

PIEDMONT GARDEN CLUB BYLAWS

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THE PIEDMONT GARDEN CLUB BYLAWS

Approved March 17, 2010

ARTICLE I NAME AND PURPOSE

SECTION 1.1 NAME

The name of this club shall be THE PIEDMONT GARDEN CLUB (PGC), a member of The Garden Club of America (GCA).

SECTION 1.2 PURPOSE

A. General Purpose. This club is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and is organized for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and Sections 214 and 23701d of the California Revenue and Taxation Code, as amended.

B. Specific Purpose. The Piedmont Garden Club shall stimulate the knowledge and love of gardening, horticulture, flower arranging, and related photography; encourage and assist in community beautification; and protect and conserve our natural heritage.

ARTICLE II MEMBERSHIP

SECTION 2.1 COMPOSITION

The Piedmont Garden Club shall consist of members who support the purpose and bylaws of the club.

SECTION 2.2 CLASSES OF MEMBERSHIP

There shall be six (6) classes of membership: Provisional, Active, Non-Resident Active, Sustaining, Associate, and GCA Affiliate.

A. Provisional. The number of Provisional members shall be limited to the number of openings in the Active and Non-Resident Active classes.

B. Active. The number of Active members shall be limited to 65. A member who has completed two (2) years of Active membership in addition to her provisional year and moves from

Piedmont but within a proximity permitting participation may apply for a continuation of her Active membership with all privileges and obligations.

C. Non-Resident Active. The number of Non-Resident Active members shall be limited to five (5). Each Non-Resident Active shall have all obligations and privileges of Active members, and shall be referred to as Actives.

D. Sustaining. The number of Sustaining members shall be limited to 30. A Sustaining member shall have been a member for at least eight (8) years, including her provisional year. She may reside outside Piedmont but within a proximity permitting participation.

E. Associate. The number of Associate members shall be determined by the Board of Directors. An Associate member shall have been a member for at least eight (8) years, including her provisional year. She shall have no residence requirements.

F. Garden Club of America (GCA) Affiliate. The number of GCA Affiliate members shall be determined by the Board of Directors. This membership class shall be available to any Active member who is not eligible for any other membership class.

SECTION 2.3 OBLIGATIONS OF MEMBERSHIP

A. Provisional. Provisional members shall attend at least five (5) regular meetings a year. They shall be responsible for PGC dues and luncheon fund. They shall fulfill Provisional requirements as defined in Policies & Procedures. They shall be exempt from assessments.

B. Active. Active members shall attend at least five (5) regular meetings a year. They shall be responsible for PGC and GCA dues, luncheon fund, ways and means events, and assessments.

C. Sustaining. Sustaining members shall attend at least three (3) regular meetings a year. They shall be responsible for PGC and GCA dues, luncheon fund, ways and means events, and assessments.

D. Associate. Associate members shall have no attendance obligations. They shall be responsible for PGC and GCA dues and attended luncheons. They shall be exempt from assessments.

E. Garden Club of America (GCA) Affiliate. GCA Affiliate members shall have no attendance obligations. They shall be responsible for PGC and GCA dues and attended luncheons. They shall be exempt from assessments.

F. Assessments. Any assessment shall require a two-thirds (2/3) vote of those Active and Sustaining members present at a regular or special meeting at which a quorum is present.

SECTION 2.4 PRIVILEGES OF MEMBERSHIP

A. Provisional. Provisional members may not vote, hold office, propose or second any candidate for membership, or serve on any committee.

B. Active. Active members may vote; hold office; propose one (1) and/or second one (1) candidate for membership; chair or serve on any committee. They may be elected by the PGC membership to serve as Piedmont Beautification Foundation Trustees.

C. Sustaining. Sustaining members may vote on any change to their financial obligations; second one (1) candidate for membership; serve as a voting member on the Executive Committee as a Director-at-Large or Parliamentarian; and serve on any committee except Membership or Nominating. They may not chair a Standing Committee, but may chair a Special Committee. They may be elected by the PGC membership to serve as Piedmont Beautification Foundation Trustees.

D. Associate. Associate members may not vote, hold office, propose or second any candidate for membership, or serve on any committee. They may be elected by the PGC membership to serve as Piedmont Beautification Foundation Trustees.

E. Garden Club of America (GCA) Affiliate. Affiliate members may not vote, hold office, propose or second any candidate for membership, or serve on any committee. They may attend club events provided space is available.

