

THE GARDEN CLUB OF ST. PETERSBURG, INC.
BYLAWS - REVISED 2017

ARTICLE I: NAME

The name of the organization shall be: The Garden Club of St. Petersburg, Inc., (hereinafter may be referred to as G.C.S.P.), located at 500 Sunset Drive South, St. Petersburg, Pinellas County, Florida 33707-1136. It is a member of District VIII of the Florida Federation of Garden Clubs, Inc., (hereinafter may be referred to as F.F.G.C.), the Deep South Garden Clubs, Inc., and the National Garden Clubs, Inc.

ARTICLE II: PURPOSE / OBJECTIVES

The general objects and purposes for which the corporation is organized shall be: (a) to promote an interest in gardens; (b) to stimulate the study of wild flowers and native plants; (c) to work for preservation and conservation of our natural beauty and resources; (d) to encourage the study of the art of landscape and floral design; (e) to cooperate in all efforts for civic beautification; (f) to establish, care for, and maintain a park or area in St. Petersburg known as “The Garden Club of St. Petersburg”, the said Center to be maintained and preserved as a model exhibit or park by reason of the planting of flowers, shrubs, trees and the preservation of natural beauty thereon. (Articles of Incorporation, Article II)

This is a non-profit association for the purpose of engaging in activities which are charitable, educational, and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: MEMBERSHIP AND PRIVILEGES

Section 1. Membership in the Garden Club of St. Petersburg, Inc., and the Florida Federation of Garden Clubs, Inc., is open to all, regardless of gender, age, race, ethnicity or religious affiliation. Membership shall consist of those who are interested in the promotion and study of gardening, horticulture, floral design, and ecology in general, as well as camaraderie with fellow members; and shall be divided into groups called “Circles” with a minimum of 10 members each, and a group called “Garden Club Friends”.

Section 2. Application for membership shall be presented in writing to the Club Membership Chairman (Second Vice President) or a Circle Membership Chairman. The designated membership fee (Club dues, Florida Federation of Garden Club dues, and Circle dues) shall accompany the application. Membership applications are accepted throughout the year, but membership should be renewed for the following year before May 1st.

Section 3. A spouse or partner of a member may be added to the membership for an additional reduced fee that is determined by the Board of Directors, with all membership privileges. There is no further reduction in the fee for a part year membership.

Section 4. Life Membership in the Garden Club of St. Petersburg

- a. Life Membership in the Garden Club of St. Petersburg shall be awarded on an Honorary basis ONLY.
- b. A Garden Club of St. Petersburg President who has completed a full term in office (2 years), is presented with a gift of a Life Membership in the Garden Club of St. Petersburg, upon retirement from office. A gift of a Life Membership in F.F.G.C., with the appropriate fees paid by the Garden Club, and a Past President's Pin may also be presented.
- c. A Life Member of the Garden Club of St. Petersburg shall enjoy all the rights and privileges of membership without further payments of annual dues, except circle dues or State dues, if applicable.

Section 5. Honorary Membership in the Garden Club of St. Petersburg may be presented to a person who is not a member, but who has displayed prolonged dedication or extraordinary service to the Garden Club of St. Petersburg, with a recommendation of the Executive Committee and approval of the Board of Directors. Honorary Members may be listed in the Yearbook, but pay no dues and do not have the privileges of membership.

Section 6. Membership cards are issued every other year by F.F.G.C. G.C.S.P. cards are issued annually, and are distributed by the Circle Membership Chairmen. They may be presented for special privileges at designated retail outlets.

Section 7. Guests may attend up to three All-Members' and/or Circle meetings in one year. A fee may be charged to a guest attending a meeting or special function at the discretion of the Club or Circle, with prior notice.

Section 8. The membership data base or Yearbook, including e-mail addresses, shall not be made available to non-members or be used for solicitation.

Section 9. A special committee may be called by the current President, consisting of available Past Presidents, to review any concerns or grievances that are filed in writing by any member. The recommendations of this committee will be submitted to the Executive Committee for review or action, if necessary.

ARTICLE IV: DUES AND FINANCES

Section 1. The fiscal year shall be from June 1 through May 31.

