

THE GARDEN CLUB OF MONTCLAIR BYLAWS

As amended March 15, 2021

ARTICLE I—NAME

The name of this organization shall be THE GARDEN CLUB OF MONTCLAIR, INCORPORATED.

ARTICLE II—MISSION

The mission of the Corporation shall be:

1. To stimulate and educate members and the public in their knowledge and practice of conservation, horticulture, and the artistic use of plant material.
2. To enhance the beauty of Montclair and New Jersey.
3. To sponsor and support projects of an educational character, specifically allied to these purposes.
4. To foster fellowship through its work and its social activities.

ARTICLE III—MEMBERS

SECTION 1. Provision for Membership.

Members shall consist of residents of Montclair or vicinity who, being in sympathy with the purposes of the Club, have fulfilled the qualifications for Membership, and have paid the Club dues.

SECTION 2. Classification of Memberships.

The classes of Membership shall be Provisional, Active, Associate, Nonresident, Life, and Emeritus.

SECTION 3. Provisional Membership.

Provisionals are those who are engaged in fulfilling the requirements for admission to Active Membership as stated in the *Standing Rules*. They are not eligible to vote or hold office.

SECTION 4. Active Membership.

Active members are those who have completed the requirements of Provisional Membership and have been admitted to Active Membership. They shall be entitled to all privileges of Membership, including the right to hold office and to vote. They shall be expected to take an active part in the work and projects of the Club.

SECTION 5. Associate Membership.

Those members who have served at least five years as Active members may request a change in status to Associate Membership. Participation in activities of the Club shall be optional. They shall be entitled to all the privileges of the Club, except the right to hold office as a member of the Board of Trustees. Their dues shall be higher than those of Active members.

SECTION 6. Nonresident Membership.

A member who moves away from Montclair or vicinity (outside a twenty-five-mile radius) may apply to the Membership Committee for Nonresident status. They shall be entitled to all the privileges of the Club, except the right to hold office as a member of the Board of Trustees and the right to vote. Should those former members return to the Montclair vicinity, they may apply to the Membership Committee for reinstatement to either Active or Associate status.

SECTION 7. Life Membership.

Those eligible for Life Membership first shall have served for at least five years as Active members. Their admission to this Membership class shall be by written application to the Membership Committee. They shall be entitled to all privileges of the Club. They shall pay a one-time fee of ten times the current dues for Active Membership.

SECTION 8. Emeritus Members.

As detailed in the Standing Rules, Emeritus Membership may be conferred **on a** Club member, at the discretion of the Board and by unanimous vote, for long term and outstanding contribution to the Club. Emeritus members shall be entitled to all privileges of the Club and shall be exempt from the payment of dues.

SECTION 9. Admission to Membership.

- a) **Eligibility.** Prospective members shall be residents of Montclair, or vicinity, at the time of application and shall agree to engage in Club activities in accordance with Membership requirements.
- b) **Application Process:**
 - i) Provisional applicants must express interest in joining the club, or be proposed as a candidate by a member, to the VP of Membership during the application period as prescribed in the Standing Rules.
 - ii) Applicants wishing to transfer from another garden club must express interest in joining the Club, or be proposed as a candidate by a member, to the VP of Membership and admitted to Active Membership as prescribed in the Standing Rules.
- c) **Provisional Requirements:** The Provisional experience shall be designed to expose future members to all facets of the Club.
- d) **Election of Provisionals:** Candidates for Provisional Membership, approved by the Membership Committee, shall be approved by a vote of the Board of Trustees and announced as designated in the Standing Rules.
- e) **Election of Active members:** Provisionals moving to Active Membership, approved by the Membership Committee, shall be elected by the Board of Trustees and introduced at the Annual Meeting. In order to be elected as an Active member, an individual must have been a Provisional member for at least one year and satisfied all Provisional requirements.

SECTION 10. Application for Change of Membership Status.

