

Bylaws of the Garden Club of Hingham, Inc.

ARTICLE I NAME

The name of this organization shall be The Garden Club of Hingham, Inc.

ARTICLE II PURPOSE

The purpose of this organization shall be to (1) promote the public interest in gardening, horticulture, artistic floral design, landscape design, and conservation of our natural resources; (2) promote and instruct the public on gardening, horticulture and conservation by conducting programs to the advancement of these and related aims; (3) stimulate an interest in beautifying the surrounding geographic areas by encouraging roadside beautification through civic planting and related horticultural and conservation projects within the community; and (4) to have such other purposes as are permissible for a corporation under Chapter 180 of the Massachusetts General Laws and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III MEMBERS

Section 1. There shall be four classes of members as follows: Introductory, Active, Associate, and Honored

(a) Introductory membership is offered to all who begin attending Garden Club after the annual dues collection ends (close of the fiscal year), but in time to participate in and contribute to the club. Introductory members are encouraged from the start to join in all activities.

(b) Active membership numbers shall be limited to seventy-five, plus any Honored members who choose to remain Active. All new members and all former members who rejoin shall be classified as Active. To remain Active, a member must dedicate time specified by the executive board on one or more committees of the Club during each year, unless these requirements need to be waived in a case where there is sufficient cause and it is approved by the Executive Board. In addition, the Club seeks a commitment from all members to fund our programs and local projects. This includes annual dues and the support of activities scheduled for the upcoming year. Each Active member shall be required to give assistance (which may be financial) to the fundraising projects in the Garden Club year as determined by the board and provide one floral arrangement or one decorative plant in the Hingham Public Library each club year. New members, in addition to regular requirements, will attend an orientation for each of our civic gardens: Old Ordinary, Hingham Public Library, Founders Park and the traffic islands at Hingham Centre. New members are required to dedicate a portion of their working hours in our civic gardens their first year of membership. Failure to comply with the requirements shall result in non-renewal of membership for any member who has been Active for less than eight years. For any member who has been Active for eight or more years, failure to comply shall result in a transfer from Active to Associate status.

(c) Associate membership shall consist of present Associate members, as well as those who have been Active for a minimum of eight years and who choose to be transferred to the Associate membership list.

Associate members shall have all privileges except the right to vote or hold office.

Any former member who wishes to resume their membership shall be allowed to rejoin as an Active member. After one year as an Active member, they shall be allowed to join the Associate membership provided they were an Active member for a total of eight years.

(d) Honored membership shall be granted by the board to those who have been a member of the club for 50 years. Any Honored member may choose to be an Active or Associate Member. Honored members are not required to pay annual dues.

Section 3. The Garden Club of Hingham reserves the right to not renew membership at will for any reason deemed necessary by the Board and upon a majority vote in favor of nonrenewal by the Board.

ARTICLE IV DUES

Section 1. Dues shall be payable by May 15th for the following year.

Section 2. The fiscal year shall be from July first through June thirtieth of the following year. The social and committee year runs from September first through August thirtieth.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 1. The officers shall be President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The President shall conduct all board meetings of the Club; shall appoint all committee chairmen with the approval of the Executive Board; shall be a member ex-officio of all committees except the Nominating Committee; shall perform such other duties as are usually incident to her office.

Section 3. The Vice-President shall assist the President and perform the duties of the President in her absence; shall be chairman of a committee or project of the Club; shall be a member of the Budget Committee.

Section 4. The Secretary shall keep correct minutes of all meetings of the Club and the Executive Board and shall act as Clerk of the Corporation.

Section 5. The Treasurer shall collect all monies belonging to the Club; shall issue receipts for the same; shall deposit all Club funds in the name of the Club in such bank or banks as the Executive Board shall determine; shall make disbursements as authorized by the Executive Board; shall keep accurate accounts and present a financial report quarterly at regular club meetings and quarterly at board meetings as well as the Annual Meeting; shall arrange to have an audit of the books and accounting records of the Club at the close of each fiscal year, report this examination to the Executive Board, certify such audit and file it with the Secretary for presentation at the Annual Meeting; shall be a member of the Budget Committee.

ARTICLE VI DIRECTORS AND THEIR DUTIES

Section 1. There shall be four Directors.

Section 2. The Directors shall be responsible for the development of policies to carry out the activities of the Club, as well as any duties which the Executive Board may designate. Each Director shall have the responsibility of serving, if asked, as Chairperson of a committee. Directors shall meet two times a year and as needed. One Director shall be a member of the Budget Committee.

ARTICLE VII EXECUTIVE BOARD

Section 1. The Executive board shall consist of the Officers, the Directors, and the Chairmen of the following standing committees: Budget, Civic Gardens, External Communications, Internal Communications, Creative Design, Field Trips, Horticulture, Hospitality, Junior Gardeners, Library Flowers, Membership, Programs and Plant a Row.

Section 2. The Executive Board shall transact all routine business of the Club; shall authorize new standing committees and prescribe the duties of all committees; shall create any special committees deemed necessary for the proper functioning and growth of the Club; shall determine meeting places and dates; may change the dates of meetings, if necessary; shall fill all vacancies in elective offices; shall make a report of its activities at the Annual Meeting.

