

**BYLAWS OF THE FEDERATED GARDEN CLUBS OF VERMONT, INC.**

Adopted 1962



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**ARTICLE I - NAME**

The name of the organization shall be: THE FEDERATED GARDEN CLUBS OF VERMONT, INC.; hereinafter referred to as FGCV.

FGCV emblem: The FGCV state emblem is a triangle in form and shall have inscribed upon it the following: Federated Garden Clubs of Vermont. Each of the three (3) points of the triangle represent the garden club districts in the state. The Red Clover (*Trifolium pratense*) shall be incorporated within the center of the design. The Red Clover is the Vermont state flower. The official emblem may be used for non-commercial purposes by member clubs.

**ARTICLE II - PURPOSES**

**Its purposes shall be:**

- (1) To operate on a non-profit basis and solely for the benevolent, charitable, scientific, and educational purposes conducive to the well-being of the community and useful to the public.
- (2) To promote and aid in the protection and conservation of our natural resources.
- (3) To encourage civic planting and community beautification.

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- (4) To maintain The Blue Star Memorials/Markers honoring our war dead and living Veterans.
- (5) To foster education and appreciation of horticulture, conservation, floral design and landscape design and advance the art of gardening.
- (6) To encourage the love of all phases of garden club work among youth.
- (7) To give awards for achievement in beautification, conservation, horticulture, flower shows and promote academic scholarships.
- (8) To coordinate the interest and activities of this organization and to cooperate with other organizations in the furtherance of the FGCV purposes as well as the National Garden Clubs, Inc. (NGC).

## **ARTICLE III – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the FGCV in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the FGCV may adopt.

## **ARTICLE IV - TRUSTEES**

The trustees of said corporation shall be the President, the Treasurer and the Recording Secretary (as clerk) of the FGCV which complies with the laws of the State of Vermont.

## **ARTICLE V - MEMBERSHIP**

- Section 1. The membership shall consist of all persons who belong to garden clubs affiliated with the FGCV in any membership status defined by those clubs.
- Section 2. Membership in the Federated Garden Clubs of Vermont, Inc. (FGCV) shall include membership in the National Garden Clubs, Inc. (NGC) by the dues imposed by the National Garden Clubs, Inc. and in the New England Region (NEGC) of the NGC by virtue of the payment of dues by the FGCV on behalf of its members.

## **ARTICLE VI - DISTRICTS**

- Section 1. The member clubs shall be assigned to Districts as determined by the Executive Committee and approved by the Board.

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Section 2. Each district shall have a member on the Federation Nominating Committee.

Section 3. Districts shall serve as hosts for board or membership meetings.

**ARTICLE VII - OFFICERS, EXECUTIVE COMMITTEE AND BOARD**

Section 1. Elected Officers:

The elected officers of the FGCV are the President, First Vice President, Second Vice President, Recording Secretary and Treasurer.

Section 2. Appointed Officers:

The appointed officers of the FGCV are the Assistant Treasurer and District Directors.

Section 3. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority designated in Article III.

Section 4. Executive Committee:

- a) The FGCV Executive Committee shall be the following  
Elected and Appointed Officers: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Assistant Treasurer and District Directors.
- b) All officers shall serve terms of two (2) years and may serve an additional two (2) either consecutively or at a later date; only the Treasurer and Assistant Treasurer may serve more than two (2) terms in the same office.
- c) Each officer shall hold office until the end of the Annual Meeting at which time the successor is elected or until a successor has been named. The term of office shall begin at the close of the Annual Meeting.
- d) The transfer of Treasurer's files will take place after the close of the fiscal year.
- e) All vacancies among officers shall be filled for the unexpired term by appointment of the President with the approval of the Executive Committee.
- f) The Executive Committee considers all policy questions and, if approved, recommends action to the board. Administrative procedure is the sole province of the Executive Committee.

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Section 5. The Board:

The Executive Committee together with the Presidents (or designee) of member clubs in good standing shall constitute the Board. The Board shall consider approved policy recommendations from the Executive Committee and inform the membership.

**ARTICLE VIII - FINANCES AND DUES**

Section 1. The funds of the Federated Garden Clubs of Vermont, Inc. FGCV shall be derived from payment of dues by each affiliated club and from such other sources as the Executive Committee may authorize.

Section 2. The dues shall be paid annually before September 1st. The amount of annual dues to be paid by each FGCV club for its members shall be recommended by the Finance Committee, and approved as defined in Article VII, Section 2-3. Article V, Section 1-2. Any club not paying dues for the current year by the due date shall be given six weeks' notice in writing of the FGCV's intent to terminate the association and will be dropped at the end of the notification period at the discretion of the Board.

Section 3. There shall be a Finance Committee composed of the First Vice President (Chair), Second Vice President, Treasurer, and Assistant Treasurer. The Finance Committee shall oversee the budget and management of the funds and shall make recommendations for all financial policies before action by the Executive Committee and Board.

Section 4. The Finance Committee prepares the budget for approval by the Executive Committee and the Board. Once the budget has been approved the President may approve requests for additional expenditures in budgetary categories of amounts less than \$100.00; the Executive Committee must approve requests for additional expenditures in budgetary categories of amounts more than of \$100.00. Amounts expended outside of budget categories must be approved by the Executive Committee by a two-thirds vote.