A change from one class of Membership to another may be requested by application to the Membership Committee. Such changes in status shall become effective at the beginning of the next fiscal year.

SECTION 11. Resignation and Reinstatement.

- a) **Resignations.** Any member who is not in arrears in dues may resign in good standing. Resignations shall be made in writing to the Membership Chairman or the Treasurer before the Membership renewal deadline.
- b) **Reinstatements.** Members who have resigned in good standing may, upon application to the Membership Chairman for renewal of Membership, be reinstated by the Board of Trustees upon payment of current dues and fees.
- c) **Removals.** Members may be removed from Membership for just cause by a majority vote of the Board of Trustees. They may be reinstated at the discretion of the Board.

ARTICLE IV—DUES AND FEES

SECTION 1. Fiscal Year.

The fiscal year of the Club shall begin on the first day of June and shall end on the last day of the following May.

SECTION 2. Amount of Dues.

Dues of Provisional, Active, Associate, and Nonresident members shall be fixed by the Board of Trustees upon recommendation of the Finance Committee and ratified by the voting members of the Club.

SECTION 3. Payment of Dues.

Dues shall be payable annually in advance for each fiscal year by the established due date. Any member whose dues remain unpaid on the end of the fiscal year may be dropped from Membership in the Club at the discretion of the Executive Committee.

SECTION 4. Refunds.

Refunds of dues will not be made to Provisionals failing to meet the requirements, nor to members who resign or change Membership class.

SECTION 5. Guests and Guest Fees.

Program Meetings are open to the public unless otherwise designated. Guests shall be permitted to attend Workshop Meetings, at the discretion of the President, Membership Vice-President, and/or the Workshop Chair.

ARTICLE V—BOARD OF TRUSTEES

SECTION 1. Members.

The Board of Trustees shall consist of the Officers and the Chairs of all Standing Committees.

- a) The officers shall be President, the First, Second and Third Vice-Presidents, and Recording Secretary.

- b) Special Committee Chairs to the Board, appointed by the President, may attend Board meetings but have no vote,
- c) The President-Elect shall be an ex officio member of the Board with no vote.

SECTION 2. Powers and Duties.

- a) The property, affairs, business, and powers of the Club shall be managed, controlled, and exercised by the Board.
- b) The Board may establish or abolish any existing Standing Committee except the Nominating Committee, provided that the number of Standing Committees remains sufficient to carry out the functions of the Club.

SECTION 3. Meetings.

The Board of Trustees shall hold monthly meetings from September through June unless it shall decide otherwise.

- a) **Absence.** If a Chair is unable to be present, a member of the Committee may attend instead but the substitute may not vote unless that individual is the duly approved Vice Chair of the Committee.
- b) **Special Meetings.** Special meetings may be called by the President at anytime, or may be called by any Board member if one-third of the members of the Board agree.
- c) **Quorum.** A quorum for a meeting of the Board of Trustees shall consist of a majority of the members of the Board.

SECTION 4. Executive Committee.

The President, First, Second, and Third Vice-Presidents and Recording Secretary shall have all the powers of the Board of Trustees between meetings.

- a) When acting in place of the Board of Trustees, any vote must be a unanimous vote of the entire Executive Committee.
- b) The Executive Committee shall function as a Procedures Committee and meet annually to assess the Club's activities and recommend any changes in the Standing Rules, Bylaws, or procedures as deemed appropriate.
- c) The minutes of meetings of the Executive Committee shall be submitted to the Board for ratification at the next Board meeting.
- d) The President-Elect shall be an ex officio member of the Executive Committee with no vote.

SECTION 5. Terms of Office and Eligibility.

- a) Officers and Standing Committee Chairs shall serve for a term of two years commencing on June 1 of the year of election.
- b) The terms of office shall be arranged so that one-half thereof shall expire each year.
- c) No trustee shall serve more than two consecutive terms except at the discretion of the Board.
- d) No member may serve more than six consecutive years, in a voting position, on the Board of Trustees.
- e) A retiring President shall not be eligible for re-election or appointment to the Board of Trustees for a period of one year after that term of office.