Section 3. Regular meetings of the Board shall be held monthly prior to the date of the regular meetings of the Club except for December when there will be no board meeting. Special meetings may be called by the President and may

be called upon the written request of three members of the Board. Notice of meetings shall be given to each Board member no less than seven days beforehand.

Section 4. Any member who is absent from three Board meetings, without valid excuse in the judgment of the Board, automatically terminates her office and membership on the Board.

Section 5. Five members shall constitute a quorum.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of three members shall be established as follows: The Chairperson and two other members shall be selected by the executive board and elected by the Club at the Annual Meeting in June. To be eligible to serve on the Nominating Committee, members must have been in the Club for five years.

Section 2. No one shall be eligible for elective office until she has been a member of the Club for at least two years. To be eligible for the office of President, a member shall have been an Active member for the three previous years. To be eligible for the office of Director, a member shall have served as an Officer or a Chairman of a Standing Committee and have been a member of the Garden Club for five years.

Section 3. The Committee shall present its report to the Executive Board and the regular meeting of the Club one month prior to the Annual Meeting. The committee shall nominate the Officers and two Directors. Also, they shall nominate three Nominating Committee members one of whom shall be nominated to be Chair of the Nominating Committee.

Section 4. Nominations made from the floor shall require the written permission of the proposed nominee, given to the Chairperson of the Nominating Committee at least two days in advance of the Annual Meeting.

Section 5. The election of Officers, Directors and three Nominating Committee members shall be by ballot, a majority vote of Active members present and voting being necessary to elect.

Section 6. Officers shall hold office for a term of one year, after the Annual Meeting in June through the Annual Meeting in June of the following year.

Section 7. Two Directors shall be elected annually for a term of two years and shall serve after the Annual Meeting in June through the Annual Meeting in June of the second year.

Section 8. If there is only one nominee for each office, by vote of the Club, the Secretary shall cast one ballot for the entire list, or for as many as are the sole nominees for an office.

Section 9. No member shall serve for more than two consecutive years in the same elective office except the Treasurer who may serve for five consecutive years.

ARTICLE IX MEETINGS

Section 1. Regular meetings shall be held on the third Wednesday of each month, September through June, unless otherwise voted by the Executive Board.

Section 2. Special meetings may be called by the President, or by vote of the Board, or upon the written request of five Active members of the Club, stating the time, place, and purpose of the meeting. Written notice shall be given to each member of the Club entitled to vote at least seven days before the meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call.

Section 3. The Annual Meeting shall be in June, and shall be for the purpose of electing Officers, Directors, Nominating Committee, receiving reports, and transacting any other business that may arise. Notice in writing shall be sent to each member entitled to vote thereat by mailing such notice at least ten days before the meeting.

Section 4. Twenty Active members shall constitute a quorum of the Club.

ACTIVE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each officer and Director of the Club, who at any time serves or shall have served as such, shall be indemnified by the Club against any and all claims and liabilities to which she has or shall become subject by reason of serving or having served as such Officer or Director or by reason of any action alleged to have been taken, in fact or omitted, or neglected by her as such Officer or Director; and the Club shall reimburse each such person for all legal expenses reasonably incurred by her in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any such claim or liability arising out of her own willful misconduct or gross negligence. The right of indemnification hereinabove set forth shall not be exclusive of any rights to which any Officer or Director of the Club may otherwise be entitled by law. As used in this bylaw provision, the terms "Officer" and "Director" include their respective heirs, executors, and administrators.

ARTICLE XI DISSOLUTION CLAUSE

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses, be distributed to such organization as shall qualify under Section 501 C (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Law or to the Federal Government, a State or Local government for public purpose, subject to the approval of a court of competent jurisdiction with the Commonwealth of Massachusetts.

ARTICLE XII NONDISCRIMINATION CLAUSE

The Garden Club of Hingham shall not permit in our conduct of Club affairs, any restriction or limitation whatsoever based upon race, color, creed, gender, and national origin or employment status.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised shall govern this Club in all cases to which they are applicable and not inconsistent with these bylaws.

ARTICLE XIV AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds vote of Active members present and voting at any regular or Annual Meeting, provided the proposed amendment has been delivered in the same manner to each Active member at least ten days before the meeting.

Section 2. A member has the option to vote by proxy only for the purpose of amending the Garden Club of Hingham, Inc.'s Articles of Organization. The proxy must be executed in writing by the member. Two-thirds of the Club's voting members must vote to amend the Articles of Organization or to amend our purpose.

The Garden Club of Hingham, Inc.
Standing Rules

1. The Board shall determine at its June organizational meeting what the financial obligation shall be for the coming Garden Club year.
2. The annual dues are \$50.00 per member and payable at the time membership forms are complete.
3. No property of the Club may be loaned to any person or organization without written permission of the President. The person who makes the loan shall be responsible for the return of property.
4. No member shall simultaneously hold more than one elective office.
5. Any proposal for the expenditure of funds in excess of any line item in the approved annual budget must be discussed at a meeting of the Executive Board before being brought to a vote at the next Executive Board meeting.
6. Any Special Civic Project proposal over \$250.00 should be discussed for at least two consecutive meetings of the Board, and when approved by the Board, be announced at the next general meeting of the Garden Club.
7. The Discretionary Account shall be managed by the President.
8. Some meetings allow a member to bring a guest. A donation will be requested. Prospective members are invited to attend one meeting with no donation request.