

CALIFORNIA GARDEN CLUBS, INC.
Proposed Bylaws Amendments for Consideration of the Membership (Convention Body)
– Probably at Business Meeting #2 on Wednesday, May 22, 2024;
Recommended by vote of the Board of Directors at the Winter Board Meeting, January 31, 2024

Key - underline means insert words. ~~Strikeout~~ means omit words.

CGCI BYLAWS Current Wording	Proposed Amendments	Would Read After Amendments
Proposal #1 <i>Golden Gardens eNews</i>	<i>Golden Gardens eNews</i>	<i>Golden Gardens</i>
ARTICLE VI NOMINATIONS AND ELECTIONS, Sec. 2 Nominating Committee, D. Duties, 4	ARTICLE VI NOMINATIONS AND ELECTIONS, Sec. 2 Nominating Committee, D. Duties, 4	ARTICLE VI NOMINATIONS AND ELECTIONS, Sec. 2 Nominating Committee, D. Duties, 4
ARTICLE XII – FINANCES, Sec. 3 and Sec. 10 (c)	ARTICLE XII – FINANCES, Sec. 3 and Sec. 10 (c)	ARTICLE XII – FINANCES, Sec. 3 and Sec. 10 (c)
ARTICLE XIII – <i>GOLDEN GARDENS Enews</i> , heading and Sec. 1, and Sec. 3 First Sentence and (a) and (b)	ARTICLE XIII – <i>GOLDEN GARDENS Enews</i> , heading and Sec. 1, and Sec. 3 First Sentence and (a) and (b)	ARTICLE XIII – <i>GOLDEN GARDENS</i> , heading and Sec. 1, and Sec. 3 First Sentence and (a) and (b)

Rationale: Delete “eNews” in all nine places where it appears in bylaws and standing rules. The term “eNews” was coined when there were print and digital versions of *Golden Gardens*. There has not been a print version of the publication since Spring 2013. Therefore, the term “eNews” is unnecessary. *Golden Gardens* is the historical name of CGCI’s official publication.

CGCI BYLAWS Current Wording	Proposed Amendments	Would Read After Amendments
<p>Proposal #2 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.</p>	<p>ARTICLE XV – ADVISORY COUNCIL <u>COMMITTEE</u> 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. A. <u>The Advisory Committee shall consist of the former presidents of CGCI. The committee shall consider topics affecting CGCI and submit recommendations to the appropriate committee.</u> B. <u>The chairman shall be the immediate past president. In the absence of the chairman, a pro tem shall be elected from those present.</u> C. <u>A member of the Advisory Committee is not counted in determining the number required for a quorum or whether a quorum is present at a meeting unless they also hold</u></p>	<p>ARTICLE XV – ADVISORY COMMITTEE A. The Advisory Committee shall consist of the former presidents of CGCI. The committee shall consider topics affecting CGCI and submit recommendations to the appropriate committee. B. The chairman shall be the immediate past president. In the absence of the chairman, a pro tem shall be elected from those present. C. A member of the Advisory Committee 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.</p>

<p>Article V – OFFICERS AND THEIR DUTIES Sec. 2 (c) – advisory council</p> <p>Article VII – BOARD OF DIRECTORS Sec. 1 (e) members of the advisory council; and paragraph at the end of this section (All board members except members of the advisory council...)</p> <p>Article X – CHAIRMEN AND COMMITTEES ...The president shall appoint chairmen except those of the nominating committee, board of trustees, advisory council...</p>	<p style="text-align: center;"><u>another position on the board of directors.</u></p> <p>Article V – OFFICERS AND THEIR DUTIES Sec. 2 (c) – advisory council <u>committee</u></p> <p>Article VII – BOARD OF DIRECTORS Sec. 1 (e) members of the advisory council <u>committee</u>; and paragraph at the end of this section (All board members except members of the advisory council <u>committee</u>...)</p> <p>Article X – CHAIRMEN AND COMMITTEES ...The president shall appoint chairmen except those of the nominating committee, board of trustees, advisory council <u>committee</u>...</p>	<p>Article V – OFFICERS AND THEIR DUTIES Sec. 2 (c) – advisory committee</p> <p>Article VII – BOARD OF DIRECTORS Sec. 1 (e) members of the advisory committee; and paragraph at the end of this section (All board members except members of the advisory committee...)</p> <p>Article X – CHAIRMEN AND COMMITTEES ...The president shall appoint chairmen except those of the nominating committee, board of trustees, advisory committee...</p>
---	---	---

