

BYLAWS
Palomar District of California Garden Clubs, Inc.

Article I - Name

Section 1. The name of this organization shall be Palomar District of California Garden Clubs, Inc., a nonprofit organization under 501(c)(3) of the IRS.

Section 2. The geographical boundaries of Palomar District are San Diego and Imperial counties and include Temecula Valley Garden Club in Riverside County.

Article II - Objective

The objectives of this organization shall be:

- A. To implement the aims and purposes of California Garden Clubs, Inc.; to create, promote and further interest in horticulture, gardening, floral and landscape design, plant and bird life, and the appreciation of the natural beauties of the State of California; to encourage civic beautification and roadside development and to assist in projects for the conservation of our natural resources.
- B. To coordinate and promote the interests of garden clubs and affiliates in Palomar District.

Article III - Membership and Dues

Section 1. Classification

- A. The membership shall consist of three (3) classes: Garden clubs, all categories of youth gardeners and affiliate organizations. Voting memberships shall be Garden Clubs. Non-voting memberships shall be all categories of youth gardeners and affiliates.
- B. A garden club, a category of youth gardeners or an affiliate shall be eligible for membership providing no sectarian, racial or political test for membership is required.
- C. Each category of youth gardeners shall be sponsored by a member garden club and registered annually with appropriate CGCI and NGC chairmen.
- D. Affiliates shall be a permanent plant, conservation, horticultural, floral association or society of at least ten (10) members, that is non-profit, non-commercial, cultural or educational and have one or more CGCI objectives. Members may not hold district office but may serve in any capacity on committees.
- E. All members must be located within the Palomar District's geographic boundaries.
- F. Garden clubs must be members of California Garden Clubs, Inc. Affiliates may be members of California Garden Clubs, Inc.

Section 2. Dues

- A. The district fiscal year shall be July 1 to June 30.
- B. Annual district dues:
 - 1) Garden clubs shall pay \$1.50 per capita including individuals holding Life memberships in CGCI, Pacific Region and/or National Garden Clubs, Inc. (Amended 9/20/2015)
 - 2) Affiliate Organizations shall pay \$25.00 regardless of size.
 - 3) Youth gardeners shall pay no dues to Palomar District or to CGCI.
 - 4) All dues are due and payable to the district treasurer July 1 and are delinquent July 31. Clubs shall forward dues on a quarterly basis for new members accepted during the previous quarter.
 - 5) New clubs joining between January 1 and June 30 shall pay one-half of the annual dues for the period up to June 30.

Article IV-Officers

Section 1. Officers

- A. The elected officers of this organization shall be district director, first assistant Director, second assistant director, recording secretary and treasurer.
- B. The appointed officers of this organization shall be the corresponding secretary and parliamentarian.

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Section 2. Qualification and Election

A. Eligibility

- 1) All officers shall hold membership in a member garden club.
- 2) The district director shall have served as president of a member garden club or as an elected officer on the Palomar District board of directors for two (2) years.

B. The officers shall serve a term of two (2) years or until their successors are elected or appointed.

C. No more than two (2) elected officers shall be from the same member club

Section 3. Nominating Committee

A. A nominating committee shall:

- 1) Be composed of five (5) members and two (2) alternates, elected in even-numbered years at the annual membership meeting.
- 2) Have members from different clubs.
- 3) Be elected for one (1) year and may not succeed itself.
- 4) Elect its own chairman.
- 5) Report a slate of officers to the board at the fall meeting in even-numbered years.
- 6) Present a slate of one candidate for each office to the annual membership meeting in odd-numbered years.

Section 4. Elections

A. Election of officers shall occur at the annual membership meeting in odd-numbered years.

B. After the nominating committee has presented its report, nominations may be made from the floor with prior consent of the nominee.

C. Vote shall be by ballot unless there is only one candidate for each office then the election shall be held by voice vote. A majority vote shall elect.

D. New officers shall be installed prior to the end of the fiscal year and assume their duties on after the Summer Membership Meeting.

Section 5. Vacancies

A vacancy in any elected office shall be filled by the board of directors at the next board meeting following the announcement of the vacancy. In the case of the director, the first assistant director shall become director and the office of first assistant director shall become vacant. Vacancies in appointive offices shall be filled by the director.

