

THE GARDEN CLUB OF ST. PETERSBURG, INC.  
BYLAWS - REVISED 2022

ARTICLE I: NAME

The name of the organization shall be: The Garden Club of St. Petersburg, Inc., (hereafter referred to as GCSP), located in Coconut Park at 500 Sunset Drive South, St. Petersburg, Pinellas County, Florida 33707-1136. Organized as a non-profit organization under the authorization of the Florida Federation of Garden Clubs, Inc., (hereafter referred to as FFGC) it is also a member of District VIII, the Deep South Garden Clubs, Inc., and the National Garden Clubs, Inc.

ARTICLE II: PURPOSE / OBJECTIVES

The general nature and object of this non-profit Corporation shall be to organize ourselves into 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.

Specifically, the purposes of the association are as follows:

- a. to further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, to instill in our youth the love of gardening and the respect for and protection of the environment and maintain Coconut Park as a model exhibit. (Articles of Incorporation, Article II)
- b. to perform all other acts and things necessary to conduct the purposes of the Corporation as a Corporation not for profit in accordance with the law in such cases made and provided.

ARTICLE III: MEMBERSHIP AND PRIVILEGES

Section 1. Eligibility

Membership is open to all interested in the promotion and study of gardening, horticulture, floral design, and ecology in general, as well as camaraderie with fellow members, regardless of gender, age, race, ethnicity, or religious affiliation.

Section 2. Active Member

An individual becomes an Active Member of the GCSP following submission of an information form, payment of dues and receiving a welcoming letter or email from the membership chairperson.

Members may:

- a. attend meetings, vote, serve on committees, hold an elective office, and participate in GCSP activities.
- b. be listed in the GCSP yearbook and receive a copy of the yearbook.
- c. receive GCSP Grapevine digital newsletters.
- d. attend any interest group meeting. Special programs may require reservations and a fee paid.

Section 3. Annual Membership Dues shall be:

- a. established by the Board of Directors and approved by a simple majority of members present at a General Meeting. Notification of proposed dues changes shall be sent to the membership at least four weeks prior to a vote.
- b. made payable to GCSP and remitted to the Membership Chairman by May 1. Failing to remit dues by May 15 results in forfeiture of membership, voting rights, receiving the GCSP Grapevine newsletter and Florida Gardner magazine.
- c. prorated for members joining after January 1 at a fee determined by the Board of Directors. Privileges extend until renewal at the new fiscal year at the April General Meeting. The Grapevine newsletter will list names of those new members.

Section 4. Life Membership in the Garden Club of St. Petersburg may be awarded:

- a. on an Honorary basis only.
- b. to a President who has completed a full term in office (2 years). A gift of a Life Membership in FFGC, with the appropriate fees paid by the GCSP, and a Past President's Pin may also be presented.
- c. with all the rights and privileges of membership in GCSP without further payments of annual dues, except State and District dues, if applicable.
- d. to a person who is not a member, but who has displayed prolonged dedication or extraordinary service to the GCSP, 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 5. Membership cards are issued every other year by FFGC. GCSP cards are issued annually and are distributed by the Membership Chairman.

Section 6. Guests may attend up to three General Meetings or Interest Group programs in one fiscal year. A fee may be charged to a guest attending a meeting or special function at the discretion of the GCSP or Interest Group with prior notice.

Section 7. Addresses and email addresses GCSP are considered confidential. The membership data base or Yearbook, including e-mail addresses, shall not be made available to non-members, or be used for solicitation by anyone.

Section 8. A grievance committee may be called by the current president or at the written request of at least five members stating a grievance. The grievance committee,

consisting of available former executive board members, and at least three members who have been members for 4 years, reviews the concerns or grievances. Recommendations of this committee will be submitted to the Executive Committee for review or action, if necessary.

#### ARTICLE IV: FINANCES

Section 1: The fiscal year is June 1 through May 31.

Section 2: The budget shall be reviewed and voted on at the Executive Board and Board of Directors meetings in May.

#### ARTICLE V: OFFICERS

Section 1. Elected officers:

President, 1st Vice president, 2nd Vice President, 3rd Vice president, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer.

