

# Bylaws of The Lake Minnetonka Garden Club

*Founded in 1927*

*Admitted to The Garden Club of America in 1929*

*Incorporated in 1968*

## **BYLAWS, POLICIES & RULES OF PROCEDURE**

### **MILESTONES**

1927	First Constitution and Bylaws
1947	Bylaw Revision
1968	October 28 Incorporation and New Constitution
1969	New Bylaws
1970	New Rules of Procedure
1983	Bylaw Revision
1986	Amendment
1991	Revision of Bylaws and Rules of Procedure
1994	Revision of Bylaws and Policies
1995	Revision of Bylaws and Policies
2008	Compilation and Revision of Bylaws, Policies and Rules of Procedure
2014	Revision of Bylaws and Policies

## **BYLAWS OF THE LAKE MINNETONKA GARDEN CLUB**

### **ARTICLE I – NAME AND PURPOSE**

The name of this Corporation shall be The Lake Minnetonka Garden Club.

The purpose of The Lake Minnetonka Garden Club is to stimulate the knowledge and love of gardening, horticulture, the art of flower arranging, garden history and design and photography, to restore, improve and protect the quality of the environment through action in the field of conservation, and to share the advantages of association by means of educational meetings and civic projects.

### **ARTICLE II – BOARD OF DIRECTORS**

The Board of Directors shall be composed of the Executive Committee and Chairpersons of Standing Committees.

### **ARTICLE III – EXECUTIVE COMMITTEE AND OFFICERS**

The Executive Committee shall consist of the:

President      Vice President      Recording Secretary  
Corresponding Secretary      Treasurer

All members of the Executive Committee shall serve as the Officers of the Corporation.

#### **ARTICLE IV – MEMBERSHIP**

There shall be five classifications of membership in the Lake Minnetonka Garden Club (the "Club"): Active, Associate, Non-Resident Active, Non-Resident, and Honorary.

Membership Classes:

**A. Active Members**

1. To be eligible, the candidate must possess a garden in the Lake Minnetonka area and have a genuine interest in one or more of the Club's purposes.
2. A candidate may also become a member of the Club if:
  - a. the candidate is already a member of a Garden Club of America ("GCA") garden club and moves into the Minneapolis area from out of town; and / or
  - b. no suitable GCA- affiliated garden club exists in the candidate's residential area.

**B. Associate Members**

1. To be eligible, the candidate shall have been an active member who has completed ten or more years of distinguished service in the Club. It is an honor and privilege to belong to this class of membership.
2. A candidate may also become an associate member of the Club if:
  - a. the candidate is already a member of a GCA garden club, has completed ten or more years of distinguished service, and moves into the Minneapolis area from out of town; and / or
  - b. no suitable GCA- affiliated garden club exists in the candidate's residential area.

**C. Non-Resident Active Members**

Have established residency outside of Minnesota, but still have a residence in the Lake Minnetonka area and have a garden.

**D. Non-Resident Members**

The candidate shall have been an Active or Associate Member of the Club who has moved out of state and thus no longer can fulfill membership requirements.

**E. Honorary Members**

Persons who have rendered outstanding service to the Club over a period of years may be selected by the Board for honorary membership. Honorary members will be entitled to the privileges of the Club excluding voting, holding office, representing the Club as a delegate to Zone or Annual Meetings and proposing or endorsing candidates for membership.

#### **ARTICLE V – DUES**

The Board of Directors, with the approval of the membership, shall fix the amount of and levy membership dues and assessments. Dues may be changed by a majority vote of a membership quorum.

#### **ARTICLE VI – NOMINATIONS AND VACANCIES**

The Nominating Committee shall propose and present a single slate of Officer and Chairperson candidates, as well as their Assistants, to the Board of Directors for approval. The Nominating Chairperson shall present the approved slate to the membership for a vote at the annual meeting. Nominations may be made from the floor. If this occurs, voting must be done by ballot. The Nominating Committee shall fill Board vacancies, with approval by the Board of Directors.

#### **ARTICLE VII – PRINCIPAL OFFICE**

The principal office for the transactions of the Corporation and the records thereof shall be kept at such place in the County of Hennepin, State of Minnesota, as may be fixed from time to time by the Board of Directors.

#### **ARTICLE VIII – FISCAL YEAR**

The fiscal year of the Corporation shall begin July 1 and end June 30 of the following year.

