

# NAPLES GARDEN CLUB BYLAWS

## ARTICLE I

### NAME

The name of this organization shall be Naples Garden Club, Inc. hereinafter sometimes called "the Club."

## ARTICLE II

### PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not for Profit Corporation Act. In particular, the corporation shall stimulate knowledge and love of gardening, increase interest in the artistic design of plant material, encourage community planting and beautification, aid in the protection of native trees, plants and birds, support worldwide ecological efforts and perform any act incidental to, or in connection with, the foregoing purposes.

## ARTICLE III

### FISCAL YEAR

The fiscal year shall be from June 1 to May 31

## ARTICLE IV

### MEMBERSHIP

#### **Section A. Requirements**

Membership in Naples Garden Club is open to all regardless of gender, age, race, ethnicity, sexual orientation or religious affiliation.

Any person interested in the purpose of the Club may become a Provisional member when proposed by one Active member and accepted by the Board of Directors.

Active membership shall be limited to 250 members.

Members shall be sponsored and admitted according to procedures set forth in the Standing Rules.

A transfer of membership to Naples Garden Club shall be considered as being sponsored by National Garden Clubs, Inc. No local sponsor is necessary, but Naples Garden Club membership procedures as outlined in the Standing Rules shall be followed.

#### **Section B. Classes of Membership**

**Provisional** - A member who is fulfilling Naples Garden Club's Provisional membership requirements. Provisional members may not vote, hold office or propose new members.

**Active** - A member who has completed all Provisional requirements. Privileges of Active membership include the rights to vote, hold office and propose new members.

**Sustaining** - An Active member who can no longer participate in the activities of the Club may apply to the Board of Directors, through the Membership Chair, for a Sustaining Membership. The number of Sustaining members shall be limited to ten percent (10%) of the Active membership. Sustaining members may not vote or hold office but may propose new members.

**Complimentary** - May be conferred upon a nonmember by a majority vote of the Board of Directors in recognition of distinguished service to the Club. Complimentary members do not have the privileges of Active members.

**Honorary** - May be conferred, by majority vote of the Board of Directors, upon any member for distinguished service to the Club. Honorary Members shall be accorded all the privileges of an Active member.

**Life FFGC** - Memberships shall be conferred upon those who have served as President of the Club for a full term of office

**Senior** – May be conferred by a majority vote of the Board of Directors on members with 10 years or more of active service who are over 85 years old. They may not vote or hold office but may propose new members.

### **Section C. Resignations**

Resignations shall be sent in writing to the Membership Chair.

## ARTICLE V

### **BOARD OF DIRECTORS**

#### **Section A. Composition**

The Board of Directors shall consist of not more than twenty-three (23) and not less than eleven (11) elected Directors including the elected Officers and the appointed Past President Council Representative.

Any Director may be removed, with or without cause, by vote of a majority of the Directors then in office.

#### **Section B. Responsibilities**

The Board of Directors shall exercise independent judgment and represent the overall interests of the club.

Duties of Directors include preparation for and attendance at required meetings, setting direction and ensuring effective planning, employing board best practices, providing general oversight of the Club's operations and compliance with the Naples Garden Club Bylaws and Standing Rules, approving policies, approving an annual budget and performing such other duties as may be specified in these Bylaws and the Standing Rules

#### **Section C. Term of Office**

Directors shall serve for a term of one (1) or two (2) years.

No Director shall be elected to more than two (2) consecutive terms in the same position.

Each Director shall serve until the expiration of the term for which such Director was elected.

#### **Section D. Resignation**

A Director may resign at any time by giving written notice to the Board or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer.

#### **Section E. Meetings**

The Board of Directors shall meet before each General Membership Meeting or at the request of three members of the Board.

## **Section F. Quorum**

A majority of the Board then in office participating in person or by way of electronic means shall constitute a quorum. for the transaction of business or any specified item of business. In the event the Board is not able to meet in person the Board shall meet by electronic means to satisfy the requirements of the Bylaws.

## **Section G. Voting**

Each Director present shall have one vote.

