

Bylaws

ARTICLE I - NAME AND AFFILIATIONS

- Sec. 1. The name of this nonprofit corporation shall be California Garden Clubs, Incorporated, hereinafter referred to as CGCI.
- Sec. 2. This corporation shall be a member of National Garden Clubs, Inc. (NGC) and Pacific Region and may take membership only in national and international organizations.

ARTICLE II - OBJECTIVES

The objectives of this corporation are as stated in the Articles of Incorporation and also:

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 California.
2. To encourage civic beautification and roadside development.
3. To assist in projects for the conservation of our natural resources.
4. To coordinate and centralize the work of the various California garden clubs and bring them into a closer relation of mutual helpfulness.
5. To cooperate with other agencies in furthering interests in educational areas.

ARTICLE III - CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed upon it the following: *California Garden Clubs, Inc., California, Incorporated May 18, 1936*. The corporate seal shall be registered with the California Secretary of State, it is for use on official papers only.

ARTICLE IV - MEMBERSHIP & DUES

- Sec. 1. The membership of this corporation shall consist of 5 classes: garden clubs, associate plant societies, affiliates, life members and all categories of youth gardeners. Voting memberships shall be garden clubs and associate plant societies. Nonvoting memberships shall be all categories of youth gardeners, affiliates and life members.
- Sec. 2. A garden club associate plant society, affiliate, or category of youth gardeners having one or more of the objectives of CGCI shall be eligible for membership providing no sectarian, racial, or political test for membership is required. Bylaws of each membership class shall not conflict with the bylaws of CGCI. Each category of youth gardeners shall be sponsored by a member garden club or district, registered annually with both appropriate CGCI and NGC chairmen and the members shall have all privileges of CGCI except the right to vote and hold office.
- Sec. 3. All dues are payable on July 1 and delinquent on October 1. Dues shall be payable to CGCI and mailed to the membership chairman who shall transfer the funds promptly to the treasurer.
 - (a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents (\$2.75) per capita, which shall include dues to NGC.
 - (b) Clubs or associate plant societies shall forward dues periodically for additional members joining after July 1 to the membership chairman.
 - (c) Affiliates shall pay annual dues of fifty dollars (\$50.00) regardless of size.
 - (d) The per capita dues of any new club or associate plant society shall accompany application for membership. New clubs, associate plant societies and affiliates joining between January 1 and June 30 shall pay one half of the annual dues for the period up to June 30. They shall be ratified at the winter board meeting or the pre-convention meeting and shall be entitled to representation at the convention.
 - (e) If dues are not paid by October 1, clubs and associate plant societies become ineligible for liability insurance and participation in the awards program. In addition clubs also become ineligible for the 6 Group Tax Exemption Program.
 - (f) All categories of youth gardeners shall pay no dues to CGCI. Membership dues to NGC, including dues for youth gardeners and dues to Pacific Region shall be paid annually from the general fund.
 - (g) Life memberships are honorary and require a onetime contribution of one hundred dollars (\$100.00). A club or associate plant society shall pay dues for all members, including life members.

ARTICLE V - OFFICERS AND THEIR DUTIES

- Sec. 1. Elected officers shall be president, first vice-president, second vice-president, third vice-president, recording secretary, corresponding secretary, financial secretary, treasurer, and communications director. The appointed officer shall be the parliamentarian.
- Sec. 2. The president shall: (a) be the chief executive officer and official representative of CGCI; (b) preside at all meetings of the board of directors, the executive committee, the convention and the post-convention; (c) appoint the parliamentarian, all chairmen of standing and special committees (except the nominating committee, board of

- trustees, advisory council, and budget and finance), and fill vacancies on the board of trustees. All appointments shall be presented to the board of directors for ratification; (d) be an ex-officio member of all committees, except the nominating committee; and (e) perform all other duties pertaining to the office.
- Sec. 3. The vice-presidents, in their order, shall: (a) perform the duties of the president in the absence of or at the request of the president; and (b) accept a chairmanship as assigned by the president. The first vice-president shall become president-elect at the close of the convention preceding the election year.
- Sec. 4. The recording secretary shall: (a) keep minutes of meetings and distribute copies to the appropriate recipients within six weeks of each meeting; (b) maintain a file of amendments to bylaws and standing rules; (c) keep the corporate seal, records and papers of the corporation; (d) provide a bound copy of the minutes of the administration for the permanent files; and (e) perform such other duties as prescribed by the board of directors.
- Sec. 5. The corresponding secretary shall: (a) conduct correspondence of the corporation under the direction of the president; (b) mail (electronic or postal) notices of meetings; (c) mail (electronic or postal), following the organizational meeting, the official roster of names, addresses, telephone numbers and email addresses of officers, district directors and chairmen to the Pacific Region alternate director and to NGC headquarters, and subsequent changes as they occur; (d) mail (electronic or postal), following notification from the membership and life membership chairmen, the names and addresses of president, *Golden Gardens eNews* editor, club and associate plant society presidents, and current list of NGC life members to NGC headquarters, ATTN: Circulation, (e) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.
- Sec. 6. The financial secretary shall: (a) using the warrant system, issue authorization to the treasurer for all expenses, transfers of funds, payment of awards and for payment of all bills authorized by the board of directors; (b) prepare financial statements for board of directors meetings; (c) serve as chairman of the budget and finance committee; and (d) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.
- Sec. 7. The treasurer shall: (a) receive all monies collected in the name of CGCI; (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts; (c) administer CGCI funds as authorized by the board of directors; (d) upon receipt of authorization from the financial secretary, issue checks for payment of bills and to award winners; transfer funds; sign all checks; (e) prepare financial statements for the board of directors' meetings; (f) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.
- Sec. 8. The communications director shall oversee: (a) the creation and distribution of publications including, but not limited to, *Golden Gardens e-News*, *Yearbook*, *Manual & Roster*, press releases and brochures; and (b) the website.
- Sec. 9. The parliamentarian shall: (a) advise on points of parliamentary law and procedure when requested; (b) maintain a record of all resolutions and motions adopted during each term of office which affect procedure or policy and provide a copy for the policy chairman and the permanent files; (c) serve as advisor to the bylaws committee; (d) give instruction to the nominating committee following the organizational board meeting; and (e) serve as a member of the board of directors and the executive committee with all membership rights including voting privileges.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Sec. 1. OFFICERS:

(A) When elected and term of office:

1. Officers shall be elected at the convention in odd-numbered years and assume office at the end of convention in the election year.
2. Term of office of all officers shall be two years or until their successors are elected or appointed. Any officer who has served more than half a term is considered to have served a full term in that office.

(B) Eligibility:

1. All officers shall hold membership in a member garden club.
2. All elected and appointed officers, except one financial officer per administrative term, shall have served previously on the board of directors.
3. The treasurer, communications director, recording, corresponding and financial secretaries, shall be eligible for four two-year terms. No officer shall serve longer than eight years in any one position except that eligibility restrictions shall not apply to the appointed office of parliamentarian.
4. The president and first vice-president shall have served at least three years on the board of directors and one or more years on the executive committee and in one of the following capacities (a) president of a member garden club, associate plant society or equivalent nonprofit organization; or (b) district director.
5. The second and third vice-presidents each shall have served at least one year on the board of directors and shall have served in one of the following capacities: (a) president of a member garden club, associate plant society or equivalent nonprofit organization; or (b) district director.

6. The financial secretary and treasurer shall have knowledge of banking procedure and of recording financial transactions.

7. The following documents shall be sent directly to the nominating committee chairman:

- a. Two (2) one-page letters of recommendation;
- b. A written endorsement from the candidate's district.
- c. A one-page resume of the candidate's qualifications.

Upon receipt, the nominating committee chairman shall send copies to the committee members.

(C) Elections:

1. At convention, after the nominating committee has presented its report and before voting for the different officers takes place, the chair must call further nominations from the floor.
2. The election shall be held on the first day that business is conducted at the convention.
3. The election board shall be composed of five members appointed at the winter board meeting from the board of directors: a chairman, two tellers, a clerk and a judge.
4. Vote shall be by ballot unless there is only one candidate for each office, when election shall be held by voice vote.
5. A majority vote shall elect. If a particular office is not filled after three ballots, then the next ballot shall be a run-off election between the two candidates for that office who received the highest number of votes on the third ballot.
6. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election by mail (electronic or postal).

(D) Vacancies:

1. In the event of a vacancy in an elected office, the president shall be empowered to appoint an interim officer, such appointment to be approved by the executive committee and ratified by the board of directors at the next meeting.
2. In the event of a vacancy in the office of president, the president-elect or first vice president shall succeed. If the president-elect or first vice president declines, the second and third vice presidents shall succeed in order. If the second and third vice presidents decline, the vacancy shall be filled by the board of directors, voting upon the recommendation of the executive committee.