#### **ARTICLE IX – CONTRACTS, CHECKS, BANK ACCOUNTS**

- A. All contracts and pledges of support shall be recommended by the Board of Directors and approved by the membership.
- B. Checks or other orders for payment of money issued shall be signed by such person or persons as shall be determined by the Board of Directors.
- C. All funds shall be deposited to the credit of the Corporation in such bank trust companies, or other depositories as the Board of Directors may designate and shall be under the supervision of the Treasurer.

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order Revised shall be the parliamentary authority of this Corporation in all matters not specified in the bylaws.

#### **ARTICLE XI – REVISIONS AND AMENDMENTS**

These bylaws, policies and rules of procedure may be revised or amended at any annual or regular meeting by a majority vote of a membership quorum provided the proposed revision(s) or amendment(s) has been approved by a majority vote of the Board of Directors, and members have been notified in advance of the meeting at which the voting is to take place.

#### **ARTICLE XII – INDEMNIFICATION OF THE BOARD OF DIRECTORS**

Indemnification is governed by the Minnesota Non-Profit Corporation Act of 1990 Section 317A Section 290.05 of Subdivision 2.

#### **ARTICLE XIII – TAX EXEMPT INFORMATION**

The Lake Minnetonka Garden Club qualifies as an organization exempt from Federal Income Tax under Section 501(c) (3). The Corporation’s Federal Income Tax number is 237-01-0551. The Lake Minnetonka Garden Club was incorporated October 1968 as a non-profit Corporation Minnesota Statute Chapters 317. As of January 1, 1991, The Lake Minnetonka Garden Club is governed by Minnesota Statutes Chapter 317A.

### **POLICIES OF THE LAKE MINNETONKA GARDEN CLUB**

#### **I. MEMBERSHIP**

- A. The number of active members of The Lake Minnetonka Garden Club (the “Club”) shall be limited to seventy (70).
- B. The number of associate members of the Club shall be limited to sixty (60).

#### **II. DUTIES AND PRIVILEGES OF MEMBERS**

- A. Active Members are required to:
  - 1. Pay dues.
  - 2. Attend meetings regularly.
  - 3. Serve as an officer, board member, committee chairperson, or committee member when requested.
  - 4. Participate in fundraising activities.
  - 5. Participate in Club projects.
  - 6. Serve as host or co-host at meetings.
  - 7. New members are required to attend both Conservation and Horticulture programs and committee meetings.
  - 8. Vote at meetings.
  - 9. Work one Saturday morning at the Wayzata Library Historical Society once every few years.

- B. Active Members have the following privileges:
  1. Membership in The Garden Club of America (the "GCA"), which includes receiving its communications and "Visiting Gardens" opportunities.
  2. Participation in educational programs related to the mission of the Club.
  3. Opportunities to be a delegate to an Annual or Zone meeting of the GCA.
  4. Opportunities to propose or second a candidate for membership.
  5. Receiving the minutes of regular meetings and the Club Year Book.
- C. Associate Members are required to:
  1. Pay dues.
  2. Support fundraising activities.
  3. Serve as a host or co-host at meetings.
  4. Vote at meetings.
- D. Associate Members have the following privileges:
  1. All the privileges of the Active Members excluding:
    - a) holding office in either the Club or the GCA and;
    - b) being a delegate to a GCA Annual or Zone meeting of GCA.
- E. Non-Resident Members are required to:
  1. Pay dues.
- F. Non-Resident Members have the following privileges:
  1. All the privileges of the Active and Associate Members excluding:
    - a) voting;
    - b) holding office in either the Club or the GCA;
    - c) representing the Club as a delegate to a GCA Annual or Zone meeting; and
    - d) proposing or endorsing candidates for membership in the Club.
- G. Non-Resident Active Members have all the privileges of Active Members:
  1. Except may not represent the Club as a delegate to a GCA annual or zone meeting.
  2. A Non-Resident Active Member must still have a residence in the Lake Minnetonka area as well as have a garden.
  3. She may hold a board position and vote.
  4. Members who decide to go Non-Resident will be given the option of being Non-Resident Active.
- H. Honorary Members are required to:
  1. Act as a consultant when asked to do so.
- I. Honorary Members have the following privileges:
  1. All the privileges as the Non-Resident Members.
  2. Honorary Members do not pay dues.

