



## **CENTRAL REGION GARDEN CLUBS, INC.**

### **BYLAWS**

#### **ARTICLE I NAME**

The name of the corporation shall be Central Region Garden Clubs, Inc., hereinafter referred to as CR.

#### **ARTICLE II MISSION, PURPOSE AND OBJECT**

##### **SECTION 1. MISSION STATEMENT**

Central Region Garden Clubs, Inc. (CR) strives to promote and to share the love of gardening and floral design, encourages civic and environmental responsibilities, while providing resources and educational opportunities for its members.

##### **SECTION 2. PURPOSE**

The CR organization, as contained in its Articles of Incorporation, is organized exclusively for charitable, educational and scientific purposes, including, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

##### **SECTION 3. OBJECT**

The objects for which CR is organized are to:

- A. Coordinate and further the interests and activities of National Garden Clubs, Inc. (NGC) and CR State Garden Clubs.
- B. Aid in the protection and conservation of natural resources, to promote civic beauty, and encourage the improvement of roadsides and parks.
- C. Study and advance the fine arts of gardening, landscape design, floral design, horticulture and environmental protection.
- D. Cooperate with other organizations in the furtherance of the foregoing objectives, and in such activities as may be determined by the CR Board of Directors.
- E. Further horticulture education, conservation, and landscape design through gift scholarships and grants.
- F. Restrict the activities of the corporation so that no part of the net earnings shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

### **ARTICLE III MEMBERSHIP**

#### **SECTION 1. CR STATE GARDEN CLUBS**

The membership of CR shall consist of The Garden Clubs of Illinois, Inc., The Garden Club of Indiana, Inc., Federated Garden Clubs of Iowa, Inc., Michigan Garden Clubs, Inc., Federated Garden Clubs of Minnesota, Inc., The Federated Garden Clubs of Missouri, Inc., and Wisconsin Garden Club Federation, herein referred to as State Garden Clubs.

#### **SECTION 2. NON DISCRIMINATION CLAUSE**

This organization shall not discriminate against any person wishing to join based upon race, gender, age or sexual preference.

### **ARTICLE IV OFFICERS**

#### **SECTION 1. ELECTED OFFICERS**

The elected officers of CR shall be a Director, an Alternate Director, and the Presidents of the CR State Garden Clubs. The term of office will be two years beginning at the conclusion of the NGC Convention in the odd-numbered year.

#### **SECTION 2. ELIGIBILITY - DIRECTOR AND ALTERNATE DIRECTOR**

To be eligible for the offices of Director and Alternate Director, each nominee must reside within the Central Region geographic locations of State Garden Clubs and shall have:

- A. Served as President of a State Garden Club for a minimum of two years.
- B. Attended two of the three previous NGC Annual Conventions/Meetings at the time of election, and may include the NGC Convention at which they are presented.

- C. Attended two of the last three CR Conventions preceding the election.
- D. The endorsement of the Governing Board of the State Garden Club, signed by the President of that State Garden Club.
- E. Officers shall assume their duties at the close of the NGC Convention at which they are presented in the odd-numbered year.
- F. The Region Director's pin, which is the property of CR, shall be transferred to the newly elected Director at the Region Breakfast (or scheduled CR function) during the NGC Convention in the odd-numbered year.

