

CONSTITUTION BY-LAWS
Revised September 2017

This organization shall be known as the **GARDEN CLUB OF DARIEN, INC.**

The objects of the Club shall be to stimulate the knowledge and love of gardening, to aid in the protection of native plants and birds, and to encourage civic planting.

ARTICLE I

The Board of Directors

Sec. 1. The affairs of the Club shall be directed by the Board of Directors consisting of the Officers of the Club and the Chairmen of Standing Committees and the Chairmen of Special Committees.

Sec. 2. Regular meetings of the Board shall be held at least nine (9) times a year, weather permitting. A majority of members shall constitute a quorum.

Sec. 3. Special meetings of the Board may be called by the President or by any five members of the Board on not less than 24 hours' notice. The object for which such a meeting is called shall be stated in the notice.

Sec. 4. Brief reports of the affairs of the Club shall be presented by the Board at each regular meeting of the Club when appropriate.

Sec. 5. The Board shall have the power to fill any vacancy among the officers, and to appoint substitutes to serve until the next Annual Meeting.

Sec. 6. No member of the Club may hold more than one office or be Chairman of more than one Standing Committee simultaneously.

Sec. 7. No member of the Club may fill the same office or serve as Chairman of the same committee for more than 3 consecutive years.

Sec. 8. The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Recording Secretary and Treasurer and may act for the Board of Directors, if necessary, between Board meetings.

ARTICLE II

OFFICERS

Sec. 1. The officers of the Club shall be a President, 1st Vice President, 2nd Vice President, Treasurer, and Recording Secretary.

Sec. 2. The President shall preside at all meetings of the Club and shall be ex-officio a member of the Membership and Policy Committees, and of any other Committee when requested. She shall serve as a member of the Finance Committee.

Sec. 3. The 1st Vice President, or, in her absence, the 2nd Vice President, shall have all the powers of the President when acting in her stead. The 1st Vice President shall be responsible for civic activities and awards. The 2nd Vice President shall be Chairman for the Provisional Group.

Sec. 4. The Treasurer shall be the custodian of all funds, shall disburse all monies, and shall send out notices of dues and record their receipt. She shall report at all General and Board meetings and shall present the year's financial report at the Annual Meeting. She shall also notify the Garden Club of America and the Federated Garden Clubs of Connecticut of new members, resignations, deaths, and changes of address. She shall be chairman of the Finance and Grants Committee. An Assistant may be appointed.

Sec. 5. The Recording Secretary shall keep typewritten minutes of all meetings of the Executive Committee, the Board of Directors and the general and annual meeting of the Club. An assistant may be appointed.

ARTICLE III

STANDING COMMITTEES

Sec. 1. There shall be the following Standing Committees:

Conservation
Floral Design
Photography
Horticulture
Hospitality
Membership
Memorial Herb Garden
Newsletter
Pleasure Through Plants
Program
Public Relations/Bulletin
Garden History and Design

- A. The Chairman of each Committee shall be appointed by the Nominating Committee with the approval of the President or President-elect.
- B. The Membership Committee shall consist of three (3) Active members, each to serve for three (3) years. Each shall be appointed by the Nominating Committee each year, with the approval of the President. They should be responsible for recording attendance at membership meetings. One of the Senior members will act as Chairman of the committee.
- C. The Nominating Committee shall consist of three (3) Active members who are not holding an elective office. One member will be appointed each year by the Nominating Committee with the approval of the President to serve for three (3) years. The senior member shall serve as Chairman. This committee shall prepare a slate of candidates for officers to be voted upon by the Club at the Annual Meeting. They shall also appoint the Chairmen of the Standing and Special Committees as well as members of the Membership Committee. These appointments will be announced at the Annual Meeting. Pre-announcement of the slate of officers and committee chairmen may be made at the discretion of the nominating committee prior to the Annual Meeting.
- D. If the Chairman of a Standing Committee is unable to attend a Board or General Meeting, she shall be represented by the Vice Chairman or another committee member. The representative may vote on matters before the Board of Directors if she feels qualified.

SPECIAL COMMITTEES

- A. The Policy Committee shall act in an advisory capacity on all matters which are referred to it. It shall consist of all Past Presidents, and the last retired President shall act as Chairman. The President shall sit on the Committee

as an ex-officio member.

B. The Finance and Grants Committee shall consist of the President, Treasurer as chairman, and ex-officio, the former Treasurer.

C. There may be Special Committees for specific purposes, appointed by the Nominating Committee and subject to the approval of the Board. The Chairmen of Special Committees shall be invited to board meetings at the discretion of the President or the Board.

D. Any member in regular monthly attendance of Board meetings may vote on any matters before the Board.

ARTICLE IV

MEMBERSHIP

Classes of Membership

There shall be five classes of membership:

1. Active
2. Provisional
3. Associate
4. Affiliate
5. Honorary

The Garden Club of Darien's membership includes 150 members affiliated with the Garden Club of America, 110 of whom may be Active and 40, Associate. Provisional memberships are limited to twelve members, at any one time. Affiliate members shall be unlimited. The Membership number limiting any of the above may be changed by a vote of the Board. All classes of membership except (5) Honorary shall be responsible for the full payment of dues in effect.

