

**BYLAWS**  
**South Haven Garden Club**  
**Affiliated with**  
**Michigan Garden Clubs, Inc. and National Garden Clubs, Inc.**

**ARTICLE I – Name**

The name of the organization shall be SOUTH HAVEN GARDEN CLUB

**ARTICLE II- Purpose & Objectives**

1. To create, promote and further interest in horticulture, gardening, floral and landscape design, plant and bird life, and appreciation of the natural beauties of the State of Michigan.
2. To encourage civic beautification and roadside development.
3. To assist in projects for the conservation of our natural resources.
4. To educate the public in matters relating to horticulture, gardening, floral and landscape design, civic beautification and resource conservation.
5. To do such things and to perform such acts to accomplish its purposes as the Board of Directors of the Corporation may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
6. COMPLIANCE WITH INTERNAL REVENUE CODE SECTION 501(c)(3). Nothing in these Articles of Incorporation shall be construed to permit or authorize the Corporation to engage in any activities or perform any functions which are not consistent with and permitted to be carried on for educational charitable, or scientific purposes pursuant to Section 501(c)(3) of the Code and the regulations issued pursuant thereto, as amended.
7. NO PROHIBITED POLITICAL ACTIVITY. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
8. NO PRIVATE INUREMENT. No member of the Corporation shall have any title to or interest in the Corporation's property or earnings in any private capacity and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private individual; except, that the Corporation may pay reasonable compensation for goods provided and services rendered.

**ARTICLE III - Membership**

Membership in the Club shall be open to all persons who are primarily interested in flowers, gardening, conservation and protection of trees, plants and birds.

## **ARTICLE IV – Dues and Fiscal Year**

The fiscal year shall be from June 1 to May 31. Annual dues shall be payable no later than the May meeting. Members whose dues are not received by August 1 will be deleted from membership.

## **ARTICLE V – Officers**

**Section 1.** The officers shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer.

**Section 2.** All officers shall be elected for a term of one year.

**Section 3.** The President shall preside at all meetings of the Club and perform all other duties pertaining to the office and be a member ex-officio of all committees except the Nominating Committee. The President will appoint an Auditor to examine the Treasurer's books. The President will appoint all standing and special committee chairpersons. The President will supervise the activities of the Club and represent it at all official meetings.

**Section 4.** In the absence of the President, the Vice-President will perform all duties of the President. In the event of the President leaving before their term is over, the Vice-President will fill that office.

**Section 5.** The Recording Secretary will keep the minutes of all meetings and be custodian of all records and papers pertaining to the office and keep an up-to-date copy of the by-laws available at each meeting.

**Section 6.** The Corresponding Secretary will conduct correspondence of the Club as directed by the President, Vice President and Executive Board and send out any necessary notices; send the names and addresses of the officers to the Membership Chairman of the Michigan Garden Clubs, Inc.; and deliver copies of the yearbook to Michigan Garden Clubs Inc. Yearbook Chairman (3 copies).

**Section 7.** The Treasurer will handle the monies of the Club; collect dues and receive all monies belonging to the Club; keep an accurate list of Club members; keep itemized accounts of all receipts and disbursements; send notices by June 1 to members whose dues are delinquent; pay membership dues to Michigan Garden Clubs, Inc; present a report at each meeting of receipts, disbursements and balance; pay bills when due; present an annual accounting following the end of the fiscal year; submit the accounts for audit to an auditor appointed by the President at the close of the fiscal year; serve as Chairman of the Finance Committee.

**Section 8.** The Assistant Treasurer will help in all duties of the Treasurer and will have the authority to sign checks.

## **ARTICLE VI - Board of Directors and Executive Board**

The Executive Board will consist of all the elected officers. The Board of Directors will consist of the Executive Board and Chairpersons of standing committees. The Board of Directors shall coordinate and supervise all the affairs of the club. If a vacancy occurs on the Board of Directors, the Board shall have the right to fill the vacancy for the remainder of the unexpired term of office.

### **Duties of the Board of Directors and Meetings**

**Section 1. The Board of Directors** shall have the right and authority to oversee all business of the club. It shall transact the general business of the Club, consider all questions of policy and present decisions to the membership. The Board may submit issues to the membership at any regular meeting for discussion and vote on the issue.

**Section 2. Meetings of the Board.** The Board of Directors shall meet prior to the monthly membership meetings as determined by the President.

**Section 3. Quorum of the Board.** A majority of the members of a board who are then in office, constitutes a quorum for the transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board.

## **ARTICLE VII - Committees**

Committees will be established as necessary to carry on the work of the Club. (Suggested committees: Conservation, Flower Show, Horticulture, Membership, Programs, Publicity and Yearbook, Garden Walk, Finance and Projects). The President and or the Board of Directors will appoint the Chairperson of such committees. Each Chairperson will serve a one year term.

## **ARTICLE VIII - Meetings**

Regular meetings will be held the second Monday of each month beginning at 12:30. The first half-hour will be social. The meeting will begin at 1:00 PM. The majority of members present shall constitute a quorum for the transaction of business.

**Section 1. The Annual Meeting** will be at the May meeting where dues are due, the budget approved and the slate of officers will be presented.

## **ARTICLE IX – Elections**

A Nominating Committee of three members will be chosen annually as follows: In March the President will appoint a Chairperson and the Executive Board will select two (2) other members from the Club. In April the Nominating Committee will meet to select a slate of officers and present the slate at the May meeting. Nominations will be accepted from the floor at the May meeting. The officers will be elected in June, installed in August and assume duties on September 1.

## **ARTICLE X - Parliamentary Authority**

All parliamentary procedure on points not covered by the By-laws will be according to *Robert's Rules of Order Newly Revised*.

## **ARTICLE XI - Amendments**

The By-laws may be amended at any regular meeting of the club by a two-thirds vote of those present provided the proposed amendment has been submitted in writing at the previous regular meeting.

## **ARTICLE XII – Dissolution of Corporation**

DISSOLUTION. Upon the dissolution of the Corporation, the disposition of all assets of the Corporation shall be in a manner as provided by the Board of Directors and in accordance with the following:

- a. The paying of or making of provision of the payment of all liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit arrangements, master indentures and other documents.
- b. All assets remaining after the payment of all of the liabilities of the Corporation may be distributed to such other organizations(s) exempt from federal income taxation under Section 501(c)(3) of the Code as shall be determined by the Board of Directors.

## **ARTICLE XIII – NOTICE**

NOTICE. To the greatest extent permitted by law, any required notice may be transmitted by electronic or other technological means.