

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 one time 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 and shall be president, first vice-president, second vice president, third 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 shall:

- (a) in their order, perform the duties of the president in the absence of or at the request of the president; and
- (b) accept chairmanships as assigned by the president.
- (c) 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) distribute notices of meetings, meeting minutes, and other notices as required;
- (c) provide CGCI rosters, notices of roster changes and other reports to PRGC and NGC as requested;
- (d) field all calls from CGCI's toll-free number;
- (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 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 (and one alternate) 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.

2. Term of office of all nominated committee member(s) shall be two years.

B. Eligibility:

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

2. The name of a proposed chairman shall be nominated by the executive committee.

3. The state of California shall be divided into three regions. Based on the Map of CGCI Districts online and in published documents, there shall be two members from Districts 1 to 12, two members from Districts 13 to 19, and two members from Districts 20 to 28.

C. Election:

1. Following the election of officers, the chair shall present the name of the executive committee's nominee for chairman for election and shall call for nominations from the floor for two representatives from each region and for an alternate (who may be from any of the three regions).

2. Vote shall be by ballot unless there are only seven 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. Four members shall constitute a quorum.

3. The alternate may attend all meetings and shall serve as a voting member if required to fill a vacancy.

4. 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*.

5. 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.

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

E. Vacancies: In event of a vacancy, the elected alternate member shall serve as a voting 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 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 district director shall ensure that clubs in their districts complete CGCI's Annual Contact Information Form on CGCI's website by the published deadline and whenever contact information changes.

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, city and date to be approved by the board of directors.

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. 30% of the net proceeds from conventions shall be placed in the general fund and the remaining 70% 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.

(a) 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.

(b) This review report shall be presented for action no later than the winter board meeting following the close of the fiscal year.

(c) The accountant's annual review letter shall be incorporated in the minutes of the meeting at which it is presented and published in *Golden Gardens eNews* following that meeting.

(d) 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

Membership in the Circle of Poppies honors those board members who have given extraordinary 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, 2023

STANDING RULES

1. The geographical boundaries of the districts and their delineation are as follows:

ARBORETUM San Gabriel foothills in Los Angeles County to Whittier, including Glendale, to Orange and San Bernardino Counties.

BAY BRIDGES Alameda and Contra Costa Counties west of the Berkeley-Oakland Hills including the cities of Pinole and Fremont.

BAY OCEAN All of San Mateo and San Francisco Counties including the City of Palo Alto.

BUTTES Counties of Butte, Colusa, Glenn, Sutter (except for the Rio Oso Area in the southern portion) and Yuba (except for the Wheatland area on the southern portion).

CASCADE Counties of Shasta, Tehama and Trinity.

CENTRAL COAST COUNTIES Counties of Monterey, Santa Cruz and San Benito.

CHANNEL ISLANDS Counties of Ventura and Santa Barbara except that portion of Santa Barbara County west and north of a line drawn from Gaviota to the junction of Highways 33 and 166 near the northeastern corner of the county.

COSTA VERDE Southwestern Los Angeles County south of Manchester Avenue-Firestone Boulevard (State Highway 42) to Interstate 5 and Orange County line.

DESERT EMPIRE Kern County east of the cities of Tehachapi and Kernville, Antelope Valley in Los Angeles County, San Bernardino County northwest of Interstate 15 to Interstate 40, including Barstow, north of Interstate 40 and all of Inyo County.

DIABLO FOOTHILLS Contra Costa and Alameda Counties east of Berkeley-Oakland Hills including the Highway I-680 corridor.

GOLDEN FOOTHILLS Counties of El Dorado, Nevada and Placer.

GREATER LOS ANGELES Coastal and central Los Angeles County north of Manchester Boulevard; Malibu and Hollywood.

HUMBOLDT Counties of Humboldt and Del Norte.

LUTHER BURBANK Counties of Sonoma, Napa and Marin.

MENDO-LAKE Counties of Mendocino and Lake.

MONTANA DE ORO All of San Luis Obispo County plus the portion of Santa Barbara County, which lies north and west of a line drawn from Gaviota to the junction of Highways 33 and 166 near the northeastern corner of the county.

ORANGE COUNTY Orange County.

PALMS TO PINES Western San Bernardino and western Riverside Counties; to northern and eastern boundaries of San Bernardino National Forest area.

PALOMAR Counties of San Diego, Imperial.

PLUMAS LASSEN Counties of Plumas, Lassen and Sierra.

ROADRUNNER Eastern San Bernardino and eastern Riverside Counties, east from Interstate 15, and San Bernardino National Forest area; north to Interstate 15 and Interstate 40 excluding Barstow.