- f) The term of office of a President-Elect shall be one year.

SECTION 6. Nomination and Election.

- a) The election of the Second Vice-President Communications, Recording Secretary, and half of the Standing Committee Chairs shall take place in the alternating years with the remaining Officers the other half of the Committee Chairs and the President-Elect.
- b) The Nominating Committee shall prepare and present a slate of candidates for Officers and Chairs to the Board of Trustees and to the Membership.
- c) Voting shall be by ballot when there is more than one candidate for office, otherwise, by voice. The Nominating Committee shall act as tellers of the election.
- d) The President-Elect shall become President at the conclusion of the preceding President's term.

SECTION 7. Vacancies.

- a) In the event a vacancy occurs in any Office or elective Chair, except that of the President or President-Elect, the vacancy shall be filled by the Board of Trustees from a name or names submitted by the Nominating Committee. This unexpired term shall be considered a full term if the period of service exceeds one year.
- b) In the event a vacancy occurs in the office of the President and there is no President-Elect, the office shall be assumed by the First Vice-President until the next regularly scheduled election meeting of members when the vacancy shall be filled by election for the unexpired term.
- c) In the event a vacancy occurs in the office of the President and there is a President-Elect, the office shall be assumed by the President-Elect who shall complete the unexpired term and continue to fill a regular two-year term.
- d) When there should be a President-Elect and a vacancy occurs in the office via circumstances other than as cited in Section 7 c, as soon as possible, the Nominating Committee shall propose a replacement who shall be voted on by the Board and then by the Membership at its next meeting, following the regular notification and voting procedures.

ARTICLE VI—OFFICERS

SECTION 1. Number.

The officers shall be a President, a First Vice-President Membership, a Second Vice-President Communications, a Third Vice-President Finance Chair/Treasurer, and a Recording Secretary.

SECTION 2. Duties of Officers.

- a) The **President** shall:
 - i. Perform the usual functions of a presiding officer.
 - ii. Preside at all meetings of the Club and of the Board of Trustees.
 - iii. Be a member, ex-officio, of all Committees.

- iv. Exercise general supervision over the affairs of the Club.
- b) The **First Vice-President Membership** shall:
- i. In the absence of both the President, and the President-Elect, assume the duties of the President.
 - ii. Chair the Membership Committee.
 - iii. Perform such other duties requested by the President.
- c) The **Second Vice-President Communications** shall:
- i. In the absence of the President, the President-Elect, and the First Vice-President, assume the duties of the President.
 - ii. Chair the Communications Committee.
 - iii. Perform such other duties requested by the President.
- d) The **Third Vice-President Finance Chair/Treasurer** shall:
- i. In the absence of the President, President-Elect, and of the First and Second Vice-Presidents, assume the duties of the President.
 - ii. Be Treasurer and Chair of the Finance Committee.
 - iii. Collect and receive all monies due, pay all bills, and handle or disburse Club funds in accordance with the annual budget approved by the Finance Committee and the Board.
 - iv. Deposit all funds in a bank or banks or an investment fund chosen by the Board of Trustees.
 - v. Keep full and accurate accounts and render a current and detailed financial statement as required.
 - vi. With the Finance Committee, prepare the budget.
 - vii. Prepare and present books for annual review and tax return preparation. The person reviewing the books should have bookkeeping experience or expertise and be approved by the Finance Committee.
 - viii. Perform such other duties as requested by the President.
- e) The **Recording Secretary** shall:
- i. Keep the minutes of the Club regular meetings, annual meetings, special meetings, and the meetings of the Board of Trustees and of the Executive Committee so as to establish the permanent record of the Club.
 - ii. Be responsible for the Club records and custodian of the Garden Club seal.
- f) The **President-Elect** shall:
- i. In the President's absence, assume the duties of the President.
 - ii. Collaborate with the President to learn the role of the President, become familiar with the programs of the Club and its governance, and develop and facilitate officer transition.
 - iii. Assist and support the President as needed and prepare for assumption of presidential duties for the following year.
 - iv. Perform any other duties as requested by the Board of Trustees.
 - v. Be ineligible to serve as the Chair of any committee but may be a member of a committee.