Sec. 2. NOMINATING COMMITTEE:

(A) When elected and term of office:

1. A nominating committee of seven (7) shall be elected following the election of officers at the convention in odd-numbered years.
2. Term of office of all nominated committee member(s) shall be two years, or until their successors are elected or appointed.

(B) Eligibility:

1. Each member shall have served on the board of directors and shall be present when nominated.
2. No district shall be represented on the committee two consecutive terms.

(C) Election:

1. Following the election of officers, the chair shall call for nominations from the floor.
2. Vote shall be by ballot unless there are only seven (7) members nominated, when election shall be held by voice vote.
3. A plurality vote shall elect.

(D) Duties:

1. The committee shall assume office at the end of convention in the election year.
2. The committee shall elect a chairman. Five members shall constitute a quorum.
3. At the fall board meeting, in odd-numbered years, the committee shall notify all board members of offices to be filled, such notice to be published in *Golden Gardens eNews*.
4. The chairman of the committee shall file with the president and president-elect, two weeks before the winter board meeting of odd-numbered years a slate of at least one candidate for each office.
5. The slate shall be included in the chairman's preliminary report at the winter board meeting in odd-numbered years and shall be appended to the call to convention.

(E) Vacancies:

In event of a vacancy, the president shall appoint a replacement from the same district as the vacating member.

ARTICLE VII - BOARD OF DIRECTORS

Sec. 1. Composition of the board of directors shall be: (a) officers; (b) district directors; (c) members of the nominating committee; (d) members of the board of trustees; (e) members of the advisory council; (f) members of the bylaws committee; (g) members of the Circle of Poppies (ex officio); (h) all committee chairmen. All board members

- except members of the advisory council and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a quorum. No member shall be entitled to more than one vote.
- Sec. 2. The board of directors shall be the governing body of this corporation and shall: (a) transact routine business; (b) adopt standing rules; (c) ratify all classes of membership; and (d) adopt amendments to endowment charters.
- Sec. 3. Any member of the board of directors may be removed from office upon a two-thirds vote of the board members present and voting at any regular or special board meeting, a quorum being present.
- Sec. 4. (a) Regular meetings shall be the organizational (at the beginning of each term), fall, winter and pre-convention meetings. Permission for non-attendance at any regular meeting must be obtained from the president. Forty five days (45) notice of fall and winter board meetings shall be given. Notification of the pre-convention meeting and the post-convention and organizational meetings in odd-numbered election years, shall be included in the call for convention. A registration fee approved by the board of directors may be used for expenses of board meetings.
- (b) Pre-convention meetings shall be held immediately preceding the opening of convention. At the pre-convention meeting in even-numbered, non-election years, new members to the board of trustees shall be ratified and assume their duties after close of convention.
- Sec. 5. Post-convention meetings shall be held in odd-numbered, election years to ratify appointments of the parliamentarian, all appointed chairmen and any new members of the board of trustees. Those eligible to attend the post-convention meeting shall be the officers and district directors, or assistant directors, and, after ratification, the district director coordinator and the parliamentarian.
- Sec. 6. Special meetings may be held at the call of the president or upon written request from no fewer than ten district directors and/or officers. Board members shall be notified of special meeting at least two weeks prior to said meeting. Minutes of the special meeting shall be approved at the next regular meeting.
- Sec. 7. Business of the board of directors (including all committees and the board of trustees) may be conducted by mail (electronic or postal) or by electronic communication (provided all members may simultaneously hear each other and participate during the meeting). A report of any action taken by the board of directors by mail or by electronic communication shall be announced and made part of the minutes of the next board meeting.

ARTICLE VIII - EXECUTIVE COMMITTEE

- Sec. 1. Executive committee shall consist of president, vice-presidents, recording, corresponding and financial secretaries, treasurer, communications director and parliamentarian. A majority shall constitute a quorum.
- Sec. 2. The committee shall meet at the call of the president for the purpose of transacting any necessary business between board meetings. Any recommendations or actions taken shall be made a part of the minutes of the next board meeting..
- Sec. 3. The committee may conduct business by mail (electronic or postal) or telephone conference when necessary. Any action taken shall be announced and made a part of the minutes of the next executive committee meeting.

ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS

- Sec. 1. The state of California shall be divided into districts as set forth in the standing rules. All clubs shall belong to a district. A district shall be governed by its bylaws which shall not conflict with those of CGCI. District dues shall be at the option of the district.
- Sec. 2. Officers of a district shall include a district director who shall serve as a member of the board of directors of CGCI and who shall interpret state programs to the district. District directors shall not fill any other position on the state board while serving as district director except when recommended by the executive committee and approved by board of directors.
- Sec. 3. District directors shall attend all regular meetings and be present at all business sessions of the board of directors. Permission for non-attendance shall be obtained from the president. The assistant district director or authorized alternate shall attend in the absence of the director and have voting privileges.
- Sec. 4. District directors' forums shall be held in conjunction with fall and winter meetings and any recommendations formulated at the meetings shall be presented to the executive committee.
- Sec. 5. Offers from districts to host state board meetings may be presented at any regular board of directors meeting. The offer shall state the voted approval of the member clubs.
- Sec. 6. Board meeting chairmen may be appointed by the president upon recommendation from the host district following selection of the board meeting locale.
- Sec. 7. The director shall file with the membership chairman by June 1, a legible list of all clubs, affiliates and youth gardeners in the district, with names, addresses, telephone numbers and email addresses of club presidents and treasurers, affiliate presidents and treasurers and youth gardener leaders. The list should follow the format of the CGCI roster.

- Sec. 8. Redistricting may be made by the board of directors upon receipt of a written request signed by a majority of the member clubs in the involved districts.
- Sec. 9. When there are three or more garden clubs in the same area a new district may be created by submitting a written request to the board of directors. The clubs in the proposed new district shall present the name of a person qualified and willing to serve as district director. After redistricting, as per Sec. 8, and the ratification of the district director, the district director shall become a member of the board of directors. A district created after 1993 which fails to maintain a district director and have three clubs shall lose district status. The district shall then be recombined with the district from which it was formed and the boundary shall revert back to the original district's geographical boundary.
- Sec. 10. A club wishing to transfer to another district may petition the board of directors, setting forth the reasons and indicating approval by a majority vote of the member clubs in the district to which it is transferring.

ARTICLE X - CHAIRMEN AND COMMITTEES

There shall be such standing committees as are necessary for the operation of the corporation. The president shall appoint chairmen (except those of the nominating committee, board of trustees, advisory council, budget and finance committee), subject to ratification by the board of directors.

ARTICLE XI - ANNUAL MEETINGS

- Sec. 1. An annual meeting (a convention) shall be held before the end of the fiscal year, place and date to be recommended by the board of directors and approved by the voting membership. In an emergency, the board of directors by a two-thirds vote may cancel a convention or may change the place and date. In the event of a national crisis, all corporation business may be conducted at a meeting of the board of directors.
- Sec. 2. Offers from districts to host conventions may be presented at any regular board of directors meeting. The offer shall state the voted approval of the member clubs.
- Sec. 3. Written notice of time and place of the convention shall be mailed (electronic or postal) to club, associate plant society and affiliate presidents and members of the board of directors at least forty-five (45) days prior to the date of such meeting. The nominating committee ticket of candidates for elective office, a list of districts ineligible for representation on the nominating committee, and any proposed bylaws revisions with rationale, shall be included.
- Sec. 4. The voting membership at all conventions shall consist of members of the board of directors; authorized alternates of district directors; club and associate plant society presidents, or their alternates; and delegates or alternates of member clubs and associate plant societies. Members of the board of directors are entitled to one vote each, and their vote shall not be counted in the voting quota of their respective clubs. There shall be no proxy vote.
- Sec. 5. Member clubs shall be entitled to representation by the club president or alternate and additional delegates as follows:
 - Clubs of 25 members or less,
one delegate
 - Clubs of 26 to 50 members,
two delegates
 - Clubs of 51 to 100 members,
three delegates
 Increase one delegate for every 50 additional members or portion thereof.
- Sec. 6. Club and associate plant society presidents shall send the names of delegates and alternate delegates to the credentials chairman at least twenty-one (21) days prior to convention.
- Sec. 7. A quorum for the transaction of business shall be a majority of the voting members as set forth in Sec. 4 and 5 above who are registered at the convention.
- Sec. 8. Convention chairman and treasurer, who shall be members of a club in the host district(s), may be appointed by the president upon recommendation from the host district(s) following selection of the convention locale. Registrar and credentials chairman, may be members of a club in the host district(s) or may be standing committee chairmen appointed by the president.
- Sec. 9. A registration fee recommended by the convention committee and approved by the board of directors may be used for convention expenses.
- Sec. 10. Non-voting members and guests may attend the convention without voice or vote.
- Sec. 11. Financial records of the convention shall be maintained under the direction of the convention chairman and shall be reviewed by a member of the budget and finance committee. Copies are to be filed with the president, financial secretary, treasurer and boards and conventions chairman within ninety (90) days of the close of convention.

