

Bylaws of the
Garden Club of Villa Park
(Formulated December 1944)
Amended February 28, 2017

ARTICLE I – NAME

The name of this Club shall be the Garden Club of Villa Park. This organization is incorporated under the laws of the State of Illinois.

ARTICLE II – OBJECT

Section 1.

This Club shall be an independent and unaffiliated garden club whose object shall be to promote and foster interest in the development of more attractive home gardens and to stimulate among the community the knowledge and love of gardening.

Section 2.

The Club may, at the discretion of the executive Board, exchange or accept the following: awards, services of judges, and information relative to gardening and other services which are beneficial to the Club and its membership.

ARTICLE III – OFFICIAL FLOWER

The official flower of the Club shall be the Giant Zinnia.

ARTICLE IV – OFFICIAL PUBLICATION

The official publication of the Club shall be a periodical known as “The Sprout.”

ARTICLE V – MEMBERSHIP

Section 1.

Any person who is 15 years of age or older and is actively interested in home gardening is eligible to become a member as provided in Article V. Membership shall be made available without regard to race, color, creed, gender, sexual orientation, or national origin.

Section 2.

Membership shall be enacted upon payment of one year's dues.

Section 3.

Any person accepted into membership at or after the Annual Garden Walk shall be considered a member in good standing for the current and following year.

Section 4.

A member will be considered delinquent if they have not submitted dues by March 1st of the current year, and will be dropped from the rolls, thereupon forfeiting all rights and privileges of membership.

Section 5.

An individual may be reinstated in the Club by paying dues for the current year, which will apply for only the current year. Article V, Section 3 will not apply in this situation.

Section 6.

Only members of this organization who have paid dues for the current membership year may participate in the business of this organization, including but not limited to, voting, making motions, and being elected to an office or chairmanship.

Section 7.

Members exhibiting inappropriate and disruptive behavior will be asked to forfeit their membership.

Section 8. Life Membership

A Life Membership shall be awarded upon application or at the discretion of the Board. Membership shall be awarded for long term, exceptional service to the Club.

The individual will pay dues at a rate of half the current membership cost and shall, for all purposes, be considered the same as a regular member in good standing of the Club.

ARTICLE VI – DUES

Section 1.

The Board may propose an increase or decrease in annual dues and must submit such proposal to the membership for approval. Notice of the proposed change shall be distributed to all members at least five business days prior to the regular meeting at which it is to be acted upon. An affirmative majority vote of the members present at the meeting shall constitute approval of the proposed change, which will become effective for the next calendar year.

ARTICLE VII – OFFICERS AND THEIR ELECTIONS

Section 1.

The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer. These officers along with the Standing Committee Chairmen shall constitute the Executive Board herein known as the Board.

Section 2.

The officers shall be elected at the annual meeting in November. They shall officially take office in January and shall serve for one year.

Section 3.

When a survey of Club members has not located a candidate for a specific office, the sitting officer will be contacted and requested to serve as a candidate for another term of officer. Section 4. The president shall appoint a Nominating Committee consisting of not less than three members whose duty it shall be to prepare a slate of nominees for the following year. Section 4.

The Nominating Committee will submit a slate of officers at the October monthly meeting.

Section 5.

At the regular ~~October and~~ November meetings, any member with the support of a second member may nominate only one member for each office with the prior consent of said member.

Section 6.

Dividends and Salaries —No dividends or salaries shall be paid and no part of the income of the organization shall be distributed to its members, directors or officers. Section 7.

In the event that a vacancy occurs in any office, the Board shall seek to find a replacement for that office. A vacancy shall be construed to exist when any Board member is habitually absent or otherwise fails to fulfill his prescribed duties. Approval of an affirmative majority vote of the members present and voting at the next Club monthly meeting shall be necessary for election. Notice of the election shall be given to the members five business days prior to the meeting.

ARTICLE VIII – GENERAL MEMBERSHIP MEETINGS

Section 1.

Regular scheduled meetings shall be held at 7:30 p.m. on the fourth Tuesday of each month except the November and December meetings, which shall be set by the Board. There will be exceptions for meetings that include special events.

Section 2.

The Annual Meeting of the Club, which is the Election Meeting, shall be held at the regular meeting in November.

Section 3.

The order of business at the Annual Meeting shall be the same as at regular meetings except that the election of officers is the final order of business and that members inducted at the Annual Meeting are not eligible to vote in this election.

Section 4.

Special meetings may be called by the president, or in her/his absence, by the vice president, providing that written notice has been distributed to all members at least five business days prior to the special meeting date.

Section 5.

Any member wishing to propose an idea or suggestion shall present it to the Board for approval prior to its presentation at the general membership meeting.

Section 6.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE IX – BOARD MEETINGS

Section 1.

The Board shall be formed consisting of all officers and chairmen of standing committees which shall meet monthly prior to the regular meeting to consider and expedite routine business.

Section 2.

A quorum for the transaction of the business of this organization shall consist of two (2) officers and three (3) chairmen.

Section 3.

The president shall fill vacancies of appointees in its own body. A vacancy shall be construed to exist where any Board member is habitually absent or otherwise fails to fulfill her/his prescribed duties.

Section 4.

Only officers and standing committees may vote at a Board meeting.

Section 5.

Board meetings are open to all club members with a voice but no vote.