ARTICLE VII – COMMITTEES

SECTION 1. Standing Committees.

a) There shall be Standing Committees, to include Nominating, Finance and Membership and such additional Committees to be sufficient to conduct the business of the Club. The Chairs of Standing Committees shall be nominated by the Nominating Committee, elected by the Membership, and serve as Trustees of the Board.

b) All Committees shall consist of a single Chair and at least three additional members.

c) Any Committee, with the exception of Finance and Nominating, may have one Vice Chair approved by the Nominating Committee.

d) Nominating Committee.

- i. Shall prepare slates of candidates for election to the Offices and Chairs of the Club and fill vacancies should they occur.
- ii. Shall consist of seven members chosen by ballot by the Board of Trustees from a list of seven members submitted by the outgoing Nominating Committee.
- iii. A member of the Board who is eligible for a consecutive term of office shall not be eligible for Membership on the Nominating Committee.
- iv. The Chair of the Nominating Committee shall be chosen by the current Committee from its members and elected annually for one year only.

e) Finance Committee

- i. The Finance Committee shall consist of five members and shall include the Third Vice-President/Treasurer, who shall be Chair.
- ii. Two members shall be nominated by the Nominating Committee and ratified by the Board each year for a two-year term. The Ways and Means Chair and President will be ex-officio members of the Committee.
- iii. The Committee shall meet at least once per fiscal year.

f) Membership Committee.

- i. Shall receive all applications for Membership.
- ii. Determine eligibility for Membership and change of Membership class.
- iii. Be responsible for orientation to the purposes of the Club.
- iv. Perform all such duties as set forth herein in ARTICLE III, Sections 9, 10, and 11.

All other Chairs of Standing Committees shall have such duties as are set forth in the Standing Rules and the Committee Manuals. The Chair of each Standing Committee shall submit an annual report to the Yearbook Chair and the Recording Secretary prior to the Annual Meeting of the Club and be prepared to present a report at all meetings of the Board of Trustees, and at any time as may be requested by the President.

SECTION 2. Special Committees.

The President may appoint such special Committees as deemed advisable, shall designate the duties of such Committees, and may invite the Chairs of such to attend meetings of the Board of Trustees. The Chair of a Special Committee has no vote on the Board.

ARTICLE VIII - MEETINGS OF MEMBERS

SECTION 1. Regular Meetings.

There shall be at least six stated meetings held annually unless the Board of Trustees shall decide otherwise.

- a) An election shall be held in April, for the purpose of electing Officers and elective Committee Chairs.
- b) The Annual Meeting of the Club shall be held at such time and place as shall be determined by the Board of Trustees, for the purpose of introducing the Officers and Committee Chairs, receiving annual reports, transacting such other business as may properly come before the meeting, and making Awards.

SECTION 2. Special Meetings.

Special meetings may be called by the President, by three (3) or more members of the Board of Trustees, or upon written petition of twenty percent of the voting members of the Club. Said petition shall specify the purpose of the call and shall be stated in the meeting notice.

SECTION 3. Notice of Meetings.

Notice of all meetings at which any business is to be conducted shall be sent to all voting members of the Club. Otherwise, notice in the *Yearbook* published by the Club shall be deemed sufficient notice.

SECTION 4. Quorum.

Twenty percent of the voting members of the Club shall constitute a quorum. A majority vote of the voting members shall be decisive.

ARTICLE IX - FISCAL PROVISIONS

SECTION 1. Contracts.