### **III. ELECTION OF MEMBERS**

- A. Membership Proposal Procedure:
  1. A proposed candidate's name and qualifications shall be submitted to the Membership Chairperson by April 15. A second letter of endorsement shall be submitted to the Membership Chairperson by April 15.
  2. A member may propose only one candidate and second only one candidate each year.
  3. A member of the Board of Directors may not propose a candidate but may second only one candidate each year.
  4. A member may not propose or second a candidate of the member's immediate family.

- B. Membership Election Procedure:
  1. The number of membership vacancies shall be determined by the Board of Directors.
  2. A candidate shall be voted to membership, by ballot, by a majority vote of the Board of Directors at its April meeting.
  3. Upon election, the candidate shall receive a written invitation to membership and a memorandum with the requirements of membership.
  4. Elected candidates shall be introduced to the Club membership at the Annual Meeting.
- C. Changes in Membership Classification and Resignations:
  1. Applications to transfer membership classification shall be made in writing to the Corresponding Secretary by April 15. The Board of Directors shall vote upon the request.
  2. A member wishing to resign shall write a letter of resignation to the Corresponding Secretary by April 15.
  3. The Board of Directors shall be empowered to terminate a membership on thirty (30) days notice for non-payment of dues or assessments and/or poor attendance at meetings.

#### **IV. MEETINGS**

- A. Regular Meeting.
  1. There shall be at least six meetings each year.
- B. Annual Meeting.
  1. The Annual Meeting shall be held in June.
    - a) At the Annual Meeting, the members shall elect new Officers and new Chairpersons of all Standing Committees comprising a new Board of Directors from a slate proposed by the Nominating Committee and approved by the current Board of Directors.
- C. Board of Directors Meetings.
  1. Board of Directors meetings shall be held, if practicable, prior to a regular membership meeting.
- D. Executive Committee Meetings.
  1. The Executive Committee shall meet at the request of the President.
  2. The Executive Committee shall have all the powers of the Board of Directors between Board meetings. Any action taken by the Executive Committee must be approved by majority vote of the Board at its next meeting.
- E. Special Meetings.
  1. Special meetings of the membership may be called at any time by the President, or, in the absence of the President, by the Vice President.
  2. Special meetings of the Board of Directors may be called at any time by the President, or in the absence of the President, by the Vice President.
- F. Notice of Meetings.
  1. Not less than five, or more than thirty (30) days' notice shall be given for regular membership and Board of Directors meetings.
- G. Annual and Zone meetings of the GCA.
  1. The GCA allows two delegates to attend its Annual and Zone meetings. One delegate shall be the President, or an alternate chosen by the President to serve in the capacity of the President. The second delegate should be a Club member who has made an outstanding contribution to the club. The appointment is made by the President subject to Board approval.
  2. The Club may pay the registration fee and traveling expenses for two delegates.

- H. Quorum
1. The presence of a majority of the members of the Board of Directors shall constitute a quorum at Board meetings.
  2. Thirty-five (35) voting members shall constitute a quorum at membership meetings and/or for purposes of conducting Club business.
  3. A quorum must be present to transact club business at any meeting of the membership and at any Board of Directors' meeting, and a majority vote shall rule.

## **RULES OF PROCEDURE**

### **I. DUTIES OF THE EXECUTIVE COMMITTEE**

- A. The President shall:
1. Act as the Chief Executive Officer of the Corporation, have general authority over the business of the Corporation and be charged with the duty of its proper management.
  2. Preside at all meetings of the Board of Directors, the Executive Committee, and regular meetings.
  3. Keep in a notebook all legal records, corporate records, bylaws, policies, amendments and rules of procedure.
  4. Appoint in accordance with Board approval:
    - a) two members to the Membership, Nominating & Bylaws Committee to prepare a slate of candidates and review as deemed necessary any bylaws, policies, procedures or Standing Committee job descriptions;
    - b) a Membership, Nominating & Bylaws Chairperson to act during the second year of the Presidency;
    - c) an Associate Member Liaison to the Board and;
    - d) Ad Hoc Committee Chairs.
  5. Present to the membership the GCA Founder's Fund finalists and conduct a vote.
  6. Oversee the nomination applications and presentations of the Club's GCA awards.
  7. Attend GCA Annual Meetings.
  8. Attend Zone meetings and President's Council meetings when such meetings are held in the Zone.
  9. Invite the Zone Chairman and Vice Chairman to attend one Club meeting during her term of office. The Zone Director, Zone Representatives and National Officers living in Zone XI may also be invited.
  10. Prepare an annual report for GCA Headquarters and the Year Book.
  11. Review monthly bank statements.
  12. Co-sign Corporation checks in accordance with the existing policies of the Treasurer.
  13. Oversee the review of the Club financial records at the request of the Board.
- B. The Vice President shall:
1. Act for or have the power of the President in the absence of, or in the case of disability of, the President.
  2. Arrange and be responsible for an orientation program for new members.
  3. Chair the Grants & Contributions Committee.
  4. Appoint and oversee the Ways and Means Committee.
  5. Chair the Project Research Committee.
  6. Attend Board of Directors meetings and regular member meetings.
  7. Prepare and submit an annual report.
  8. Review the attendance records for the monthly membership meetings at the end of the year.

