

## ARTICLE I Name

The name of this club shall be the Bristol Garden Club, Inc.

## ARTICLE II Object

The purposes for which the corporation is organized are exclusively educational and charitable and include promotion of knowledge about gardening and flower arranging, protection of the environment and encouragement of civic planting as well as charitable activities that further these objectives.

## ARTICLE III Membership

Section 1: The club shall be limited to 69 active and associate members. The Executive Board has the authority to determine the ratio of active and associate members within the above cap on membership. In addition, past presidents may be invited to become Honorary Friends from time to time by the Executive Board. Membership is open to all.

Section 2(a): Qualification for active membership shall be the willingness to share in the activities of the club and to attend at least five of the ten regularly scheduled meetings and/or participate in additional service to the club. Every active member must host at least once every two years.

An active member who finds that she or he will be unable to attend club meetings for a prolonged period of time may apply to the Executive Board, in writing, for a special leave of absence not to exceed six months. The Executive Board may extend a "sustaining active" membership to an active member who has been in good standing for two years. A member in this category should be able to attend two regularly scheduled meetings, serve as host as required of active members, pay the same dues as active members, and agree to do two or more service projects.

Section 2(b): Qualification for associate membership shall be active membership for at least eight years. Associate members are encouraged to take part in club activities, serve on committees, and attend at least two regularly scheduled meetings a year.

Section 3: The Executive Board shall consider terminating the membership of any club member who:

- a) Fails to uphold the objectives of the club, as stated in the bylaws.
- b) Fails to meet attendance requirements as specified in ARTICLE III Section 2.
- c) Allows payment of dues to fall in arrears for a period of ninety days.
- d) Submits a letter of resignation to the Executive Board.

## ARTICLE IV

## Officers

Section 1: The officers of the club shall be a President, a Vice-President, a Corresponding Secretary, a Recording Secretary, and a Treasurer.

Section 2: The duties of the President shall be:

- a) To preside over all club meetings and all Executive Board meetings.
- b) To represent the club in person or by delegate at all Federation meetings.
- c) To serve as an ex-officio member of all committees, except the Nominating Committee.
- d) To appoint the chairs of all club Committees.

Section 3: The Vice-President shall assume the duties of the President in the absence of the President and shall serve as Ways and Means Chairman.

Section 4: The Recording Secretary shall keep records of, and take attendance at, all meetings of the club.

Section 5: The Corresponding Secretary shall be responsible for all correspondence, including cards of remembrance.

Section 6: The Treasurer shall be responsible for maintaining the financial records of the club and for executing all financial transactions as authorized by the Executive Board and in accordance with procedures prescribed by the Executive Board. The Treasurer shall also chair the Budget Committee and prepare the annual budget for approval by the Membership.

Section 7: A vote, taken in accordance with the provisions of Article VIII, Section 1, shall be held at the club's April meeting for the purpose of electing the officers for a two-year term of office commencing in May or until their successors in the office are elected.

## ARTICLE V Executive Board

Section 1: The Executive Board shall consist of the officers of the club, the Chairs of the Budget, Civic Beautification, Education, Membership, Program, Publicity and Ways and Means Committees, and the immediate Past-President, who will serve as Parliamentarian.

Section 2: The Executive Board shall have full power to act for the club in matters arising between its meetings, shall, consistent with the approved annual budget, and any amendments thereto, authorize the expenditure of all funds and set the amount of dues.

## ARTICLE VI Election of Members

Section 1: A candidate for membership must be sponsored by a member of the club. A candidate must attend one club meeting as a guest, then submit a membership application. After the candidate has attended one more meeting, the application will be voted upon, in accordance with the provisions of Article VIII, Section 2, by the Executive Board. Membership is open to anyone wishing to join the club as long as the above requirements are met.

Section 2: The Executive Board shall have full authority to admit members at any time up to the limit of membership as stated in Article III, Section 1.

## ARTICLE VII Committees

Section 1: The Nominating Committee shall serve for a period of two years. Its members will be appointed by the Club President. Its function shall be the nomination of officers for the ensuing term and the filling of any vacancies that may occur in the current term. The slate shall be read at the March meeting, at which time additional nominations may be proposed. The officers shall be elected at the April meeting and be installed at the Annual Meeting in May.

Section 2: The Budget Committee shall be chaired by the Treasurer and include no fewer than three additional members appointed by the President. The proposed budget for the following year, which must balance income and expenses, shall be voted upon by the Membership at the April meeting in accordance with the provisions of Article VIII, Section 1. Should the budget require amendments during the year, such amendments shall be presented to the Membership for a vote consistent with the provisions of Article VIII, Section 1.

## ARTICLE VIII Voting Procedures

Section 1: All votes by the Membership require the presence of a quorum equal to 45% of the membership. With the exception of proposed amendments to the bylaws, matters presented to the Membership for a vote require a majority of those present and voting to pass. A vote to amend the bylaws requires two-thirds of the votes cast to pass.

Section 2: A quorum for purposes of all votes by the Executive Board requires the presence of a majority of the Executive Board members. Matters presented to the Executive Board for a vote require a majority of those present and voting to pass.

## ARTICLE IX Meetings

Section 1: The Annual Meeting of the Club shall be held in May.

Section 2: The regular meeting of the Bristol Garden Club shall be held once a month throughout the year with the exception of July and January when no meetings are held.

## ARTICLE X Finances

Section 1: Dues, as set by the Executive Board, shall be due and payable within the first quarter of the fiscal year, which begins on May 1.

Section 2: Dues for new members shall be due and payable within 30 days after their election. New members are excused from dues if elected between February 1 and the May meeting.

Section 3: Honorary Friends shall pay no dues.

Section 4: The Treasurer's books shall be reviewed by a qualified third party accountant as required by law. The cost of such review shall be included in the budget.

Section 5: In the event of the dissolution of the corporation, its assets shall be distributed to the Friends of Rogers Free Library, Incorporated, in Bristol, RI, exclusively for the tax exempt purpose, within the meaning of 501(c)(3) of the Internal Revenue Code, of maintaining in perpetuity the Remembrance Garden established by the Bristol Garden Club in 1969.

## ARTICLE XI Amendments

Section 1: The bylaws must be reviewed and, if applicable, revised and amended at intervals not to exceed four years.

Section 2: These bylaws may be amended in accordance with the provisions of Article VIII, Section 1, provided the proposed amendment has been sanctioned by the Executive Board and has been presented at the previous meeting of the club.