ARTICLE XII - FINANCES

- Sec. 1. The fiscal year shall be from July 1 through June 30.
- Sec. 2. The Scholarship Fund shall be used for state scholarships which shall be limited to the number stated in Standing Rule #36.
- Sec. 3. District directors, presidents of all member clubs, associate plant societies, affiliates shall receive *Golden Gardens eNews* during their term of office.
- Sec. 4. Half of the net proceeds from conventions shall be placed in the general fund the remaining half shall be retained by the host.
- Sec. 5. The budget and finance committee shall: (a) include the financial secretary, who shall serve as the chairman, first vice-president/president-elect, treasurer, chairman of the board of trustees, Group Tax Exemption Program chairman and up to three (3) members who shall be appointed by the president; (b) submit the annual corporation budget for adoption at the pre-convention board meeting; and (c) recommend on proposed transfers or increases to budget accounts or expenditures of money in excess of twenty-five dollars (\$25.00) outside of budget before any action by the board of directors.
- Sec. 6. The following are budgeted from the General Fund: (a) president's reimbursement of up to \$10,000.00 annually for verified expenses incurred for state travel and office expenses including mileage reimbursement in accordance with the current IRS business mileage rate; (b) president's reimbursement of up to \$5,000.00 annually for verified expenses incurred in attending two meetings of NGC and one Pacific Region meeting; expenses over and above may be presented to the Board of Directors for approval; (c) president-elect's reimbursement of up to \$3,500.00 for verified expenses incurred in attending the Pacific Region and NGC Conventions; expenses over and above may be presented to the Board of Directors for approval; and (d) Pacific Region director's reimbursement of up to \$2,000.00 annually for verified expenses when the director is from California.
- Sec. 7. No indebtedness shall be incurred on behalf of the corporation by any corporation member without authorization by board of directors.
- Sec. 8. The board of directors shall not take action upon a project which contemplates monetary contributions unless the details of such project have been presented at the previous regular meeting of the board of directors. All projects, including the president's project, must establish a restricted fund to handle the revenue and expenses.
- Sec. 9. A crime policy that includes *Computer and Funds Transfer Fraud, Employee Theft and Forgery or Alteration* coverage will be furnished by CGCI and paid from the general fund (line code 401).
- Sec. 10. Accounts of the financial secretary and treasurer shall be reviewed annually at close of the fiscal year by a certified public accountant approved by the board of directors. This review report shall be presented for action at the fall board meeting. An internal audit or external review shall be ordered by the executive committee in the event of a vacancy in a financial office, that report to be presented for action at the next meeting of the board of directors.

ARTICLE XIII - GOLDEN GARDENS eNEWS

- Sec. 1. The official publication shall be *Golden Gardens eNews*, which shall be delivered electronically.
- Sec. 2. The publication's objective shall be to publish information concerning CGCI and its activities and articles of interest for a balanced publication.
- Sec. 3. The *Golden Gardens eNews* editor shall: (a) supervise publication of *Golden Gardens eNews*, (b) be chairman of the *Golden Gardens eNews* Committee and (c) report to the board of directors at all board meetings and conventions.
- Sec. 4. Funds from donations shall be deposited in the general fund. Sec. 4. Funds from donations shall be deposited in the general fund.

ARTICLE XIV - BOARD OF TRUSTEES

- Sec. 1. The board of trustees shall consist of six (6) members, two of whom shall be replaced each even-numbered year, to serve for a six-year term. In the even-numbered year, the immediate past president shall be extended the option to become a member, and the president shall appoint a member who has served on the board of directors. Assumption of duties shall commence at the close of convention. No trustee shall serve concurrently as an officer.
- Sec. 2. The board of trustees shall meet upon call of the chairman, or secretary acting in absence of the chairman. Four members shall constitute a quorum.
- Sec. 3. The chairman shall report to the board of directors at all board meetings and conventions. If the chairman is unable to report the secretary may act as alternate.
- Sec. 4. Prior to the organizational meeting each year the board of trustees shall elect a chairman and secretary who shall serve for one year. The name of this chairman shall be given to the president prior to the organizational meeting.
- Sec. 5. The board of trustees shall make recommendations in writing to the executive committee prior to any action by the board of directors regarding: (a) investments, (b) new gifts or donations to assure the best resolution for the donor

and the corporation, and (c) existing gifts or donations to ensure that the administration of the funds is as directed by the grantors.

- Sec. 6. The board of trustees, together with the scholarship chairman, shall constitute the scholarship committee.
- Sec. 7. The board of trustees, together with the Golden Legacy chairman, shall constitute the Golden Legacy Society committee.
- Sec. 8. The board of trustees shall constitute the endowment committee which shall oversee the endowment fund and scholarship endowment fund as directed in the charters of the two funds. The endowment promotion chairman shall be a non-voting member of the endowment committee. Signers on all endowment accounts shall be the president, treasurer, and chairman of the board of trustees.
- Sec. 9. The board of trustees shall be responsible for the monthly internal financial review.
- Sec. 10. The board of trustees shall be responsible for collecting and maintaining important CGCI documents

ARTICLE XV - ADVISORY COUNCIL

Former presidents shall comprise the advisory council, which shall meet at the call of the chairman or two members of the advisory council for the purpose of discussing policies and procedures. The immediate past president shall act as chairman.

ARTICLE XVI - CIRCLE OF POPPIES

The Circle of Poppies was established in 2005 to honor those who have given extraordinary length of service to CGCI. Membership requires recommendation by the executive committee and approval by the board of directors which may occur at any meeting. Membership confers a permanent ex officio position on the board of directors which includes all privileges, voting, making motions and holding positions but without the obligation of attendance. A member of the Circle of Poppies is not counted in determining the number required for a quorum or whether a quorum is present at a meeting, unless they also hold another position on the board of directors.

ARTICLE XVII - LIABILITY INSURANCE

- Sec. 1. Liability insurance shall be maintained for clubs and associate plant societies who choose to have this insurance, and are approved by the insurance carrier. The annual rate shall be recommended by the executive committee and approved by the board of directors at the pre-convention meeting.
- Sec. 2. If the liability insurance is terminated, any premiums paid by the clubs in advance shall be returned to those clubs. Disposition of any remaining funds shall be determined by the board of directors.
- Sec. 3. A current copy of the liability insurance policy shall be filed annually with the recording secretary according to Article V, Sec. 4 (d).

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and consistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE XIX - DISSOLUTION

Dissolution of the corporation shall be as stated in the Articles of Incorporation.

ARTICLE XX - AMENDMENTS

- Sec. 1. These bylaws may be amended at any convention by a two-thirds vote, provided that at least forty-five (45) days prior to convention all voting members shall have been sent a copy of proposed amendments with rationale.
- Sec. 2. Proposed amendments to the bylaws must be submitted to the bylaws committee chairman by November 1.
- Sec. 3. Proposed amendments shall be submitted to the board of directors for recommendation at the winter board meeting before being submitted to the voting membership. Written notice of proposed changes shall be distributed at least one week prior to the meeting.
- Sec. 4. Bylaws may be amended by a two-thirds vote by mail (electronic or postal) ballot if a convention cannot be held.
- Sec. 5. Any changes in the NGC bylaws that affect CGCI shall automatically become part of CGCI bylaws.

Complete revision of Bylaws, adopted May 1985.

Amended: May 1990, 1993, 1995, 1997, 1999, 2000, 2002, 2003, June 2006, 2007, 2008, 2009, 2010, May 2011, June 2012, 2013, 2014, 2015, May 2016. June 2017, 2018,. 2019.

STANDING RULES

1. The geographical boundaries of the districts and their delineation are as follows:

ARBORETUM - San Gabriel foothills in Los Angeles County to Whittier, including Glendale, to Orange and San Bernardino Counties.

BAY BRIDGES - Alameda and Contra Costa Counties west of the Berkeley-Oakland Hills including the cities of Pinole and Fremont.

BAY OCEAN - All of San Mateo and San Francisco Counties including the City of Palo Alto.

BUTTES - Counties of Butte, Colusa, Glenn, Sutter (except for the Rio Oso Area in the southern portion) and Yuba (except for the Wheatland area on the southern border).

CASCADE - Counties of Shasta, Tehama and Trinity.

CENTRAL COAST COUNTIES - Counties of Monterey, Santa Cruz and San Benito.

CHANNEL ISLANDS - Counties of Ventura and Santa Barbara except that portion of Santa Barbara County west and north of a line drawn from Gaviota to the junction of Highways 33 and 166 near the northeastern corner of the county.

COSTA VERDE - Southwestern Los Angeles County south of Manchester Avenue-Firestone Boulevard (State Highway 42) to Interstate 5 and Orange County line.

DESERT EMPIRE - Kern County east of the cities of Tehachapi and Kernville, Antelope Valley in Los Angeles County, San Bernardino County northwest of Interstate 15 to Interstate 40, including Barstow, north of Interstate 40 and all of Inyo County.

