serve as liaison with the Club and Mint Museum webmasters.

##### **Section V. Treasurer**

The Treasurer shall have custody of all funds of the Club and shall keep a record of all receipts and disbursements. The Treasurer shall deposit all funds in the name of the Club in such depository as shall be specified by the

Board and shall disburse funds of the Club only by authorization of the Board. The Treasurer shall present written reports at all Board meetings. The books shall be reviewed at the end of each fiscal year by the Budget-Finance Committee/ Audit Committee approved by the President.

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### **ARTICLE IV**

#### **Nominations and Elections**

The Immediate Past President shall serve as Chair of the Nominating Committee and present a slate of officers and directors to the Board at the March meeting to be approved at the April meeting. The Board's recommendations shall be communicated to the membership along with the notice of the April meeting. The Board's recommendations shall be presented to the membership at the annual meeting in April and the President/ First Vice-President shall call for additional nominations from the floor, after which nominations shall be closed and a vote taken for the various offices. A simple majority of votes cast, with a quorum being present, shall be necessary for election of officers and Directors. The newly elected officers and Directors shall be installed at the May meeting (member picnic) with their duties to commence immediately following the May meeting.

### **ARTICLE V**

#### **Miscellaneous**

##### **Section I. Quorum**

Twenty-five (25) active members present or represented by written proxy shall constitute a quorum for conducting Club business.

##### **Section II. Meetings**

Regular meetings of the Club shall be held monthly from September to May. Meetings of the Club may be rescheduled for special reasons by the Board of Directors, with the exception of the Annual Meeting in April. Notice of changed meetings must be sent by e-mail or regular mail to members. Special meetings of the Club may be called by the President or upon written request of five (5) members of the club.

### **ARTICLE VI**

#### **Committees**

##### **Section I. Appointment of Committees**

Upon assuming office, the President, First Vice-President and Second Vice-President shall appoint all committee chairs/co-chairs as deemed necessary and helpful to conducting the Club's business or to

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the community. Board members will volunteer for or be appointed to as serve as a Committee Chair or Co-Chair. Committee membership and participation in committee activities is open to and encouraged for interested club members.

### **Section II. Budget-Finance Committee, Audit Committee**

The Budget-Finance Committee shall be comprised of the Treasurer, President, First Vice-President and Second Vice-President, and any other members suggested by the Treasurer. Its duties shall be to prepare a budget each year to be submitted for the approval of the Club at its September meeting, using a budget development process that solicits and incorporates committee chair goals and plans for the coming year. The Budget-Finance Committee may serve as the Audit Committee with the approval of the President. The Audit Committee will: Approve the selection of the auditor; Review the audited financial statements and management comment letter from the independent auditor; Provide audit oversight by meeting with the auditor before audit fieldwork begins, after fieldwork concludes and after the audited financial statements are issued so any issues or concerns can be discussed openly; and periodically review and assess internal controls. Results of the annual audit will be reported to Board and provided to Club members.

### **Section III. Communications, Publications Committee**

The committee works with club officers and other committee chairs to develop and facilitate a coordinated communications plan, to include social media, and to monitor, recommend, and set up opportunities to publicize programs/speakers, projects, and activities. The committee is responsible for preparation and production of the yearbook.

### **Section IV. Community Projects and Activities Outreach Committee**

The committee invites, gathers and presents for board consideration suggestions from club members and interested public, business, cultural and non-profit community representatives, for an annual project and occasional or special projects and activities, including seasonal Mint Museum buildings and grounds beautification. The committee recommends annual project(s)/activities with a proposed

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calendar, consideration for current and potential new member participation and benefit, community enhancement, and cost. The committee works closely with the communications-publications committee to reach club and community volunteers, coordinate with community entities, and carry out and publicize annual/special projects and activities.

### **Section V. Garden Tour Fundraising Committee**

The Spring Art in the Garden Tour is the club's primary annual fundraising event. The Committee Chair/Co-Chairs lead coordination with Communications-Publications and among assembled committee members responsible for the following: Artist liaison; Brochure, ticket content; Garden captains; Garden selection; Sponsorships; Ticket distribution, accounting; and Tour After-Party. The committee convenes as soon as feasible after each event concludes to develop and recommend a calendar and timeline for the next Tour.

### **Section VI. Hospitality Committee**

The committee maintains a current a roster of club members interested in hospitality, gains member commitments for each club meeting, and the Communications-Publications committee publishes a calendar on the website for the year listing volunteers who commit to bringing centerpieces and refreshments to the social-networking hour before each meeting. The committee invites members to become volunteer greeters who welcome members and guests at member meetings. The committee coordinates with the Communications-Publications committee and Membership Committee to assist with planning for the New Member Orientation gathering/coffee.

### **Section VII. Membership Committee**

The Membership Committee will recommend new member and total member three year annual goals. Membership growth goal recommendations will be made based on the club's mission and purpose, and periodic (at minimum annual) reviews and suggestions for membership categories, fees, and benefits. In consideration of club member interests and diversity, members will review and suggest changes as needed to the New Member information sheet completion and welcome process, to attrition, and to opportunities for engaging

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potential new club members in coordination with club programs and projects.

### **Section VIII. Programs and Presentations Committee**

The Second Vice-President chairs the Programs and Presentations Committee. The committee invites, gathers and presents for board consideration suggestions from club members and the broader gardening specialist/professional community, for speakers for each club meeting. The committee brings to the board President and members a timely suggested speaker calendar with profiles, cost-benefit estimate, and recommendations. Committee members support the Club President by assisting with arrangements for speakers/presenters needs for transportation, AV equipment, distribution of materials related to talks. The committee coordinates with the membership committee, communications-publications committee and hospitality committee to lead planning for the May Meeting/Member Picnic.

## **ARTICLE VII**

### **Dues**

The annual dues for Active Membership shall be \$35 for an individual, \$15 for a student and \$50 for a couple, payable by August 1 each year. Ivey-level dues shall be \$100 per year. New members having paid their initial dues following the March meeting will be considered to have paid their dues for the next fiscal year.

## **ARTICLE VIII**

### **Indebtedness**

No debts shall be incurred by this organization. In the case of insufficient funds in the treasury to cover any project requiring such funds, the necessary amount must be obtained by special contributions from Club members or other interested parties before the Club is authorized to proceed.