Sec.1. Active members shall be limited to 110. They must be ready to assume their share of the Club's work and act as chair for three committees over a ten year period. Adherence to this guideline is subject to review by the Membership Committee and the Board. Failure to do so on the part of any member will make her no longer eligible for this class and her resignation may be requested by the Board. Active members are expected to attend membership meetings, workshops and participate in Flower Shows. Exceptions may be made for fully employed members who make their best effort to attend and participate or other extenuating circumstances as reviewed and accepted by the Board. All active members shall be members of the Garden Club of America and the Federated Garden Clubs of Connecticut.

Sec. 2. Provisional members shall take part in the Club's activities and serve on all the major committees over a two year period. They will pay an initiation fee to cover activities organized for them over the two year period. In their first Provisional year, they serve on one civic committee: Memorial Herb Garden or Pleasure Thru Plants, and two of the following standing committees: Flower Arranging, Photography, Horticulture or Conservation. In the second Provisional year, they serve on three committees: the other civic committee and the other two standing committees. By the end of the two year provisional period, they will have served on both civic committees and the four named standing committees. They shall have all the privileges of membership except the vote and membership in the Garden Club of America.

Provisionals may not serve on the Finance, Membership or Nominating Committees, nor be the Chairman of any committee. They may not serve on any Garden Club of America committee. Provisionals are required to attend all monthly programs and all meetings and workshops of their committees. A provisional member may be invited to become an active member after 24 months.

Sec. 3. Associate members are affiliated with the Garden Club of America and shall be limited

to 40. Active participation in the work of the Club for 10 years after the two year provisional term (for a total of twelve years in GCD) is required before a member may request transfer in writing to this group.

Associate members may serve on any committee. They may vote, but may not hold office. They may serve as chair of special committees. They may be a delegate to an annual meeting, zone meeting or special conference.

Sec. 4. Affiliate membership is available to every Garden Club of America member and may be granted at the discretion of her Club Board to a member who (1) has served satisfactorily in one or more clubs; (2) is no longer able to participate in her club's activities; or (3) is moving to another area where there may or may not be a Garden Club of America club. (The Board of her club may recommend her to a Garden Club of America club in her new area, if there is one.)

There will be two classes of affiliate members:

1. Those who attend GCD meetings when possible
2. Members who move away from the GCD area and never participate in GCD Club activities, but still wish to be affiliated with GCA and GCD.

She may not represent the Garden Club of Darien as a delegate at a Zone or Annual meeting.

A transferee from another Garden Club of America club must have a written recommendation from the Board of her former club and a written invitation to Affiliate membership from the Board of this club. After one year as an Affiliate, a transferee may be invited by the Board to active membership if she so desires and if the Active membership quota is not filled.

Affiliate members may serve on any committee except the Finance, Membership, or Nominating Committees. They may not vote, hold office, or serve as a Standing Committee chairman. They may serve as chairman of a Special Committee.

Sec 5. Honorary members are those to whom the Club wishes to honor. They shall not be responsible for the affairs of the club and shall have no vote. There are two classes of Honorary Members: 1. GCA/GCD member who remains on the roster of the GCA and pays the annual GCA dues amount and 2. GCD Honorary Members who remain on the GCD roster and are not responsible for any dues.

Requirements for Membership

Sec. 1. All candidates shall be residents of Darien or a neighboring community without a GCA club. They must be a resident for at least one year before being proposed for membership. They must have a garden and actively work therein. They must be ready to assume their share of the Club's work and attend meetings regularly.

Sec.2. An Active or Provisional Member who is absent for three (3) consecutive meetings will be notified by the Membership Chairman. The member shall present her reasons for her absences in writing to the Board. Lack of valid excuse shall be cause for the Board to recommend her resignation.

Sec. 3. An Active member, moving from Darien, who continues to fulfill the requirements for Active membership, may petition the Membership committee to retain her Active status in the Club, or she may request a recommendation for an Affiliate membership in the Garden Club of

America club of her new residence, or she may request a transfer to Affiliate status in this club.

To retain her Active membership, a non-resident member shall request in writing the approval of the Membership Committee. The committee shall consider each written request individually and take into consideration the continuing contribution that the applicant may be able to make to the club. The committee shall present its recommendation to the Board. Resolution by the Board of each recommendation shall be by written ballot, to be passed by a simple majority of the voting members in attendance. Following this procedure, if Active membership is granted, the Membership Committee shall review annually the participation of each Active Member.

Sec. 4. All Active members shall enter the club originally through the Provisional class except those transferring as Affiliates from another club.

B. Election of Members

Sec. 1. Provisional Membership

Candidates for admission shall be proposed, seconded, and supported by an Active or Associate Member. The proposing letter, sent to the Membership Chairman by December 1, must include the names of the seconder and two (2) supporters. Of the four (4) letters (proposing, seconding, and two (2) supporting), three (3) must be written by Active Members. This action shall not be invalidated by the proposer's, seconder's, or supporter's change of membership status. When appropriate, the Membership Chairman shall request the seconding and two (2) supporting letter by March 1. The President and members of the Membership Committee may not propose a candidate while in office. A member may only propose one (1) candidate during a single year and in addition may write only one (1) seconding or supporting letter. A non-proposer may write a supporting or seconding letter for only two separate candidates.

