

BYLAWS

ARTICLE I – NAME AND AFFILIATIONS

Sec. 1. The name of this nonprofit corporation shall be California Garden Clubs, Incorporated, hereinafter referred to as CGCI.

Sec. 2. This corporation shall be a member of National Garden Clubs, Inc. (NGC) and Pacific Region Garden Clubs, Inc. (PRGC) and may take membership only in national and international organizations.

ARTICLE II – OBJECTIVES

The objectives of this corporation are as stated in the Articles of Incorporation and also:

- 1.** To create, promote and further interest in horticulture, gardening, floral and landscape design, plant and bird life, and appreciation of the natural beauties of the State of California.
- 2.** To encourage civic beautification and roadside development.
- 3.** To assist in projects for the conservation of our natural resources.
- 4.** To coordinate and centralize the work of the various California garden clubs and bring them into a closer relation of mutual helpfulness.
- 5.** To cooperate with other agencies in furthering interests in educational areas.

ARTICLE III – CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed upon it the following: California Garden Clubs, Inc., California. Incorporated May 18, 1936. The corporate seal shall be registered with the California Secretary of State, it is for use on official papers only.

ARTICLE IV – MEMBERSHIP & DUES

Sec. 1. The membership of this corporation shall consist of 5 classes: garden clubs, associate plant societies, affiliates, life members and all categories of youth gardeners. Voting memberships shall be garden clubs and associate plant societies. Nonvoting memberships shall be all categories of youth gardeners, affiliates and life members.

Sec. 2. A garden club, associate plant society, affiliate, or category of youth gardeners having one or more of the objectives of CGCI shall be eligible for membership providing no sectarian, racial, or political test for membership is required. Bylaws of each membership class shall not conflict with the bylaws of CGCI. Each category of youth gardeners shall be sponsored by a member garden club or district, registered annually with both appropriate CGCI and NGC chairmen and the members shall have all privileges of CGCI except the right to vote and hold office.

Sec. 3. All dues are payable on July 1 and delinquent on October 1. Dues shall be payable to CGCI and mailed to the membership chairman who shall transfer the funds promptly to the treasurer.

a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents (\$2.75) per capita, which shall include dues to NGC.

b) Clubs or associate plant societies shall forward dues periodically for additional members joining after July 1 to the membership chairman.

c) Affiliates shall pay annual dues of fifty dollars (\$50.00) regardless of size.

d) The per capita dues of any new club or associate plant society shall accompany application for membership. New clubs and associate plant societies joining between January 1 and June 30 shall pay one half of the annual dues for the period up to June 30. They shall be ratified at the winter board meeting or the pre-convention meeting and shall be entitled to representation at the convention.

e) If dues are not paid by October 1, clubs and associate plant societies become ineligible for liability insurance and participation in the awards program. In addition clubs also become ineligible for the Group Tax Exemption Program.

f) All categories of youth gardeners shall pay no dues to CGCI. Membership dues to NGC, including dues for youth gardeners and dues to PRGC shall be paid annually from the general fund.

g) Life memberships are honorary and require a onetime contribution of one hundred dollars (\$100.00). A club or associate plant society shall pay dues for all members, including life members.

ARTICLE V – OFFICERS AND THEIR DUTIES

****Sec. 1.** Elected officers shall be president, first vice-president, second vice-president, third vice-president, recording secretary, corresponding secretary, financial secretary, treasurer, and

communications director. The appointed officer shall be the parliamentarian.

**** PRIVISO - ARTICLE V – OFFICERS AND THEIR DUTIES, Sec. 1. – This bylaw was amended by the board of directors at the virtual CGCI Board of Directors Meeting in February 2022 and approved by the general membership at the CGCI Convention in June 2022. Effective beginning next term of office (2023-2025), this bylaw will read:**

Sec. 1. Elected officers and shall be president, first vice-president, second vice president, their vice-president, recording secretary, corresponding secretary, financial secretary, and treasurer. The appointed officer shall be the parliamentarian.