Chairs of Committees, with Committee approval, may contract for services or goods to the extent of their annual budgets. Beyond their budgets, approval must be given by the Finance Committee and the Board of Trustees before any contract is made, over and above the threshold established in the standing rules.

SECTION 2. Property and Distribution.

This Corporation, which is organized as a nonprofit corporation under the laws of the State of New Jersey, shall be operated accordingly, and no part of any funds, property, or assets of this organization shall ever inure to the private

benefit of any member. In the event of the dissolution of this Club, the assets of this organization shall be distributed only to similar organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended.

SECTION 3. Trustee Conflict of Interest.

All Officers and Board of Trustee members shall sign a conflict of interest policy on an annual basis.

SECTION 4. Depository of Funds.

The Board shall designate annually one or more institutions to function as depository of Club funds.

SECTION 5. Signatories.

The President and the Treasurer shall hold signing privileges individually.

ARTICLE X - PUBLICATIONS

The Club shall publish annually a *Yearbook*, which shall be distributed to its members, at least seven issues of a newsletter, and such other works as desired for educational and/or fundraising purposes.

ARTICLE XI -AMENDMENTS AND RULES OF ORDER

SECTION 1. Amendments.

These Bylaws may be amended, altered, repealed or new Bylaws adopted by a two-thirds vote of those present at a regular or special meeting of the Board of Trustees at which a quorum is present, provided that a copy of the proposed changes shall have been provided to each member of the Board two weeks prior to the meeting. Upon adoption by the Board of Trustees, such changes shall be submitted to the Club Membership for ratification at a regular or special meeting of the Club. Ratification shall be by a two-thirds vote of the voting Membership present at such meeting, provided that a quorum is present and that written notice of such changes shall have been provided to each member at least two weeks prior to such meeting.

SECTION 2. Rules of Order.

Roberts Rules of Order, as revised, shall govern all meetings of the member of the Board of Trustees and all business meetings of the Club. A Parliamentarian may be appointed by the President.

SECTION 3. Definition of "Writing".

Unless otherwise specified, the term "in writing", or similar term, shall be construed to be either physically in writing or in electronic format.

SECTION 4. Set Aside of Bylaw

In the event of a force majeure, a bylaw may be set aside for a period of time not to exceed one year, commencing upon adoption, and upon the unanimous recommendation of the Executive Committee and consent of three-quarters of the Board of Trustees, or upon 90% of the Board of Trustees alone, at a duly convened meeting of the Board where a quorum is present. In both circumstances, adoption shall be approved by a two-thirds vote of the membership at a special or regular meeting where a quorum is present. The bylaw(s) to be set aside shall be identified by Article, Section, and any subordinate identifier.

SECTION 5. Permitted means of Meeting

Any meeting may take place either in-person, virtually, or a combination as deemed to be in the best interest of the Club and as determined by:

- The Committee Chair - Committee meetings
- The Board - Membership meetings
- The Executive Committee - Board meetings
- The President - Executive Committee meetings

In all situations every reasonable effort shall be made to provide all participants the opportunity to read materials, hear the proceedings of and participate in a virtual meeting and to vote on matters put forth as if it were an in-person meeting.

SECTION 6. Permitted means of Voting

Unless otherwise prescribed in this document or in the Standing Rules, voting may be by a show of hands, voice, or secure balloting including electronic. Any person voting must be in attendance at the meeting during which the vote takes place.

ARTICLE XII - STANDING RULES

The Board of Trustees at any meeting of the Board may adopt, amend, or repeal such Standing Rules as it may deem desirable by the vote of a majority of those present and voting, provided that such rules are not inconsistent with these Bylaws.

ARTICLE XIII - CORPORATE SEAL

The Corporate Seal of the Club shall be circular in form and shall bear the words "The Garden Club of Montclair, Organized 1926, Incorporated 1950" or words of similar import. The form of such seal shall be subject to alteration by the Board of Trustees.