

BYLAWS

As Amended May 29, 2020

ARTICLE I NAME

The name of the organization shall be Avondale Estates Garden Club, hereinafter called the Club.

ARTICLE II PURPOSE

The Avondale Estates Garden Club provides educational opportunities for its members to promote the love of gardening, floral design, civic responsibility, and the protection of the natural environment.

ARTICLE III MEMBERSHIP

Members are expected to support and participate in Club projects and activities.

Section 1. Categories

There are four categories of Membership: Active, At-Large, Emeritus and Sponsored.

Section 2. Residency Requirement

Membership shall be limited to residents of Avondale Estates with the exception of At-Large and Sponsored members. Members who move away may retain their memberships.

Section 3. Active Members

An active member shall have voting privileges, be eligible to hold office, be responsible for annual dues, serve on a Standing committee or the Executive Board and a year on the Food committee for one meeting a year.

Section 4. Family Membership

A family membership shall consist of two resident adults who reside in the same household and both shall be considered active members with the same rights and obligations.

Section 5. Emeritus Members

Emeritus members are those members who are no longer able to actively participate in the Club. Emeritus status will be approved by the Executive Board. These members are exempt from annual dues.

Section 6. At-Large Members

Outstanding service to the Club may be rewarded by granting an at-large membership to an individual who is not eligible based on residency. Such an individual shall be nominated and approved by the Executive Board, and shall have the same rights and obligations as an active member.

Section 7. Sponsored Members

Individuals who reside outside of Avondale Estates must be sponsored by a resident member. A sponsored member may not act as a sponsor. A sponsored member has the same rights and obligations as an active member.

Section 8. Resignation and Reinstatement

A. Any member may resign by submitting a letter in writing or by email to the President or to the Executive Board.

B. Any member who has resigned may be granted reinstatement by the Executive Board upon request.

ARTICLE IV OFFICERS AND EXECUTIVE BOARD

Section 1. Officers

Elected officers of the Club shall be the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2. Term of office

All elected officers of the Club shall be eligible for two consecutive terms of one year each and each officer shall hold office until a successor has been elected and qualified. Any officer filling an unexpired term of six months or less shall be eligible for election for one or two complete terms.

Officers shall be elected at the January membership meeting and shall assume office upon installation at the annual meeting in March.

Section 3. Vacancies

Vacancies on the Executive Board shall be filled by appointment of the President. When a vacancy occurs in an elected office, the appointment shall be ratified by the Executive Board and presented to the membership for approval. If the appointment is not approved, the vacancy shall be filled by nomination and election from the floor.

Section 4. Powers and Duties of the Officers and Executive Board

A. Officers

1. President

The President shall be the Chief Executive Officer of the Club; shall preside at meetings of the Club and Executive Board shall be an ex-officio member of all committees except the Nominating committee; shall sign all contracts, letters of agreement and intent with outside entities; shall appoint standing and special committees; shall be the official representative of the Club and shall perform all duties pertaining to the office.

2. First Vice President

The First Vice President shall perform the duties of the President if the President is absent or unable to serve; shall succeed the President for the remainder of the term if it becomes necessary; and shall serve as President following the expired term of the current President.

3. Second Vice President

The Second Vice President shall perform the duties of the First Vice President if the First Vice President is unable to serve; shall succeed the First Vice President for the remainder of the term if it becomes necessary and shall be responsible for programs at the membership meetings.

4. Recording Secretary

The Recording Secretary shall record the minutes and the attendance of all meetings of the Club and Executive Board; shall keep all official records of the Club; shall call the rolls when requested and shall write an annual summary of the Club's activities to serve as a history.

5. Corresponding Secretary

The Corresponding Secretary shall conduct the correspondence of the Club, send appropriate greeting cards to members as requested by the Executive Board, send electronic invitations to the membership for the monthly meetings, and ascertain a count from the RSVPs which is provided to the monthly food chairman.

6. Treasurer

The Treasurer shall oversee all financial operations of the Club, expending money only on approval or at the direction of the President or Executive Board, neither of which will spend in excess of \$300 on other than a budgeted item without approval of the membership; shall keep accurate records of all receipts and expenditures; and report as requested. The Treasurer's books are to be submitted in March to the appointed auditor or reviewer.

The auditor's report shall be presented at the following meeting. The Treasurer shall serve on the Budget Committee to prepare a budget for the coming year and shall submit it for approval by the Executive Board and adoption by the membership at the Annual meeting in March.