Sec. 2. The president shall:

- (a) be the chief executive officer and official representative of CGCI;
- (b) preside at all meetings of the board of directors, the executive committee, the convention and the post-convention;
- (c) appoint the parliamentarian, all chairmen of standing and special committees (except the nominating committee, board of trustees, advisory council, and budget and finance), and fill vacancies on the board of trustees. All appointments shall be presented to the board of directors for ratification;
- (d) be an ex-officio member of all committees, except the nominating committee; and
- (e) perform all other duties pertaining to the office.

Sec. 3. The vice-presidents, in their order, shall:

- (a) perform the duties of the president in the absence of or at the request of the president; and
- (b) accept a chairmanship as assigned by the president. The first vice-president shall become president-elect at the close of the convention or on July 1 (whichever comes first) preceding the election year.

Sec. 4. The recording secretary shall:

- (a) keep minutes of meetings and distribute copies to the appropriate recipients within six weeks of each meeting;
- (b) maintain a file of amendments to bylaws and standing rules;
- (c) keep the corporate seal, records and papers of the corporation;
- (d) provide a bound copy of the minutes of the administration for the permanent files; and
- (e) perform such other duties as prescribed by the board of directors.

Sec. 5. The corresponding secretary shall:

- (a) conduct correspondence of the corporation under the direction of the president;
- (b) mail (electronic or postal) notices of meetings;
- (c) mail (electronic or postal), following the organizational meeting, the official roster of names, addresses, telephone numbers and email addresses of officers, district directors and chairmen to the PRGC alternate director and to NGC headquarters, and subsequent changes as they occur;
- (d) mail (electronic or postal), following notification from the membership and life membership chairmen, the names and addresses of president, *Golden Gardens eNews* editor, club and associate plant society presidents, and current list of NGC life members to NGC headquarters, ATTN: Circulation,
- (e) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.

Sec. 6. The financial secretary shall:

- (a) using the warrant system, issue authorization to the treasurer for all expenses, transfers of funds, payment of awards and for payment of all bills authorized by the board of directors;
- (b) prepare financial statements for board of directors meetings;
- (c) serve as chairman of the budget and finance committee; and
- (d) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

Sec. 7. The treasurer shall:

- (a) receive all monies collected in the name of CGCI;
- (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts;
- (c) administer CGCI funds as authorized by the board of directors;
- (d) upon receipt of authorization from the financial secretary, issue checks for payment of bills and to award winners; transfer funds; sign all checks;
- (e) prepare financial statements for the board of directors' meetings;
- (f) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

****Sec. 8.** The communications director shall oversee:

(a) the creation and distribution of publications including, but not limited to, *Golden Gardens e-News*, *Yearbook*, *Manual & Roster*, press releases and brochures; and

(b) the website.

**** PRIVISO - ARTICLE V – OFFICERS AND THEIR DUTIES, Sec. 1. – This bylaw was amended by the board of directors at the Virtual CGCI Board of Directors Meeting in February 2022 and approved by the general membership at the CGCI Convention in June 2022. Effective beginning next term of office (2023-2025), this bylaw will be eliminated. The following Section 9 will be renumbered to become Section 8.**

Sec. 9. The parliamentarian shall:

(a) advise on points of parliamentary law and procedure when requested;

(b) maintain a record of all resolutions and motions adopted during each term of office which affect procedure or policy and provide a copy for the policy chairman and the permanent files;

(c) serve as advisor to the bylaws committee;

(d) give instruction to the nominating committee following its election and advise the nominating committee as requested;

(e) serve as a member of the board of directors and the executive committee with all membership rights including voting privileges.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Sec. 1. OFFICERS:

a) When elected and term of office:

1. Officers shall be elected at the convention in odd-numbered years and assume office at the end of convention in the election year.

2. Term of office of all officers shall be two years or until their successors are elected or appointed. Any officer who has served more than half a term is considered to have served a full term in that office.

b) Eligibility:

1. All officers shall hold membership in a member garden club.

2. All elected and appointed officers, except one financial officer per administrative term, shall have served previously on the board of directors.