Section 2. Annual Garden Club dues shall be an amount which has been recommended by the Board of Directors and approved by a majority of the members present at an All-

Members' Meeting, following a written (or electronic) presentation of the proposed dues at least four weeks before the vote; plus Florida Federation of Garden Club dues; plus Circle dues; with the exception of Life Members of the G.C.S.P. and/or F.F.G.C.

Section 3. Dues for the next fiscal year shall be payable on or before April 1 and shall be delinquent after May 1, at which time the names of such members shall be dropped, after notification, and shall not appear in the Yearbook. Membership may be reinstated upon full payment of the current dues, plus a \$5.00 reinstatement fee.

Section 4. New members joining after January 1 may pay an amount to be determined by the Board of Directors, plus the state dues for the year, to receive the spring issue of the "Florida Gardener" magazine and enjoy the privileges of full membership. Their names will be listed in the "Grapevine". Dues for the next fiscal year beginning June 1 will be collected as listed in Section 3. There is no reduction of a part-year membership of a spouse or partner.

ARTICLE V: OFFICERS

Section 1. The elected officers shall consist of the: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

Section 2. The Executive Committee shall be composed of the elected officers, the Advisor who is the immediate Past President, and the Parliamentarian, both of whom serve in advisory capacities and do not vote. All Officers shall attend the Executive Committee meetings, unless excused by the President.

Section 3. The Board of Directors shall consist of the Executive Committee, the chairmen of designated standing and special committees, the President or a designated representative from each of the Circles and the "Garden Club Friends" group.

Section 4. Eligibility for, and Tenure in Office:

- a. All terms of office shall be for two years, or officers shall serve until their successors are elected and qualified, with the exception of the Treasurer and the Third Vice President, who may be re-elected with an 8-year limit (if qualified).
- b. Officers shall assume their duties at the close of the annual meeting in May, with the exception of the financial officers (the Third Vice President, the Treasurer, and the Assistant Treasurer), who shall assume their duties at the end of the fiscal year, after the records are examined as required by the Florida Statutes; and the Second Vice President, who is the Membership Chairman, who also assumes office on the first of June.
- c. Officers, having served a full two year term, may succeed in that office for one

more term, with the exception of the Treasurer, and the Third Vice-President, who may be re-elected with a limit of serving for 8 years (if qualified). Officers may again be eligible for election or appointment to the same office after a lapse of one year, if the office becomes vacant.

- d. No member shall be eligible to serve in an elective office while holding the office of Circle President.
- e. No member shall serve as President of more than one circle at a time, and any person who is a member of more than one circle, may only serve as President of their primary circle.

Section 5. A vacancy during any term of office, except that of President, shall be filled for the unexpired term by an appointment by the President, subject to confirmation by the Board of Directors. In the event of a vacancy in the office of President, the First Vice President shall succeed to the presidency and the office of First Vice President declared vacant.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee will be selected every two years, unless there is a vacancy in the slate of officers without an appointment by the President to fill the vacant office, or an officer has completed the term of office before the other officers have completed their two-year terms of office. A Nominating Committee would be formed to nominate a candidate, or candidates, for any vacant office, or office that would be open by an expired term of office, with the remaining officers completing their terms of office.

Section 2. The Nominating Committee shall be composed of seven members: the Chairman who is appointed by the President, three members of the Board of Directors elected in January from its own body, and three members who are not members of the Board of Directors elected from and by the membership at the January All-Members' Meeting. The President is not a member of this Committee.

Section 3. The Chairman of the Nominating Committee and the members of the Committee should be equipped with a copy of the G.C.S.P. Bylaws and job descriptions of the Officers, to ensure that the prospective candidates are made aware and agree to perform the responsibilities expected of them.

Section 4. The Nominating Committee shall present to the Board of Directors a slate of candidates who are qualified and have agreed to serve, for the offices to be elected, and then to the All-Members' Meeting in March. Additional nominations may be made from the floor at the All-Members' Meeting with the consent of the nominee.

Section 5. The election shall be held at the March All-Members' Meeting. The Installation of Officers, if there are officers that are newly elected, will be at the May

All-Members' Meeting after the election.