Section 2. Executive Committee:

Elected officers plus the immediate past president, if available, as advisor and the Parliamentarian. All officers shall attend executive committee meetings, unless excused by the president.

Section 3. Board of Directors:

Executive committee, Standing Committee chairpersons and one representative of each Interest Group.

Section 4. Term Limits

- a. Elected officers shall serve a two-year term or until their successor is elected or appointed.
- b. Except for the Treasurer and Third Vice President, elected officers may serve no more than two(2) consecutive terms in the same office.
- c. The Treasurer and Third Vice President may serve additional terms if re-elected.
- d. Officers other than the Treasurer may also be re-elected to a previously held office after an interval of two years.

Section 5. Vacancies:

- a. In the event of the absence of an elected officer at three(3) meetings of the Board of Directors in one fiscal year, unless excused by the President, the President shall declare the office vacant with approval of at the Board of Directors.

b. Vacancies shall be filled by appointment by the President with approval by the Board of Directors. Officers appointed to fill a vacancy may also serve the following two-year term, if elected.

c. 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: NOMINATING COMMITTEE

Section 1. The nominating committee of seven(7) members will be established in January when necessary.

a. A chairperson who has previously served as a member of the Board of Directors shall be appointed by the President.

b. Three members from the current Board of Directors will be elected in January by the General Membership to serve.

c. Three members from the General Membership will be elected in January by the General Membership to serve.

Section 2: Using GCSP Guidelines and Bylaws, determine if individuals under consideration for nomination are qualified for the position, understand their duties and are willing to serve if elected.

Section 3. Nominate one (1) candidate for each office to be filled after having ascertained that each nominee is qualified and willing to serve if elected.

Section 4. A majority of the Nominating Committee must meet at least two times to confirm the slate.

Section 5: Present a slate in March when necessary:

a. to the Board of Directors.

b. to GCSP members at the March General Meeting.

c. Additionally, nominations may be made from the floor at the March General Meeting.

## ARTICLE VII: ELECTION AND INSTALLATION OF OFFICERS

Section 1: Elections

a. Election of officers shall take place at the March General Meeting.

b. A simple majority vote of members present and voting shall constitute an election.

c. If only one person is nominated, the chair, after ensuring and there are no nominations from the floor, declares the nominee elected by 'acclamation.'

d. If there is more than one candidate for an office the nominating committee shall appoint a 3-person teller committee to conduct a paper ballot vote and the count votes.

e. The officers-elect take immediate possession of their office after installation at the May General Meeting.

## ARTICLE VIII: MEETINGS

Section 1. GCSP General Meetings will be scheduled the second Tuesday of the month, unless otherwise approved by the Board of Directors.

Section 2. Five General Meetings must be held during the fiscal year. Meetings usually fall in September, November, January, March, and May.

Section 3. A simple majority of members present constitutes a quorum at General Meetings.

Section 4. The Executive Committee holds meetings prior to the Board of Directors Meeting, at the call of at the President.

Section 5. Interest Group meetings can be scheduled to fit the GCSP calendar and availability of the Garden Center.

Section 6. Special meetings may be called by the President or upon written request of ten members, with the meeting topic stated in the call.

Section 7. The President may change the date of any meeting, as necessary, with 5 days' notice.

### Section 8. Quorum

a. Four members of the Executive Committee shall constitute a quorum.

b. A majority of Board of Directors' members shall constitute a quorum.

## ARTICLE IX: BOARD OF DIRECTORS

### Section 1. Board of Directors Composition

a. Elected officers of the GCSP, advisor and parliamentarian constitute the Executive Committee.

b. The Board of Directors shall consist of the Executive Committee, Advisor, Parliamentarian, the chairpersons of the Standard Committees and one leader from each Interest Group.

