

Paradise Gardeners' Bylaws

ARTICLE I-Name

This organization shall be known as PARADISE GARDENERS, a subordinate club of California Garden Clubs, Inc, a not-for-profit educational organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II-Mission/Objective

The **Mission** of Paradise Gardeners is to promote the love of gardening, civic and environmental responsibility in Southeastern San Diego.

The **Objective** of Paradise Gardeners is to promote an active interest in gardening, civic "improvement, horticultural education and related subjects and assist in movements for conserving our natural resources and enhancing the beauties in Southeastern San Diego.

ARTICLE III-Membership

Section 3.01: **Member Classification**

There shall be only one class of membership:Active. Active members are entitled to make motions, vote, and hold offices in the Paradise Gardners. All members shall have the same rights, privileges, restrictions, and conditions.

Section 3.02: **Qualifications and Admission of Members**

There is no residency requirement for membership. Applicants shall be admitted to membership upon written application and payment of dues.

Section 3.03: **Dues and Fees**

All active members shall pay annual dues in full on or before May 31 of each year in such amount as determined by the Board. New members joining after January 1 shall receive a fifty percent(50%) discount on dues. There are no refunds for termination of membership.

Section 3.04: **Loss of Membership**

A member may lose membership for conduct detrimental to the prestige and general welfare of the Paradise Gardeners upon the affirmative vote of two-thirds (2/3) of the Board.

Section 3.05: **Membership Records**

The Paradise Gardners shall keep a record for each member containing name, address, other pertinent information (such as email address), and date of their joining. Termination of membership or loss of any membership shall be recorded in the record, together with the manner of termination and the date on which membership ceased.

Section 3.06: **Right to Inspect Records**

Members have the right to inspect the records of this Paradise Gardeners at a reasonable time as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. Requests must be made in writing to the Secretary and must be for a purpose reasonably related to the member's interest in the Paradise Gardeners.

ARTICLE IV-Meetings

Section 4.01:**Place**

The Board shall designate the meeting place for the membership's regular meeting.

Section 4.02: **Regular Meetings**

Meetings of the organization shall be held on the second Thursday of the month, except August. If a regular meeting conflicts with a holiday the Board may reschedule that meeting, giving notice to members of the change. Notice of the regular meetings shall be announced one week in advance.

Section 4.03: **Annual Meetings**

The Annual ("Business") Meeting of the Paradise Gardeners shall be held in April. The election of new Board Members shall be conducted at this meeting, along with other organizational matters deemed necessary.

Section 4.04: **Special Meetings**

Special meetings of the Paradise Gardeners may be called by the President or any three (3) Board Members or by the vote of not less than twenty percent (20%) of the membership.

Section 4.05: **Quorum for Voting**

Twenty percent (20%) of the membership shall constitute a quorum at any regular or special meeting and the majority vote of those present shall govern. Voting shall be by voice vote; however, the election of Board Members shall be by written ballot if there is more than one candidate for the office.

Section 4.06: **Conduct of Meetings**

The business meetings of Paradise Gardeners will run by the attached agreed-upon Special Rules adopted from Roberta's Rules of order. For situations that warrant more formal parliamentary procedure, Paradise Gardeners will use Robert's Rules of Order (newly revised, 10th ed.) Perseus, 2000.

The President has the discretion to add non-action items at the meeting.

ARTICLE V-Board Members

Section 5.01: **Number and Titles**

There are a minimum of three and maximum of eleven positions on the Board. The elected officers of the Paradise Gardeners shall be a President, Vice President, Secretary, Treasurer and two Directors. The Standing Committee Chairs shall be nominated by the president with the approval of

the elected board.

All Board Members must be members in good standing.

The elected Board Members, along with the immediate Past President, and selected/elected committee chairs shall constitute the Board.

Any vacancies of the Board shall be filled by presidential appointment, with approval, of the Board Members.

Section 5.02: Terms of Office

All elected Board Members shall serve for a term of two years. They may hold the same office for two (2) successive terms and be reelected only after an absence of one (1) year from that same office. They may serve in another capacity on the Board without absence from the Board.

For the purpose of establishing a staggered term, the initial terms of the Board Members shall be: President: 1 year, Vice-President 2 years, Secretary 1 year, Treasurer 2 years, Past President, 1 year, Director #1 2 years, Director #2 1 year.

Section 5.03: Qualifications

All Board Members must be active members of the Paradise Gardeners who have paid their current Paradise Gardeners' membership dues.

