

BY-LAWS OF THE NORTH DAKOTA STATE GARDEN CLUBS

Article I. Name

The Name of the organization shall be known as the North Dakota State Garden Clubs.

Article II. Object

1. The association if 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 any future tax code.
2. To coordinate and further the interest and activities of garden clubs in North Dakota.
3. To promote civic beauty and stimulate interest in the beautification of roadsides and parks.
4. To encourage the study of horticulture, landscape design, and the art of flower arrangement through Flower Show Schools, lectures, tours and visual media.
5. To promote the formation of youth clubs and work with other established youth groups.
6. To cooperate with other agencies furthering the interests of gardening and conservation.
7. To further horticulture education, conservation and landscape design through gift scholarships.

Article III. Membership

Section 1. All garden clubs designated as Federated Garden Clubs within the state shall be members of North Dakota State Garden Clubs.

Section 2. The membership of the NDSGC shall consist of two classes:

- A. Voting Membership. The voting membership shall consist of Garden Clubs paying per capita dues.
- B. Non-voting membership. Non-voting members may attend any regular meeting of NDSGC but shall not have the right to vote or debate unless they are duly accredited delegates under the rules of voting membership. Neither shall they hold office. Non-voting memberships shall consist of the following:
 - a. Junior Affiliates. Members of the junior garden clubs, from the first through twelfth grades.
 - b. Honorary Members. Honorary membership conferred by the Executive Committee.

Section 3. Disbanding of federated Garden Clubs. Disbursements of monies in club treasury after all non-profit bills (according to state and federal tax laws) have been paid, shall be turned over to the North Dakota State Garden Clubs Endowment and Educational Fund in memory of the disbanding Garden Club.

Article IV. Fiscal Affairs

Section I. Fiscal Year. The fiscal year of NDSGC shall be from June 1 – May 31.

Section 2. Dues.

- A. Each club shall pay annual dues for each member belonging to the club.
- B. Each club shall also pay annually one dollar (\$1.00) for the State Life Membership. At the end of the term of the state president, that person shall receive a state life membership, in the event that person is not already a member.
- C. Dues are payable to the state treasurer prior to July 1 and are in arrears on December 31. Clubs not paying dues by March 1 *of the following year* are dropped from membership at the discretion of the Executive Committee.
- D. Youth affiliate membership: One dollar (\$1.00) per sponsoring senior garden club or by a Youth Club and ten cents (\$.10) per member.
- E. Life Memberships: One payment of fifty dollars (\$50.00) and life members shall receive the Peace Gardener for Life. The money shall be deposited in the Life Membership Trust Fund.

Any withdrawals from this fund must have the approval of the NDSGC members at the annual meeting.

F. Honorary Membership. No dues.

Section 3. Finances. Expenses incurred by the board of directors in pursuance of the programs and duties as designated by the budget are to be paid through funds in the state treasury.

Section 4. Audit. The Executive Committee shall provide for such audit and control of its funds as are necessary to assure their safe keeping and complete accounting.

Section 5. Budget. The annual budget for the NDSGC shall be prepared by the Budget Committee and approved at the annual meeting. The Budget Committee shall consist of the following:

- a. The immediate past president of the NDSGC as chairman.
- b. The Vice President
- c. The Treasurer
- d. One member appointed by the Board of Directors.

If the immediate past president is unable to act in this capacity, the Board of Directors shall appoint from among themselves a member to act as chairman.

Article V. Districts.

Section 1. The membership of the NDSGC may be divided into districts designated by the Board of Directors.

- A. A district director shall be elected by the members at the district meeting. They shall coordinate the interests of the clubs in their district, shall advance the projects of the NDSGC and the National Garden Clubs, Inc. and shall serve as a member of the Board of Directors.

Section 2. Districts shall be divided geographically as needed.

Article VI. Officers

Section 1. Elective Officers. The elective officers of NDSGC shall be President, First Vice-president, Second Vice-president, Secretary, and Treasurer.

Section 2. Appointive Officers. The appointive officers of NDSGC shall be such officers as shall be considered desirable to carry on the work of NDSGC. They shall be appointed by the President with the approval of the Executive committee.

Section 3. Qualifications for office. All officers, elective or appointive, shall be members of NDSGC. To be eligible to hold the office of President, a member shall have served a minimum of two (2) or more years as an elected member of the Board of Directors.

Section 4. Terms of office. The term of each officer shall begin following the installation at the close of the annual meeting. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office. No officer may hold the same office for more than two (2) consecutive terms.

