



**FEDERATED GARDEN CLUB OF VERMONT, INC**  
**BYLAWS**  
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**ARTICLE I - MISSION STATEMENT**

The Federated Garden Clubs of Vermont, Inc. (FGCV) mission is to aid in the protection and conservation of our natural resources and encourage the state local clubs to promote civic beautification and educational programs in the field of horticulture, ecology, environment, landscape, and floral design.

## **ARTICLE II – NAME AND EMBLEM**

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: The 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 III – MEMBERSHIP NONDISCRIMINATION CLAUSE**

The Federated Garden Clubs of Vermont shall not permit in their conduct of club affairs any restriction or limitation whatsoever based upon race, color, creed, gender, age and national origin or employment status.

## **ARTICLE IV – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order 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 V - TRUSTEES**

The trustees of said corporation shall be the President, Vice President, 2nd Vice President, the Treasurer, and the Recording Secretary (as clerk) of the FGCV which complies with the laws of the State of Vermont.

## **ARTICLE VI - 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 Garden

Clubs (NEGC) of the NGC by virtue of the payment of dues by the FGCV on behalf of its members.

## **ARTICLE VII - DISTRICTS**

### Section 1.

The member clubs shall be assigned to Districts as determined by the Executive Committee and approved by the Board. Each district shall have a director as appointed by the president.

### Section 2.

Each district shall have a member on the FGCV Nominating Committee.

### Section 3.

Districts shall serve as hosts for board, executive and membership meetings.

## **ARTICLE VIII - 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. Parliamentary Authority

The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority designated in Article IV. Parliamentary Authority

### Section 4. EXECUTIVE COMMITTEE

The FGCV Executive Committee shall be the following Elected and Appointed Officers: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Assistant Treasurer, District Directors, and Standing Committee Chairpersons.

- a) 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.
- b) 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.
- c) The transfer of the Treasurer's files will take place after the close of the fiscal year.
- d) All vacancies among officers shall be filled for the unexpired term by appointment of the President with the approval of the Executive Committee.
- e) 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.

#### Section 5. THE FEDERATED GARDEN CLUBS OF VERMONT BOARD

The FGCV Board shall consist of the FGCV Executive Committee members (elected and appointed officers, district directors and standing committee chairs), Club Presidents, and the immediate past FGCV President as designated in the Policy and Procedure Manual.

- a) In the event there are co-club presidents or co-committee chairs, each club president or committee chair has only one vote.
- b) The FGCV Board shall consider approved policy recommendations from the FGCV Bylaws Executive Committee.
- c) Club Presidents, Committee Chairpersons as designated in the Policy and Procedure Manual and the immediate past President.

## **ARTICLE IX - 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 VI Section 2 Membership 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 \$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 from July 1 to June 30.

## **ARTICLE X - MEETINGS AND VOTING**

### **Section 1**

The Executive Committee shall meet prior to the Annual and Fall 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 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 VIII - Section 5a1 - OFFICERS, EXECUTIVE COMMITTEE AND BOARD. If a person holds two positions in the voting body, only one vote is permitted.

### **Section 3.**

The FGCV shall hold Annual and Fall Meetings for the membership. All members in good standing shall be entitled to vote at the Meetings as hereinafter provided. A quorum for the Meetings 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 sixty (60) 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.

Electronic notice of the time, date, location of the annual and fall meetings, voting recommendations and/or FGCV Executive Committee motions shall be sent to the membership four weeks in advance of the upcoming meeting.

## Section 6.

### Electronic Meetings

Electronic meetings can be held in the event of an emergency or when deemed necessary.

## Section 7

### Electronic Voting and Elections

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

## Section 8

### Meeting Postponement or Cancellation

FGCV Annual and Fall Meetings may be postponed or cancelled in the event of an emergency provided the Executive Committee approves the postponement or cancellation.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

### Section 1.

The election of officers shall be held at the Annual Meeting of the membership every two years and is to take place in the 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 which shall be the three (3) current district directors and announced at the fall Meeting. The President shall appoint one of the nominees to serve as chair.

### Section 3.

The Nominating Committee shall meet and prepare a slate of nominations to be presented to the Executive Committee. 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 X Section 7 - MEETINGS AND VOTING for electronic voting.

## **ARTICLE XII - STANDING COMMITTEES**

The standing committees shall be such as the President and Executive Committee may deem necessary. Committee Chairpersons report to the President. The President must approve all necessary expenditures as outlined in Article IX, Section 4 - FINANCES AND DUES.

## **ARTICLE XIII - AMENDMENTS**

The FGCV Bylaws may be amended or changed at any Annual, Fall 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 club president or representative at least four (4) weeks in advance of the meeting.

## **ARTICLE XIV - 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.



All members shall take care 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.

## **ARTICLE XV - WEBSITE**

Section 1.

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

**Adopted 1962 Revised 1970, 1974, 1980, 1982, 1986, 1990, 1993, 1996, 1998, 2002, 2003, 2007, 2011, 2013, 2015, 2016, 2021, 2024.**