Section 5:04: Attendance

Board Members are expected to attend all meetings of the Board: three (3) unexcused absences shall constitute cause for replacement.

Section 5.05: Compensation

All Board Members shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties, with prior approval by the Board Members.

Section 5:06: Board Members' Records

Each Board Member and Chair shall keep and maintain a record of their activities to be passed on to their successor.

Section 5.07: Vacancies, Removal and Resignation

Vacancies of the Board Members shall exist 1) on the death, resignation, or removal of any officer/committee chair, and 2) whenever the number of authorized Board Members is increased. Any Board Member may be removed, either with or without cause, by the Board, at any time. Any Board Member may resign at any time by giving written notice to the Board or to the President or Secretary of the Paradise Gardeners. Unless otherwise specified, all resignations shall be effective upon receipt of the letter of resignation. The acceptance of such resignation shall not be necessary to make it

effective.

Section 5.08 Liability of Board Members

The Board Members and Committee Chairs shall not be personally liable for the debts, liabilities, or other obligations of the Paradise Gardeners.

Section 5.09: Indemnification of Board Members

The Board Members and Committee Chairs of the Paradise Gardeners shall be indemnified to the fullest extent permissible under the laws of this state.

Section 5.10: Insurance for Board Members

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance against liabilities asserted against or incurred by a member of the Board in their capacity as Board Members/Chairs, whether or not the Paradise Gardeners would have the power to indemnify against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

DUTIES OF THE BOARD MEMBERS

Section 5.11: President:

It shall be the President's duty to preside at all general meetings of the membership and Board, act as spokesperson for the Paradise Gardeners, and be an ex- officio member of all committees. The President shall appoint the Standing Committee chairs with the advice and consent of the Board.

Section 5.12 Past President

The Past President shall remain on the Board for one year in an advisory, non- voting capacity, except in the event of a tie vote.

Section 5.13: Vice President

The Vice President shall perform the duties of the President in the absence of the President, as well as any special duties assigned by the President. The First Vice President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be prescribed from time to time by the Board.

Section 5.14: Secretary

The Secretary shall certify and keep original copies of all official Paradise Gardeners documents, including but not limited to Bylaws as amended or revised to date.

The Secretary shall keep a book of minutes of all Board meetings, recording therein the time and place of holding, whether regular or special, the names of those present, and the business conducted at Board meetings. The Secretary is custodian of these records.

The Secretary shall record minutes of the Paradise Gardeners' Annual ("Business") meeting in April.

The Secretary shall carry on the official correspondence of the Paradise Gardeners. The Secretary shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be prescribed from time to time by the Board.

The Secretary shall serve as Chair of the Membership Committee.

Section 5.15: Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Paradise Gardeners, and deposit all such funds in the name of Paradise Gardeners in such banks or other depositories as shall be selected by the Board.

The Treasurer and President shall be signatories on all Paradise Gardeners' bank accounts. Two(2) signatures shall be required for any withdrawals.

The Treasurer shall prepare Paradise Gardeners' annual budget with advice from the Board; obtain approval from the Board of annual budget.

The Treasurer shall receive and give receipts for monies due and payable to the Paradise Gardeners from any source whatever.

The Treasurer shall disburse or cause to be disbursed the funds from the Paradise Gardeners' approved budget or as directed by the Board, taking proper vouchers for such disbursements.

The Treasurer shall keep and maintain adequate and correct accounts of the Paradise Gardeners' business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer shall provide monthly financial reports to the Board and shall present the year-end financial records to the Board in a timely fashion after close of fiscal year.

The Treasurer shall prepare and submit any reports required by any local, state, and/or federal agencies.

The Treasurer shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be prescribed from time to time by the Board.

ARTICLE VI-The Board

Section 6.01: Composition and Voting

The Board shall consist of the elected board members as described in section 5:01.

Section 6.02: Duties

The Board shall approve all the financial transactions and perform all other acts necessary or reasonable to the proper conduct of the business and affairs of the Paradise Gardeners.

Section 6.03: Regular Board Meetings and Quorum

The Board shall meet at the call of the President, or upon a call of the majority of the Board, at a place to be determined by the Board. A minimum number of six (6) meetings per annum shall be held.