Section 6. If there is only one nominee for an office, the chair shall declare the candidate elected to the respective office, if there is no objection. If there is more than one candidate for an office, the election shall be by ballot. A majority shall elect. The Nominating Committee Chairman shall appoint a teller committee of three members prior to the election to count ballots, if necessary.

ARTICLE VII: MEETINGS

Section 1. The All-Members' Meetings of the members of the Garden Club of St. Petersburg shall be held on the second Tuesday of the month, unless there is a conflict with a legal holiday. There must be at least five (5) regular meetings during the corporate year. (Articles of Incorporation, Article VI, Meetings).

Section 2. Forty (40) members shall constitute a quorum at All-Members' Meetings.

Section 3. Special meetings may be called by the President or upon the written request of ten (10) members, with the object of the meeting stated in the call.

Section 4. Meetings of the Executive Committee are held prior to the Board of Directors' Meetings, at the call of the President.

Section 5. Meetings of the Board of Directors are held on the first Friday after the first Tuesday of the months between September and June. If necessary, dates of meetings may be changed by the Executive Committee to fit the club calendar.

Section 6. Each Circle shall have at least seven (7) meetings during the corporate year.

ARTICLE VIII: DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

- a. be empowered to transact any and all business of the corporation when a quorum of 20 members is present;
- b. control the funds of the corporation;
- c. determine all questions of policy;
- d. approve any major civic project before it is undertaken by a circle or committee;
- e. accept, by approval, new circles as a part of the corporate body;
- f. approve, at the June meeting, planned expenditures for the summer months (June through August) which will exceed 25% of any committee budget;
- g. present a written report (each Officer, Circle President, and Committee Chairman) of their year's activities on or before the May Board of Directors' Meeting, retaining a copy for the records of their office;

- h. turn over to their successors all books and records that pertain to their offices no later than the June Board of Directors' Meeting;
- i. be empowered to remove an officer(s) or member(s) by a 2/3 vote, when they judge such an action is in the best interests of the Garden Club of St. Petersburg, with the recommendation of a Grievance Committee review.

Section 2. The President shall:

- a. preside at all meetings of the Garden Club of St. Petersburg, of the Board of Directors, and the Executive Committee; and be the official representative of The Garden Club of St. Petersburg;
- b. appoint the Parliamentarian and the chairmen of all standing and special committees not otherwise provided for;
- c. be authorized to co-sign checks with the Treasurer, the Assistant Treasurer, or the First Vice President (Two authorized signatures required on all checks);
- d. call meetings of the Executive Committee;
- e. serve as ex-officio member of all committees except the Nominating Committee, but may not chair any standing committee except the Executive Committee, a special committee, or the Grievance Committee (if necessary);
- f. be responsible for the corporate seal of the Garden Club, and be custodian of the Charter.

Section 3. The First Vice President shall:

- a. in the absence of the President, perform the duties of that office;
- b. be responsible for programs of the All-Members' meetings of The Garden Club of St. Petersburg, with the approval of the President;
- c. be authorized to co-sign checks with the President, Treasurer, or Assistant Treasurer (Two authorized signatures required on all checks);
- d. assist the President and perform such duties as requested.

Section 4. The Second Vice President shall:

- a. serve as Membership Chairman for the Club and keep an accurate and complete membership data base, and shall furnish copies to F.F.G.C., the Yearbook Chairman, the "Grapevine", and Circle Membership Chairmen;
- b. collect appropriate dues from the Circle Membership Chairmen and from the "Garden Club Friends", keep an accurate account of dues received, and turn over all monies to the Treasurer;
- c. present new circles to the Board of Directors for approval and oversee the dissolution of any circle that becomes inactive.

Section 5. The Third Vice President shall:

- a. be the Chairman of the Budget and Finance Committee, call the meetings and appoint a vice-chairman/secretary from among the members of this Committee;
- b. oversee the inspection of Club and Circles' financial records regularly, conducting an internal review twice a year. Findings are to be reported in

writing to the Board of Directors;

- c. be responsible for the procurement and maintaining of adequate insurance coverage for all G.C.S.P. activities and properties, and bonding for the: G.C.S.P. President, First Vice President, Treasurer, Assistant Treasurer, appointed bookkeeper, and the rental agent, with the approval of the Executive Committee. This must include an annual review of all insurance coverage that is presented to the Executive Committee.