Rationale: Clarify that this committee is composed of former presidents of CGCI (as opposed to club or other presidents). Clarify that this is a committee of the board of directors because “council” could incorrectly imply that this group has some existence separate from the board of directors. Give some actual purpose to the committee (“submit recommendations” vs. “discussing.”) Using NGC bylaw wording as a model. Incorporating wording regarding quorum from the Circle of Poppies bylaw provision.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #3 ARTICLE IV – MEMBERSHIP & DUES Section 3a) 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. 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.</p>	<p>ARTICLE IV – MEMBERSHIP & DUES Section 3 a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents (\$2.75) per capita, which shall include <u>per capita dues to NGC. All categories of youth gardeners shall pay no dues.</u> 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 <u>by CGCI</u> annually from the general fund. New Section g) <u>The NGC dues or fee for youth gardeners shall be paid by CGCI annually.</u> Re-number current Section g) to Section h).</p>	<p>ARTICLE IV – MEMBERSHIP & DUES Section 3 a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents per capita, which shall include per capita dues to NGC. All categories of youth gardeners shall pay no dues. f) Membership dues to NGC and dues to PRGC shall be paid by CGCI annually. g) The NGC dues or fee for youth gardeners shall be paid by CGCI annually. Re-number current Section g) to Section h).</p>

Rationale: Clarify dues paid to CGCI and dues paid by CGCI. Clarify distinction between per capita NGC dues and flat rate NGC dues for youth gardeners.

CGCI BYLAWS Current Wording	Proposed Amendments	Would Read After Amendment
<p>Proposal #4 ARTICLE V – OFFICERS AND THEIR DUTIES Sec. 8. The parliamentarian shall: (c) serve as advisor to the bylaws committee;</p> <p>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.</p>	<p>ARTICLE V – OFFICERS AND THEIR DUTIES Sec. 8. The parliamentarian shall: (c) serve as advisor to the bylaws <u>governance</u> committee;</p> <p>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 <u>committee</u>; (f) members of the bylaws committee; (g) members of the Circle of Poppies (ex officio) (h) all <u>officially appointed</u> committee chairmen <u>and members</u>. All board members except members of the advisory council <u>committee</u> and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a</p>	<p>ARTICLE V – OFFICERS AND THEIR DUTIES Sec. 8. The parliamentarian shall: (c) serve as advisor to the governance committee;</p> <p>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 committee; (f) members of the Circle of Poppies (ex officio) (g) all officially appointed committee chairmen and members. All board members except members of the advisory committee and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a</p>

<p>Sec. 2. The board of directors shall be the governing body of this corporation and shall:</p> <p>(a) transact routine business; b) adopt standing rules; (c) ratify all classes of membership; and (d) adopt amendments to endowment charters.</p> <p>Bylaws Article XX, Section 2;</p> <p>References to “Bylaws and Policy Committee” or “Bylaws Committee”</p>	<p>quorum. No member shall be entitled to more than one vote.</p> <p>Sec. 2. The board of directors shall be the governing body of this corporation and shall:</p> <p>(a) transact routine business; (b) adopt standing rules; (b) <u>act on recommendations from committees including but not limited to the advisory committee, executive committee, governance committee (which reviews and proposes changes to bylaws, standing rules and policy), budget and finance committee and board of trustees;</u> (c) ratify all classes of membership; and (d) adopt amendments to endowment charters.</p> <p>Bylaws Article XX, Section 2;</p> <p>Delete “Bylaws and Policy”; Delete “Bylaws.” Insert “Governance.”</p>	<p>quorum. No member shall be entitled to more than one vote.</p> <p>Sec. 2. The board of directors shall be the governing body of this corporation and shall:</p> <p>(a) transact routine business; (b) act on recommendations from committees including but not limited to the advisory committee, executive committee, governance committee (which reviews and proposes changes to bylaws, standing rules and policy), budget and finance committee and board of trustees; (c) ratify all classes of membership; (d) adopt amendments to endowment charters.</p> <p>Article XX, Section 2;</p> <p>Governance Committee</p>
--	---	--

