

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 July 15. A late fee of \$25 will be charged if postmarked after July 15. Dues shall be payable to CGCI and mailed to the membership chairman who shall transfer the funds promptly to the treasurer. (July 2026.)

- 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. (May 2024)
- 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 August 1, clubs and associate plant societies become ineligible for participation in the liability insurance program, the Group Tax Exemption Program, the awards program, and may not be listed in the *Yearbook, Manual & Roster*. (July 2026.)
- f) Membership dues to NGC and dues to PRGC shall be paid by CGCI annually. (May 2024)
- g) The NGC dues or fee for youth gardeners shall be paid by CGCI annually. (May 2024)
- h) 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, recording secretary, financial secretary, and treasurer. The appointed officers shall be corresponding secretary and parliamentarian. (June 2025)

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 corresponding secretary, parliamentarian, all chairmen of standing and special committees (except the nominating committee, board of trustees, advisory committee, and budget and finance), and fill vacancies on the board of trustees. All appointments shall be presented to the board of directors for ratification; (June 2025)
- (d) be an ex-officio member of all committees, except the nominating committee; and
- (e) perform all other duties pertaining to the office.
- (f) serve on the board of directors of NGC and serve on the executive committee and board of directors of PRGC. (June 2025)

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) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.

(May 2026 – (d) deleted; (e) renumbered)

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 governance committee; (May 2024)
- (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. No term limits apply to officer positions, except those serving as vice presidents and president shall serve one two-year term in each position. However, the nominating committee may consider those who have previously served as vice president or president to serve in one of these positions, if necessary. (May 2026)
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 vice president 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.

(June 2025)

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 vice president shall succeed. If the second vice president declines, the vacancy shall be filled by the board of directors, voting upon the recommendation of the executive committee. (June 2025)

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 elected committee member(s) shall be two years. (May 2026)

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*.
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 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 quorum. No member shall be entitled to more than one vote. (May 2024)

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

- (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; (May 2024)

(c) ratify all classes of membership;

(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 unless the meeting is to be held virtually, when thirty days' notice 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. (May 2024)

(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 corresponding secretary and parliamentarian, all appointed chairmen and any new members of the board of trustees. Those eligible to attend the post-convention meeting shall be the elected officers and district directors, or assistant directors, and, after ratification, the district director coordinator, corresponding secretary and parliamentarian. (June 2025)

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 or club following selection of the board meeting locale. (May 2024)

Sec. 7. 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. 8. 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. 9. 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.

(May 2026 – Section 7 deleted; Sections 8, 9 and 10 renumbered)

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 committee, 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 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. (May 2024)

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 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. (May 2024)

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* 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; (June 2025)

(c) president-elect's reimbursement of up to \$3,500.00 for verified expenses incurred in attending one PRGC and one NGC Convention associated with the year that the president-elect holds this office; and (June 2025)

(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* 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 (May2024)

Sec. 1. The official publication shall be *Golden Gardens*, 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* editor shall:

(a) supervise publication of *Golden Gardens*,

(b) be chairman of the *Golden Gardens* 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.

Sec. 11. The board of trustees shall be responsible for maintaining and updating the Restricted Fund Guidelines. (May 2026)

ARTICLE XV – ADVISORY COMMITTEE (May 2024)

- 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.

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 fall board meeting. (June 2025)

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 – GROUP TAX EXEMPTION PROGRAM (GTEP) (May 2024)

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

(a) choose to apply for the program and:

(b) agree to follow the guidelines required by the IRS, FTB and CGCI; and

(c) successfully complete the application along with appropriate paperwork and submit it to the GTEP Chairman.

Sec. 2. The GTEP is administered under the supervision of the GTEP Chairman and the Financial Advisor.

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.

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.

Sec. 5 When a club disbands, its participation in the Program is discontinued and the IRS and FTB will be notified.

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.

ARTICLE XIX – 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 XX – DISSOLUTION

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

ARTICLE XXI – 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 governance 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, May 2024, June 2025, May 2026