3. Those serving as president and vice presidents shall not serve more than one two-year term in each position. No term limits apply to the other officer positions.

4. The president and first vice-president shall have served at least three years on the board of directors and one or more years on the executive committee and in one of the following capacities

(a) president of a member garden club, associate plant society or equivalent nonprofit organization; or

(b) district director.

5. The second and third vice-presidents each shall have served at least one year on the board of directors and shall have served in one of the following capacities:

(a) president of a member garden club, associate plant society or equivalent nonprofit organization; or

(b) district director.

6. The financial secretary and treasurer shall have knowledge of banking procedure and of recording financial transactions.

7. The following documents shall be sent directly to the nominating committee chairman:

a) Two (2) one-page letters of recommendation;

b) A written endorsement from the candidate's district.

c) A one-page resume of the candidate's qualifications.

Upon receipt, the nominating committee chairman shall send copies to the committee members.

c) Elections:

1. At convention, after the nominating committee has presented its report and before voting for the different officers takes place, the chair must call for further nominations from the floor.

2. The election shall be held on the first day that business is conducted at the convention.

3. The election board shall be composed of five members appointed at the winter board meeting from the board of directors: a chairman, two tellers, a clerk and a judge.

4. Vote shall be by ballot unless there is only one candidate for each office, when election shall be held by voice vote.

5. A majority vote shall elect. If a particular office is not filled after three ballots, then the next ballot shall be a run-off election between the two candidates for that office who received the highest number of votes on the third ballot.

6. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election by the board of directors by an electronic meeting or by mail (electronic or postal).

d) Vacancies:

1. In the event of a vacancy in an elected office, the president shall be empowered to appoint an interim officer, such appointment to be approved by the executive committee and ratified by the board of directors at the next meeting.

2. In the event of a vacancy in the office of president, the president-elect or first vice-president shall succeed. If the president-elect or first vice president declines, the second and third vice-presidents shall succeed in order. If the second and third vice presidents decline, the vacancy shall be filled by the board of directors, voting upon the recommendation of the executive committee.

Sec. 2. NOMINATING COMMITTEE:

A. When elected and term of office:

1. A nominating committee of seven shall be elected following the election of officers at the convention in odd-numbered years. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election of the nominating committee by the board of directors by an electronic meeting or by mail (electronic or postal).

2. Term of office of all nominated committee member(s) shall be two years, or until their successors are elected or appointed.

B. Eligibility:

1. Each member shall have served on the board of directors and shall be present when nominated.

2. No district shall be represented on the committee two consecutive terms.

C. Election:

1. Following the election of officers, the chair shall call for nominations from the floor.

2. Vote shall be by ballot unless there are only seven (7) members nominated, when election shall be held by voice vote.

3. A plurality vote shall elect.

D. Duties:

1. The committee shall assume office at the end of convention in the election year.

2. The committee shall elect a chairman. Five members shall constitute a quorum.

3. At the fall board meeting, in odd-numbered years, the committee shall notify all board members of offices to be filled, such notice to be published in *Golden Gardens eNews*.

4. The chairman of the committee shall file with the president and president-elect, two weeks before the winter board meeting of odd-numbered years a slate of at least one candidate for each office.

5. The slate shall be included in the chairman's preliminary report at the winter board meeting in odd-numbered years and shall be appended to the call to convention.

E. Vacancies: In event of a vacancy, the president shall appoint a replacement from the same district as the vacating member.

ARTICLE VII – BOARD OF DIRECTORS

Sec. 1. Composition of the board of directors shall be:

(a) officers;

(b) district directors;

(c) members of the nominating committee;

(d) members of the board of trustees;

(e) members of the advisory council;

(f) members of the bylaws committee;

(g) members of the Circle of Poppies (ex officio);

(h) all committee chairmen. All board members except members of the advisory council and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a quorum. No member shall be entitled to more than one vote.