Rationale: Grant board of director status to those few committee members that were not included in the previous definition, making it clearer that presidential committee appointments convey board of directors status. Change references to Bylaws Committee (or Bylaws & Policy Committee to Governance Committee because Governance is contemporary reference to the committee which deals with all of an organization’s governing documents, including bylaws, standing rules and policy.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #5</p> <p>No current Bylaws wording. This is currently addressed in Policy.</p> <p>Policy wording: GROUP TAX EXEMPTION PROGRAM (GTEP)</p> <p>The application made by CGCI for a group exemption letter recognizing subordinate clubs as organizations of the type described in Section 501(c)(3) of the Internal Revenue Code was approved by the IRS on November 15, 2006. CGCI is thereby authorized by the IRS to include subordinate clubs, which have met all requirements set forth by the IRS under Section 501(c)(3) of the Code, to be included in the CGCI Group Tax Exemption Program. The California Franchise Tax Board (FTB) has authorized CGCI to grant similar state nonprofit tax exempt status to group exemption subordinates, retroactive to November 15, 2006. Therefore CGCI</p>	<p>New <u>ARTICLE XVIII GROUP TAX EXEMPTION PROGRAM (GTEP)</u></p> <p>Renumber current Articles XVIII, XIX and XX</p> <p><u>Sec. 1. The Group Tax Exemption Program (GTEP) allows CGCI to grant qualified clubs and districts full tax-exempt status with the Internal Revenue Service (IRS) and the California Franchise Tax Board (FTB) and shall be maintained for clubs and districts who</u></p> <p><u>a) choose to apply for the program and:</u></p> <p><u>b) agree to follow the guidelines required by the IRS, FTB and CGCI; and</u></p> <p><u>c) successfully complete the application along with appropriate paperwork and submit it to the GTEP Chairman.</u></p> <p><u>Sec. 2. The GTEP is administered under the supervision of the GTEP Chairman and the Financial Advisor.</u></p>	<p>ARTICLE XVIII GROUP TAX EXEMPTION PROGRAM (GTEP)</p> <p>Renumber current Articles XVIII, XIX and XX</p> <p>Sec. 1. The Group Tax Exemption Program (GTEP) allows CGCI to grant qualified clubs and districts full tax-exempt status with the Internal Revenue Service (IRS) and the California Franchise Tax Board (FTB) and shall be maintained for clubs and districts who</p> <p>a) choose to apply for the program and:</p> <p>b) agree to follow the guidelines required by the IRS, FTB and CGCI; and</p> <p>c) successfully complete the application along with appropriate paperwork and submit it to the GTEP Chairman.</p> <p>Sec. 2. The GTEP is administered under the supervision of the GTEP Chairman and the Financial Advisor.</p>

<p>can grant qualified clubs and districts full, non-profit tax exempt status with the IRS and the California FTB; the CGCI annual filing of subordinates shall be completed to the IRS by March 15. Participation in GTEP is optional and not included with membership, a district or club must apply to be included in the program. To qualify for inclusion in GTEP, clubs and districts must agree to follow the guidelines required by the IRS and the California FTB and successfully complete the application process administered under the supervision of the GTEP Chairman and the Financial Consultant. Group tax exemption status is renewable each year thereafter.</p>	<p><u>Sec. 3.</u> <u>GTEP status is renewed each year. Reminders are emailed to all active members. A late fee is added for those club/districts who do not meet the CGCI deadline.</u></p> <p><u>Sec 4.</u> <u>The GTEP updates of subordinates (clubs and districts) are filed annually and are submitted by the GTEP Chairman to the IRS and FTB prior to their deadlines.</u></p> <p><u>Sec. 5</u> <u>When a club disbands, its participation in the Program is discontinued and the IRS and FTB will be notified.</u></p> <p><u>Sec. 6.</u> <u>A copy of CGCI’s authorization from the IRS (dated November 15, 2006) to include subordinates (clubs and districts) which have met all requirements set forth by the IRS under Section 501(c)(3) of the Internal Revenue Code in the CGCI Group Tax Exemption and the FTB authorization retroactive to November 15, 2006 is filed with the GTEP Chairman.</u></p>	<p>Sec. 3. GTEP status is renewed each year. Reminders are emailed to all active members. A late fee is added for those club/districts who do not meet the CGCI deadline.</p> <p>Sec 4. The GTEP updates of subordinates (clubs and districts) are filed annually and are submitted by the GTEP Chairman to the IRS and FTB prior to their deadlines.</p> <p>Sec. 5 When a club disbands, its participation in the Program is discontinued and the IRS and FTB will be notified.</p> <p>Sec. 6. A copy of CGCI’s authorization from the IRS (dated November 15, 2006) to include subordinates (clubs and districts) which have met all requirements set forth by the IRS under Section 501(c)(3) of the Internal Revenue Code in the CGCI Group Tax Exemption and the FTB authorization retroactive to November 15, 2006 is filed with the GTEP Chairman.</p>
--	---	---