SACRAMENTO RIVER VALLEY Counties of Sacramento, Solano, Yolo, Sutter (Rio Oso area) and Yuba (Wheatland area).

SAN FERNANDO VALLEY Northwestern Los Angeles City and County from north face of the Santa Monica Mountains through San Fernando Valley, excluding Antelope Valley.

SANTA CLARA VALLEY Santa Clara County excluding the City of Palo Alto.

SEQUOIA FOOTHILLS Counties of Fresno, Kings, Tulare and western Kern County, including the cities of Tehachapi and Kernville.

TOP O' THE STATE Counties of Siskiyou and Modoc.

VALLEY LODGE Counties of Alpine, Amador, Calaveras, Mono, San Joaquin, Stanislaus and Tuolumne.

YOSEMITE GATEWAY Counties of Madera, Mariposa and Merced.

2. The order printed in the *Yearbook, Manual & Roster* shall be the Articles of Incorporation, Bylaws, Standing Rules and Policy.

3. Proposed amendments to standing rules and policy shall be submitted to the bylaws and policy committee chairman. Amendments to standing rules may be made at a board meeting by a majority vote with notice or a two-thirds vote without notice.

4. New policies or proposed policy amendments shall be submitted to the bylaws and policy committee. The recommendations of the bylaws and policy committee shall be sent to the advisory council for comment and to the executive committee for final approval.

5. Each term, the president shall appoint a vice president, or the parliamentarian, to chair the bylaws and policy committee which shall include the parliamentarian and five additional members, or six additional members if the parliamentarian is the chairman. At least one vice president shall be appointed to the bylaws and policy committee each term. The other vice-presidents may attend the meetings and participate except for the right to make motions and the right to vote.

6. The board of directors shall investigate and approve all proposals to endorse any products or commercial enterprises to determine if such endorsement would be in conflict with CGCI's stated objectives, or jeopardize CGCI's tax exempt status.

AWARDS

10. New awards or changes in awards shall be submitted to the awards chairman who shall present them to the awards committee for approval. Changes must be agreeable to both the awards committee and the sponsor. Any award may be discontinued from the awards program upon approval of the awards committee and consultation with the sponsor.

11. Cash shall be accepted for any new awards offered. Rosettes, ribbons, donor certificates, trophies and plaques will not be accepted. CGCI shall provide the certificates.

12. Money from sponsors must be on deposit with CGCI by August 31 of the year prior to the next convention, where the awards will be presented. Unpaid accounts will be liable for termination after this date.

CHAIRMEN AND COMMITTEES

15. Each chairman has the responsibility of maintaining an updated procedure book pertinent to their chairmanship. The procedure book shall be passed on to the next chairman at the organizational meeting following convention in each election year.

16. The president-elect shall set his/her board (invite, select and confirm those serving as committee chairmen) no later than May 1 of the year he/she is installed.

17. Names and email addresses for members of the nominating committee shall be published in *Golden Gardens eNews*.

DISTRICTS AND CLUBS

20. Clubs are encouraged to hold their elections before the convention in order to have correct information for the roster.

21. Districts are encouraged to compile a yearbook or roster listing names and addresses of district officers and chairmen, clubs within the district, dates of district meetings, presidents' conferences, other pertinent information.

22. Notification of changes in roster information for club, associate plant society and affiliate presidents and treasurers should be updated on the website with the annual contact information form.

FINANCE

30. Copies of financial reports of CGCI functions shall be sent by the event chairman within ninety (90) days of the close of function as follows:

(a) board meetings to president, financial secretary and board and convention coordinator

(b) symposia, refreshers, forums and conferences to president, treasurer and appropriate state chairman,

(c) each course in educational schools to president, financial secretary, appropriate state chairman and educational schools finance chairman

31. Anyone whether commercial or otherwise wishing to sell products for their own benefit at a CGCI function, must first be approved by the function host and CGCI president.
a) A commercial vendor shall pay a percentage of the gross sales and/or a table fee as agreed upon in the signed Vendor Sales Agreement.