1. Unless otherwise required by law or these Bylaws, a vote of the majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board.
2. Whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting by electronic consent-setting forth the action so taken. Such action is subject to ratification at the next meeting of the Board.
3. A Director who is present, either in person or by way of electronic means, at a meeting shall be presumed to have assented to an action unless such Director votes against such action or abstains from voting because of an asserted conflict of interest.

## **ARTICLE VI**

### **OFFICERS**

#### **Titles and Terms of Officers**

The following Officers serve one term:

President 2 years (President-Elect 1 year, President 1 year)

Governance Chair (Immediate Past President) 1 year

Vice-Presidents 2 years (Vice President-Elect 1 year, Vice President 1 year)

Secretary 2 years

Treasurer 2 years

Assistant Treasurer 2 years

## **ARTICLE VII**

### **ELECTION AND INSTALLATION OF OFFICERS AND DIRECTORS**

#### **Section A. Nominations**

1. The Governance Committee shall recruit and recommend persons to be nominated as Officers and Directors and obtain from them their willingness to assume office.
2. This slate of proposed Officers and Directors shall be provided to the Board at least 30 days before the March General Membership Meeting and to Members at least 14 days before that meeting. If the membership is unable to meet in person the procedure for presenting the slate of Officers and Directors shall be presented and voted upon electronically.

#### **Section B. Elections**

1. The Members shall elect new Officers and Directors to replace those whose terms are scheduled to expire and may elect to retain for an additional term any Director who served less than 18 months of an unexpired term. This article may only be suspended in accordance with Article XVI.
2. Members shall add new Directors to the Board, if so recommended by the Governance Committee, and the number is in compliance with these Bylaws.

3. Officers and Directors shall be elected by a majority vote of Active members present at the March General Membership Meeting, either in person or electronically, if a quorum is present.

### **Section C. Quorum**

The attendance of fifty (50) Active members, either electronically or in person, shall constitute a quorum.

### **Section D. Vacancies**

The Board of Directors shall fill any vacancies that occur among the Officers and Directors until the next election.

### **Section E. Installation**

All newly elected Officers and Directors shall be installed at the Annual Meeting held in the spring, either in person or electronically.

### **Section F. Assumption of Office**

Officers, except the Treasurers, shall take office following their installation at the Annual Meeting and serve until their successors are installed.

The Treasurers' terms shall be concurrent with the fiscal year, which shall be from June 1 to May 31.

## ARTICLE VIII

### **DUTIES OF OFFICERS**

#### **Section A. The President**

The President shall be Executive Officer of the Club and Chair of the Executive Committee and the Board of Directors.

1. The President shall be responsible for the general management of the affairs of the Club and shall see that all orders and resolutions of the Board are carried into effect.
2. In the President's absence, the President-Elect shall preside.
3. The President shall be an ex-officio member of all committees.

#### **Section B. The President-Elect**

1. During the absence or disability of the President, the President Elect shall have all the powers and functions of the President.
2. The President Elect shall serve on the Executive Committee and the Board of Directors and shall perform such other duties as may be requested by the President.
3. The President Elect shall become the nominee for President at the next March General Membership Meeting.
4. The President Elect shall oversee the annual review of the Standing Rules and present any changes to the Governance Committee.

#### **Section C. Immediate Past President**

1. The Immediate Past President shall serve on the Executive Committee and be a Member of the Board of Directors until succeeded by the next serving Immediate Past President. The Immediate Past President shall provide continuity to the Club and counsel to the President, Executive Committee and the Board of Directors.
2. The Immediate Past President shall serve as Chair of the Governance Committee and shall perform such other duties as may be requested by the President including preparing the President - Elect to assume office.
3. If the Immediate Past President cannot serve, another past President may be selected by the

Board of Directors.