Section 6.04: Special Meetings and Quorum

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Special Meeting of the Board may be called to handle urgent Paradise Gardeners' business. Notice of Special Meetings shall be given to each Officer and/or Committee Chair and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. Three (3) elected Board Members shall represent a quorum of the Board. Minutes shall be taken and submitted to the Secretary.

ARTICLE VII-Committees

Section 7.01: Number and Names of Standing Committees:

The Standing Committees shall be: 1) Programs; 2) Membership; 3) Communications, 4) Hospitality 5) Beautification, Environmental Responsibility and Civic Engagement (BERCE) and other committees as the board deems necessary.

Section 7.02: Standing Committee Chairs

The President shall appoint Committee Chairs of the Standing Committees who are not elected by the membership, with the advice and consent of the Board. These Chairs shall be appointed before the June Board meeting.

Section 7.03: Subcommittees

Subcommittee Chairs shall be appointed by the President with the approval of the Board on the recommendation of the Standing Committee Chairs.

xrfSection 7.04: **Programs**

The Programs Committee Chair shall plan the monthly programs of the Paradise Gardeners. Subcommittee Chairs may be appointed as needed.

The committee shall submit proposed programs at least two months in advance to the Board.

Section 7.05: **Membership**

The Membership Committee is chaired by the Secretary and shall compile and maintain the membership list; produce address labels for Paradise Gardeners' mailings; distribute membership cards; provide sign-in sheet and name-tags at general meetings; ensure payment of dues and fees with the Treasurer. Subcommittee Chairs may be appointed as needed.

Section 7.06: **Communications**

The Communications Committee shall consist of a Chair and Subchairs (as needed) who are responsible for communicating information to the membership and to the media. The areas of responsibility include:

A) Publicity, responsible for the creation and distribution of written notice of all meetings and special events and shall act as historian, maintain a record of activities, history, photographs etc.

B) Newsletter, responsible for the creation and distribution of any Paradise Gardeners' newsletters and or publications.

C) Webmaster, responsible for creating and maintaining the Paradise Gardeners' Website.

Section 7.7: **Hospitality**

The Hospitality Committee shall consist of a Chair and Subchairs (as appropriate) who are responsible for:

A) All logistics associated with general and special meetings (and other events as needed).

B) Providing refreshments at general meetings.

C) Meeting and greeting members and guests at general meetings.

Section 7.8 **Beautification, Environmental Responsibility and Civic Engagement (BERCE)**

The BERCE Committee shall consist of a chair and subchairs as needed.

A)The Chair will be the point of contact for all club beautification projects to report at club meetings and to the board.

B) Chair or designated sub-chairs or alternates are responsible for attending community events and reporting back to the general membership, any club related information.

ARTICLE VIII-Nominations and Elections

Section 8.01: Nominating Committee

The Nominating Committee Chair (immediate Past President, President, or President-Elect) shall select at least two (2) Paradise Gardeners members to serve on this committee. The committee shall convene in January to prepare a slate of Board Members and Committee Chair recommendations for the coming year. The Committee Chair recommendations shall be presented to the Board for approval. The proposed slate of Board Members shall be presented to the general membership for a vote in April.

Section 8.02: Election and Installation of Board Members

At the Annual (“Business”) Meeting in April, the Nominating Committee shall present a slate of Board Members to be voted upon by members present. Nominations may be accepted from the floor. Election of Board Members shall be by a voice vote at the April meeting or by written ballot if there is more than one candidate for an office. Board Members shall be elected by a simple majority of voting members. Board Members shall take office on June 1 following their election in April.

ARTICLE IX-Fiscal Year

The fiscal year of Paradise Gardeners shall run from July 1 to June 30.

ARTICLE X: Amendments and Revisions

These Bylaws may be amended or revised at any regular Paradise Gardeners meeting by a majority of the membership present, provided that notice of the amendment and/or revision has been previously given to the membership in a timely fashion.

ARTICLE XI: Dissolution of the Paradise Gardeners

If this organization should be dissolved, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Paradise Gardeners, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII:Requirements to be exempt as an Organization described in section 501(c)(3) of the Internal Revenue Code

Section 12.1 Paradise Gardeners is organized exclusively for charitable, educational or scientific purposes, including for such purposes, the making of distributions to organizations that

qualify under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 12.2 No part of the net earnings of Paradise Gardeners shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

Section 12.3 No substantial part of the activities of Paradise Gardeners shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 12.4 Notwithstanding any other provision of these articles, Paradise Gardeners shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 12.5 Upon the dissolution Paradise Gardners, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.