Section 6. The Vice Presidents, in order of their rank, shall perform the duties of the President or Vice Presidents in the event of their absence or inability to perform their duties, or the special requests of the President as needed.

Section 7. The Recording Secretary shall record the proceedings of the G.C.S.P. All-Member's Meetings, the Board of Directors' Meetings, the Executive Committee Meetings, and special meetings that may be called by the President. Approved Minutes shall be filed as a permanent record of these meetings.

Section 8. The Corresponding Secretary shall:

- a. conduct the general correspondence of the Club as directed by the President;
- b. send notices as required;
- c. maintain an attendance list of the members of the Board of Directors, call the roll to establish a quorum, and read the correspondence at each meeting of the Board of Directors.

Section 9. The Treasurer shall:

- a. be responsible and accountable for all monies and financial records belonging to the Garden Club of St. Petersburg, as specified by the Executive Committee and the Board of Directors;
- b. record all monies received, with the source of the receipts, and make deposits in a timely manner, in such financial institutions as the Executive Committee shall approve;
- c. be authorized to pay all bills approved for payment by check, with the second signature of the President, First Vice President, or the Assistant Treasurer (two authorized signatures required), or automated electronic withdrawal;
- d. keep all accounts and records current and available for inspection, upon reasonable notice, by the Executive Committee and/or the Board of Directors, and submit the books for review by the Budget and Finance Committee twice a year;
- e. closely supervise and work with a bookkeeper who has been appointed by the President and may be invited to be a member of the Board of Directors (if a G.C.S.P. member) with the approval of the Executive Committee, who has signatory access to the Club's financial accounts and is covered by the bond insurance;
- f. present a financial statement at each meeting of the Executive Committee and the Board of Directors, and an annual report at the end of the fiscal year;
- g. assure that all the necessary Federal and State tax forms and permits are

- prepared and filed when due, and that all G.C.S.P. Officers sign an acknowledgement of the Conflict of Interest Policy (Article XII, Section 5);
- h. be a non-voting member of the Budget and Finance Committee, and assist in preparing the annual budget for the Garden Club of St. Petersburg;
 - i. receive a financial statement from each Circle Treasurer twice a year, and list of the members' volunteer hours and donations for IRS credit to maintain the 501(c)(3) status from each Circle at the end of the fiscal year;
 - j. not honor any request for funds from a committee which is over budget, or over \$250 of budgeted funds, without authorization from the Executive Committee;
 - k. upon leaving office, transfer all check books, financial information (including passwords), and records to the successor that are in the Treasurer's possession after the review is completed, and insure that all the proper signature cards and information be transferred to the incoming Officers who are authorized access by this document with all of the financial institutions where the G.C.S.P. has accounts.

Section 10. The Assistant Treasurer shall:

- a. assist the Treasurer;
- b. be authorized to co-sign with the Treasurer, President, or First Vice President (two authorized signatures required) and issue checks and perform all other duties of the Treasurer in the event of the Treasurer's absence or inability to perform the duties of that office;
- c. be a non-voting member of the Budget and Finance Committee;
- d. serve as the point of collection for reservations and donations (fees) for special events, or arrange for a responsible substitute with the approval of the President.

Section 11. The Parliamentarian shall advise the presiding officer on points of parliamentary procedure and give similar assistance to circles.

Section 12. The Immediate Past President shall act as an Advisor.

ARTICLE IX: COMMITTEES

Section 1. The Executive Committee shall:

- a. be empowered to make decisions and to act in the name of the Board of Directors in intervals between meetings of the Board of Directors, as needed, on matters of urgent nature or requiring immediate consideration, and to suspend meetings in the event of emergencies;
- b. report on actions and present recommendations to the Board of Directors at the next scheduled meeting of the Board of Directors for ratification;
- c. approve Minutes of the All-Members' meetings;
- d. meet at the call of the President (Five [5] shall constitute a quorum).
- e. No person on the Executive Committee may hold more than one position on the Executive Committee simultaneously.