Section 6. Duties

A. The district director shall:

- 1) Preside at all meetings of the District.
- 2) Appoint a parliamentarian and corresponding secretary.
- 3) Appoint, with approval of the executive committee, all chairmen of standing and special committees.
- 4) Be an ex-officio member of all committees, except the nominating committee.
- 5) Be a signatory on the bank account(s).
- 6) Sign checks in the absence of the treasurer.
- 7) Sign or attest all correspondence and/or all contracts or legal documents of the Corporation.
- 8) Be custodian of all district trophies, awards and files.
- 9) Present an annual report to the membership; and
- 10) Attend all CGCI board meetings and conventions unless excused by the CGCI president.

B. The first assistant director shall:

- 1) Preside at meetings in the absence of the director.
- 2) Represent the district at CGCI board meetings and conventions if the director is unable to attend; and

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- 3) Be membership chairman.
- C. The second assistant director shall:
 - 1) Perform the duties in the absence of the director and first assistant director.
 - 2) Represent the district at CGCI board meetings and conventions in the absence of the director and first assistant director; and
 - 3) Be program coordinator for the district meetings and a resource for clubs hosting a district meeting.
- D. The recording secretary shall:
 - 1) Record the proceedings of all meetings of the district.
 - 2) Maintain a file of amendments to the bylaws and standing rules; and
 - 3) Provide a copy of the minutes of the current term for the permanent files.
- E. The corresponding secretary shall:
 - 1) Conduct the correspondence of the district and send notices and other material as directed by the director.
- F. The treasurer shall:
 - 1) Be custodian of all funds belonging to the district.
 - 2) Deposit all monies in the bank approved by the board of directors and pay all bills approved by the board of directors.
 - 3) Submit a report of all receipts and disbursements at each district meeting.
 - 4) Be chairman of budget and finance committee. (Amended 2/27/2017)
 - 5) Record all monies received and disbursed and make such records available for periodic and fiscal year-end fiscal review; and
 - 6) Prepare and submit annual State and Federal tax reports.
- G. The parliamentarian shall:
 - 1) Be familiar with National, State and District bylaws as well as the current *Robert's Rules of Order Newly Revised*.
 - 2) Serve as chairman of the bylaws committee; and
 - 3) Advise on parliamentary questions.

Article V-Meetings

Section 1. Meetings A minimum of three (3) Membership Meetings, Fall, Winter, Summer, shall be held each year.

- A. The Winter Membership Meeting shall be the annual meeting where officers are elected in odd numbered years and annual reports are received from officers and standing committees.
- B. The voting membership at membership meetings shall consist of members of the board of directors and club delegates. Members of the board of directors are entitled to one vote each, except in the instance of club co-presidents where they are entitled to one-half (1/2) vote each and their vote shall not be counted in the voting quota of their respective clubs.
 - 1) Member clubs shall be entitled to representation at membership meetings by the club president(s) or alternate and additional delegates as follows: 25 members or less, one (1) delegate; 26-50 members, two (2) delegates; and 51-100 members (3) delegates. Increase one (1) delegate for each additional 50 members.
 - 2) Club presidents shall send the names of delegates to the district director by August 1.
 - 3) Twenty-five percent (25%) of the voting members as set forth above shall constitute a quorum.
- C. Special meetings may be called at the request of the district director or by written request of ten (10) members of the board of directors, two (2) of whom shall be elected officers.

Article VI - Board of Directors

Section 1. Executive Committee

- A. The executive committee shall consist of the elected and appointed officers of the district. A majority shall constitute a quorum.
- B. Special meetings of the executive committee may be held at the request of the district director or by any two (2) members of the executive committee for the purpose of transacting business between membership meetings. Any recommendations or actions taken shall be made a part of the minutes of the next membership meeting.
- C. The executive committee may conduct business by mail (electronic or postal) or telephone conference when necessary. Any action taken shall be announced and made part of the minutes of the next executive committee meeting.

Section 2. Board of Directors

- A. The board of directors shall consist of the elected and appointed officers and committee chairmen of Palomar District, club presidents and members of the advisory committee.
- B. The Board of Directors shall:
 - 1) Be the governing body of this corporation
 - 2) Manage the affairs of the corporation in a prudent and responsible manner and in accordance with the articles of incorporation and these bylaws.
 - 3) Have and shall exercise on its behalf, all rights, powers and duties of the corporation, other than the power to dissolve the corporation.
 - 4) Transact routine business .including but not limited to adopting standing rules, policies and procedures and recommending to the membership the annual budget and the amendment of bylaws.
- C. Regular meetings shall be as set forth in Article V, Section 1, A of these bylaws.
- D. Four officers, six presidents or alternates and two chairmen shall constitute a quorum.