### **SECTION 3. NOMINATIONS AND ELECTION OF DIRECTOR AND ALTERNATE DIRECTOR**

- A. In the interest of fairness and unity, the office of Director shall be rotated in the following order: Iowa, Indiana, Missouri, Michigan, Illinois, Wisconsin and Minnesota. (Start date for next rotation: 2019 Indiana) In the event a CR State Garden Club is unable to submit names for both Director and Alternate Director, that State Garden Club shall yield its turn to the next designated State Garden Club. The State Garden Club, which yielded its opportunity, shall have an opportunity again in two years (following term) to nominate a Director and Alternate Director. If again that State Garden Club is unable to submit candidates for Director and Alternate Director, that State Garden Club will wait until the rotation is completed. Only one forfeit per State Garden Club will be permitted during a full rotation.
- B. The candidate for Director shall be:
  - 1. Elected by the Governing Board of that Director's State Garden Club in session during the even-numbered year prior to assuming office.
  - 2. Presented to the CR Convention in the even-numbered year.
  - 3. Presented at the NGC Convention in the odd-numbered year and assumes office for a term of two years at the close of the NGC Convention.
- C. The candidate for Alternate Director shall be elected by the Governing Board of that State Garden Club in session during the even-numbered year prior to assuming office.
- D. In the event of a vacancy in the office of Director, the Alternate Director shall become Director. An Alternate Director shall then be elected as established within the CR according to procedure.

### **SECTION 4. APPOINTED OFFICERS**

The appointed officers of CR shall be a Secretary, a Treasurer, an Associate Treasurer and a Parliamentarian. These officers shall be appointed by the newly elected Director.

## **ARTICLE V DUTIES OF OFFICERS**

Each officer shall:

- A. Serve as a member of the Executive Committee and of the Board of Directors.
- B. Perform the duties prescribed by these Bylaws, the Standing Rules and by the adopted Parliamentary Authority.
- C. Report to each CR Convention and at other times as required.

## **ARTICLE VI MEETINGS**

Regular meetings shall be scheduled at the CR Annual Convention to be held in October, following the NGC Fall Board Meeting, at a location to be determined by the Host State.

## **ARTICLE VII EXECUTIVE COMMITTEE**

The Executive Committee shall consist of:

- A. Voting members: the Director, the Alternate Director, the Presidents of the seven State Garden Clubs, the Secretary, the Treasurer and the Associate Treasurer. Non-voting member: the Parliamentarian.
- B. All former Region Directors shall be ex-officio members with no voting privileges.
- C. **Quorum:** A quorum for the Executive Committee shall require at least nine members with at least five of the seven State Presidents in attendance.

## **ARTICLE VIII BOARD OF DIRECTORS**

The Board of Directors shall consist of:

- A. The Elected and Appointed Officers, Presidents of State Garden Clubs or a Vice-President as an alternate by permission of the Director, Chairmen and Committees, and former CR Directors.
- B. Policies and procedures for participation in the CR Convention are listed in the CR Standing Rules.
- C. Duties and responsibilities are listed in CR Standing Rules.

- D. **Quorum:** A majority of those Board Members registered for the convention with representation from at least five of the seven states shall constitute a quorum.

## **ARTICLE IX COMMITTEES**

All Chairmen and committee members shall be members of the Board of Directors.

### **SECTION 1. STANDING COMMITTEES**

Standing Committees shall be established by the Director for the efficient and lawful operation of the CR, subject to the approval of the Executive Committee. Qualifications, duties and procedures are listed in the Standing Rules.

### **SECTION 2. SPECIAL COMMITTEES**

Special Committees may be established by the Director for the efficient and lawful operation of the CR, subject to the approval of the Executive Committee.

### **SECTION 3. NGC NOMINATING COMMITTEE**

#### **A. Eligibility**

1. To be eligible to serve as a member and alternate member of the NGC Nominating Committee, a member must:
  - a. Have served a minimum of two years as an elected officer of the State Garden Club.
  - b. Have served a minimum of two years on the Board of Directors of NGC.
  - c. Have attended two of the previous five NGC Conventions prior to assuming that position.
  - d. Have attended two of the previous five CR Conventions preceding the election.
  - e. Reside within the CR Region of State Garden Clubs.