Section 2. The Board of Managers shall:

- a. be composed of the Chairman, who is appointed by the President, and at least five members who are appointed by the Chairman of the Board of Managers;
- b. be responsible for the maintenance and appearance of the building and equipment, and for the purchase of all equipment and supplies, staying within the allocated budget. Major projects of building maintenance or renovation, other than emergency situations, both interior and exterior, must be approved by the Board of Directors;
- c. employ and supervise any contracted work;
- d. present a written prioritized list of proposed projects pertaining to the building and/or grounds, with an estimated cost, if possible, to the Executive Committee and the Board of Directors at least once a year, for information and planning purposes.
- e. submit any planned expenditures which will exceed 25% of the committees' budgeted funds, to be approved by the Board of Directors. Designated funds must be used before budgeted funds.

Section 3. The Budget and Finance Committee shall:

- a. be composed of nine members, including two non-voting members: the Third Vice President, who shall be the Chairman, and who shall designate a vice-chairman/secretary from among the other members of the committee; the Treasurer and the Assistant Treasurer, who are non-voting members; the immediate Past Treasurer and the immediate Past President (if available) who shall serve as voting members; and four other members that are appointed by the President (the President may appoint other members to fill vacancies on the committee, if necessary); and the President may attend the meetings as an ex-officio member of the committee, but may not vote;
- b. supervise the conduct of the financial affairs of the Garden Club, including insurance policies, lease agreements, and rental information;
- c. prepare a budget for the ensuing year and present it for approval to the Executive Committee and the Board of Directors at their June meetings;
- d. recommend amendments to the budget, if necessary;
- e. be available to render assistance to Circle Treasurers upon request;
- f. review the corporation's financial records once at the middle of the fiscal year, and again by the close of the fiscal year, as required by Florida State Statutes.

Section 4. The Membership Committee shall:

- a. be composed of the Second Vice President who shall be the Chairman, the Membership Chairmen of each Circle, and a member to serve as the "Garden Club Friends" group Chairman;
- b. be available to assist the circles on matters pertaining to membership and organization;
- c. stimulate interest in membership, and support for the activities of the Garden Club of St. Petersburg.

Section 5. The Standing Committees shall:

- a. be established by the President or the Board of Directors to oversee or manage on-going specified activities of the G.C.S.P. throughout the year, which may conform to those of the F.F.G.C.;
- b. be composed of a chairman, appointed by the President, who serves on the Board of Directors, and is expected to attend the monthly meetings and present regular written reports of activities, and retain copies for their records;
- c. include chairmen of the respective committees of each circle (a vice-chairman, if required, is appointed by the chairman), who are not members of the Board of Directors;
- c. be listed in the "Bylaws and Guidelines" book with their duties;
- d. submit any planned expenditures for summer months (June through August) which will exceed 25% of the committee budget for approval by the Board of Directors at the June meeting (designated funds must be used before budgeted funds);
- e. turn over all records and instructions to the incoming chairman no later than the Board of Directors meeting in June.

Section 6. The Special Committees shall:

- a. be established by the President or the Board of Directors for a special limited activity, which only requires attending Board meetings to report on the up-coming activity, and report on the results of the activity in writing, and retain a copy of their report in their files;
- b. include chairmen of the respective committees of each circle, if applicable, but are not considered members of the Board of Directors;
- c. be listed in the "Bylaws and Guidelines" book with their duties;
- d. turn over all records and instructions to the incoming chairman no later than the Board of Directors meeting in June, if applicable.

ARTICLE X: DELEGATES AND ALTERNATES

Section 1. The Garden Club shall be represented at all District VIII meetings and at the Annual Convention of the Florida Federation of Garden Clubs by the President or an alternate.

Section 2. The Club shall defray the expenses of registration and housing (double occupancy) for the President or the alternate attending the State Convention, and the registration fees for District VIII meetings. If the President cannot attend, the alternate will be selected from the Vice Presidents in order of their rank, if possible.

Section 3. Each Circle shall be entitled to delegates or alternates as follows:

- a. Membership of 10 to 15: Circle President or alternate;
- b. Membership of over 25: Circle President or alternate, plus one (1) delegate

alternate for each additional twenty five (25) members.