Article VII - Chairmen and Committees

Section 1. There shall be such standing committees as are necessary for the operation of the corporation and where practical shall conform to those of California Garden Clubs, Inc. The district director shall appoint the chairmen of all committees, except the nominating, budget and advisory committees

Section 2. The Standing Committees shall be:

- A. The advisory committee, comprised of former Palomar District directors, shall meet a minimum of once per year or at the call of the chairman to discuss policies and procedures. The immediate past district director shall act as chairman. A majority shall constitute a quorum.
- B. The Floral Design Forum:
 - 1) Objectives: to educate, inspire and promote appreciation for floral design.
 - 2) Schedule: October through June or as scheduled by the chairman.
 - 3) The Floral Design Forum shall (a) be self-supporting and make no financial contracts or incur any obligations in the name of Palomar District; (b) establish and maintain a separate checking account, recording all monies received and disbursed and making such records available for periodic and fiscal year-end fiscal review; and (c) provide financial reports to the district treasurer as requested for tax filing.
 - 4) Upon the dissolution, liquidation or abandonment of this committee, all monies earned shall be deposited to the Palomar District checking account. No part of the monies shall inure to the benefit of any individual.

- C. The Education Committee shall create and promote interest in educational opportunities that may be offered through Palomar District, CGCI and National Garden Clubs, Inc. For example the Flower Show School, Symposium, Environmental School, Gardening School and Landscape Design School, or other organizations that share the objectives and principles of NGC.
- D. The Budget and Finance Committee shall have three (3) members; in election years, the treasurer, the director-elect and the treasurer-elect and in non-election years, the treasurer, the director and ~~two~~ one (1) member appointed by the director. The Committee shall submit the annual district budget for adoption at the Summer Membership Meeting. (Amended 2/27/2017)

Section 3. Special committees may be appointed as required.

Article VIII - Parliamentary Authority

Robert's Rules of Order Newly Revised, current edition, shall govern the proceeding of the District in all cases not provided for in these bylaws, and provided they are not inconsistent with CGCI, NGC, or any special rule adopted by the District.

Article IX - Dissolution of Assets

If this organization should be dissolved, its assets remaining after payment or provision for payment of all debts and liabilities, shall be distributed to another organization or organizations qualified under section 501(c)(3) of the Internal Revenue Code. No assets shall inure to the benefit of any individual.

Article X - Amendment of Bylaws

These bylaws may be amended at any membership meeting of the district by a two-thirds vote of those present provided notice has been given either orally or in writing not less than ten (10) days before the meeting.

ARTICLE XI - 501(c)(3) Organization Exempt Requirement

Section 1: Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

STANDING RULES

1. The district director shall be reimbursed up to \$2,500.00 for verified expenses incurred in attending three (3) CGCI meetings each year and/or district travel including mileage reimbursement in accordance with the current IRS business mileage rate. In an election year an additional amount up to \$1000.00 is budgeted for verified expenses of the incoming director in attending the CGCI Convention.
2. The director may be added to a club's mailing list and receive one copy of a club's roster or yearbook.
3. In an election year, the outgoing director shall send the name of the incoming district director to the CGCI secretary prior to the CGCI annual convention.
4. When appropriate, selected clubs may have sales tables at regularly scheduled district meetings. Revenue from sales is retained by the club.
5. Each club president or designated representative shall provide a written report to the director prior to the CGCI convention date each year. In addition, the president or representative may present the report orally, not to exceed three (3) minutes, at a district meeting.
6. Each elected and appointed officer and chairman shall maintain a procedure book outlining the duties of the office. The books shall be given to the Director prior to the installation of a new board in an election year.
7. When a district meeting or event includes a reservation and fee, the monies shall be paid in advance to the host club. Refunds allowed only if cancellations received prior to the deadline established for an individual event.
8. A copy of the District budget shall be given to each member organization.
9. Requests for the expenditure of funds not included in the annual budget shall be submitted in writing to the executive committee for review prior to presenting to the full membership for approval.
10. Fees incurred for a check returned for any reason are the responsibility of the originator of the check whether an individual or organization.
11. Nominations for Man and/or Woman of the Year shall be sent to the committee appointed by the director. Qualifications shall be based on current year contributions to Palomar District. The award will be presented at a designated district meeting.
12. Upon the death of a district board member, or their spouse, a contribution from the Palomar District General Fund shall be made to a Palomar District project.
13. The first assistant director shall obtain a suitable gift for the outgoing district director. The treasurer shall obtain a district director's pin for the incoming director if necessary.

Rev 6/2007, Rev 10/2009, Rev 6/2010, Amended 9/2012, Amended 2/2017, Rev 9/2017