

# **German Village Garten Club**

## **Constitution and Bylaws**

### **CONSTITUTION**

#### **Article I. Name**

Section 1. The name of this organization shall be the German Village Garten Club.

#### **Article II. Objectives**

Section 1. The objectives of this club are to study, foster, and encourage garden beautification and to promote and provide for community beautification the German Village area.

Section 2. This organization is organized exclusively for charitable and educational 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.

#### **Article III. Membership**

Section 1. Membership is open to anyone interested in the objectives of the German Village Garten Club.

Section 2. Anyone wishing to join the club should provide the Membership Chairperson and/ or Executive Board member with his/her name, address, and telephone number, along with payment of the annual dues.

Section 3. There shall be two classes of membership: Individual and Household. Household membership is defined as two or more individuals residing at the same physical address.

Section 4. Each individual member shall be entitled to one vote. Each household membership is entitled to two votes, but each vote must be cast by an individual member of the household. There are no proxies.

Section 5. Membership termination. Membership terminates upon the death or resignation of a member or upon the failure of a member to pay dues. Upon the affirmative two-thirds vote, the Executive Board may terminate the membership of a member for cause. "Cause," for the purposes of this Constitution, includes, but is not limited to acting unlawfully or acting against the best interests of the organization. The Executive Board shall notify the member in writing at least ten (10) days in advance of the time and place set for the meetings at which the termination is to be considered and shall give the member an opportunity to be heard.

#### **Article IV. Officers and Trustees**

Section 1. The Officers shall consist of President, Vice President, Treasurer, Media Coordinator, Secretary, and Sergeant-at-Arms.

Section 2. The term of office for each officer is one year beginning January 1. Any individual who replaces an officer during the term shall serve out

only the remainder thereof. No officer may serve more than five consecutive full terms in a particular office.

Section 3. A vacancy in an office during the term shall be filled by majority vote of the Executive Board.

Section 4. The Executive Board shall consist of the officers and three trustees, who are the three most recent past presidents. The terms of these three are so staggered that the immediate past president becomes a member at the end of his/her term as president and the term of the past president with the longest seniority in service on the Executive Board ends. If any one of the three past presidents is unavailable or unwilling to serve, the vacancy may be filled by the President, with the approval of the Executive Board.

#### **Article V. Meetings**

Section 1. Regular general membership meetings shall be set throughout the year by vote of the Executive Board.

Section 2. The Annual Meeting is the December meeting, the day for which shall be appointed by the Executive Board. At the meeting, the officers for the following year shall be elected.

Section 3. For the purposes of this Constitution and Bylaws, meetings, notices, and ballots may be sent by any authorized communications equipment or by U.S. Mail or courier service. Member meetings, and meetings of the Executive Board and other committees may choose to meet via authorized communications equipment. Authorized communications equipment is any equipment that provides a transmission, including but not limited to telephone, telecopy, virtual, or any electronic or computer-generated means, from which it can be determined that the transmission was authorized by and accurately reflects the intention of the members involved, and with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with one another.

Section 4. The voting members present at a legally called general membership meeting shall constitute a quorum for all purposes. At any meeting of the Executive Board, those present shall constitute a quorum if a majority of the Executive Board members are present.

#### **Article VI. Finances**

Section 1. Each member shall pay annual dues. Annual dues are set by the Executive Board and are payable December 31 of each year.

Section 2. The treasurer may use funds for necessary club expense up to a maximum of \$500. Any Club expense over \$500 must be approved by the Executive Board.

Section 3. Separate funds for special purposes may be established by vote of the members.

Section 4. The Organization's fiscal year shall be a calendar year unless otherwise determined by the Executive Board.

Section 5. Upon dissolution of this organization, 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 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

#### **Article VII. Rules of Order**

Section 1. The rules contained in the latest edition of *Robert's Rules of Order* shall govern this Organization in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws.

#### **Article VIII. Amendments**

Section 1. The Constitution may be amended by a majority vote of the members present at any regular meeting, provided the proposed amendment has been approved by the Executive Board and has been submitted to a previous meeting of the members.

### **BYLAWS**

#### **Article I. Conducting Club Business**

Section 1. The order of business shall be as follows:

1. Call to Order
2. Reading and disposition of minutes
3. Treasurer's report
4. Reports of committees
5. Admission of new members
6. Unfinished business
7. Reading of communications
8. New business
9. Remarks of interest to the Club
10. Adjournment

Section 2. Voting for officers shall be on a slate presented by the Nominating Committee, and from the floor, at the December meeting.

Section 3. All motions and resolutions shall be decided by a majority vote of the members present, unless otherwise provided for in the Constitution and Bylaws.

#### **Article II. Committees**

Section 1. The standing committees shall be Membership, GartenMarkt, and Community Beautification. The President shall appoint all other such committees, which are necessary for the work of the Club.

Section 2. The Nominating Committee shall consist of the following members: the immediate Past President, one active member of long standing appointed by the Executive Board, and one other member appointed by the current President. The Executive Board may choose to ask the

current President to serve as ex-officio member of the Nominating Committee. Members of the Nominating Committee are not excluded from consideration for nomination.

**Article III. Duties**

Section 1. The duties of the Executive Board members shall be those usually incumbent upon the Board members in similar organizations.

**Article IV. Amendments**

Section 1. The Bylaws may be amended by a majority vote of the members present at any meeting, provided the proposed amendments have been approved by the Executive Board and have been submitted to a previous meeting of the members.

Approved September 2020.