Section 2. The Board of Directors shall transact business of the GCSP as provided for in these bylaws, by any Special Guidelines, and by Roberts Rules of Order Newly Revised and:

- a. control the funds of the GCSP and be empowered to transact all business of the corporation when a quorum of board members are present.
- b. approve the calendar of activities for the GCSP for the new fiscal year at the June meeting,
- c. approve the proposed budget, including the budgets of the Interest Groups for the new fiscal year at the May Board of Director's meeting.
- d. require a written report from each Officer, Standing and Sub-Committee Chairperson, and Interest Group Leaders of the past year's activities on or before the May Executive Board meeting.
- e. give their successors all books and records pertaining to their offices no later than the June Executive Board meeting.
- f. be empowered to remove an officer(s) or member(s) by a two-thirds vote, when it is determined such action is in the best interests of the GCSP, with the recommendation of a Grievance Committee review.
- g. establish a quorum of four elected officers plus 50% of standing committee chairpersons and interest groups leaders.
- h. elect delegates and alternates to represent GCSP at the FFGC Annual Convention and the Semi-Annual District VIII meetings.

## ARTICLE X: ELECTED OFFICERS

### Section 1. The President shall:

- a. preside at the General Meetings, the Board of Directors' Meetings, the Executive Committee Meetings, and special meetings of the GCSP.
- b. be the official representative of the GCSP and the custodian of the corporate seal and Charter.
- c. appoint the Parliamentarian and the chairpersons of all Standing and Sub-Committees.
- d. be authorized to sign checks.
- e. schedule meetings of the Executive Committee in advance of the regular Board of Director's meetings or call special meetings with the subject of the meeting in the call.
- f. be an ex-officio member, with voting privileges, of all committees except the Nominating Committee, but may not chair any Standing Committee, a Special Committee, or the Grievance Committee.
- g. remain neutral on issues presented to the Executive Committee and/or Board of Directors, review facts, invite discussion, and may only vote in the case of a tie.
- h. report any changes of the GCSP. to the Florida Department of Corporations to maintain compliance.

### Section 2. The First Vice President shall:

- a. in the absence of the President, perform the duties of that office and assist the President as requested and is authorized to sign checks.

- b. serve as Chairman of the Program Committee.
- c. be responsible for programs for General Meetings, coordinating topics and scheduling programs with the Interest Groups, focusing on education and purposes of the GCSP.
- d. coordinate with Interest Groups to assure varied programs throughout the fiscal year.
- e. appoint a Hospitality Chairman for General Meetings.

Section 4. The Second Vice President shall:

- a. serve as GCSP Membership Committee Chairman and be responsible for keeping an accurate and complete membership data base. Furnishing data base copies to FFGC, the Yearbook Chairman, the "Grapevine" Editor, and the Internet Chairman.
- b. collect appropriate dues from all members, keep an accurate account of dues received, and turn over all monies to the Treasurer.

Section 5. The Third Vice President shall:

- a. serve as Chairman of the Budget and Finance Committee
- b. oversee the inspection of the GCSP financial records and conduct an internal review. Report findings in writing to the Board of Directors.
- c. monitor financial activities of the GCSP, including recommending appropriate investments and rental activities.
- d. be responsible for the procuring and maintaining adequate insurance coverage for all GCSP activities and property, including liability insurance for the Executive Committee and Board of Directors plus theft insurance for the Executive Committee, bookkeeper, and rental agent, with approval of the Executive Committee.
- e. review of all insurance coverage to the Executive Committee annually.

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:

- a. record the proceedings of the GCSP General Meetings, the Board of Directors' Meetings, the Executive Committee Meetings, and special meetings that may be called by the President.
- b. file minutes as a permanent record of these meetings.

Section 8. The Corresponding Secretary shall:

- a. conduct the general correspondence of the GCSP 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.
- d. be responsible for procuring printed stationery and envelopes for the Executive Committee as needed.

Section 9. The Treasurer shall:

- a. be entrusted and accountable for all monies and financial records of the GCSP, in accordance with accepted accounting principles.
- b. make deposits in a timely manner and be accountable for all receipts and disbursements. Record all monies received, with their source and account designations.
- c. serve as a signatory on all GCSP financial accounts and be authorized to pay all bills by check or automated electronic withdrawal on any approved budget item. Any other expense not within the budget needs approval from the Board of Directors.
- d. keep all accounts available for inspection, upon reasonable written notice, by the Executive Committee. Submit books for review by the Budget and Finance at least twice a year.
- e. supervise and work with any bookkeeper hired or appointed.
- f. present a financial statement at each meeting of the Executive Committee and the end of the fiscal year.
- g. provide monthly income and expense transaction details to the bookkeeper and reviews the bookkeeper's monthly statement. The bookkeeper sends data to the CPA at the end of the fiscal year to prepare and file necessary federal income tax forms.
- h. prepare and file state sales tax forms and permits by the date required by the state of Florida.
- i. serve as a non-voting member of the Budget and Finance Committee, assist in preparing the annual budget for the GCSP and advise Interest Groups when requested.
- j. see that all elected GCSP Officers sign an acknowledgement of the "Conflict of Interest Policy" annually (Article XII, Section 5 of these bylaws).
- k. only honor requests for funds from an authorized committee or Interest Group member which is within their budget. The Executive Committee may authorize budget overage requests.
- l. upon leaving office and after a review is completed, transfer custody of all check books, financial information (including passwords), and records that are in the Treasurer's possession to the succeeding Treasurer.