#### **Section D. The Vice Presidents**

1. The Vice President Program/Education shall serve on the Executive Committee and the Board of Directors, and chair the Program/Education Committee.
2. The Vice President House & Garden Tour shall serve on the Executive Committee and the Board of Directors, and chair the House & Garden Tour Committee.
3. The Vice President Flower Show shall serve on the Executive Committee and the Board of Directors and shall chair the Naples Flower Show Committee and any other flower show presented by the club.
4. Each Vice President shall perform such duties as the Board shall prescribe in accordance with the Standing Rules

#### **Sections E. Vice Presidents-Elect**

1. The Vice President-Elect Program/Education shall serve on the Board of Directors
2. The Vice President-Elect House & Garden Tour shall serve on the Board of Directors.
3. The Vice President-Elect Flower Show shall serve on the Board of Directors.
4. During the absence or disability of a Vice President, the Vice President-Elect of that committee shall have all the powers and functions of the Vice President.
5. Each Vice President-Elect shall be installed as the Vice President at the Annual Meeting.
6. The Vice President-Elect shall work closely with the Vice President of the Committee to which they have been elected in preparation for assumption of the position of Chair the following year.

#### **Section F. The Secretary**

The Secretary shall record proceedings of Executive Committee, Board and Membership meetings, giving appropriate notice of said meetings and shall have such other powers and duties as prescribed by the Board.

#### **Section G. The Treasurers**

The Treasurer and Assistant Treasurer shall have the duties normally assigned to these positions.

1. The Treasurer shall be Chair of the Finance Committee and shall ensure that procedures are in place for the keeping of accurate accounts of all club assets received and disbursed and that such receipts and disbursements are properly transacted, that annual budgets are prepared and that financial reports are made to the Board.
2. The Treasurers shall be bonded by an institution legally recognized for the purpose by the State of Florida, and the cost of the bond shall be paid by the Club.
3. The accounts of the Treasurers shall be reviewed following the end of each fiscal year.
4. The Assistant Treasurer shall assume the position of Treasurer upon conclusion of the Treasurer's term.

### ARTICLE IX

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

##### **Section A. Coverage**

Each Director and Officer of the Club now or hereafter serving as such shall be indemnified by the Club against any and all claims and liabilities to which such Director has or shall become subject by reason of any action alleged to have been taken, omitted or neglected by such Director or Officer, and the Club shall reimburse each such person for all legal expenses reasonably incurred by such

Director or Officer in connection with any such claim or liability. No such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability, arising out of Director's own willful misconduct or gross negligence.

### **Section B. Compensation**

The amount paid to every Officer or Director by way of indemnification shall not exceed such Director's or Officer's actual reasonable and necessary expenses incurred with the matter involved, and such additional amount as may be determined by a committee of not less than three (3) and no more than five (5) persons appointed by the Board of Directors. Any determination so made shall be prima facie evidence of the reasonableness of the amount determined.

### **Section C. Responsibility**

The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Club may otherwise be entitled by law. The Officers of the Club shall purchase and maintain reasonable amounts of insurance in order to provide the funds which may be necessary for the Club to provide said indemnification.

## ARTICLE X

### COMMITTEES

#### **Section A. Standing Committees**

Standing Committees are those necessary to fulfill the purpose of the Club. These include:

##### **Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Vice Presidents, Secretary, Treasurer, Assistant Treasurer and Governance Committee Chair.

1. The Executive Committee shall carry on the business of the Board between Board meetings, subject to the ratification of the Board.
2. A majority of the Executive Committee shall constitute a quorum.
3. The Executive Committee shall keep minutes and a copy thereof shall be furnished to the Board of Directors at or before the next succeeding meeting of the Board.

##### **Governance Committee**

The Governance Committee shall consist of at least nine (9) members, consisting of the Immediate Past President, the President Elect, the Membership Chair and no more than two (2) other Directors of the Board appointed by the President and four members to be proposed by the outgoing Governance Committee and elected by the membership at the March General Membership Meeting. If the President serves as a voting member, he or she shall be as one of the two (2) other Directors of the Board.

1. It shall have as its principal responsibility the recruitment, orientation, education and maintenance of the Board.
2. It shall recommend to the Board at least 30 days prior to the March General Membership Meeting and to the membership, in writing, at least 14 days prior to the March General Membership Meeting a list of candidates proposed as Directors and Officers for election by the membership at the March General Membership Meeting having obtained consent from the nominees to serve.
3. If requested by the Board, the Committee shall also recommend persons to fill vacancies on the Board of Directors' Finance Committee

**Finance Committee** shall be composed of the Treasurer, and Assistant Treasurer and three additional members.

1. The Finance Committee is responsible for developing and reviewing fiscal procedures, providing financial oversight, and recommending the annual budget to the Board for approval.
2. Any significant expenditure above the approved budget must be approved by the Board or Executive Committee.
3. The Finance Committee shall present the Board- approved annual budget to the membership at the April General Membership Meeting, either in person or electronically.

