

ESSEX GARDEN CLUB, INC.

BYLAWS

AMENDED AND RESTATED 16July2023

ARTICLE I – NAME

The name of this organization shall be the Essex Garden Club, Inc. hereinafter known as the Club.

ARTICLE II – PURPOSE

- 1) To operate exclusively on a non-profit basis and solely for the charitable and educational purposes conducive to the well-being and usefulness to the community, including providing funding for the recognition of community accomplishments in accordance with approved charitable spending guidelines; and
- 2) To further the knowledge of gardening and artistic use of plant materials, to stimulate interest in civic beautification, to aid in the conservation of natural resources and to promote educational and charitable projects which emphasize conservation, ecology, and civic improvement.

ARTICLE III – AFFILIATION

1. The Club shall be a member of the Federated Garden Clubs of Connecticut, Inc. and shall adhere to their stated objectives, aims and purposes.
2. Member use of the Federated Garden Clubs of Connecticut, Inc. and/or the Essex Garden Club names or logos shall require the approval of the Essex Garden Club Board of Directors.
3. Likewise, commitment of the Essex Garden Club's participation in any Federated Garden Clubs of Connecticut or other non-Club activity or project shall require the approval of the Board of Directors.
4. In accordance with the policies of the Federated Garden Clubs, Inc., the Essex Garden Club shall not distribute the names of members to any outside organization.

ARTICLE IV – MEMBERSHIP

The following classifications of Club membership are established and recognized by the Board of Directors. Club members should refer to the Club's Policies and Procedures for membership classification specifics and related accountabilities.

1) **New Members**

- The number of New Members shall be unlimited.

- New Members shall have voting privileges as applicable and defined in the Bylaws and Policies and Procedures.
- New Members shall review and adhere to the stated classification accountabilities presented in the Club's Policies and Procedures.

2) Active Members

- The number of Active Members shall be unlimited but reserved for members with a minimum of two years of service in the Club.
- Active Members shall have voting privileges as applicable and defined in the Bylaws and Policies and Procedures.
- Active Members shall review and adhere to the stated membership classification accountabilities presented in the Club's Policies and Procedures.

3) Sustaining Members

- The number of Sustaining Members shall be unlimited but reserved for members with a minimum of ten years of service in the Club.
- Sustaining Members shall have voting privileges as applicable and defined in the Bylaws and Policies and Procedure.
- Sustaining Members shall review and adhere to the stated membership classification accountabilities presented in the Club's Policies and Procedures.

4) Past Presidents

- The number of Past Presidents shall be unlimited but reserved for members who have served in the office of Club President.
- Past Presidents shall have voting privileges as applicable and defined in the Bylaws and Policies and Procedures.
- Past Presidents shall review and adhere to the stated membership classification accountabilities presented in the Club's Policies and Procedures.

5) Emeritus Members

- The number of Emeritus Members shall be unlimited but reserved for whom honorary membership classification has been recognized and approved by the Board of Directors.

ARTICLE V – ADMISSION OF NEW MEMBERS

- 1) All candidates for admission to the Club shall have Essex residency.
- 2) Candidates shall be proposed and seconded in writing by a member of the Club, excluding the President and First Vice President. Candidates shall submit a completed membership application and meet with the Membership Chair and Club Officers to discuss the commitments of membership.
- 3) In advance of receiving approval to join the Club, candidates shall attend one of the monthly Club General Business Meetings.
- 4) Candidates for Club membership shall be approved by majority vote of the Membership Committee. When approved, their names shall be presented (along with the name of his or her proposer) to the Board of Directors for acceptance by majority vote.

- 5) New Members shall be introduced to the full Club membership at the next monthly General Business Meeting.
- 6) New Members shall be assigned a mentor during their first two years of Club membership. A New Member Mentor shall have been active in the Club for at least two years prior to assuming a Mentorship role. New Members and their Mentors should refer to Policies and Procedures for specific information about Mentorship expectations and accountabilities.

ARTICLE VI – OFFICERS AND ELECTIONS

A. OFFICERS

- 1) There shall be a Board of Directors consisting of the Officers, the Chairs of the Standing Committees, and such special committees as the President from time to time may appoint. The President or designee shall appoint the Chairs of the Standing Committees, as detailed in the Club's Policies and Procedures.
- 2) The Officers of this Club shall constitute an Executive Committee and include the President, Vice President, Second Vice President, Treasurer, Assistant Treasurer and Recording Secretary.