ARTICLE X - OFFICERS' DUTIES

Section 1.

President – The president shall preside at the meetings of the Club and the Board and shall be a member ex officio of all committees except the auditing committee. In the absence of the president, the vice president shall preside. In the absence of both, the secretary shall preside.

Section 2.

Vice President –The vice president shall serve as Chairman of the Program Committee and shall be a member ex officio of all committees. Programs consist of: arranging for monthly speakers and coordinating the annual picnic, December holiday party, awards night, and/or any other duties requested by the president.

Section 3.

Secretary – The secretary shall keep the minutes of the executive Board meetings and the monthly meetings of the Club, be the custodian of all records and other valuable papers of the Club, and maintain a record of all the Club’s personal property. The secretary shall maintain the bylaws of the Club and any and all amendments thereto in printed form available at all times to the membership and shall also certify to the correctness of said bylaws whenever called upon to do so. The secretary shall conduct all of the correspondence of the Club under the direction of the President and give notice of meetings when required.

Section 4.

Treasurer – The treasurer shall keep account of all monies received and expended and shall make disbursements only upon vouchers approved in writing by an affirmative majority vote of the Board. The treasurer shall deposit all club funds in an approved account in the name of the club and subject to withdrawal by his/her signature or the signature of the president or secretary. The treasurer in coordination with the membership chairman shall collect the dues. The books of the treasurer shall be audited annually by a committee, appointed by the president, to be completed by the end of the first quarter. The books shall also be audited upon change of treasurer. The treasurer may not serve on the auditing committee.-It shall be the duty of the treasurer to establish a budget for operating expenses for the following fiscal year starting January 1 and ending December 31.

- a. Members of the current Board and those newly elected officers and chairmen shall meet in December to discuss operating expenses for the coming year.
- b. The tentative budget will be submitted to the Board for discussion and approval, and then submitted to the general membership for final approval. A majority affirmative vote of the members present at the regular Club meeting is necessary for approval of the budget.
- c. The budget, after approval of the Board and the general membership, may be amended during the year. The Board shall be made aware of the budget amendment at a Board meeting prior to its presentation to the general membership.

ARTICLE XI – BILLS AND EXPENSES

Section 1.

No bills or obligations other than necessary current operating expenses, as provided in the approved operating budget, shall be incurred by any officer or member excepting as hereinafter provided.

Section 2.

All bills shall be presented for approval to the Board for its action and must be approved by an affirmative majority of the Board members present.

Section 3

Emergency expenses not budgeted exceeding \$50 must be approved through a motion adopted by the ~~executive~~ Board per ARTICLE XI Section 1.

Section 4

- a. The Board must approve memorial donations.
- b. All charitable contributions must be approved by the Board before the donation is remitted to an approved, recognized organization.

ARTICLE XII - STANDING COMMITTEES

The president shall appoint the following standing committee chairmen:

Section 1.

Monthly Competition Chairman. It shall be the duty of this committee to conduct a horticulture and design competition during the months of April through September.

Section 2.

Awards Chairman. It shall be the duty of this committee, cooperating with the various committees involved, to provide suitable and uniform awards for all club activities and competitions. Any changes to the Awards/Competition need to be approved by an affirmative majority vote of the Board.

Section 3.

Membership Chairman. It shall be the duty of the membership committee to devise a means of encouraging gardeners to join our club. This committee shall endeavor to bolster the interest of members who are irregular in attendance. It shall also advise the club of any sickness or death of a member whenever such information comes to its attention. Chairman will work with Publications committee with regard to membership.

Section 4.

Publications Committee. It shall consist of an editor and a sufficient staff to publish and distribute The Sprout and to prepare any other printed matter that may be required by the Club.

Section 5.

Publicity Chairman. It shall be the duty of the publicity chairman to publicize the activities of the club, including the regular meetings, and any other activities of importance in which the club may become engaged.

Section 6.

Hospitality Chairman. It shall be the duty of the hospitality committee ~~chairman~~ to provide suitable refreshments at regular meetings and other club activities as required.

Section 7.

Ways and Means Chairman: It shall be the duty of this committee to coordinate the Plant Sale and Annual Garden Walk and any other fundraisers that the Board may deem appropriate.

Section 8.

Occasionally it may be necessary for the president to appoint additional committees to serve for a limited time. The chairmen of these committees shall be members of the Board during the life of such committees.

ARTICLE XIII – FISCAL YEAR

The fiscal year of this organization shall begin on January 1 and end on the following December 31.

ARTICLE XIV – AMENDMENTS TO THE BYLAWS

These Bylaws may be amended as a whole or in part providing that the following criteria are met:

Section 1.

The proposed amendment, quoting in full both the existing amendment or section and the proposed change, must be submitted in writing to the Board at one of its regular meetings. (If a new article or section is proposed, only it need be presented.)

Section 2.

The president shall appoint a committee to study and act on such amendments.

Section 3.

Notice of the proposed amendment shall be submitted to all members at least five business days prior to the regular meeting at which it is to be acted upon. A favorable majority vote of the

members present at that meeting of the club shall constitute approval of said amendment providing Sections 1 and 2 have been complied with.

ARTICLE XV — DISSOLUTION

The organization, upon dissolution shall make final distribution of its funds to a like organization or organizations as permitted by law.