F. All members except Provisionals may vote on the GCA Founders Fund.

SECTION 2.5 CANDIDATES FOR MEMBERSHIP

A. Qualifications for Provisional Membership.

- The names of candidates for provisional membership are confidential. The decision of the Membership Committee is final.
- Candidates shall take an interest in their own garden and be willing to contribute their time and talents to support the Purpose of the club. (See Bylaws 1.2B) Each resident candidate for provisional membership shall have been a resident of Piedmont for at least two (2) years.
- Each non-resident candidate for provisional membership shall have an exceptional garden or be a horticulturist or flower arranger of outstanding ability. She shall reside outside Piedmont but within a proximity permitting participation in club activities.

B. Approval for Active Membership. The Provisionals Chair shall recommend and the Board of Directors shall approve Active membership for Provisionals who have completed their provisional requirements. The change is effective at the close of the annual meeting. Any Provisional may apply to the Board of Directors for additional time to complete her requirements not to exceed one (1) year. If not elected, she may not be considered again for membership.

SECTION 2.6 CHANGE OF STATUS

A. Good Standing. Any member who has met her attendance and financial obligations shall be considered in good standing.

B. Change of Class. The Board of Directors shall approve changes in all membership classes for any member in good standing provided she is eligible and space is available.

C. Leave of Absence. The Board of Directors shall grant any member in good standing a leave of absence not to exceed one (1) year. Meeting requirements and financial obligations other than dues shall be suspended during this period.

D. Resignation. The Board of Directors shall accept the resignation of a member in good standing. Any member failing to comply with her financial and/or attendance obligations without being excused by the Executive Committee shall be considered to have resigned. No such member shall be eligible for reinstatement.

E. Reinstatement. The Board of Directors shall approve the reinstatement of any former member who resigned in good standing provided space is available. She must meet the requirements of the membership class for which she applies. Such requests shall take precedence over consideration of candidates proposed for provisional membership.

F. Excused. The Executive Committee may excuse any member from her attendance and/or financial obligations and shall consider her in good standing.

ARTICLE III
BOARD OF DIRECTORS

SECTION 3.1 COMPOSITION

The Board of Directors shall consist of no more than 21 members to include the Executive Committee, Chairs of the Standing Committees, and the President of the Piedmont Beautification Foundation.

SECTION 3.2 DUTIES

The Board of Directors shall be the principal governing body of the PGC. It shall have charge and control of club affairs between regular meetings, and shall present to the membership recommendations for action. The Board of Directors may establish policies and procedures regulating the administrative conduct of the club, provided they are consistent with these Bylaws and have no effect upon members' financial obligations. The Board of Directors shall approve any use of the club name.

ARTICLE IV
EXECUTIVE COMMITTEE

SECTION 4.1 COMPOSITION

The Executive Committee shall consist of seven (7) officers: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Director-at-Large, and Parliamentarian. There may be only one Sustaining member on the Executive Committee who may serve either as the Director-at-Large or the Parliamentarian.

SECTION 4.2 ELECTION

The Nominating Committee shall submit a slate of members to serve as directors on the Executive Committee. Active members shall approve the nominations no later than the March regular meeting. Additional nominations may be made from the floor. All terms are one year with the exception of the President and Treasurer whose terms are two (2) years; other officers may serve more than one term. All terms begin at the close of the annual meeting.

SECTION 4.3 DUTIES

The Executive Committee, unless limited by the Board of Directors, shall have all the authority of the Board of Directors in the management of the club between meetings of the Board of Directors, provided that all actions of the Executive Committee shall be ratified by the Board of Directors at their next scheduled meeting. Each member shall provide an annual report to the President.

A. President. The President shall serve as the chief executive officer. She shall preside at meetings of the Executive Committee, Board of Directors, and membership. She shall provide an annual report to the members. She shall serve as a voting ex officio member of all committees.

B. Vice President. The Vice President shall preside in the absence of the President, serve as the club historian, and perform other duties as requested by the President.

C. Treasurer. The Treasurer shall be the chief financial officer and maintain records of account of the club. Upon the recommendation of the Board of Directors, she shall present an annual budget for membership approval at the first regular meeting of the club year. She shall make disbursements consistent with the budget or at the direction of the Board of Directors. She shall regularly inform the Board of Directors of the financial condition of the club.

D. Recording Secretary. The Recording Secretary shall prepare and preserve all records and minutes of each meeting of the Executive Committee, Board of Directors, and membership. She shall be responsible for the publication of the Greensheet.

E. Corresponding Secretary. The Corresponding Secretary shall maintain a current membership roster, record attendance at membership meetings, and distribute all notices including the Greensheet. She shall be responsible for the publication of the Greenbook.