Sec. 2. The board of directors shall be the governing body of this corporation and shall:

(a) transact routine business;

(b) adopt standing rules;

(c) ratify all classes of membership; and

(d) adopt amendments to endowment charters.

Sec. 3. Any member of the board of directors may be removed from office upon a two-thirds vote of the board members present and voting at any regular or special board meeting, a quorum being present.

Sec. 4.

(a) Regular meetings shall be the organizational (at the beginning of each term), fall, winter and pre-convention meetings. Permission for nonattendance at any regular meeting must be obtained from the president. Forty-five days notice of fall and winter board meetings shall be given. Notification of the pre-convention meeting and the post-convention and organizational meetings in odd-numbered election years, shall be included in the call for convention. A registration fee approved by the board of directors may be used for expenses of board meetings.

(b) Pre-convention meetings shall be held immediately preceding the opening of convention. At the pre-convention meeting in even-numbered, non-election years, new members to the board of trustees shall be ratified and assume their duties after close of convention.

Sec. 5. Post-convention meetings shall be held in odd-numbered, election years to ratify appointments of the parliamentarian, all appointed chairmen and any new members of the board of trustees. Those eligible to attend the post-convention meeting shall be the officers and district directors, or assistant directors, and, after ratification, the district director coordinator and the parliamentarian.

Sec. 6. Special meetings may be held at the call of the president or upon written request from no fewer than ten district directors and/or officers. Board members shall be notified of special meeting at least two weeks prior to said meeting. Minutes of the special meeting shall be approved at the next regular meeting.

Sec. 7. Business of the board of directors (including all committees and the board of trustees) may be conducted by electronic meeting or by mail (electronic or postal). A report of any action taken by the board of directors by mail or by electronic meeting shall be announced and made part of the minutes of the next board meeting.

ARTICLE VIII – EXECUTIVE COMMITTEE

****Sec. 1.** The executive committee shall consist of president, vice-presidents, recording, corresponding and financial secretaries, treasurer, communications director and parliamentarian. A majority shall constitute a quorum.

**** PRIVISO - ARTICLE VIII – OFFICERS AND THEIR DUTIES, Sec. 1. – This bylaw was amended by the board of directors at the Virtual CGCI Board of Directors Meeting in February 2022 and approved by the general membership at the CGCI Convention in June 2022. Effective beginning next term of office (2023-2025), this bylaw will read:**

Sec. 1. The executive committee shall consist of the president, vice-presidents, recording, corresponding and financial secretaries, treasurer, and parliamentarian. A majority shall constitute a quorum.

Sec. 2. The committee shall meet at least three times a year: immediately preceding the Fall Board and Winter Board Meetings; and immediately preceding the pre-convention meeting. Additional meetings may be called by the President. The committee shall meet at the call of the president for the purpose of transacting any necessary business between board meetings. Any recommendations or actions taken shall be made part of the minutes of the next board meeting.

Sec. 3. The committee may conduct business by electronic meeting or by mail (electronic or postal). Any action taken shall be announced and made part of the minutes of the next executive committee meeting.

Sec. 4. The incoming committee may meet during the time of convention in the odd-numbered years.

Sec. 5. In the event of a local, state or national emergency, disaster or crisis, all corporate business may be conducted by the committee with actions taken to be ratified by the board of directors at the next board of directors meeting. Exception: election of officers and nominating committee and amending of the bylaws shall be conducted by the board of directors.

ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS

Sec. 1. The state of California shall be divided into districts as set forth in the standing rules. All clubs shall belong to a district. A district shall be governed by its bylaws which shall not conflict with those of CGCI. District dues shall be at the option of the district.

Sec. 2. Officers of a district shall include a district director who shall serve as a member of the board of directors of CGCI and who shall interpret state programs to the district. District directors shall not fill any other position on the state board while serving as district director except when recommended by the executive committee and approved by board of directors.

Sec. 3. District directors shall attend all regular meetings and be present at all business sessions of the board of directors. Permission for non-attendance shall be obtained from the president. The assistant district director or authorized alternate shall attend in the absence of the director and have voting privileges.