DIABLO FOOTHILLS - Contra Costa and Alameda Counties east of Berkeley-Oakland Hills including the Highway I-680 corridor.

GOLDEN FOOTHILLS - Counties of El Dorado, Nevada and Placer.

GREATER LOS ANGELES - Coastal and central Los Angeles County north of Manchester Boulevard; Malibu and Hollywood.

HUMBOLDT - Counties of Humboldt and Del Norte.

LUTHER BURBANK - Counties of Sonoma, Napa and Marin.

MENDO-LAKE - Counties of Mendocino and Lake.

MONTANA DE ORO - All of San Luis Obispo County plus the portion of Santa Barbara County, which lies north and west of a line

drawn from Gaviota to the junction of Highways 33 and 166 near the northeastern corner of the county.

ORANGE COUNTY - Orange County.

PALMS TO PINES - Western San Bernardino and western Riverside Counties; to northern and eastern boundaries of San Bernardino National Forest area.

PALOMAR - Counties of San Diego, Imperial.

PLUMAS LASSEN - Counties of Plumas, Lassen and Sierra.

ROADRUNNER - Eastern San Bernardino and eastern Riverside Counties, east from Interstate 15, and San Bernardino National Forest area; north to Interstate 15 and Interstate 40 excluding Barstow.

SACRAMENTO RIVER VALLEY - Counties of Sacramento, Solano, Yolo, Sutter(Rio Oso area) and Yuba (Wheatland area).

SAN FERNANDO VALLEY - Northwestern Los Angeles City and County from north face of the Santa Monica Mountains through San Fernando Valley, excluding Antelope Valley.

SANTA CLARA VALLEY - Santa Clara County excluding the City of Palo Alto.

SEQUOIA FOOTHILLS - Counties of Fresno, Kings, Tulare and western Kern County, including the cities of Tehachapi and Kernville.

TOP O' THE STATE - Counties of Siskiyou and Modoc.

VALLEY LODGE - Counties of Alpine, Amador, Calaveras, Mono, San Joaquin, Stanislaus and Tuolumne.

YOSEMITE GATEWAY - Counties of Madera, Mariposa and Merced.

2. The order printed in the *Yearbook, Manual & Roster* shall be the Articles of Incorporation, Bylaws, Standing Rules and Policy.

3. Proposed amendments to standing rules and policy shall be submitted to the bylaws and policy committee chairman. Amendments to standing rules may be made at a board meeting by a majority vote with notice or a two-thirds vote without notice.

4. New policies or proposed policy amendments shall be submitted to the bylaws and policy committee. The recommendations of the bylaw and policy committee shall be sent to the advisory council and the executive committee for final approval.

5. The president shall appoint a vice president, preferably the third vice president, to chair the bylaws and policy committee which shall include the parliamentarian and five (5) additional members. The other vice presidents may attend the meetings and participate except for the right to make motions and the right to vote.
6. The bylaws and policy committee shall collect and review information and advise on the meetings/convention procedures and any other procedures deemed to be important to the organization.
7. The board of directors shall investigate and approve all proposals to endorse any products or commercial enterprises to determine if such endorsement would be in conflict with CGCI's stated objectives, or jeopardize CGCI's tax exempt status.

AWARDS

10. New awards or changes in awards shall be submitted to the awards chairman who shall present them to the awards committee for approval. Changes must be agreeable to both the awards committee and the sponsor. Any award may be discontinued from the awards program upon approval of the awards committee and consultation with the sponsor.
11. Cash shall be accepted for any new awards offered. Rosettes, ribbons, donor certificates, trophies and plaques will not be accepted. CGCI shall provide the certificates.

CHAIRMEN AND COMMITTEES

15. Each chairman has the responsibility of maintaining an updated procedure book pertinent to their chairmanship. The procedure book shall be passed on to the next chairman at the organizational meeting following convention in each election year.
16. The president-elect shall set his/her board (invite, select and confirm those serving as committee chairmen) no later than March 1 of the year he/she is installed.
17. Names and addresses of members of the nominating committee shall be published in *Golden Gardens eNews*.

DISTRICTS AND CLUBS

20. Clubs are encouraged to hold their elections before the convention in order to have correct information for the roster.
21. Districts are encouraged to compile a yearbook or roster listing names and addresses of district officers and chairmen, clubs within the district, dates of district meetings, presidents' conferences, other pertinent information.
22. Notification of changes in roster information for club, associate plant society and affiliate presidents and treasurers should be updated on the website with the annual contact information form.

FINANCE

30. Copies of financial reports of CGCI functions shall be sent by the event chairman within ninety (90) days of the close of function as follows: (a) board meetings to president, financial secretary and board and convention coordinator (b) symposia, refreshers, forums and conferences to president, treasurer and appropriate state chairman, (c) each course in educational schools to president, financial secretary, appropriate state chairman and educational schools finance chairman
31. Anyone whether commercial or otherwise wishing to sell products for their own benefit at a CGCI function, must first be approved by the function host and president. The vendor shall pay a percentage of the gross sales and/or a table fee as agreed upon in the signed Vendor Sales Agreement. Revenues shall be divided equally between the general fund and the function host.
32. Organizers/chairmen of all CGCI fundraisers shall not benefit financially from the fundraisers.
33. The full balance sheet and income statement of the treasurer, as presented at each meeting of the board of directors, shall be attached to the minutes.
34. Loans for preliminary expenses for CGCI functions shall be made from the general fund.
35. Any motion that would propose a bylaw change or involve an unbudgeted expenditure shall be submitted in writing to the executive committee for consideration before being presented to the voting body.
36. The executive committee shall approve the expenses of up to \$300 allocated to a member who shall represent CGCI by participating in a special, unbudgeted event by request of NGC. Normal chairmanship activities will not be included. The money shall come from the general fund.
37. The budget and finance committee shall recommend and include as a separate item in the yearly budget the dollar amount from the scholarship fund to be offered for scholarships. The number of scholarships offered in one year from this fund shall not be more than four (4).

38. Bills for the current fiscal year shall be presented to the financial secretary for authorization of payment on or before June 15th.
39. Printing and postage expenses of the call and minutes of all board meetings and conventions shall be budgeted and paid from the general fund.
40. Number of members for whom CGCI pays NGC dues shall be based on the total dollar amount of dues received from clubs and associate plant societies in the fiscal year preceding the June 1 NGC due date.
41. The accountant's annual review letter shall be incorporated in the minutes and published in Golden Gardens eNews following the fall board meeting
42. A copy of the CPA's annual reviewed financial statements shall be given to members of the executive committee, board of trustees and budget & finance committee. A copy will be provided to board members upon written request and receipt of the cost of the reproduction and mailing.
43. All expenses incurred due to misuse of CGCI's Federal EIN and/or Franchise Tax Board Entity ID number or any other tax ID number shall be charged to the offending organization.
44. CGCI credit card shall be issued to President and first Vice-President/President-Elect for CGCI budgeted expenses.

MEETINGS

50. Scheduled dates of all CGCI board meetings, Pacific Region and NGC annual meetings shall be posted on the website.
51. Board meetings and conventions procedure book shall be updated annually by the state boards and conventions Procedure Chairman and posted on CGCI's website. Current information from the district chairman on duties, procedures, and finances shall be included in the books.
52. The president shall approve program expenses and complimentary tickets using general funds budgeted for program speakers (L/C 2901) for board meetings and conventions.
53. The president is responsible for the agenda and plans the program with the host district chairman for board meetings and conventions.
54. The registration fee cost of each meal and activity for all board meetings and conventions shall be itemized in the call to these meetings.
55. Upon approval of the board of directors the NGC President and/or the Pacific Region Director may be invited to attend a CGCI meeting. Expenditures for courtesies of accommodations, meals, and amenities at board meetings or conventions shall be paid from the general fund.
56. Upon approval of board of directors NGC or Pacific Region may be invited to hold any meeting in California.
57. Standing rules of the convention shall be included in the program of convention, and read aloud by the parliamentarian immediately after the credentials report. Board meeting standing rules shall be distributed at the organizational meeting.
58. A garden club, associate plant society or affiliate member who is not a member of the board of directors may attend a board of directors meeting without voice or vote.
59. Members of the board of directors shall attend regular and special meetings and conventions. Officers and district directors, or assistant directors, and the district director chairman shall also attend the post-convention meeting. Expenses incurred in attending these meetings shall be the personal responsibility of the member.

WEBSITE

60. 1. The website shall be chaired by the communications director and include: (a) items of interest to members as well as non-members, e.g. calendar of events, educational schools, membership and forms; (b) convention and board meeting information (call and minutes), annual financial statements, articles of incorporation, amended sets of bylaws and standing rules; (c) advertising approved by the executive committee or a designated chairman; and (d) endorsements approved by the board of directors.
2. Links: (a) districts, affiliates, associate plant societies and clubs that are members in good standing, Pacific Region and NGC; (b) non-member horticulture, design and environmental organizations or affiliates upon approval of the executive committee; (c) commercial links approved by the executive committee or a designated chairman.
3. Money for technical assistance shall be in the budget.

