



**CHARLOTTE GARDEN CLUB
BY-LAWS REVISIONS / COMPLIANCE
04.15.24**

BY-LAWS OF THE 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, 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, October 7, 2017, and April 15, 2024)

ARTICLE I

Membership

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

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.

Lifetime memberships are awarded based on board approval in recognition of an individual's service and duty to the club. Lifetime memberships have no voting or other rights of membership.

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, elected Directors and the immediate past President.

Section I.

The officers of the Club shall be a President, Secretary /Vice President, Treasurer /Vice President, AIGT Vice President, and Program Vice President. These officers shall be proposed by the Board and may include a non-board member nomination for any of the officer positions. Officers shall be elected by the members of the Club at the April meeting and serve for a term of two years with the option of additional term (s) if approved by Board of Directors. the President shall serve a minimum of one year as

Vice-President prior to accepting the nomination for the office of the President. The President shall serve a term of up to two consecutive years followed by a term of one year as immediate Past President- These offices shall be installed at the May meeting with their duties commencing immediately following that meeting.

Section II.

At each April meeting open Directors positions shall be selected by nominations from the Board and the general membership, and elected by the membership, for a term of two years.

Section III.

The Board of Directors shall have the authority to fill vacancies that arise on the Board during the year. These appointments shall remain in effect for the duration of the term. The Board has the authority to vote to approve all Club expenditures.

Section IV

50% of the Board constitutes a quorum and may transact any business of the Board and exercise all powers not in conflict with the By-Laws.

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. Vice-President Positions

In the absence of the President, any Vice-President can assume the duties and exercise the powers of the President. The Vice President levels include integral organizational functions of AIGT, Programs, Treasurer and Secretary.

Section III. Secretary/ Vice President

The Corresponding &Recording Secretary shall keep the records and the minutes of all meetings of the Club, send out electronic and print notices of all meetings, conduct both written and digital correspondence of the Club, and maintain an organizational structure with all applicable responsibilities for each committee role.

Section IV. Treasurer/Vice President

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.

Treasurer maintains a current roster of all memberships.

ARTICLE IV

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/ Vice-Presidents 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 last meeting of the fiscal year with their duties to commence immediately following the May meeting.

ARTICLE V

Section I. Quorum – no changes

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 Business Meeting. Notice of changed 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 and Vice-Presidents shall appoint all committee chairs as deemed necessary and helpful to conducting the Club's business or to the community. Board members will volunteer for or be appointed to serve as a Committee Chair. Committee membership and participation in committee activities is open to and encouraged for interested club members.

Section II. Budget / Audit Committee

The Budget-Audit Committee shall be comprised of the Treasurer, President and Vice-Presidents, 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 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 upon request, can be provided to Club members.

Section III. Marketing

The committee works with club officers and other committee chairs to develop and facilitate coordinated communications to include social media, newsletters and to monitor, recommend, and set up opportunities to publicize programs/speakers, projects, and activities as outlined in the organizational chart adopted 08.16.23.

Section IV. Community Outreach and Events

The committee provides and presents for board consideration, suggestions from club members and interested public, business, cultural and non-profit community representatives, annual or special projects relating to community enhancement and outlined costs. The goal is to invite member participation in these community projects while ensuring diversity within the club, public missions, and persona. The committee ensures that the goals of existing member participation programs are met while identifying and providing potential revenue generating projects for the Club.

Section V. Art in the Garden Committee /Vice President

The Spring Art in the Garden Tour is the club's primary annual fundraising event. The Committee Chair, in coordination with Marketing and the assembled committee members, addresses responsibilities for artist liaison, brochure & ticket content/distribution, lead garden captains, makes garden selections, secures sponsorships, accounting and sponsor party as outlined in the organizational chart adopted on 08.16.23. The committee convenes as soon as feasible after each event concludes to develop and recommend a calendar and timeline for the next tour event.

Section VI. Membership Committee

The Membership Committee will provide the new members total recommendation to meet three-year annual goals. The committee is to inspire club membership by identifying opportunities for engagement for our new club members while supporting the club programs and projects. The committee also makes recommendations to the board, implement and coordinate upon approval, the logistics required for all member events.

Section VII. Program Committee /Vice President

A Vice-President chairs the Program Committee. The committee gathers and presents for board consideration, suggestions from club members and the broader gardening specialist/professional community, a slate of 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 provide all required support for the speaker set-up as well as the hospitality needs of all the monthly meetings per the organizational chart adopted on 08.16.23

ARTICLE VII

Dues

The annual dues for Active Membership shall be \$50.00 for an individual, \$75.00 for a family, \$150.00 for Ivey League, and \$250.00 Business Membership (2 memberships) . Lifetime members are complimentary.

Students with active school ID can attend meetings at no charge. Hosts of Art in Garden have one year family level complimentary membership. Dues are payable by August 1 each 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.

-----**BOARD APPROVALS**-----

The Bylaw revisions were approved by the Board of Directors and membership on this 15th day of April, 2024.

___ CGC Paul Freeman / President

___ CGC Joey Pellegrin-Webb / V. President

___ CGC Debbie Deming / Treasurer

___ CGC Linda Carroll / Secretary

___ CGC Board / Mary Griggs

___ CGC Board / Natalie McGrann

___ CGC Board / Diatra Fullwood

___ CGC Board / Katie Bottini

___ CGC Board / Katie Smith