ARTICLE XI: CIRCLES

Section 1. General Structure

- a. Circles shall be self-governing units of, and legally constituted by the Charter of The Garden Club of St. Petersburg, Inc. The circles are subject to all governmental regulations affecting the Garden Club, and the circle fiscal year shall be the same as that of the Garden Club.
- b. Each circle shall pay annual per capita dues as specified in Article IV to the Garden Club, have representation at all meetings of the Board of Directors, and participate in the activities of the Garden Club.
- c. Circles shall consist of not less than ten (10) members; shall set its own dues, elect its own officers and determine their terms of office, and set up committees in conformity with committee structure of the Garden Club (may have additional committees).
- d. Circles shall meet at least seven (7) times during the Garden Club year; such meetings to be held after the regularly scheduled meeting of the Board of Directors of the Garden Club.
- e. Circle Presidents are members of the Board of Directors, and they, or a circle representative, are expected to attend the meetings of the Board of Directors; and committee chairmen are also considered to be members of corresponding committees of the Garden Club. No person shall serve as President of more than one circle at a time, and any person who is a member of more than one circle, may only serve as President of their primary circle.
- f. Each circle may write and adopt its own bylaws, provided that they contain nothing in conflict with the Charter, Bylaws, and Standing Rules of the Garden Club; or they may be governed entirely by these Bylaws and the minimum rules contained in this Article. A circle adopting its own bylaws or standing rules shall file a copy of such (and amendments thereto) with the President and Bylaws Chairman of the Garden Club.
- g. Circles may undertake special projects which conform to the objectives of the Garden Club; such projects shall be subject to prior approval by the Board of Directors. No circle shall be referred to or publicized as a Garden Club; it shall be known as a Circle of The Garden Club of St. Petersburg.
- h. A group known as the "Garden Club Friends" is not organized as a circle, but operates as a part of the Garden Club with a representative on the Board of Directors who is the liaison between the Garden Club and the group.
- i. In the event of the dissolution of any circle, no part of the assets shall be used for the benefit of any individual, but shall become the property of the Garden Club after all outstanding bills have been paid.

Section 2. Membership

- a. A circle shall select its own members and determine the number thereof (beyond the minimum of 10), collect the appropriate dues, and shall keep an

accurate membership data base, which is coordinated with the Club Membership Chairman (Second Vice President).

- b. Members may belong to more than one circle at a time, but the circle through which the member pays annual Club dues is considered the primary circle or circle of record. Only circle dues would be paid to additional circles.

Section 3. Officers and Duties

- a. Minimum officers for a Circle shall be: President, First Vice President, Second Vice President, Secretary, and/or Treasurer. The duties of each shall be those specified below and such other duties as are customary of the office.
- b. The President shall preside at all meetings of the Circle, appoint committee chairmen, distribute membership cards to the Circle Membership Chairman, attend (or send a representative to) all meetings of the Board of Directors of the Garden Club, be an ex-officio member of all Circle committees except the Nominating Committee, and be entitled to represent the Circle at the District VIII meetings and at the annual convention of the Florida Federation of Garden Clubs (alternate authorized).
- c. The First Vice President shall serve as Program Chairman for the Circle and assist the President and perform all the duties of the President in the President's absence, and shall succeed to the presidency in the event of a vacancy of that office.
- d. The Second Vice President shall serve as Membership Chairman for the Circle and is responsible for: keeping an accurate membership data base of the Circle members with their current status, collecting appropriate dues and turning the monies over to the Circle Treasurer as soon as possible, reporting the membership information to the Club Membership Chairman (Second Vice President), distributing Yearbooks and membership cards to dues-paid members, and encouraging circle membership and participation.
- e. The Secretary shall keep the Minutes of all regular and special meetings of the Circle, maintain an accurate list of members and committee chairmen, preserve the necessary records of the Circle, and conduct the correspondence of the Circle as directed.
- f. The Treasurer shall be responsible for all monies belonging to the Circle, document receipts, deposit all funds in a timely manner in a bank in the name of the Circle, pay by check all authorized disbursements, remit per capita dues for the Garden Club and the Florida Federation of Garden Clubs (keeping circle dues in the Circle account) to the Second Vice President of the Garden Club before May 1, or as new members join the Circle during the year. Submit a financial statement twice a year to the Garden Club Treasurer and Third Vice President for review. For IRS purposes, all Circle charitable contributions must be processed through the Garden Club Treasurer. Circles will receive credit.
- g. In the event of a vacancy in the office of President, the First Vice President shall succeed to the presidency, and the office of the Vice President shall be declared vacant. A vacancy in any other office shall be filled by appointment by the President, subject to confirmation by the membership.
- h. Elected officers shall assume their duties at the close of the May meeting, and