F. Director-at-Large. The Director-at-Large shall act as an advisor.

G. Parliamentarian. The Parliamentarian shall advise on parliamentary procedures, PGC Bylaws and Policies & Procedures.

SECTION 4.4 VACANCIES

The Board of Directors shall fill any vacancy in the Executive Committee for the remainder of the term, except for the office of President, which shall be filled by the Vice President.

ARTICLE V COMMITTEES

SECTION 5.1 COMPOSITION

A. Standing Committees

Standing Committees shall include Bylaws, Civic Projects, Conservation, Flower Arranging, Future Planning, Horticulture, Membership, Nominating, Photography, Program, Provisionals, Public Relations, and Ways & Means. The President shall appoint all Standing Committee Chairs.

B. Special Committees

The President may create Special Committees or positions and appoints the chairs. Chairs of Special Committees may attend Board of Directors meetings but shall have no vote.

SECTION 5.2 DUTIES

All committees shall fulfill duties assigned in these Bylaws or requested by the President. Each committee chair shall provide an annual report to the President.

SECTION 5.3 VACANCIES

Standing and Special Committee Chair vacancies shall be filled by the President.

ARTICLE VI MEETINGS

SECTION 6.1 VOTING

- A. Voting Members.** Voting privileges for each class of members are defined in Section 2.4 of these Bylaws.
- B. Quorum.** A majority of the voting members shall constitute a quorum for the transaction of business at any PGC meeting.
- C. Approval.** Except for assessments and amendments to these Bylaws, a majority vote of the voting members present at a meeting at which a quorum is present shall constitute approval. Consistent with Section 2.3C and Article XII of these Bylaws, assessments and amendments to these Bylaws shall be approved by a two-thirds (2/3) vote of the voting members present at a meeting at which a quorum is present.

SECTION 6.2 BOARD OF DIRECTORS

The Board of Directors shall meet each month prior to the regular meeting. Additional meetings may be called by the President or by a majority of the Board of Directors with at least 24-hours notice. Each director shall have one (1) vote. In the case of a shared position, one director shall be designated the voting member in whose absence the other director shall have the vote.

SECTION 6.3 EXECUTIVE COMMITTEE

The President or a majority of the Executive Committee may call meetings with at least 24-hours notice.

SECTION 6.4 COMMITTEES

Chairs of Standing and Special Committees may call meetings at their discretion.

SECTION 6.5 MEMBERS

- A. Regular meetings.** Eight (8) regular meetings shall be held on the third Wednesday of September, October, November, January, February, March, April, and May or on a date set by the Board of Directors.
- B. Annual meeting.** The annual meeting shall be the May regular meeting.
- C. Special meetings.** Special meetings of the membership may be called by the Board of Directors with at least four (4) days notice. No business shall be addressed except that for which the meeting has been called.

ARTICLE VII PIEDMONT BEAUTIFICATION FOUNDATION TRUSTEES

The Nominating Committee shall submit a slate of five (5) PGC Active, Sustaining, and/or Associate members to serve as Trustees of the Piedmont Beautification Foundation. Active members shall approve the nominations no later than the

March regular meeting. The Piedmont Beautification Foundation President shall serve as a voting ex officio member of the PGC Board of Directors.

ARTICLE VIII
GARDEN CLUB OF AMERICA DELEGATES

Upon the recommendation of the President, the Executive Committee shall select two (2) delegates to the GCA annual meeting and delegates to the GCA Zone XII meeting as requested by GCA. Such delegates and members holding GCA positions shall report to the membership.

ARTICLE IX
COMPLIANCE

The PGC shall operate in a manner consistent with its nonprofit, tax-exempt status and comply with all applicable laws and regulations. Where an officer or director has a conflict of interest, the interest shall be disclosed and the existence of the conflict shall be addressed in the manner required by applicable provisions of law.

ARTICLE X
DISSOLUTION

In the event of the dissolution of the PGC, no assets shall be distributed to any member or members for their personal use. All assets of the club remaining at the time of dissolution shall be distributed to charitable organizations designated by the Board of Directors prior to the dissolution or, in the absence of such designation, in accordance with Article VIII of the Articles of Incorporation.

ARTICLE XI
PARLIAMENTARY AUTHORITY

Except where in conflict with these Bylaws or the Policies & Procedures, Robert's Rules of Order shall govern at all meetings.

ARTICLE XII
AMENDMENTS

Upon the recommendation of the Board of Directors, these Bylaws may be amended by a two-thirds (2/3) vote of the Active members present at any regular or special meeting at which a quorum is present, provided that written notification has been given to each member at least four (4) days prior to the meeting.