MEMBERSHIP

70. Membership chairman and/or Communications Director provide reports, as requested, to NGC Chairmen, Pacific Region Chairmen, CGCI officers, District Directors and chairmen.

71. The membership chairman shall maintain a record of dues paid by member clubs, associate plant societies and affiliates and notify them and their district directors when dues are delinquent.

72. No commercial enterprise or agency shall be eligible for membership.

73. Affiliates shall (1) be organizations with one or more CGCI objectives, (2) have a membership of at least ten members, (3) pay dues in accordance with Article IV, Sec. 3(c), (4) be approved by the board of directors, and (5) not be eligible for liability insurance, and/or Directors & Officers insurance, awards program and the CGCI Group Tax Exemption Program. In addition, affiliates may also belong to a district.

74. An associate plant society shall (1) be a member of a permanent statewide or national plant society, (2) be entitled to representation at annual meeting by its president or alternate, and delegates as specified in Article XI, Section 5, (3) pay annual dues according to Article IV, Sec. 3 (a), (4) be eligible to apply for liability insurance, (5) be eligible to participate in the awards program and (6) not be eligible to apply for CGCI Group Tax Exemption Program. An associate plant society may belong to a district and then shall be classified as a club and pay district dues that shall be at the option of the district.

75. The categories of youth gardeners include, but are not restricted to, junior, intermediate and high school gardeners.

STATE PROJECTS

81. Any proposed new state project shall be verified by the person presenting the resolution as an established and viable project. No project will be accepted where CGCI would be a founding member or where the project is still only in the planning stages. The resolution shall state the aims and estimated time frame of the project. Should any project fail to fulfill the aims stated in the resolution, the board of directors shall vote on the termination of the project and determine disposition of any residual funds.

82. State projects approved by the board of directors are limited to initial aggregate funding from any CGCI funds of 10% of the stated project goal at the time of project approval.

YEARBOOK MANUAL & ROSTER

90. Job descriptions in the *Yearbook, Manual & Roster* may be changed only with the informed consent of the president and the chairman involved.

91. Complimentary copies of the *Yearbook, Manual & Roster* shall be distributed to the board of directors and club, affiliate and associate plant society presidents; distribution to be determined by the president and *Yearbook, Manual & Roster* chairman. Copies may be purchased from the *Yearbook, Manual & Roster* chairman. They shall not be given or sold to commercial firms.

92. Major changes in format of the *Yearbook, Manual & Roster* shall be approved by board of directors.

93. The *Yearbook, Manual & Roster* shall not include advertising.

94. Unratified youth projects, school gardening and horticulture programs funded by clubs/districts, may be listed in the district roster section of the *Yearbook, Manual & Roster*.

MISCELLANEOUS

100. Permanent files, containing books and records, shall be under the supervision and control of the president and permanent files chairman. No materials may be borrowed from the files without consent and filing of a receipt with the permanent files chairman.

101. No member shall circulate at any time letters or bulletins to the general public concerning policy or procedure without first having had such material approved by the executive committee and the board of directors. Copies of such material shall be sent to members of the executive committee prior to circulation.

102. Copies of all letters and other documents pertaining to the organization, except routine correspondence, shall be sent to the president.

103. A gift or donation shall state its purpose, use of funds, any time limit imposed, and disposition of any remaining funds after the time limit.

104. Permission shall be required from the executive committee to use the logo in the design of any fundraising merchandise sponsored by a member club, district, flower show judges council, the California Consultants Council or any combination thereof.

105. CGCI stationery is to be used for CGCI correspondence only and not to be used for club, district, or personal correspondence.

106. The concept of any new publication must first be approved by the executive committee and then recommended to the board of directors for approval. If approved, the content must be approved by the executive committee prior to publication.

107. Budgeted funds for officers, chairmen and district directors are for reimbursement of administrative expenses and for outreach activities on behalf of CGCI objectives. **This excludes all expenses for purchasing equipment unless specifically approved by the board of directors and expenses incurred in attending conventions and board meetings except for the president and president-elect.**

108. The incoming president shall be honored with an NGC life membership or a donation to an appropriate NGC honor book or program. This is the responsibility of the second vice-president. The donation shall be of an amount equal to the cost of a NGC Life Membership.

109. (1) No member should vote on a question in which they have a direct personal or pecuniary interest.

(2) To protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the board of directors: (a) an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors; (b) the board of directors shall decide if a conflict of interest exists; (c) if a conflict exists, the board of directors, after exercising due diligence, shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine whether the transaction or arrangement is in the organization's best interest for its own benefit.

110. CGCI Directors and Officers Liability Insurance coverage shall not be available to clubs, associate plant societies or affiliates that have any paid employees (either part-time or full-time).

Complete revision of Standing Rules, adopted May 1985.

Amended: May 1991, 1993, 1994.

Reorganized and amended: May 1995.

Amended: January 1996, 1997; May 1999, 2000, 2001, 2002, 2004; January 2006, June 2007, September 2007, June 2008, September 2008, January 2009, September 2009, January 2010, February 2011, 2012, September 2012, June 2013, 2014, September 2014, February 2015, 2016, May 2016, February 2017, June 2017, January 2018, September 2018, January 2019.

California Garden Clubs, Inc.

POLICY (under review)

CUSTOM AND PRACTICE

CORPORATE LOGO

The CGCI logo was designed by the California School of Arts and Crafts in Oakland in 1932. The Oakland Business Men's Garden Club paid for it and presented it to the Federation. The wording was changed when CGCI became incorporated in 1936 and changed from California Garden Club Federation to California Garden Clubs, Inc. The logo is used on letterheads, programs and similar materials, and as the design for the CGCI state membership pin.

AFFILIATE MEMBERSHIPS IN OTHER ORGANIZATIONS

1. CGCI affiliate memberships in other state, national and international organizations shall be as authorized by the Board of Directors upon determination that no conflict exists between the stated objectives of CGCI and the affiliate organization(s), and that membership in the affiliate organization(s) will not jeopardize CGCI's tax exempt status at any governmental level.
2. Dues for CGCI affiliate memberships in other organizations shall be included in the budget and paid from the General Fund when due.

AWARDS

1. All CGCI awards shall be made upon merit without limitation to the number won by any individual, club, associate plant society or district.
2. Certain special awards shall be given only at the discretion of the Awards Committee, with final approval of the state President.
3. Winners of regional and national awards shall be announced at the CGCI Convention, provided the Pacific Region and NGC conventions precede it.
4. Awards shall be presented at the Convention to current district directors or their designated representative.
5. Entries for Pacific Region and NGC awards shall be forwarded to the proper regional and national chairmen by the CGCI Awards Chairman.

BLUE STAR MEMORIAL HIGHWAY AND BY-WAY PROJECT

1. A Blue Star Memorial Fund has been established to assist clubs and districts in purchasing Blue Star Memorial markers.
2. Contributions or memorial donations shall be made payable to CGCI and sent to the Blue Star Memorial Chairman who shall make a cash receipt schedule in triplicate; the chairman shall keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the Blue Star Memorial Fund.
3. Blue Star Memorial Fund money may also be used for refurbishing existing markers.
4. Requests for financial assistance in completing a Blue Star Memorial marker project shall be made through the Blue Star Memorial Chairman.
5. Expenses of Blue Star Chairman shall be paid from the General Fund under CGCI budgeted Chairman Expenses up to \$50. Chairman expenses in excess of \$50 budgeted shall be submitted to the Executive Committee for approval and paid from the Blue Star Memorial Fund.

CGCI GROUP TAX EXEMPTION PROGRAM

The application made by CGCI for a group exemption recognizing subordinate districts and clubs as organizations of the type described in Section 501 (c) (3) of the Internal Revenue Code was approved by the IRS on November 15, 2006. CGCI is thereby authorized by the IRS to grant qualified districts and member clubs full nonprofit 501 (c) (3) tax-exempt status. The California Franchise Tax Board has authorized CGCI to grant similar state nonprofit tax-exempt status to group exemption subordinates, retroactive to November 15, 2006. Participation in this program is NOT AUTOMATICALLY INCLUDED with CGCI membership.

1. A district or club must apply to be included in the Program and comply with the guidelines required by the IRS and

state of California, and successfully complete the application process (including fee) administered by the CGCI Group Tax Exemption Program Chairman and CGCI Financial Consultant.