Sec. 4. District directors' forums shall be held in conjunction with fall and winter meetings and any recommendations formulated at the meetings shall be presented to the executive committee.

Sec. 5. Offers from districts or clubs to host state board meetings may be presented at any regular board of directors meeting. The offer shall state the voted approval of the member clubs or club membership.

Sec. 6. Board meeting chairmen may be appointed by the president upon recommendation from the host district following selection of the board meeting locale.

Sec. 7. The director shall file with the membership chairman by June 1 a legible list of all clubs, affiliates and youth gardeners in the district, with names, addresses, telephone numbers and email addresses of club presidents and treasurers, affiliate presidents and treasurers and youth gardener leaders. The list should follow the format of the CGCI roster.

Sec. 8. Redistricting may be made by the board of directors upon receipt of a written request signed by a majority of the member clubs in the involved districts.

Sec. 9. When there are three or more garden clubs in the same area a new district may be created by submitting a written request to the board of directors. The clubs in the proposed new district shall present the name of a person qualified and willing to serve as district director. After redistricting, as per Sec. 8, and the ratification of the district director, the district director shall become a member of the board of directors. A district created after 1993 which fails to maintain a district director and have three clubs shall lose district status. The district shall then be recombined with the district from which it was formed and the boundary shall revert back to the original district's geographical boundary.

Sec. 10. A club wishing to transfer to another district may petition the board of directors, setting forth the reasons and indicating approval by a majority vote of the member clubs in the district to which it is transferring.

ARTICLE X – CHAIRMEN AND COMMITTEES

There shall be such standing committees as are necessary for the operation of the corporation. The president shall appoint chairmen (except those of the nominating committee, board of trustees, advisory council, budget and finance committee), subject to ratification by the board of directors.

ARTICLE XI – ANNUAL MEETINGS

Sec. 1. An annual meeting (a convention) shall be held before the end of the fiscal year, place and date to be recommended by the board of directors and approved by the voting membership. In the event of a local, state or national emergency, disaster or crisis the executive committee may cancel a convention or may change the place and date. All corporate business (with the exception of the election of officers and nominating committee and amending of the bylaws) may be conducted by the executive committee.

Sec. 2. Offers from districts or clubs to host conventions may be presented at any regular board of directors meeting. The offer shall state the voted approval of the member clubs or the club membership.

Sec. 3. Written notice of time and place of the convention shall be mailed (electronic or postal) to club, associate plant society and affiliate presidents and members of the board of directors at least forty-five (45) days prior to the date of such meeting. The nominating committee ticket of candidates for elective office, a list of districts ineligible for representation on the nominating committee, and any proposed bylaws revisions with rationale, shall be included.

Sec. 4. The voting membership at all conventions shall consist of members of the board of directors; authorized alternates of district directors; club and associate plant society presidents, or their alternates; and delegates or alternates of member clubs and associate plant societies. Members of the board of directors are entitled to one vote each, and their vote shall not be counted in the voting quota of their respective clubs. There shall be no proxy vote.

Sec. 5. Member clubs shall be entitled to representation by the club president or alternate and additional delegates as follows:

Clubs of 25 members or less, one delegate

Clubs of 26 to 50 members, two delegates

Clubs of 51 to 100 members, three delegates

Increase one delegate for every 50 additional members or portion thereof.

Sec. 6. Club and associate plant society presidents shall send the names of delegates and alternate delegates to the credentials chairman at least twenty-one (21) days prior to convention.

Sec. 7. A quorum for the transaction of business shall be a majority of the voting members as set forth in Sec. 4 and 5 above who are registered at the convention.

Sec. 8. Convention chairman and treasurer, who shall be members of a club in the host district(s), may be appointed by the president upon recommendation from the host district(s) following

selection of the convention locale. Registrar and credentials chairman, may be members of a club in the host district(s) or may be standing committee chairmen appointed by the president.

Sec. 9. A registration fee recommended by the convention committee and approved by the board of directors may be used for convention expenses.