Section 5. The Treasurer shall collect and hold all monies belonging to the FGCV and shall deposit the monies in a bank in Vermont chosen by the Treasurer. The Treasurer is responsible, in partnership with the Executive Committee, for ensuring the appropriate accounting and ethical procedures are being followed in the financial affairs of the FGCV.

The Executive Committee has discretion in arranging for audits of the FGCV accounts. However, an audit must be completed at the change of Treasurer, and the interval between audits may not otherwise exceed five years.

The FGCV will operate on the fiscal year of July 1 to June 30.

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**ARTICLE IX - MEETINGS AND VOTING**

- Section 1 The Executive Committee shall meet prior to the fall Board Meeting after the election of new officers, and prior to Board and membership Meetings. A quorum for an Executive Committee Meeting is a majority of the Executive Committee. It shall also meet at the call of the President.
- Section 2. The Board shall meet in the fall. Thereafter it shall meet at the call of the President or upon written request of four (4) members of the Board. A quorum for a Board meeting is a majority of the voting members registered for the meeting, which must include representatives from sixty (60) percent of member clubs. Those entitled to vote are members of the Board as defined in Article VII. Section 3. If a person holds two positions in the voting body, only one vote is permitted.
- Section 3. The FGCV shall hold an Annual Meeting for the membership with the date to be determined by the Executive Committee. All members in good standing shall be entitled to vote at the Annual Meeting as hereinafter provided. A quorum for the Annual Meeting shall be a majority of the voting members registered for the meeting, which must include representatives from sixty (60) percent of member clubs.
- Section 4. Special meetings of the membership must be called by the President upon request of one-third of the FGCV clubs or by majority vote of the Executive Committee. Members from forty (40) percent of member clubs must be in attendance to constitute a quorum. All members in good standing shall be entitled to vote at such meetings.
- Section 5. The Executive Committee must warn motions or recommendations for Board or membership meetings in writing or by electronic means at least four weeks in advance of the meeting.

**Electronic Meetings:**

- Section 6. Electronic meetings can be held in the event of an emergency or when deemed necessary by approval of the Executive Committee. The meetings may be held through a full-featured internet, or combination/telephone meeting services integrating audio (optional video) with text and voting capabilities.

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## **Meeting Postponement or Cancellation:**

Section 7. FGCV Meetings may be postponed or cancelled in the event of an emergency or when deemed necessary, provided the Executive Committee approves the postponement or cancellation.

## **Electronic Voting and Elections:**

Section 8. In the event of an emergency, which prevents in-person voting for elections and/or approval of bylaws, the FGCV conducts confidential voting and sharing of documentation through electronic or postal mail.

## **ARTICLE X – NOMINATIONS AND ELECTIONS**

Section 1. The election of officers shall be held at the Annual Meeting of the membership every two years and to take place in same years as elections in the National Garden Clubs, Inc.

Section 2. There shall be a Nominating Committee consisting of at least three (3) members appointed by the President, with at least one from each district, announced at the fall Board Meeting. Each District Director shall nominate a member from one of the clubs in their district to serve on the Committee. The President shall appoint one of the nominees to serve as chair. Members of the Nominating Committee must have served on the Board and should be an active club member for at least two years.

Section 3. The Nominating Committee shall meet and prepare a slate of nominations to be presented to the Board. Further nominations may be made from the membership if the prior consent of the nominee has been secured.

Section 4. Election shall be by ballot if more than one candidate for any office has been nominated. See Article IX, Section 8 for electronic voting.

## **ARTICLE XI - STANDING COMMITTEES**

Section 1. The standing committees shall be such as the President and Executive Committee may deem necessary. Committee Chairpersons report to the President. All necessary expenditures must be approved by the President as outlined in Article VIII, Section 4.

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**ARTICLE XII - AMENDMENTS**

- Section 1. The FGCV Bylaws may be amended or changed at any Annual or Special Meetings of the membership by a two-thirds vote, provided the notice of amendment or change has been sent in writing or by electronic means to each FGCV president or representative at least four (4) weeks in advance prior to the meetings.

**ARTICLE XIII – 501c3 STATUS**

- Section 1. The FGCV is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.
- Section 2. No part of the net earnings of the FGCV shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons. The organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. **Care shall be taken by all members to ensure no funds due to the FGCV are received in a member's name. Reimbursements for expenditures made by members on behalf of the FGCV will only be made if prior approval by the appropriate body has been given and valid receipts are submitted.**
- Section 3. ~~No-part of the activities of the organization shall attempt to influence legislation.~~-The organization shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the FGCV shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Section 4. In the event of the dissolution of FGCV, the residual assets will be turned over to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any prior or future Internal Revenue Code of the Federal, State or Local Government for exclusive public purposes. No part of any income shall inure to the benefit of any officer or member of this organization.
- Section 5. The FGCV shall have no stock.



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**ARTICLE XIV - WEBSITE**

Section 1.

The FGCV Website is an e-property/asset that is computer-generated communication for FGCV members and the public.

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Revised 1970, 1974, 1980, 1982, 1986, 1990, 1993, 1996, 1998, 2002, 2003, 2007, 2011, 2013, 2015, 2016, 2021