shall serve until a successor is elected, with the exception of the Treasurer and the Second Vice President who assume their duties at the beginning of the new fiscal year.

Section 4. Nominations and Elections

- a. The Nominating Committee shall consist of three members: the Chairman, who is appointed by the Circle President, and two members elected by the membership at the March circle meeting.
- b. The Nominating Committee shall present a slate of consenting candidates for the offices to be elected at the April meeting. Nominations may be made from the floor, with the consent of the nominee.
- c. The election of officers shall be held at the April meeting. When there is more than one candidate for an office, the election shall be by ballot. *The* Nominating Committee shall appoint a teller committee of three members prior to the election to count ballots, if necessary. A majority shall elect.

Section 5. Quorum

One third of the membership shall constitute a quorum.

ARTICLE XII: MEMBERS BENEFITING/CONFLICT OF INTEREST:

Section 1. No part of the net earnings of the G.C.S.P. shall monetarily benefit or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II of this document. (Articles of Incorporation, Article XI.)

Section 2. Officers shall receive no compensation for carrying out their duties as officers, however, the Board of Directors may adopt policies providing for reasonable reimbursement of officers for expenses incurred in conjunction with carrying out their responsibilities, including registration fees and travel expenses to attend required District and State meetings.

Section 3. Officers and members are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and not exceed fair market value, and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

Section 4. Whenever an officer or member has a financial or personal interest in any matter coming before the Executive Committee or Board of Directors, the affected person shall: a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested officers determine that it is in the best interest of the organization to do so. The minutes of

meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 5. All Officers are required to sign an acknowledgement of the Conflict of Interest Policy annually which is submitted to the CPA by the Treasurer to maintain the 501 (c)(3) status of the Club.

Section 6. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the most up to date Internal Revenue Code, or b) by a corporation, contributions to which are deductible under Section 170 (c)(2) or the provision of the current United States Internal Revenue Law.

ARTICLE XIII: RULES

These minimum rules are part of the Bylaws of the Garden Club of St. Petersburg, Inc., and cannot be amended by any Circle. They can be amplified according to the needs or wishes of an individual Circle (Article XI, Section 1. f.).

ARTICLE XIV: DISSOLUTION

Upon termination or dissolution of The Garden Club of St. Petersburg, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501 (c)(3) of the current Internal Revenue Code, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. (Articles of Incorporation, Article XII.)

ARTICLE XV: PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order Newly Revised” (new edition) shall govern on all matters of procedure not covered by the Charter, Articles of Incorporation, Bylaws, and standing rules of the Garden Club of St. Petersburg, Inc.

ARTICLE XVI: AMENDMENTS

These Bylaws may be amended at any regular meeting by a 2/3 vote of the members present, provided written notice (including electronic notice) of the proposed amendment(s) shall

have been given to the Board of Directors for a period of one month's consideration prior to their vote of recommendation, and provided notice is then given to the membership at least four weeks prior to the All-Members' Meeting at which it will be voted upon.

AMENDED (Date) November 14, 2017 BY MEMBERSHIP VOTE

Janice Band (Duly Elected Secretary)

BYLAWS COMMITTEE:

Carol Moore, Chairman
Jan Ankerberg, G.C.S.P. President
Bea Rahter, Parliamentarian
Mary Frances Lawrie, Dracaena Circle

Phyl Lawson, Flower Arranging Circle
Carole Winter, Daylily Circle
Janet Teresi, Jungle Circle
Barbara Hollar, Night Bloomers Circle