Article VII. Nominations and Elections.

Section 1. Nominating Committee. The Nominating Committee shall consist of five (5) members. Two (2) are to be elected by the Executive Committee at the meeting proceeding the annual meeting and three (3) are to be elected at the annual meeting. This committee should cover the various areas of the state and shall serve for two (2) years.

Section 2. Elections.

- A. The elective officers of NDSGC shall be elected at the annual meeting by the duly accredited delegates.
- B. The Nominating Committee shall present the names of suitable officers to be elected at the annual meeting. After nominations from the floor (if any), the election shall proceed by

ballot or oral vote and a majority of votes shall constitute the election. All nominees shall have consented to serve if elected.

Section 3. Vacancies.

- A. Elective Office. A vacancy in an elective office, except for the President, shall be filled by appointments made by the President with the approval of the Board of Directors, such appointments to run until the next annual meeting.
- B. Appointive Office. A vacancy in an appointive office shall be filled by appointment by the President with the approval of the Board of Directors, such appointment to be for the balance of the unexpired term.

Article VIII. Duties and Officers

Section 1. Duties of Elective Officers

- A. President. As an elective officer, the President shall:
 - 1. Preside at all meetings of the NDSGC, Board of Directors and Executive Committee.
 - 2. Appoint the chairmen and members of all state committees after consultation with the Executive Committee.
 - 3. Be the official delegate to the National Garden Clubs Convention.
 - 4. Issue the official call for Board Meetings and the Annual Meeting.
 - 5. Submit an annual report.
 - 6. Be responsible for taking the necessary steps to bring the NDSGC by-laws up to date.
 - 7. Serve as ex-officio member of all committees, except the Nominating Committee.
- B. First Vice-President. The First Vice President shall:
 - 1. Preside at meetings in the absence of the President.
 - 2. Perform such other duties as requested by the President or Board of Directors.
 - 3. Be chairman of assembling the convention report booklet.
 - 4. Be a member of the Budget Committee
- C. Second Vice-President. The second Vice-President shall:
 - 1. Preside at meetings in the absence of the President and First Vice President.
 - 2. Perform such other duties as requested by the President and First Vice President.
 - 3. Encourage the organization of new garden clubs through club presidents and district directors.
- D. Secretary. The Secretary shall:
 - 1. Record and keep in his/her custody the minutes of all meetings of the NDSGC Board of Directors and Executive Committee.
 - 2. Record Clubs and membership lists and send a copy to the President.
 - 3. Send a copy of the recorded minutes of the annual meeting to the President and editor of the Peace Gardener to be printed in the next issue following the annual meeting.
- E. Treasurer. The Treasurer shall:
 - 1. Assume the responsibility for the collection of all state dues and other money due the NDSGC.
 - 2. Keep a list of current members and their addresses and send a copy to the President, Secretary, and editor of the Peace Gardener.
 - 3. Pay all bills provided for in the budget or verified by the President or Board of directors.
 - 4. Submit a detailed financial report to the annual meeting and at such other times requested by the Board of Directors.
 - 5. Submit the records for audit by the Auditing Committee appointed by the Executive Committee.

Section 2. Reports. All officers shall submit annual reports to the members at the annual meeting.

Article IX. Meetings and Quorum.

Section 1. Time, Place and Notifications.

- A. NDSGC shall hold one (1) regular meeting, to be known as the Annual Meeting, in the summer of each year, to conduct the business of the NDSGC, including the election of officers.
- B. The annual meeting shall be held at a place designated by the Executive Committee or at such place designated by invitation presented at the annual meeting. Member Clubs will be asked to host in alphabetical order.
- C. The exact time of the annual meeting shall be determined by the Executive Committee.
- D. Special meetings may be called by the President on the written request of the majority of members of the Executive Committee.
- E. Notices of meetings shall be sent to all members of the Board of Directors or Executive Committee at least thirty (30) days prior to the meetings.

Section 2. Representation.

- A. Voting Body. The voting body at the annual meeting shall consist of the official delegation.
- B. Delegates. Clubs not in arrears for dues shall be represented in the following ratio:
 1. Less than 50 members inclusive shall be entitled to two (2) delegates
 2. 51 – 100 members inclusive to three (3) members
 3. For each additional 50 members, one (1) additional delegate
 4. An alternate delegate shall be permitted to vote in the absence of a delegate
 5. The President of a member club is automatically a delegate and member of the Board of Directors by virtue of that office. The President of a member club may delegate his/her report but not voting power.