- b) A host club or district may sponsor sales tables/boutiques or related fundraisers at a CGCI board meeting or convention and retain all revenue from such sales.
- c) Individual chairmen/committees may raise funds to support their specific chairmanship.
- 32.** Organizers/chairmen of all CGCI fundraisers shall not benefit financially from the fundraisers.
- 33.** The full balance sheet and income statement of the treasurer, as presented at each meeting of the board of directors, shall be attached to the minutes.
- 34.** Loans for preliminary expenses for CGCI functions shall be made from the general fund.
- 35.** Any motion that would propose a bylaw change or involve an unbudgeted expenditure shall be submitted in writing to the executive committee for consideration before being presented to the voting body.
- 36.** The executive committee shall approve the expenses of up to \$300 allocated to a member who shall represent CGCI by participating in a special, unbudgeted event by request of NGC. Normal chairmanship activities will not be included. The money shall come from the general fund.
- 37.** The budget and finance committee shall recommend and include as a separate item in the yearly budget the dollar amount from the scholarship fund to be offered for scholarships. The number of scholarships offered in one year from this fund shall not be more than four (4).
- 38.** Bills for the current fiscal year shall be presented to the financial secretary for authorization of payment on or before June 15th.
- 39.** Printing and postage expenses of the call and minutes of all board meetings and conventions shall be budgeted and paid from the general fund.
- 40.** Number of members for whom CGCI pays NGC dues shall be based on the total dollar amount of dues received from clubs and associate plant societies in the fiscal year preceding the June 1 NGC due date.
- 41.** Deleted June 9, 2023.
- 42.** A copy of the CPA's annual reviewed financial statements shall be given to members of the executive committee, board of trustees and budget & finance committee. A copy will be provided to board members upon written request and receipt of the cost of the reproduction and mailing.
- 43.** All expenses incurred due to misuse of CGCI's Federal EIN and/or Franchise Tax Board Entity ID number or any other tax ID number shall be charged to the offending organization.
- 44.** The treasurer and board of trustees shall monitor liquidity required to meet operating needs and contractual commitments while striving to maximize the investment of available funds.
- 45.** The portfolio shall be invested with the objective of preserving the long-term real purchasing power of assets. Strategic asset allocation ranges are as follows:
Total stocks: 50%-70%
Total Bonds: 30%-50%
- Asset allocations shall be rebalanced internally as needed, as determined by the endowment committee.

MEETINGS

- 50.** Scheduled dates of all CGCI board meetings, PRGC and NGC annual meetings shall be posted on the website.
- 51.** Board meetings and conventions procedure book shall be updated annually by the state boards and conventions Procedure Chairman and posted on CGCI's website. Current information from the district chairman on duties, procedures, and finances shall be included in the books.
- 52.** The president shall approve program expenses and complimentary tickets using general funds budgeted for program speakers (l/c 2901) for board meetings and conventions.
- 53.** The president is responsible for the agenda and plans the program with the host district or club chairman for board meetings or conventions.
- 54.** The registration fee, cost of each meal and activity for all board meetings and conventions shall be itemized in the call to these meetings.
- 55.** Upon approval of the board of directors the NGC President and/or the PRGC Director may be invited to attend a CGCI meeting. Expenditures for courtesies of accommodations, meals, and amenities at board meetings or conventions shall be paid from the general fund.

- 56.** Upon approval of board of directors NGC or PRGC may be invited to hold any meeting in California.
- 57.** Standing rules of the convention shall be included in the program of convention, and read aloud by the parliamentarian immediately after the credentials report. Board meeting standing rules shall be distributed at the organizational meeting.
- 58.** A garden club, associate plant society or affiliate member who is not a member of the board of directors may attend a board of directors meeting without voice or vote.
- 59.** Members of the board of directors shall attend regular and special meetings and conventions. Officers and district directors, or assistant directors, and the district director chairman shall also attend the post-convention meeting. Expenses incurred in attending these meetings shall be the personal responsibility of the member.

WEBSITE

60.

1. The website shall be administered by the webmaster and include:
 - (a) items of interest to members as well as nonmembers, e.g. calendar of events, educational schools, membership and forms;
 - (b) convention and board meeting information (call and minutes), articles of incorporation, amended sets of bylaws and standing rules;
 - (c) advertising approved by the executive committee; and
 - (d) endorsements approved by the executive committee.
2. Links:
 - (a) districts, affiliates, associate plant societies and clubs that are members in good standing, PRGC and NGC;
 - (b) non-member horticulture, design and environmental organizations or affiliates upon approval of the executive committee;
 - (c) commercial links approved by the executive committee.
3. Funding for technical assistance shall be in the budget.