Section 10. The Assistant Treasurer shall:

- a. assist the Treasurer with agreed upon shared responsibilities.
- b. be acquainted with the treasurer's job and be able to assume the duties in the absence of the treasurer.
- c. be authorized to sign checks
- d. be a non-voting member of the Budget and Finance Committee.

Section 11. The Parliamentarian shall advise the presiding officers on points of parliamentary procedure.

Section 12. The Immediate Past President shall function as an Advisor, if available.

## ARTICLE XI: 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. Included are matters of urgent nature requiring immediate consideration or suspension of meetings in the event of emergencies may be communicated electronically.
- 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 General Meetings.
- d. meet at the call of the President (Four shall constitute a quorum).
- e. be authorized to communicate, conduct business, or call for a vote electronically.
- f. not be permitted to hold more than one position on the Executive Committee simultaneously.

Section 2. The Program Committee shall:

- a. be composed of the First Vice President, who shall be the Chairperson plus five(5) committee members recruited by the chairperson.
- b. coordinate the programs of General Meetings and the programs of Interest Groups to avoid duplication.
- c. arrange for programs with a focus on education, and the purposes of the GCSP.
- d. provide information about the programs planned to the Communications Committee chairperson, Yearbook chairperson, calendar, Grapevine, and publicity chairperson for appropriate publication.

Section 3. The Membership Committee shall:

- a. be composed of the Second Vice President, who shall be the Chairperson, and additional committee members recruited by the chairperson to assist on matters pertaining to membership.
- b. stimulate interest in membership, promote an inviting atmosphere and support for the activities of the GCSP.
- c. be available to offer membership information and joining opportunities at designated events.

Section 4. The Budget and Finance Committee shall:

- a. be composed of nine(9 )voting members plus two(2) non-voting: Third Vice President serves as Chairperson. Three former executive board members serve, plus Five(5) others appointed by the 3rd Vice President. The Treasurer and the Assistant Treasurer are non-voting members of the Committee.
- b. supervise the conduct of the financial affairs of the GCSP, including insurance coverage, lease agreements with the city, and rental information.
- c. prepares a budget before the March Board of Director's meetings, including the budget requests of the Interest Groups, for the ensuing year.
- d. present the budget for approval to the Executive Committee and the Board of Directors at their May meetings.
- e. recommend amendments to the budget during the year, if necessary.
- f. review the corporation's financial records at a minimum of twice during the fiscal year. The final review of the fiscal year must be completed by June 15.

Section 5. The Standing Committees shall:

- a. be established by the President and Board of Directors to oversee or manage on-going specified activities of the GCSP throughout the year.
- b. be composed of a chairperson, appointed by the President, and other members recruited and interested in serving on a designated Committee.
- c. committee chairman are members of the Board of Directors, expected to attend the meetings, present written reports of activities, and retain copies for their records.
- d. have the responsibilities of the Committee listed in the "Bylaws and Guidelines" book.
- e. manage expenditures to remain within their budget.
- f. provide completed reimbursement request forms and receipts for the Treasurer.
- g. turn over all records and instructions to the incoming Chairperson no later than the Board of Directors' meeting in June.
- h. have a majority of its committee members to conduct business.