- C. The Recording Secretary shall:
  - 1. Record minutes of all regular, Board and Executive Committee meetings.
  - 2. Take attendance at Board meetings.
  - 3. Get a copy of the Program Chair's record of attendance at regular membership meetings (annually).
  - 4. Provide all Board of Directors meeting minutes to Board Members.
  - 5. Provide all regular membership meeting minutes to Administrative Assistant in a timely manner so they can be included in the member meeting notices.
  - 6. Keep a notebook of each month's Board minutes and regular membership meeting minutes.
  - 7. Send the Zone XI Chairperson a copy of regular meeting minutes each month.
  - 8. Prepare an annual report.
- D. The Corresponding Secretary shall:
  - 1. Serve as the Club Administrator as defined by the GCA job description.
  - 2. Maintain and keep current the Club's membership records, including keeping the Club's demographic information current on the GCA database in conjunction with the Treasurer, consistent with duties of Club Administrator.
  - 3. Oversee GCA property and liability insurance matters in conjunction with the Treasurer consistent with duties of Club Administrator.
  - 4. Attend to all Club correspondence and keep all Club stationery.
  - 5. Send a written invitation to membership and a copy of membership requirements to each elected candidate and inform the sponsors of each candidate of their candidate's invitation and acceptance.
  - 6. Notify requesting members of the approval of requested changes in membership status.
  - 7. Compose and send sympathy notes on behalf of the Club.
  - 8. Send a letter of regret to members who have resigned.
  - 9. Write and send a note of thanks to the hostess of each program.
  - 10. Prepare an annual report.
  - 11. Oversee the annual Club Year Book.
- F. The Treasurer shall:
  - 1. Manage the funds, pay bills and collect dues and assessments. In her absence, the Assistant Treasurer or President will sign checks.
  - 2. Make a financial report at Board, regular, and Annual Meetings.
  - 3. Prepare a budget with the President and Assistant Treasurer.
  - 4. Oversee the preparation of year-end tax returns in coordination with an accounting firm, to be signed by the President and Treasurer or as determined by the Board of Directors.
  - 5. Maintain Club financial records and make them available for review as requested by the Board.
  - 6. Attend monthly Board meetings or, if unavailable, send the Assistant Treasurer.
  - 7. Serve as a mentor to the Assistant Treasurer.
  - 8. Prepare an Annual Report.

**II. TERM OF OFFICE OF THE EXECUTIVE COMMITTEE**

- A. The term of office shall be two years.
- B. The President, Vice President, and Recording Secretary shall be elected in even-numbered years. The Treasurer and Corresponding Secretary shall be elected in odd-numbered years.

**III. STANDING COMMITTEES OF THE BOARD OF DIRECTORS**

- A. The following committees shall have elected, voting Directors as chairpersons:
  - 1. Awards
  - 2. Community Projects & Depot Garden
  - 3. Conservation & National Affairs Legislation
  - 4. Flower Shows
  - 5. Garden History and Design & Visiting Gardens
  - 6. Historian
  - 7. Horticulture
  - 8. Photography
  - 9. Program
  - 10. Public Relations
  - 11. Scholarship
- B. The following committees shall have appointed, non-voting chairpersons:
  - 1. Membership, Nominating & Bylaws
  - 2. Associate Member Liaison
  - 3. Ad Hoc Committees
- C. An Assistant Chairperson shall become the Chairperson at the end of the term of office or as otherwise noted in the job descriptions.
- D. Chairpersons are encouraged to form committees in order to develop membership participation in activities.
- E. The duties of the Chairperson are subject to change by action of the Board of Directors.