2. Districts or clubs which successfully complete the application process shall be ratified as new subordinates in the CGCI Group Tax Exemption Program by the Board of Directors.
3. Districts and clubs ratified for the CGCI Group Tax Exemption Program are required by California law to register with the Franchise Tax Board and the Attorney General's Registry of Charitable Trusts. CGCI notifies the Franchise Tax Board of new subordinates as part of its annual state group exemption renewal, but subordinates must register with the Registry of Charitable Trusts on their own.
4. Districts and clubs that are subordinates in the CGCI Group Tax Exemption Program must renew their status by February 1 of each year, in writing, with documentation of activities and financial information and with payment of a non-refundable renewal processing fee.
5. The CGCI Group Tax Exemption Program Chairman is responsible for processing Program application and renewal fees by completing the CGCI cash receipts form in triplicate, sending the white copy and checks to the CGCI Treasurer for deposit into the General Fund revenue category for CGCI Group Tax Exemption Program fees, the yellow copy to the CGCI Financial Secretary, and keeping the pink copy for the Chairman's files.
6. When a member of the CGCI Group Tax Exemption Program has had its tax-exempt status revoked by the IRS, the removal of the district or club from the Program shall be ratified by the Board of Directors.
7. When the Program chairman is notified by a club or district that it no longer wants to be part of the CGCI Group Tax Exemption Program, the removal of the district or club from the Program shall be ratified by the Board of Directors.
8. All expenses incurred due to misuse of CGCI's Federal EIN and/or Franchise Tax Board Entity ID number or any other tax identification number shall be charged to the offending organization.

DISTRICTS AND DISTRICT DIRECTORS

1. Directors are elected in their respective districts and installed at the Convention. Qualifications for office and rules governing election shall be those adopted by the district. At the close of Convention they officially take office and assume their duties as members of the CGCI Board of Directors.
2. Guests and/or speakers may attend the Directors Forum only at the invitation of the District Director Coordinator.
3. It is recommended that directors schedule and preside at a minimum of three meetings each year following CGCI Fall and Winter Board Meetings and the Convention, which may include regular and special meetings, presidents' conferences, board meetings, workshops, etc.

EDUCATION: FLOWER SHOWSCHOOLS, LANDSCAPE DESIGN SCHOOLS, GARDENING STUDY SCHOOLS, AND ENVIRONMENTAL STUDIES SCHOOLS

(See FINANCES for Financial Procedure for Sponsoring State Functions and Grants and Loans.)

1. NGC has established educational programs of study for Flower Show Schools, Landscape Design Schools, Gardening Study Schools, and Environmental Studies Schools. Any garden club member or the general public may attend the lectures upon paying registration. After successful completion of a series of courses, a student may become a flower show judge, landscape design consultant, gardening consultant, or environmental consultant accredited by NGC. A judge or consultant must belong to a member club. A flower show judge has further requirements of passing a reading exam and securing judging and exhibiting credits.
2. A series of four courses may be sponsored by a club, district, council, or CGCI. The sponsor shall provide the appropriate CGCI school chairman with the proposed dates and location for the series, name of the sponsoring group, local chairman, and proposed first course budget. The CGCI chairman will then present this information to the President for initial approval with final approval by the Board of Directors. Contact the appropriate CGCI chairman for further details.
3. Correspondence from all schools to NGC chairmen and to NGC headquarters must go through the respective state school chairman.

COMMITTEES

Flower Show Schools Committee

1. The chairman shall be the Flower Show Schools Chairman. Other members are the chairmen of Awards, Schedules, Judges Credentials, Judges Council, Symposia and any others deemed necessary.
2. The Flower Show Schools Chairman is responsible for the Flower Show School program within CGCI and for

adherence to NGC requirements in all details of symposia. This chairman shall maintain the file of each flower show student and judge and shall maintain a record of all courses of a flower show school series, the Handbook examination, and symposium credits.

3. The Credentials Chairman will provide the Yearbook, Manual & Roster Chairman, by July 1, with a current list of student judges and all judges in good standing along with their expiration year for the next edition of the Yearbook, Manual & Roster.
4. NGC policy shall apply to the CGCI flower show schools program, following Handbook for Flower Shows, Flower Show School Manual, Instructor's Manual, and directives published in The National Gardener.
5. Expenses of the Flower Show Schools Chairman including Awards, Schedules, Credentials, and Symposia Chairmen, shall be paid from the General Fund under CGCI budgeted Chairman Expenses up to \$50 each. The Flower Show Schools Chairman expenses in excess of \$50 budgeted shall be submitted to the Executive Committee for approval and paid from the Educational Schools Fund. NOTE: Symposia Chairman expenses in excess of \$50 shall be paid from the Symposium Fund upon approval from the Executive Committee.

Landscape Design Schools

1. The Landscape Design Schools Chairman shall: (a) keep records of all CGCI Landscape Design School students, provisional consultants and consultants, including their refresher status; (b) answer all questions regarding consultants certificates and notify consultants when their five-year renewal will lapse; (c) provide the Yearbook, Manual & Roster Chairman, by July 1, with a current list of provisional, accredited and master consultants along with the expiration year of their credentials for the next edition of the Yearbook, Manual & Roster.
2. Expenses of the Landscape Design Schools Chairman shall be paid from the General Fund under CGCI budgeted Chairman Expenses up to \$50. Chairman expenses in excess of \$50 budgeted shall be submitted to the Executive Committee for approval and paid from the Educational Schools Fund.

Gardening Study Schools

1. The Gardening Study Schools Chairman shall: (a) keep records of all CGCI Gardening Study Schools students, provisional consultants and consultants, including their refresher status; (b) answer all questions regarding consultants certificates and notify consultants when their five-year renewal will lapse; (c) provide the Yearbook, Manual & Roster Chairman, by July 1, with a current list of provisional, accredited and master consultants along with the expiration year of their credentials for the next edition of the Yearbook, Manual & Roster.
2. Expenses of the Gardening Study Schools Chairman shall be paid from the General Fund under CGCI budgeted Chairman Expenses up to \$50. Chairman expenses in excess of \$50 budgeted shall be submitted to the Executive Committee for approval and paid from the Educational Schools Fund.

Environmental Studies Schools

1. The Environmental Studies Schools Chairman shall: (a) keep records of all CGCI Environmental Studies Schools students, interns and consultants, including their refresher status; (b) answer all questions regarding consultants certificates and notify consultants when their five-year renewal will lapse; (c) provide the Yearbook, Manual & Roster Chairman, by July 1, with a current list of Interns, accredited and master consultants along with the expiration year of their credentials for the next edition of the Yearbook, Manual & Roster.
2. Expenses of the Environmental Studies Schools Chairman shall be paid from the General Fund under CGCI budgeted Chairman Expenses up to \$50. Chairman expenses in excess of the \$50 budgeted shall be submitted to the Executive Committee for approval and paid from the Educational Schools Fund.

ADVANCED STUDY PROGRAMS

(See FINANCES for financial procedure for Sponsoring State Functions and Grants and Loans.)

Symposia, Bi-Refreshers/Tri-Refreshers, landscape design conferences, gardening study forums and environmental conferences are sponsored by CGCI for flower show judges, landscape design consultants, gardening consultants, or environmental consultants in order that they may continue advanced study. Judges and consultants must be members in good standing of a member club and maintain a current subscription to The National Gardener. Subscription to Golden Gardens e-News is also recommended. Any garden club member or the general public may attend the lectures upon paying registration.

COUNCILS

Statewide council meetings may be held in conjunction with CGCI Board Meetings, Conventions and/or Symposia.

California Consultants Council (CCC)

1. CCC membership is open to fully accredited, emeritus and provisional Environmental Consultants, Gardening Consultants and Landscape Design Consultants upon payment of dues at the beginning of the each two-year term.
2. The CCC Chairman is responsible for planning and conducting meetings of the Council and for CCC sponsored awards and/or events.
3. This chairman's expenses, the CCC awards and related council expenses are paid from the California Consultants Council Temporarily Restricted Fund (line code 31519).

Flower Show Judges Council

1. To establish a new judges council, a petition shall be presented to the CGCI Executive Committee, setting forth the proposed council's objectives and signed by each proposed founding member.
2. The judges council hosting the Judges Council Banquet at the CGCI Convention shall be allowed to add an overage to the meal price to help defray expenses.
3. Flower show judges shall not accept fees for judging flower shows sponsored by member clubs or organizations affiliated with NGC. Mileage fees may be accepted.
4. Membership in more than one judges council is permitted.

ENDOWMENTS

In June 2010, the Board of Directors established two CGCI Endowment Funds: CGCI Scholarship Endowment Fund and CGCI Endowment Fund.

The Board of Trustees serves as the Endowment Committee with responsibility and authority to administer and manage the assets of both Endowment Funds under general guidelines authorized and governed by the Charters of each endowment.

Donations may be designated for deposit in one endowment fund or split between the two funds: CGCI and Scholarship.

1. The Endowment Chairman shall make a cash receipt schedule in triplicate; the chairman shall keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the respective Endowment Fund.
2. The Endowment Secretary shall send acknowledgment letters to donors in accordance with IRS guidelines for all donations received.