B. ELECTIONS

- 1) Elections of Officers shall be held at the April General Business Meeting each year. They shall take office at the end of the Annual Business Meeting in September. Officers are expected to serve for a two-year term, with exceptions approved by the Board of Directors. All members are eligible to vote in this election.
- 2) The President appoints the Chair of the Nominating Committee. The Chair shall be in charge of appointing individuals to serve on the Nominating Committee. They shall present the slate of officers to the Board of Directors prior to the April General Business Meeting and shall have charge of the election at the April meeting.
- 3) When a vacancy occurs in the Office of the President, the First Vice President shall assume that office.
- 4) When a vacancy occurs in the Office of the Treasurer, the Assistant Treasurer shall assume that office.
- 5) Members shall refer to the Club's Policies and Procedures for administrative guidelines pertaining to other details of elections of officers.

ARTICLE VII – MEETINGS

- 1) Club General Business Meetings shall be held on the first Monday of each month, except for the months of January, July, August, and December, or as determined by the Board of Directors.

ORDER OF BUSINESS:

- a) Call to Order

- b) Approval of the previously distributed minutes of the last meeting
 - c) Treasurer's Report
 - d) Committee Reports
 - e) Unfinished Business
 - f) New Business
 - g) Announcements
- 2) The Annual Business Meeting shall be held on the second Monday of September, or as determined by the Board of Directors. The Annual Business Meeting shall include the Annual Reports of the President and Standing Committees and the introduction of the incoming President, as applicable.
 - 3) The September General Business Meeting will be held immediately following the Annual Business Meeting. The new budget (having already been approved by the Board of Directors), will be presented by the Treasurer to the general membership at this time.
 - 4) Meetings of the Board of Directors shall be held on the last Monday of every month except the months of December, June, and July or as determined by the Executive Committee. Members of the Board of Directors are expected to attend every Board meeting.
 - 5) The President may call a special Ad Hoc meeting of the Club, of the Board of Directors or the Executive Committee at any time or upon written request of 10% of club membership.
 - 6) Meeting Suspension - The business section of any meeting, except the Annual Business Meeting, may be suspended by the Board of Directors if the nature of the program makes it seem advisable.
 - 7) Quorum – A majority of the voting members present shall constitute a quorum to transact business at all regular General Business Meetings and special meetings of the Club. The same definition shall apply to both the Executive Committee and the Board of Directors: a majority of voting members present shall constitute a quorum. In the event of a tie in either of the latter bodies, the President shall abstain from voting.

ARTICLE VIII – MEMBERSHIP DUES

- 1) The fiscal year of the Club shall be August 16th through August 15th of the following year.
- 2) Dues shall be authorized by the Board of Directors and shall be paid annually by all members, except those classified as Emeritus.
- 3) All dues shall be payable by September 30th for the current fiscal year. Any member in arrears on November 30th shall be considered delinquent and may be removed from membership at the discretion of the Executive Committee.

ARTICLE IX – AMENDMENTS

- 1) Amendments to the Bylaws shall be voted on at any meeting provided that:
 - a. The proposed amendment has prior approval of the Board of Directors; and
 - b. A copy of the proposed amendment has been sent to each club member at least 30 days in advance of the meeting.

- 2) Amendments to the Bylaws require the approval of two-thirds of the voting members present. Amendments shall become effective at the adjournment of that meeting.

ARTICLE X – INDEMNIFICATION

In consideration for the privilege of membership in the Club, each Member agrees (i) to accept all risks associated with Club activities and to release the Club from, and indemnify and defend the Club against, any and all claims arising out of or in any way connected with such Member's engagement in Club activities and (ii) to assume sole responsibility for their personal safety and the safety of their personal property used in connection with Club activities.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The parliamentary authority for the Club shall be the current Robert's Rules of Order.

In witness whereof, we have herein subscribed our names, this ___ day of _____ 2023.

Dagmar Miller, President

H. Kaye Griffin, First Vice President

Pam Keller, Second Vice President

Barbara Muhlfelder, Treasurer

Jennifer Gill, Recording Secretary