The Membership Committee chairman shall keep a list of candidates with names of their proposers, the dated letters of proposals, and the questionnaires which shall have been filled out and signed by the proposers.

When vacancies occur in the Provisional membership, the Board (Article 1., Sec. I) shall consider in January the names of candidates presented by the Membership chairman who, with her committee, has considered the names based on suitability and merit. There will be no discussion or vote taken by the Board at that time. The same candidate may be proposed twice within three (3) years.

Between the January and April Board meetings, Board members may investigate candidates on their own or through members of the Membership Committee directly. Any concern should be discussed with the Chairman of the Membership Committee. Candidates should be reviewed at the April Board meeting if necessary.

At the May Board meeting, an individual written ballot shall be cast for each candidate. A two-thirds vote shall be necessary for election.

Sec. 2. Provisional to Active Membership

A candidate for Active membership shall have been a Provisional member for at least 24 months.

Upon a recommendation (to the Board) from the Membership Committee and the second Vice-

President, a candidate shall be invited to transfer from Provisional to Active status by a majority vote of the Board at the May board meeting.

When a Provisional member is invited to become an Active member, she shall either accept or resign from the Club. Provisional members who have not qualified for Active membership at the end of two (2) years may be asked by the Board to resign.

Changes in Status and Reinstatements

Sec. 1. Any requests for change of membership status, including resignations and reinstatements, shall be directed to the Membership Committee which, in turn, will present its recommendation to the Board for action. Requests for resignation or change in status must be made by April 30th of the current year. Any member whose resignation has not been received by April 30th will be obligated for dues payment for the following year.

Sec. 2. Candidates shall be elected to Provisional and Active status at the May meeting of the Board of Directors. Other changes in membership status shall be acted upon by the Board at any Board meeting upon the recommendation of the Membership Committee.

Sec. 3. At the discretion of the Board, a former member in good standing may be reelected to membership in the class from which she resigned, as vacancies occur, upon her own application to the Membership Committee and without the necessity of being proposed, seconded, and endorsed again, and without serving in the Provisional group.

Dues/ Treasury

Sec. 1. The fiscal year of the Club begins July 1st.

Sec. 2. Dues

A change in dues requires the same procedures as Amendments Article VII. Statements for the following year shall be sent to all members in July. A second notice shall be sent September 1st to any member whose dues are unpaid, and October 1st a third and final notice shall be sent to those still delinquent. Unless payment is received within two (2) weeks of final notice, membership shall be terminated by notification from the Board.

Sec. 3 Donation Requests

Any requests for donations/funding over \$200 shall be submitted in writing to the board at least one week before voting/approval. No monetary disbursements over this amount shall be made without a written request, which should include a description of the project, amount needed and value to GCD.

ARTICLE V

MEETINGS

Sec 1. The Club shall hold an Annual Meeting each year in June at which time the Officers shall be elected to serve for one year.

Sec. 2. There shall be at least eight regular meetings during the year, weather permitting.

Sec. 3. Special meetings of the Club may be called by the president or on any written request of any five Active members, stating the object for which the meeting is called. Not less than five

(5) days' notice shall be given. No business other than that stated in the notice shall be transacted at any special meeting.

Sec. 4. Eighteen Active members shall constitute a quorum at all meetings of the Club except the Annual Meeting at which 25 Active members must be present in person or by proxy.

Sec. 5. The order of Business shall be:

- Reading of Minutes
- Treasurer's Report
- President's Report
- Reports of Committees
- Unfinished Business
- New Business

Sec 6. Notification of Board and membership meetings may be by mail or email. Votes may be taken in person or by Proxy (mail, email or fax).

ARTICLE VI

Pertaining to the disposition of assets in the event of dissolution of the organization, as required by:

Internal Revenue Service and
State of Connecticut

Upon dissolution of the corporation (club), the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation (club) dispose of all the assets of the corporation (club) exclusively for the purposes of the corporation (club) in such manner, or to such organization(s) organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the corporation (club) is then located, exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

To restrict the activities of the corporation (club) so that it shall not be used or operated for private profit and no property of the corporation (club) should insure to the private profit of any member or special group, in which instance the assets will be distributed to a similar non-profit organization holding a valid tax exemption permit issued by the Commissioner of Revenue Services.

ARTICLE VII **AMENDMENTS**

The business of the Garden Club of Darien shall be conducted per the By Laws of the Garden Club of Darien and Robert's Rules of Order. If there is a conflict, the By Laws of the Garden Club of Darien will prevail. The Constitution and By-Laws may be amended by the affirmative vote of two-thirds of the Active members, in person or by proxy, (mail, email, or fax) at any meeting of the Club if ten days' notice of the amendment is given in writing (mail, email or fax) to Membership.