FINANCES

GENERAL

1. All motions directing the expenditure of CGCI monies shall specify from which designated fund the monies shall be paid.
2. Printing and postage expenses for the minutes of all CGCI meetings and conventions shall be budgeted and paid from the General Fund as part of the Recording Secretary's budget.

CHAIRMEN WHO PROCESS CGCI FUNDS

1. Each chairman who collects money in the name of CGCI shall make a cash receipt schedule in triplicate. The chairman shall keep one copy for the files, send one copy to the Financial Secretary, and send one copy and check(s) to the Treasurer.
2. Chairmen who receive funds which are to be sent directly to a project shall keep one copy for the files, send one copy to the Financial Secretary, and send one copy and the check(s) to the project.

FINANCIAL PROCEDURE FOR SPONSORING OR HOSTING CGCI FUNCTIONS

Board Meeting
Convention
Flower Show Schools
*Symposia
Landscape Design Schools
Landscape Design Conference
Gardening Study Schools
Gardening Study Forum
Environmental Studies Schools
Environmental Conference
Bi-Refreshers/Tri-Refreshers
Civic Development Conference
*Wildflower Conference

* Employer Identification Number (EIN) for these functions have been secured and are available from the chairman.

1. The sponsor or host district/club may open a temporary checking account in its own name. The EIN of the sponsor or host district/club or, if necessary, a new EIN shall be used to open the checking account. Form SS4 (application form for EIN) is available from the IRS. *The CGCI EIN may not be used.*
2. Revenue from Board Meetings and Conventions shall be governed as follows:
 - a. Revenue from Board Meetings shall be retained by the host.
 - b. Revenue from Conventions shall be divided as follows: Half of the net proceeds shall be placed in the General Fund and the remaining half shall be retained by the host.
3. Individuals or commercial enterprises wishing to sell products or take orders at or during CGCI conventions and board meetings must be approved by the Executive Committee and pay an agreed upon percentage of the gross sales and/or a table fee. Revenues shall be divided equally between CGCI General Fund and the function host.
4. Financial records of the convention shall be maintained under the direction of the Convention Chairman and be audited by a qualified individual approved by the Board of Directors.
5. The financial objective of sponsoring or hosting the following state functions is to break even. If there is a gain or loss, the financial responsibility is as follows:

Gain or loss transferred to CGCI fund:

Convention (50% or half to/from General Fund)
Wildflower Conference – Wildflower Fund
Symposia -Symposium Fund
Landscape Design Conference – Educational Schools Fund
Gardening study forum – Educational Schools Fund
Environmental Conference – Educational Schools Fund
Civic Development Conference – Educational Schools Fund
The word *sponsor* is used for schools, symposia, conferences, forums, bi-refreshers and tri-refreshers.
The word *host* is used for Board Meetings and Conventions.

Gain or loss remains with sponsor or host:

Board Meeting
Convention (50% or half retained by the Host)
Flower Show Schools
Landscape Design Schools
Gardening Study Schools
Environmental Studies Schools
Bi-Refreshers and/or Tri-Refreshers

* If a loss should occur the sponsor or host may appeal to the Executive Committee for possible monetary reimbursement.

6. Within 90 days of the close of a function or of each course in a school series, the Chairman shall send copies of the financial report as follows:

Conventions

Convention audit shall serve as the financial report, send to:

President, Financial Secretary, Treasurer, Boards & Conventions Chairman

Board meetings

Send financial report to:

President, Financial Secretary, Boards & Conventions Chairman

Educational Schools (each course)

Send financial report to:

President, appropriate CGCI school chairman, Educational Schools Finance Chairman

Symposia, Conferences, Forums, Bi-/Tri-Refreshers

Send financial report to:

President, Treasurer, Educational Schools Finance Chairman and appropriate CGCI school chairman

7. The financial outcome shall be recorded in CGCI minutes in the appropriate chairman's report.
8. The financial outcome of each course in educational schools will be monitored by the Educational Schools Finance Chairman.
9. NGC examination fees for NGC school courses, Handbook examinations, symposia examinations and refresher fees shall be processed by the applicable CGCI school chairman. NGC fees shall be sent to NGC.

GRANTS AND LOANS

Grants

A grant of \$250 may be awarded, upon approval of proposed budget by the Educational Schools Finance Chairman, to a new CGCI ratified Flower Show School,* Landscape Design School,* Gardening Study School,* Environmental Studies School, conference or refresher to help defray costs from the Educational Schools Fund. If school, conference or refresher is profitable, grant may be returned to the fund.

*Flower Show School would exclude Course I – see Helen Minor Fund (until depleted). Gardening Study School and Landscape Design School would exclude Course I – see Eleanor Miller Fund (until depleted). Grants of up to \$250 may be available if needed for Courses II, III or IV of any NGC School (upon approval of proposed budget) and if school is profitable, grant(s) may be returned to the fund for future schools.

Loans

Upon approval of the Board of Directors, the following loans for preliminary expenses are available:

\$500 Convention; Pacific Region Convention when CGCI is the host

\$700 Flower Show Symposium

\$250-\$500 Board Meeting, landscape design conference, gardening study forum, bi-refresher/ tri-refresher, environmental conference, civic development conference, wildflower conference.

GOLDEN GARDENS eNEWS

1. The Editor shall departmentalize the work of the magazine and select all material for a balanced publication.
2. The Financial Secretary shall (a) record all monies collected in the name of Golden Gardens eNews; (b) pay all bills; (c) send all invoices; and (d) prepare line item entries for inclusion in CGCI budget and financial statements.
3. Circulation chairman shall (a) maintain database of subscriptions; and (b) process new subscriptions.
4. Golden Gardens eNews Angels and Season's Greetings contributions shall be sent to the Golden Gardens eNews Angels and/or Season's Greetings chairman who shall submit a cash receipt in triplicate; keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer.
5. Complimentary Angels and/or Season's Greetings require approval from Board of Directors.

HONOR BOOK

1. Contributions to the Honor Book shall be used for any of the objectives of CGCI, upon approval of the Board of Directors.
2. The Honor Book shall be on display at Convention.
3. The Chairman shall make a cash receipt report in triplicate; keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit.

INSURANCE, LIABILITY

1. The Liability Insurance plan is available for an additional charge to qualifying clubs, clubs-at-large, and associate plant societies who pay per capita membership dues.
2. The coverage is for investigation, legal defense, personal injury, and property damage due to the negligence of the club, members or guests during any meeting under the control of the club, including flower shows, conventions, tours, sales, etc. There is a limit of \$1,000,000 per accident, with an aggregate of \$2,000,000 for all clubs. A homeowner or commercial policy takes precedence over the garden club's insurance policy.
3. Third-party certificates for commercial and government agencies are available upon request to the Liability Insurance Chairman. A fee will be charged for each certificate issued.
4. A new club or associate plant society may be added to the policy at the time it joins CGCI. A full year's premium will be charged even though first year coverage may be less than one year. Subsequent premiums are due for the following insurance years.
5. The insurance year is from February 15 to February 15.
6. The Liability Insurance Chairman will notify clubs of premiums due before November 15.
7. Due date of payment is January 15 to avoid late fee.

IRS 501(C)(3) NONPROFIT GROUP EXEMPTION

The application made by CGCI for a group exemption letter recognizing subordinate clubs as organizations of the type described in Section 501(c)(3) of the Internal Revenue Code was approved by the IRS on November 15, 2006. CGCI is thereby authorized by the IRS to grant qualified member clubs full, nonprofit 501(c)(3) tax status. The California Franchise Tax Board has authorized CGCI to grant similar state nonprofit tax status to group exemption subordinates, retroactive to November 15, 2006. Participation in this program is NOT INCLUDED with CGCI membership.

1. A club must apply to be included in the program and comply with the guidelines required by the IRS and state of California, and successfully complete the application process (including fee) administered by the CGCI Group Exemption Chairman and the CGCI Financial Consultant.
2. Upon completing the application and/or renewal process, the group exemption chairman shall make a cash receipt schedule in triplicate; keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the General Fund revenue category for group exemption fees.
3. New clubs who successfully complete the application process shall be ratified by the Board of Directors.
4. Clubs ratified for the 501(c)(3) group exemption program are required by California law to register with the Franchise Tax Board and the Attorney General's Registry of Charitable Trusts. CGCI notifies the Franchise Tax Board of new subordinates as part of its annual state group exemption renewal, but subordinates must register with the Registry of Charitable Trusts on their own.
5. Group exemption status is renewable thereafter by February 1 of each year in writing with documentation of activities and financial information and upon payment of renewal fee.

MEETINGS

(See FINANCES for Financial Procedure for Sponsoring CGCI Functions and Grants and Loans)

The President is responsible for the agendas and plans the programs with the host chairman for Board Meetings and Conventions.