B. Executive Board

The Executive Board is comprised of the elected officers, Chairmen of the Standing Committees, the Immediate Past President, the Parliamentarian and the Federation Liaison (who shall both be appointed by the President). The Executive Board shall meet monthly prior to the general membership meeting, and shall also transact business of the Club between meetings and will report any emergency action at the next meeting of the Club for ratification. A special meeting of the Executive Board may be called either by the President or by a written request of five members of the Board. The Board shall report to the membership concerning its actions and its recommendations. The President may, in extenuating circumstances, take an emergency vote of the Board by email.

ARTICLE V STANDING COMMITTEES

Section 1. Standing Committees

Standing Committees shall be: Awards, Bylaws, Conservation and Environment, Horticulture, Food, Membership/Newsletter, Projects, Publicity, Scrapbook, Ways and Means, Yearbook, Youth Garden Group and others as deemed necessary by the Executive Board.

Section 2. Term of Committee Year

The term of the work year for the Standing Committees shall run from June 1 to May 31.

ARTICLE VI DUES

Annual dues are due and payable March 31. Dues paid after March 31 shall incur a financial penalty. Any member who is in arrears as of May 31 shall forfeit membership. Members joining between December 1 and the last day of February shall pay dues at a reduced amount. The amount of annual dues shall be set by the Executive Board and approved by the membership.

ARTICLE VII FISCAL POLICIES

Section 1. Fiscal Year

The Fiscal Year shall be from March 1 to the last day of February.

Section 2. Accounts and Audits

The books and accounts of the Club shall be kept in accordance with sound accounting practices and shall be reviewed or audited annually. The audit or review shall be assessed by the President, First Vice President and the Treasurer and filed subject to their consent. The Executive Board shall be provided the balance sheet as a matter of record.

Section 3. Budget

The annual budget shall be prepared by the Budget Committee which is comprised of the Treasurer, Treasurer-Elect, President, President-Elect and one other member appointed by the President.

ARTICLE VIII MEETINGS

The Club shall hold six meetings annually, unless otherwise prescribed by the Executive Board. The installation of officers shall be held at the annual meeting in March. Special meetings may be called by the President or by a committee of five members upon notification of the membership.

ARTICLE IX QUORUM

Section 1. General Membership

The quorum of the Club shall be one third (1/3) of the paid membership at the time of the relevant meeting.

Section 2. Executive Board

The quorum of the Executive Board shall be the majority of the Board.

ARTICLE X NOMINATING COMMITTEE

There shall be a Nominating Committee composed of two members appointed by the President and three members nominated and elected from the floor at the October meeting. This committee will prepare a single slate of officers which will be presented at the general membership meeting in January.

ARTICLE XI VOTING

Section 1. Motions and Resolutions

All motions and resolutions shall be decided by majority vote of the members present and voting, provided a quorum is present. Voting shall be viva-voce except at the election of officers.

Section 2. Annual Elections Vote

At the annual elections, if there are nominations from the floor, the election shall proceed by ballot and a majority of votes cast shall constitute election. If there are no nominations from the floor, the election may proceed by acclamation.

ARTICLE XII STANDING RULES

Standing Rules are those related to the details of the administration of the Club and may be adopted or changed without a change in Bylaws. These rules may be adopted by

majority vote of the Board. Any Standing Rule which restricts members' privileges or adds to members' obligations and/or responsibilities must be approved by a majority of the members voting at any membership meeting of the Club.

ARTICLE XIII CLUB MEMBERSHIPS

The Club may be a member of The Garden Club of Georgia, Inc. and any organization which conforms to Article II of these Bylaws provided such membership is approved by the Executive Board and passed by a two thirds (2/3) vote of the Club at a regular meeting. Membership in the Club provides membership in all organizations to which the Club belongs.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order (Revised) shall govern the Club on all matters of procedure not specified in the Bylaws or Rules adopted by the Club.

ARTICLE XV AMENDMENTS

These Bylaws may be amended by a two thirds (2/3) vote of the members of the Club present and voting at any membership meeting provided that there is a quorum present and that the proposed amendment has been approved by the Executive Board. Such amendment must have been provided to each member at least ten days before the voting meeting.

ARTICLE XVI DISSOLUTION

Upon the dissolution of the Club all remaining assets shall be given to the Public Works Department of the City of Avondale Estates to be placed in a restricted funds account to be used for beautifying the City through plantings in public places.