MEMBERSHIP

- 70.** The membership chairman provides reports, as requested, to NGC chairmen, PRGC chairmen, CGCI officers, district directors and chairmen.
- 71.** The membership chairman shall maintain a record of dues paid by member clubs associate plant societies and affiliates and notify them and their district directors when dues are delinquent.
- 72.** No commercial enterprise or agency shall be eligible for membership.
- 73.** Affiliates shall:
- (1) be organizations with one or more CGCI objectives,
 - (2) have a membership of at least ten members,
 - (3) pay dues in accordance with Article IV, Sec. 3(c),
 - (4) be approved by the board of directors, and
 - (5) not be eligible for liability insurance, and/or Directors & Officers insurance, awards program and the CGCI Group Tax Exemption Program. In addition, affiliates may also belong to a district.
- 74.** An associate plant society shall
- (1) be a member of a permanent statewide or national plant society,
 - (2) be entitled to representation at annual meeting by its president or alternate, and delegates as specified in Article XI, Section 5,
 - (3) pay annual dues according to Article IV, Sec. 3 (a),
 - (4) be eligible to apply for liability insurance,
 - (5) be eligible to participate in the awards program and
 - (6) not be eligible to apply for CGCI Group Tax Exemption Program. An associate plant society may belong to a district and then shall be classified as a club and pay district dues that shall be at the option of the district.

75. The categories of youth gardeners include, but are not restricted to, junior, intermediate and high school gardeners.

STATE PROJECTS

81. Any proposed new state project shall be verified by the person presenting the resolution as an established and viable project. No project will be accepted where CGCI would be a founding member or where the project is still only in the planning stages. The resolution shall state the aims and estimated time frame of the project. Should any project fail to fulfill the aims stated in the resolution, the board of directors shall vote on the termination of the project and determine disposition of any residual funds.

82. State projects approved by the board of directors are limited to initial aggregate funding from any CGCI funds of 10% of the stated project goal at the time of project approval.

YEARBOOK MANUAL & ROSTER

90. Job descriptions in the *Yearbook, Manual & Roster* may be changed only with the informed consent of the president and the chairman involved.

91. Complimentary copies of the *Yearbook, Manual & Roster* shall be distributed to the board of directors and club, affiliate and associate plant society presidents; distribution to be determined by the president and *Yearbook, Manual & Roster* chairman. Copies may be purchased from the *Yearbook, Manual & Roster* chairman. They shall not be given or sold to commercial firms.

92. The *Yearbook, Manual & Roster* shall not include advertising.

93. Unratified youth projects: school gardening and horticulture programs funded by clubs/districts, may be listed in the district roster section of the *Yearbook, Manual & Roster*.

MISCELLANEOUS

100. Permanent files, containing books and records, shall be under the supervision and control of the president and permanent files chairman. No materials may be borrowed from the files without consent and filing of a receipt with the permanent files chairman.

101. No member shall circulate at any time letters or bulletins to the general public concerning policy or procedure without first having had such material approved by the executive committee and the board of directors. Copies of such material shall be sent to members of the executive committee prior to circulation.

102. Copies of all letters and other documents pertaining to the organization, except routine correspondence, shall be sent to the president.

103. A gift or donation shall state its purpose, use of funds, any time limit imposed, and disposition of any remaining funds after the time limit.

104. Permission shall be required from the executive committee to use the logo in the design of any fundraising merchandise sponsored by a member club, district, flower show judges council, the California Consultants Council or any combination thereof.

105. CGCI stationery is to be used for CGCI correspondence only and not to be used for club, district, or personal correspondence.

106. The concept of any new publication must first be approved by the executive committee and then recommended to the board of directors for approval. If approved, the content must be approved by the executive committee prior to publication.

107. Budgeted funds for officers, chairmen and district directors are for reimbursement of administrative expenses and for outreach activities on behalf of CGCI objectives. This excludes all expenses for purchasing equipment unless specifically approved by the board of directors and expenses incurred in attending conventions and board meetings except for the president and president-elect.

108. The incoming president shall be honored with an NGC life membership or a donation to an appropriate NGC honor book or program. This is the responsibility of the second vice-president. The donation shall be of an amount equal to the cost of a NGC Life Membership.

109. (1) No member should vote on a question in which they have a direct personal or pecuniary interest.

(2) To protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the board of directors:

(a) an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors;

(b) the board of directors shall decide if a conflict of interest exists;

(c) if a conflict exists, the board of directors, after exercising due diligence, shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine whether the transaction or arrangement is in the organization's best interest for its own benefit.

110. CGCI Directors and Officers Liability Insurance coverage shall not be available to clubs, associate plant societies or affiliates that have any paid employees (either part-time or full-time).

Complete revision of Standing Rules adopted May 1985. Amended: May 1991, 1993, 1994. Reorganized and amended: May 1995. Amended: January 1996, 1997; May 1999, 2000, 2001, 2002, 2004; January 2006; June 2007, September 2007; June 2008; September 2008; January 2009; September 2009; January 2010; February 2011, 2012; September 2012; June 2013, 2014; September 2014; February 2015, 2016; May 2016; February 2017; June 2017; January 2018; September 2018; January 2019, 2020, 2021; February 2022; June 2022; October 2022; February 2023; June 2023