Sec. 10. Non-voting members and guests may attend the convention without voice or vote.

Sec. 11. Financial records of the convention shall be maintained under the direction of the convention chairman and shall be reviewed by a member of the budget and finance committee. Copies are to be filed with the president, financial secretary, treasurer and boards and conventions chairman within ninety (90) days of the close of convention.

ARTICLE XII – FINANCES

Sec. 1. The fiscal year shall be from July 1 through June 30.

Sec. 2. The Scholarship Fund shall be used for state scholarships which shall be limited to the number stated in Standing Rule #37

Sec. 3. District directors, presidents of all member clubs, associate plant societies, affiliates shall receive *Golden Gardens eNews* during their term of office.

Sec. 4. Half of the net proceeds from conventions shall be placed in the general fund the remaining half shall be retained by the host.

Sec. 5. The budget and finance committee shall:

(a) include the financial secretary, who shall serve as the chairman, first vice-president/ president-elect, treasurer, chairman of the board of trustees, Group Tax Exemption Program chairman and up to three (3) members who shall be appointed by the president;

(b) submit the annual corporation budget for adoption at the pre-convention board meeting; and

(c) recommend on proposed transfers or increases to budget accounts or expenditures of money in excess of twenty-five dollars (\$25.00) outside of budget before any action by the board of directors.

Sec. 6. The following are budgeted from the General Fund:

(a) president's reimbursement of up to \$10,000.00 annually for verified expenses incurred for state travel and office expenses including mileage reimbursement in accordance with the current IRS business mileage rate;

(b) president's reimbursement of up to \$5,000.00 annually for verified expenses incurred in attending two meetings of NGC

and one PRGC meeting; expenses over and above may be presented to the Board of Directors for approval;

(c) president-elect's reimbursement of up to \$3,500.00 for verified expenses incurred in attending the PRGC and NGC Conventions; expenses over and above may be presented to the Board of Directors for approval; and

(d) Pacific Region director's reimbursement of up to \$2,000.00 annually for verified expenses when the director is from California in its state rotation and when PRGC/NGC budgeted funds are expended.

Sec. 7. No indebtedness shall be incurred on behalf of the corporation by any corporation member without authorization by board of directors.

Sec. 8. The board of directors shall not take action upon a project which contemplates monetary contributions unless the details of such project have been presented at the previous regular meeting of the board of directors. All projects, including the president's project, must establish a restricted fund to handle the revenue and expenses.

Sec. 9. A crime policy that includes Computer and Funds Transfer Fraud, Employee Theft and Forgery or Alteration coverage will be furnished by CGCI and paid from the general fund (line code 401).

Sec. 10. Accounts of the financial secretary and treasurer shall be reviewed annually at close of the fiscal year by a certified public accountant approved by the board of directors. This review report shall be presented for action at the fall board meeting. An internal audit or external review shall be ordered by the executive committee in the event of a vacancy in a financial office, that report to be presented for action at the next meeting of the board of directors.

ARTICLE XIII – GOLDEN GARDENS eNEWS

Sec. 1. The official publication shall be *Golden Gardens eNews*, which shall be delivered electronically.

Sec. 2. The publication's objective shall be to publish information concerning CGCI and its activities and articles of interest for a balanced publication.

Sec. 3. The *Golden Gardens eNews* editor shall:

(a) supervise publication of *Golden Gardens eNews*,

(b) be chairman of the *Golden Gardens eNews* Committee and

(c) report to the board of directors at all board meetings and conventions.

Sec. 4. Funds from donations shall be deposited in the general fund.

ARTICLE XIV – BOARD OF TRUSTEES

Sec. 1. The board of trustees shall consist of six members, two of whom shall be replaced each even-numbered year, to serve for a six-year term. In the even-numbered year, the immediate past president shall be extended the option to become a member, and the president shall appoint a member who has served on the board of directors. Assumption of duties shall commence at the close of convention or July 1 (whichever occurs first). No trustee shall serve concurrently as an officer.