### **Section B. Other Committees**

The Board of Directors shall establish committees necessary to the running of the Club. The chairs of these committees shall be elected as Directors or Officers. The responsibilities of the committees are enumerated in the Standing Rules.

These committees include: House & Garden Tour Committee, Flower Show Committee, Program /Education Committee.

### **Section C. Special Committees**

The Board of Directors shall establish special committees when deemed necessary. These committees shall be enumerated in the Standing Rules.

The chairs of Special Committees shall be elected as Directors and be voting members of that body.

1. If a need for a new committee arises, the Board of Directors may establish the committee and appoint a chair who may serve as a voting member of the Board until the next election. If the need for the committee still exists at that time, a chair shall be nominated by the Governance Committee to serve on the Board of Directors.

### **Section D. Past Presidents' Council**

The Past Presidents' Council shall be composed of those members who have completed a full term as President of the Naples Garden Club.

1. Past Presidents' Council shall be self-governing.
2. It shall meet at least twice annually or as frequently as it determines.
3. It shall elect among its members a representative to the Board of Directors who shall have the full rights and responsibilities of that position, including a vote, and who shall serve for one year.

## ARTICLE XI

### **MEMBERSHIP MEETINGS**

#### **Section A. The Annual Meeting**

The Annual Meeting shall be held for the purpose of receiving the annual report of the President. Officers shall be installed at the Annual Meeting.

#### **Section B. General Membership Meetings**

General Membership Meetings shall be held from November through April. At each General Membership Meeting, business may be conducted, either in person or electronically.

#### **Section C. Quorum**

Fifty Active (50) members shall constitute a quorum for the Annual Meeting and General Membership Meetings.

#### **Section D. Soliciting**

NGC Members shall not attempt to sell goods for personal gain at NGC Meetings, Workshops or other events, unless associated with a program.

## ARTICLE XII

### **FINANCIAL OBLIGATIONS**

#### **Section A. Annual Dues**

The amount of annual dues shall be fixed by the Board and voted on by the membership.

Annual dues must be paid no later than May 31. Any member failing to pay by May 31 is subject to forfeiture of membership.

When such membership has been cancelled, written notice will be sent to the member. Upon extenuating circumstances, the Board of Directors may restore said membership.

#### **Section B. Indebtedness**

A member who is delinquent in paying any indebtedness to the Club shall be considered in arrears and is subject to removal from membership.

## ARTICLE XIII

### **STANDING RULES**

Standing Rules are those related to the details of the administration of the Club and may be adopted or changed without a change in Bylaws. These rules may be adopted by majority vote of the Board. Any Standing Rule which restricts members privileges or adds to members obligations and/or responsibilities must be approved by a majority of the members voting at any membership meeting of the Club.

## ARTICLE XIV

### **DISSOLUTION**

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to one or more organizations qualified as exempt under section 501c(3) of the Internal Revenue Code.

## ARTICLE XV

### **AMENDMENTS**

The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors subject to the approval of the general membership at any meeting thereof, provided notice of such proposed amendments shall have been given to all members in writing no less than ten (10) days before the meeting.

## ARTICLE XVI

### **SUSPENSION OF BYLAWS**

In the event of a national, state, or local catastrophe or other extraordinary circumstance, the Bylaws may be suspended. The motion to suspend must be approved by the Board and passed by a 2/3 vote of the membership at an official general membership meeting, either in person or electronically. Such action must include the specific article(s) and section(s) being suspended and the length of time for such suspension.

## ARTICLE XVII

### **PARLIAMENTARY AUTHORITY**



Robert's Rules of Order, Newly Revised, shall govern the Club business meeting where applicable and where not in conflict with these Bylaws.

*Revised 1987, 2000, 2003 (to conform to Articles of Incorporation), 2011, 2012, 2014, 2016, 2018, 2019, 2020, 2022*