#### **B. Nominations**

1. There shall be one member and one alternate member from each of two State Garden Clubs in the following order of rotation: Iowa, Illinois, Michigan, Missouri, Indiana, Minnesota and Wisconsin. (Start date for next rotation: 2019 Indiana-Minnesota)
2. The member and alternate member shall be elected by the Governing Board of the State Garden Club during the six-month period preceding the CR Convention in the even-numbered year prior to service.
3. In the event a State Garden Club is unable to submit names for both member and alternate member, that State Garden Club, which has yielded its opportunity, shall not be entitled to the position until its next turn in rotation. Any action taken shall be subject to ratification by the Board of Directors of NGC.
4. The Director shall send the names of two nominees and two alternates to the Chairman of the NGC Nominating Committee immediately on election in even-numbered years.

#### C. Duties

1. Attend all meetings of the NGC Board of Directors and NGC Conventions unless excused by the National President.
2. If neither the member nor the alternate member is able to attend a meeting, the Director shall appoint a member from the CR already serving on the NGC Board of Directors to attend that meeting.

### **SECTION 4. REGION CHAIRMEN FROM STATE GARDEN CLUBS**

#### Duties:

- A. Serve as members of the Board of Directors.
- B. Attend the CR Convention and assist in setting up and presenting workshops and/or exhibits related to their specific chairmanship, if requested by the Director or Convention Chairman.
- C. Report at CR Conventions.
- D. Send the Director and Presidents of State Garden Clubs copies of important directives and letters.
- E. Contact, as soon as possible, committee members.
- F. Finance their chairmanships, unless undertaking a major project with full knowledge and approval of the Director.

### **SECTION 5. ADVISORY COUNCIL**

An Advisory Council shall be composed of all former Region Directors with the immediate former Director serving as Chairman. They shall serve as ex-officio members of the Executive Committee. The Council shall serve in an advisory capacity to the current Region Director when invited to do so by that Director.

## **ARTICLE X REGION CONVENTION**

In the interest of fairness and unity the CR Convention shall be rotated in the following order: Iowa, Illinois, Wisconsin, Michigan, Missouri, Indiana and Minnesota. (Start date for next rotation: 2019 Missouri)

The CR Convention policies and procedures shall be a part of the Standing Rules.

#### **A. General Assembly and Delegates**

The CR Conventions are open to all interested garden club members. The General Assembly shall be made up of all members registered for the convention.

**B. Voting Strength and Representation for the General Assembly**

Voting delegates at the CR Convention shall be members of the Board of Directors, CR Life Members and delegates from each of the seven member states.

**C. Delegates and Alternate Selection**

In addition to members serving on the Board of Directors, each state shall be entitled to elected delegates and alternates. Delegates to be determined by allowing one delegate and one alternate for each five hundred members with a maximum of ten delegates and ten alternates and a minimum of three delegates and three alternates. An alternate shall become a delegate when a vacancy occurs.

Each state shall determine its own method of selection of delegates and alternates. Each State President shall mail a list of selected delegates and alternates to the CR Convention Credentials Chairman three weeks prior to the CR Convention, and it shall be the official list of delegates and alternates for the State Garden Club.

The State President may fill the authorized quota of delegates and alternates at the time of the CR Convention by presenting the credentials of registered members of that state to the CR Credentials Chairman.

**D. Quorum for the General Assembly**

A majority of the registered voting delegates with representation from at least five of the seven states shall constitute a quorum.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of CR in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

**ARTICLE XII  
AMENDMENTS**

These Bylaws may be amended at any Regular Meeting by a two-thirds vote of the delegates present and voting, provided that the proposed amendments shall have been presented in writing to the Executive Committee and Board of Directors prior to the Meeting. Notice of proposed amendments will be posted on the CR website.

Without the prescribed notice, these Bylaws may be amended at any Regular Meeting by a unanimous vote of the delegates present and voting.

**ARTICLE XIII  
INDEMNIFICATION**

Any current or former member of the CR Board of Directors, who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceedings taken on behalf of CR shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith only to the extent that their conduct was authorized by CR and to the extent permitted by law.

**ARTICLE XIV  
DISSOLUTION**

Upon dissolution of the CR, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the Federal government, or to a state or local government for public purposes.

Adopted: October 8, 2019