Sec. 2. The board of trustees shall meet upon call of the chairman, or secretary acting in absence of the chairman. Four members shall constitute a quorum.

Sec. 3. The chairman shall report to the board of directors at all board meetings and conventions. If the chairman is unable to report the secretary may act as alternate.

Sec. 4. The board of trustees shall elect a chairman and a secretary who shall serve for one year. The name of this chairman shall be given to the president.

Sec. 5. The board of trustees shall make recommendations in writing to the executive committee prior to any action by the board of directors regarding:

- (a) investments,
- (b) new gifts or donations to assure the best resolution for the donor and the corporation, and
- (c) existing gifts or donations to ensure that the administration of the funds is as directed by the grantors.

Sec. 6. The board of trustees, together with the scholarship chairman, shall constitute the scholarship committee.

Sec. 7. The board of trustees, together with the Golden Legacy chairman, shall constitute the Golden Legacy Society committee.

Sec. 8. The board of trustees shall constitute the endowment committee which shall oversee the endowment fund and scholarship endowment fund as directed in the charters of the two funds. The endowment promotion chairman shall be a non-voting member of the endowment committee. Signers on all endowment accounts shall be the president, treasurer, and chairman of the board of trustees.

Sec. 9. The board of trustees shall be responsible for the monthly internal financial review.

Sec. 10. The board of trustees shall be responsible for collecting and maintaining important CGCI documents.

ARTICLE XV – ADVISORY COUNCIL

Former presidents shall comprise the advisory council, which shall meet at the call of the chairman or two members of the advisory council for the purpose of discussing policies and procedures. The immediate past president shall act as chairman.

ARTICLE XVI – CIRCLE OF POPPIES

The Circle of Poppies was established in 2005 to honor those who have given extraordinary length of service to CGCI. Membership requires recommendation by the executive committee and approval by the board of directors which may occur at any meeting. Membership confers a permanent ex officio position on the board of directors which includes all privileges, voting, making motions and holding positions but without the obligation of attendance. A member of the Circle of Poppies is not counted in determining the number required for a quorum or whether a quorum is present at a meeting, unless they also hold another position on the board of directors.

ARTICLE XVII – LIABILITY INSURANCE

Sec. 1. Liability insurance shall be maintained for clubs and associate plant societies who choose to have this insurance, and are approved by the insurance carrier. The annual rate shall be recommended by the executive committee and approved by the board of directors at the preconvention meeting.

Sec. 2. If the master liability insurance policy is terminated, any premiums paid by the clubs in advance shall be returned to those clubs. Disposition of any remaining funds shall be determined by the board of directors.

Sec. 3. A current copy of the declarations page from the electronic liability insurance policy shall be filed annually with the important CGCI Documents maintained by the board of trustees.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation 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 corporation may adopt.

ARTICLE XIX – DISSOLUTION

Dissolution of the corporation shall be as stated in the Articles of Incorporation.

ARTICLE XX – AMENDMENTS

Sec. 1. These bylaws may be amended at any convention by a two-thirds vote, provided that at least forty-five (45) days prior to convention all voting members shall have been sent a copy of proposed amendments with rationale.

Sec. 2. Proposed amendments to the bylaws must be submitted to the bylaws committee chairman by November 1.

Sec. 3. Proposed amendments shall be submitted to the board of directors for recommendation at the winter board meeting before being submitted to the voting membership. Written notice of proposed changes shall be distributed at least one week prior to the meeting.

Sec. 4. Bylaws may be amended by a two-thirds vote of the board of directors by electronic meeting or by mail (electronic or postal) if a convention cannot be held.

Sec. 5. Any changes in the NGC bylaws that affect CGCI shall automatically become part of CGCI bylaws.

Complete revision of Bylaws, adopted May 1985. Amended: May 1990, 1993, 1995, 1997, 1999, 2000, 2002, 2003, June 2006, 2007, 2008, 2009, 2010, May 2011, June 2012, 2013, 2014, 2015, May 2016. June 2017, 2018. 2019, May 2020, 2021, June 2022