ANNUAL MEETINGS - CONVENTIONS

1. Voting status of the attendee will be indicated by issuance of a voting card or indication of the delegate's status on attendee's identification badge

NGC AND PACIFIC REGION CONVENTIONS

1. CGCI shall be represented at NGC and Pacific Region Conventions as prescribed in the NGC and Pacific Region bylaws.
2. The suggested order for the selection of delegates to NGC and Pacific Region conventions shall be as follows: (a) former CGCI presidents in order of seniority of days of service; (b) CGCI officers; (c) district directors; (d) former NGC officers and chairmen; (e) former Pacific Region officers and chairmen; (f) CGCI chairmen; and (g) members.

MEMBERSHIP CHAIRMAN

1. The Membership Chairman shall keep current a complete file of all classes of adult membership and shall issue individual membership cards to clubs upon payment of annual dues and any dues for additional members. Associate plant societies shall be sent membership cards if requested.
2. All inquiries pertaining to membership shall be referred to the Membership Chairman.

MEMBERSHIP

CLUB MEMBERSHIP

1. Club presidents may attend CGCI Board Meetings without voice or vote.
2. The president of each club, club-at-large, and associate plant society shall receive the CGCI Yearbook, Manual & Roster, *Golden Gardens eNews* subscription information and *The National Gardener*.
3. The president of each affiliate shall receive the CGCI Yearbook, Manual & Roster, and Golden Gardens eNews subscription information.
4. All classes of membership are encouraged to subscribe to Golden Gardens eNews.

Procedure for Joining CGCI

1. Applications for membership by clubs shall be made to the Membership Chairman on an application form which should be signed by the district director (with the exception of clubs-at-large and associate plant societies) and accompanied by dues, made payable to CGCI.
2. Upon receipt of application and dues the following will be forwarded to the new president: welcome letter, guidelines for treasurer, CGCI Yearbook, Manual & Roster, Golden Gardens eNews subscription information etc. Clubs receive individual membership cards. Associate plant societies receive individual membership cards upon request. Affiliates receive one membership card for their records.
3. New clubs in all membership classes shall be ratified by the Board of Directors.

YOUTH GARDEN CLUBS

1. Applications for junior, intermediate and high school youth groups shall be made to the Youth Activities Chairman and shall be signed by the sponsoring club president and the district director.
2. A junior garden club shall be composed of students from pre-school through sixth grade. Intermediate garden clubs shall be students from seventh through ninth grade. High school gardeners shall be students from tenth through twelfth grade and shall include ninth grade in a four-year high school.
3. Each club shall be sponsored by a CGCI member club, and shall have all the privileges of CGCI except the rights to vote and hold office. Dues within the youth clubs shall be at the option of each youth club.
4. Junior, intermediate, and high school garden clubs shall pay no dues to CGCI.
5. CGCI pays dues annually to NGC for youth clubs. Ten dollars (\$10) covers all youth clubs.

CGCI LIFE MEMBERSHIPS

1. Applications are available from the Life Membership Chairman and the website.
2. Life memberships are honorary and require a one-time fee designated in Article IV, Section 3(g).
3. The Life Membership Chairman shall make a cash receipt schedule in triplicate - keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the Scholarship Donations/Life Membership Fund.
4. New life members shall be ratified by the Board of Directors.
5. Clubs shall pay CGCI dues for all club members holding Life Memberships. CGCI life members shall pay club dues as prescribed by the club's bylaws.

MEMORIALS

1. Upon the death of a board member, a contribution by CGCI from the General Fund in the amount of \$50 shall be made to the current President's Project.
2. Upon the death of a former president, a contribution by CGCI from the General Fund in the amount of \$100 shall be

made to the current President's Project.

NOMINATIONS AND ELECTIONS

NOMINATIONS

1. Members of the Nominating Committee are expected to attend Nominating Committee meetings at Fall and Winter Board Meetings, Conventions and at the call of the Chairman.
2. The Nominating Committee shall meet prior to the adjournment of the Convention at the call of the Parliamentarian for the election of its chairman. (Reinforces Article VI Sec 2 (d) 1-2)
3. Recommendations of qualified candidates may be sent to the Chairman and all members of the Nominating Committee no later than January 1 in odd-numbered years, they serve as information only. The Nominating Committee is charged with obtaining the best qualified candidates for the offices to be filled and is not bound by recommendations received or suggestions of potential candidates submitted, these recommendations and suggestions serving as information only.

ELECTIONS

1. The election shall be held on the first day that business is conducted at the Convention.
2. The Chairman of the Election Board shall supervise the arrangements for voting in a polling room separate from the assembly room, provide ballots containing the names of candidates submitted by the Nominating Committee, with additional spaces for writing in names of nominees from the floor and for the district affiliation of all such candidates, and maintain order and quiet in the polling room.
3. An alphabetical list of eligible voting members shall be prepared by the Credentials Chairman prior to the opening of the polls. The voting hours, which shall not be less than two, shall be determined by the Executive Committee. No less than three members of the Elections Board shall be on duty during voting hours.
4. The ballot box shall be sealed after the opening of the polls and until the count begins. The count shall continue without interruption until completed, when the ballot box shall again be sealed unless a recount is called for by the Executive Committee. At no time shall the ballots be handled by anyone other than the Election Board. Sealed ballot box shall be given to the Recording Secretary for storage until expiration of the term. At that time, the ballots shall be destroyed.
5. The Chairman of the Election Board shall report the results of the election to the president at the next business session conducted at the convention.

OFFICERS AND BOARD MEMBERS

1. Officers, district directors, chairmen of standing and special committees shall present written progress reports at the Fall and Winter Board Meetings and the Convention unless otherwise specified.
2. Oral reports shall be limited to three minutes unless otherwise specified. There shall be three copies: two full-length reports, one for the President, one for the Editor of Golden Gardens eNews and one condensed copy of not more than 100 words for the Recording Secretary.
3. Three "master" procedure books are created electronically for officers, chairmen and district directors. One copy of those masters is put on a CD for "permanent" retention and one copy is available on the website. Anyone, including the officer, chairman, district director or coordinators and president can access. At the beginning of each term, the chairman's procedure "book" would be updated to add/delete positions and all three would be updated for content as needed and for those who need only the information that applies to their position. Each position would have a separate page/division within the master procedure book so that only that one item needs to be downloaded/printed or saved. A paper book could be printed out for those few individuals who do not have Internet access.
4. A chairman should be consulted and be present, if possible, when any change in his/her area of responsibility is being considered.

SCHOLARSHIPS

1. In addition to the Scholarship Endowment Fund, a CGCI fund has been established to provide scholarships for college juniors, seniors and graduate students who plan careers in fields related to the activities and objectives of CGCI.
2. Contributions (other than life memberships) to the Scholarship Donations/Life Membership Fund shall be payable to CGCI and sent to the Scholarship Chairman. This Chairman shall make a cash receipt schedule in triplicate; the chairman shall keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the Scholarship Donations/Life Memberships Fund.
3. Life membership applications along with the one-time fee shall be sent to the Life Membership Chairman who shall make

a cash receipt schedule in triplicate; keep one copy for the files, send one copy to the Financial Secretary and send one copy and check(s) to the Treasurer for deposit in the Scholarship Donations/Life Memberships Fund.

4. With the approval of the Executive Committee and the Board of Directors, additional scholarships may be offered through CGCI by individuals, clubs, or districts, with students making application through the Scholarship Chairman.

CGCI PROJECTS

1. Member clubs are encouraged to financially support CGCI and NGC projects.
2. The Advisory Council shall monitor current CGCI projects to determine their viability and worthiness and shall advise the Executive Committee at each Winter Board Meeting on the continuation or termination of each project.

MISCELLANEOUS PROCEDURES

National Garden Clubs, Inc. Personnel File

In accordance with NGC requirements, the Board of Directors shall certify and/or recertify the names and eligibility of CGCI members requesting to be listed in the NGC personnel file.

Product Endorsement or Commercial Enterprises

Proposals to endorse any products or commercial enterprises shall be thoroughly investigated to determine that such endorsement would not be in conflict with CGCI's stated objectives, or jeopardize CGCI's tax exempt status at any governmental level.

Amenities for NGC President, Pacific Region Director when Guests of CGCI

When the Pacific Region Director or NGC President is the guest of CGCI, it is a courtesy to provide lodging and meals one day prior to and one day following a Board Meeting or Convention, as well as lodging, meals and registration during such meeting.

Redwood Tree Honoring CGCI Presidents each Decade

Every ten (10) years, starting at the Annual Meeting in 1970, a redwood tree shall be purchased to honor those CGCI Presidents in office during that decade. The tree is selected by the Sempervirens Fund Chairman in the Big Basin Redwoods State Park. Money to come from the Honor Book.

CGCI Invited Guests

CGCI board designated Honor Book shall pay meal expenses for CGCI guests and speakers invited by the Executive Committee.

Complete revision of policy, adopted May 2011. Revised June 2013, September 2016, February 2017