Rationale: Move rules regarding the significant CGCI GTEP program from Policy which has little clout to bylaws which address fundamental rules.

CGCI BYLAWS Current Wording	Proposed Amendments	Would Read After Amendments
<p>Proposal #6</p> <p>ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS Sec. 6. Board meeting chairmen may be appointed by the president upon recommendation from the host district following selection of the board meeting locale.</p> <p>ARTICLE XI – ANNUAL MEETINGS 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.</p>	<p>ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS Sec. 6. Board meeting chairmen may be appointed by the president upon recommendation from the host district <u>or club</u> following selection of the board meeting locale.</p> <p>ARTICLE XI – ANNUAL MEETINGS Sec. 8. Convention <u>chairmen</u> and treasurer, who shall be members of a club in the host district(s) <u>or members of the host club</u>, may be appointed by the president upon recommendation from the host district(s) <u>or host club</u> following selection of the convention locale. Registrar and credentials chairman, may be members of a club in the host district(s) <u>or the host club</u> or may be standing committee chairmen appointed by the president.</p>	<p>ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS Sec. 6. Board meeting chairmen may be appointed by the president upon recommendation from the host district or club following selection of the board meeting locale.</p> <p>ARTICLE XI – ANNUAL MEETINGS Sec. 8. Convention chairmen and treasurer, who shall be members of a club in the host district(s) or members of the host club, may be appointed by the president upon recommendation from the host district(s) or host club following selection of the convention locale. Registrar and credentials chairman, may be members of a club in the host district(s) or the host club or may be standing committee chairmen appointed by the president.</p>

Rationale: Recognizing that clubs or districts may host CGCI board meetings and conventions, these changes are to make these provisions consistent with previous amendments to Article IX, Sec. 5, Article XI, Sec. 2 and Standing Rule 53.

CGCI BYLAWS Current Wording	Proposed Amendments	Would Read After Amendments
<p>Proposal #7</p> <p>ARTICLE XI – ANNUAL MEETINGS 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.</p> <p>ARTICLE VII – BOARD OF DIRECTORS 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</p>	<p>ARTICLE XI – ANNUAL MEETINGS 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 <u>unless the convention is to be held virtually, when thirty days' notice shall be given.</u> The nominating committee ticket of candidates for elective office (<u>in an election year</u>), a list of districts ineligible for representation on the nominating committee, and any proposed bylaws revisions with rationale, shall be included.</p> <p>ARTICLE VII – BOARD OF DIRECTORS 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</p>	<p>ARTICLE XI – ANNUAL MEETINGS 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 days prior to the date of such meeting unless the convention is to be held virtually, when thirty days' notice shall be given. The nominating committee ticket of candidates for elective office (in an election year) and any proposed bylaws revisions with rationale, shall be included.</p> <p>ARTICLE VII – BOARD OF DIRECTORS 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'</p>

<p>president. Forty-five days notice of fall and winter board meetings shall be given.</p>	<p>shall be given <u>unless the meeting is to be held virtually, when thirty days' notice shall be given.</u></p>	<p>notice of fall and winter board meetings shall be given unless the meeting is to be held virtually, when thirty days' notice shall be given.</p>
--	---	---

Rationale: Duplication of alpha and numeric numbers is not necessary and considered archaic. Nominating committee representation is based on “region,” not district per 2023 bylaws amendments. To provide scheduling flexibility for notice for virtual meetings where travel and lodging reservations are not a consideration.