Section 6. The Building and Grounds Committees shall:

- a. each be composed of a chairperson appointed by the President, and at least five members recruited by that Chairperson.
- b. be responsible for the maintenance and appearance of the building, equipment, and grounds, and for the purchase of all equipment and supplies, staying within the allocated budget. The budget shall be submitted by May 15th to the third Vice President. Major projects of the building maintenance or renovation, other than emergency situations, both interior and exterior, must be approved by the Executive Committee and Board of Directors.
- c. employ and supervise contractors. Contractors must be licensed and insured.
- d. work with the Rental Agent pertaining to the rental activities of the GCSP and facilities

- e. 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.
- f. submit any planned expenditures which will exceed 25% of the committees' budgeted funds, to be approved by the Board of Directors. Designated or donated funds must be used before budgeted funds.

Section 7: A Subcommittee shall:

- a. be non-voting members of the Board of Directors under the responsibility of a designated Standing Committee Chairperson.
- b. be established by the President or the Board of Directors for a special limited activity (responsibility or event) and may have reports presented by the Standing Committee Chairperson designated to oversee that activity; or may require attending Board of Directors' meetings to report on the up-coming activity, and/or to report on the results of the activity.
- c. be included in the "Bylaws and Guidelines" book with their duties.

## ARTICLE XII: DELEGATES AND ALTERNATES

Section 1. The GCSP shall be represented at all District VIII meetings and at the Annual Convention of the FFGC by the President or an alternate.

Section 2. The GCSP shall defray the expenses of registration, milage and housing for the President or the alternate attending the State Convention, and registration fees for District VIII. If the President cannot attend, an alternate shall be selected from the Vice Presidents in order of their rank, if possible. Other members may always attend at their own expense.

## ARTICLE XIII: INTEREST GROUPS

Section 1. Interest Groups shall be self-organized groups with a focus on a designated topic that conforms to the purpose and objectives of the GCSP, a scheduled meeting time, and a selected leader. Interest Groups participate in all activities of the GCSP.

Section 2. Interest Group leaders have a vote at Board of Directors meetings and represent the group at these meetings. Provide an oral and written report of group activities at the Board of Director meetings.

Section 3. Coordinate programs with the 1<sup>st</sup> Vice President.

Section 4. New interest group ideas may be presented to the Board of Directors. Interest groups may be dissolved after notifying the Board of Directors.

Section 5. Interest Groups must:

- a. submit a proposed budget for programs and activities planned by each Interest Group to the Third Vice President at the Board of Directors meeting in March.
- b. account to the GCSP Treasurer for any monies collected or dispersed by an interest group.
- c. ensure any unused budgeted funds remain in the GCSP general account.

Section 6. GCSP members may attend any interest group meeting. Special programs may require reservations and a fee paid.

Section 7. Interest Groups are subject to GCSP Guidelines.

Section 8. Interest Groups may undertake special projects which conform to the objectives of the GCSP with the approval of the Board of Directors.

#### ARTICLE XIV: MEMBERS BENEFITING/CONFLICT OF INTEREST:

Section 1. No part of the net earnings of the GCSP 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 performing their duties as Officers. However, the Board of Directors may adopt policies providing for reasonable reimbursement of Officers for expenses incurred in conjunction with fulfilling 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 discloses the nature of the interest.
- 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 GCSP.

Section 6. No substantial part of the activities of the GCSP 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 continue any other activities not permitted to be continued:

- a. by a corporation exempts 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 XV: RULES

The minimum rules stated herein constitute the Bylaws of the Garden Club of St. Petersburg, Inc., which have been approved by the membership as required on the date listed on this document.

#### ARTICLE XVI: DISSOLUTION

Upon 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. The organization or organizations shall have a charitable purpose which includes a purpose similar to the GCSP. (Articles of Incorporation, Article XII.)

#### ARTICLE XVII: 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 XVIII: BYLAW AMENDMENTS

These Bylaws may be amended at any General Meeting by:

- a. a two-thirds vote of those members present and are entitled to vote.
- b. written advance notice (including electronic notice) of the proposed amendment(s) is given to the Board of Directors for a period of one month prior to their vote of recommendation.
- c. written notice(including electronic notice) is given to the membership at least four weeks prior to the General Meeting at which the amendment(s) will be voted upon.

REVISED (Date) November 8, 2022 BY MEMBERSHIP VOTE

Suzanne Bareham

(Duly Elected Recording Secretary)