Section 3. Quorum. Two-thirds (2/3) of the official delegates at the meeting shall constitute a quorum.

Article X. Board of Directors.

Section 1. Membership. The Board of Directors shall be composed of elective officers, appointive officers, presidents of member clubs, district directors, chairmen of standing and official committees, past presidents of NDSGC.

Section 2. Power and Duties. Administration: The Board of Directors shall have the power and authority over the affairs of the NDSGC in the interim between annual and special meetings of the NDSGC. They shall appoint one member to the Budget Committee.

Section 3. Meetings and Quorum.

- A. The Board of Directors shall meet prior to the annual meeting to carry on such business as necessary. Special meetings may be called by the President or a majority of members of the Board.
- B. A simple majority of the members of the Board of Directors shall constitute a quorum for a meeting.

Article XI. Executive Committees.

Section 1. Membership. The Executive Committee shall be composed of the elective officers of NDSGC.

Section 2. Powers and Duties. Administration: The Executive Committee shall conduct necessary business between meetings of the NDSGC or perform such other duties as designated by the Board of Directors. It shall also:

- A. Confirm appointments made by the President.

- B. Appoint two members of the Nominating Committee.
- C. Select the time and place of the annual meeting.
- D. Appoint an Audit Committee for an audit of the funds of NDSGC.
- E. Make recommendations to the Board of Directors.

Article XII. Committees

Section 1. Standing Committees. The standing committees shall be such as are necessary to carry on the work effectively of the NDSGC and NGC and shall be voting members of the Board of Directors.

Section 2. Special Committees. The special committees shall be appointed by the President with the approval of the Executive committee or at the annual meeting. They shall serve until their duties have been accomplished.

Article XIII. Parliamentary Authority.

The rules contained in Robert's Rules of Order, newly revised, shall govern the NDSGC in all instances in which they are applicable and in which they are not inconsistent with these by-laws.

Article XIV. Amendments.

The provisions of these by-laws may be amended at any annual meeting by a two-thirds (2/3) vote of those present and voting thereon, provided notice of the proposed amendment shall have been given to each member of the Board of Directors at least thirty (30) days prior to the annual meeting at which such amendment is to be acted upon; or if previous notice has not been, by unanimous vote of the delegates present at the meeting and voting; or unanimous vote of the Board of Directors after written notice and meeting and voting with their member clubs. (2002).

Article XV. Notwithstanding any other provision of these articles, the association 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©(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code,
- b. By an association, contributions to which are deductible under section 170©(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Article XVI. Upon dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(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 association 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 OF THE NORTH DAKOTA STATE GARDEN CLUBS

A. Annual Meeting

1. Registration Fee. Each club, whether represented or not, shall pay a registration fee of six dollars (\$6.00) to the state treasurer.
2. Order of Business. The following order of business shall be observed at the annual meeting
 - a. Call to order
 - b. Approval of Minutes
 - c. Reports of officers and Directors
 - d. Report of the Executive Committee
 - e. Reports of Standing Committees
 - f. Reports of Special Committees
 - g. Reports of Credentials Committee
 - h. Unfinished Business
 - i. New Business
 - j. Adjournment
3. Voting Body. The voting body of the NDSGC shall be:
 - a. The State Officers
 - b. Presidents of Member Clubs
 - c. Delegates or alternates
 - d. District Directors
 - e. Committee Chairmen
 - f. Parliamentarian
 - g. Historian
 - h. Past Presidents of NDSGC
4. The Annual Meeting shall be held at a place designated by the Executive Committee or at such place designated by invitation presented at the annual meeting. Member clubs will be asked to host in alphabetical order. Order as of 2009, Town & Country, Fargo Garden, Good Neighbor, Green Thumb, Prairie Rose, Sheyenne Valley, Town & Country, etc.

B. Dues Each club shall pay annual dues of ten dollars (\$10.00) for each member belonging to the club. Seven dollars (\$7.00) is for state dues, three dollars (\$3.00) is for subscription to the Peace Gardener, except for family memberships which will include only one subscription to the Peace Gardener.

C. Flower Show Schools. Each club not represented at a Flower Show School shall pay fifteen dollars (\$15.00) registration fee which will be sent to the state treasurer.

D. Additions and Amendments. Amendments or additions to these standing rules shall be made by the Executive committee with the approval of the Board of Directors.