

BYLAWS OF THE SAUGATUCK DOUGLAS GARDEN CLUB

ARTICLE I – NAME

The name of this organization shall be the Saugatuck Douglas Garden Club, Inc. (“the Club”).

ARTICLE II – PURPOSES

- To promote, encourage and support the use of flora to enrich and beautify Saugatuck and Douglas, Michigan, and surrounding areas;
- To further horticultural education, conservation and landscape design through gift scholarships;
- To encourage protection of existing flora including endangered species;
- To participate in, and support programs of the National Council of State Garden Clubs, Inc., and the Federated Garden Clubs of Michigan.

ARTICLE III – MEMBERSHIP

Membership in the Club shall be governed by terms set forth below.

A) The club shall have two categories of members:

1) Active Members

a. Active members shall:

- i. Demonstrate an interest in the Club’s purposes and participate in its gardening activities and projects;
- ii. Be expected to attend membership meetings throughout the year;
- iii. Pay their annual dues by January 1st each year.

b. We welcome new members into the club. Members shall be expected to demonstrate an interest in the Club’s purpose, participate in its gardening activities, projects and attend meetings throughout the year.

2) Honorary Members

a. Honorary members shall be:

- i. Any person who has been a member of the club for at least 20 years, and who has demonstrated outstanding support of and participation in the Club's goals and activities, shall be eligible for honorary membership.
- ii. Honorary members, prior to 2015 shall pay a reduced rate of annual dues to cover the cost of the club yearbook and Michigan Garden Club membership dues.

B) Loss of Membership

Members who fail to pay annual dues in a timely manner shall lose their membership status if such failure is not corrected within 30 days following written notice thereof.

C) Reinstatement of Membership

Former members may be reinstated by action of the Board.

D) Nondiscrimination in Membership

Membership in the Club, and participation in its activities, shall not be denied or restricted because of race, creed, color, ethnic background, national origin, sex, sexual orientation, disability or age. This provision of these Bylaws shall not be amendable by any provision which is more restrictive than that stated herein.

E) Total Membership

The Club shall have no more than 99 members.

ARTICLE IV – ANNUAL DUES/FISCAL YEAR

A) Annual Dues shall be established by the members at their regular September meetings.

B) Such dues shall cover the fiscal year of the Club, which shall be January 1 through December 31.

ARTICLE V – NONPROFIT CHARACTER

- A) The Club is organized for charitable and educational purposes.
- B) No part of the Club's net earnings shall benefit or be distributable to its members, officers or others, except that the Club shall be authorized to pay reasonable compensation for services rendered and make payments to further the purposes set forth in Article II above. No substantial activities of the Club shall attempt to influence legislation, and it shall not participate in any political campaign for any candidate for public office. The Club shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under Section 401 (3)(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- C) Upon dissolution, the Club's 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 local government for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court in the county in which the Club's principal office is located, exclusively for such purposes or to such organizations as said court shall determine.
- D) The Club does not make financial donations to other 501(c)3 organizations and does not allow solicitation of the Club.

ARTICLE VI – MEETINGS

The annual meeting of the membership shall be held in November. Regular monthly meetings of the membership, and of the Board, shall be held from April through December each year. Special meetings of the membership or the board may be called by either the President or the Executive Board.

- A) Quorums: A quorum for meetings of the membership shall consist of 20 members. A quorum for meetings of the board shall consist of a majority of board members.
- B) Notice: Notice of the annual, regular, and special meetings of the membership shall be given by mail at least 5 days prior to such meeting. Notice of regular and special meetings of the Board shall be given to each Board member at least 48 hours prior to such meeting.
- C) Majority Vote: The approval of a majority of members present at a duly constituted meeting of the membership shall be sufficient for the transaction of all Club business: provided, however, that the approval of three-fourths of the members present shall be required for dissolution of the Club. The approval of a majority of Board members present at a duly-constituted meeting of the Board shall be sufficient for the transaction of all Board business.
- D) Robert's Rule of Order: All meetings of the membership, and of the Board, shall be conducted pursuant to Robert's Rules of Order.

ARTICLE VII – OFFICERS/EXECUTIVE BOARD/BOARD

- A) The officers of the Club shall consist of President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary and Treasurer. Each shall be elected by members and shall serve for a term of 2 years. The seven officers so elected shall constitute the Executive Board of the Club.
- 1) President
 - a. The President shall preside at all membership meetings, all meetings of the Board, and all meetings of the Board.
 - b. The President shall be an ex-officio member of all committees except the Nominating Committee.
 - c. The President shall establish all standing and special committees, subject to the approval of the Board.

- d. The President shall provide general management and direction regarding the business of the Club; shall have authority to execute, in the name of the Club, all contracts or other instruments authorized by the Board; and shall present a full statement of affairs of the Club at the annual meeting of the membership in November.

2) First Vice President

- a. The First Vice President shall have all the authority and perform the duties of the President in the absence of, or at the request of the President; and shall serve as President in the event the office should become vacant until the resumption of such duties by the President, or until the Board shall elect a person to serve out the President's unexpired term.
- b. The First Vice President shall serve as Social Chairman, shall secure hosts for all meetings in cooperation with the Programs Chairman, and shall provide assistance to the President as may be required.

3) Second Vice President

- a. In the event both President and First Vice President shall be unable to perform their respective duties, the Second Vice President shall have the authority of the President and/or the First Vice President until those officers resume their responsibilities, or until the Board shall elect a person to service out the President's or First Vice President's unexpired term.
- b. The Second Vice President shall serve as a Program Chairman, and shall develop a schedule of yearly programs to be presented to the Executive Board for approval.

4) Third Vice President

- a. The Third Vice President shall serve as Membership Chairman and shall prepare the Club's annual yearbook.

5) Recording Secretary

- a. The Recording Secretary shall keep the minutes of membership meetings and meetings of the Board, shall be custodian of the Club's records and of the corporate seal, and shall see that the seal is affixed to all documents requiring such a seal.

6) Corresponding Secretary

- a. The Corresponding Secretary shall conduct such correspondence as shall be directed by the President and shall see that all notices are given in accordance with the provisions of these Bylaws or as requested by the Board.
- b. Records of correspondence shall be maintained by the Corresponding Secretary, and delivered to the Recording Secretary for inclusion in the Club's permanent records.

7) Treasurer

- a. The Treasurer shall have charge of and be responsible for all receipts and disbursements of the Club, and shall make deposits in banks, trust companies, or other regulated depositories selected by the Board. The Treasurer shall prepare a monthly financial report for the President and the Board.

B) The Executive Board

- 1) The Executive Board shall meet at the direction of the President for purposes of establishing agendas for the Board of Directors.

C) The Board of Directors

- 1) The Board shall consist of the Executive Board and the chairman of all standing and special committees.
- 2) Board members shall serve for the terms of their respective elections as officers, or their appointments as committee chairman.

- 3) The business and property of the Club shall be conducted and managed by the Board.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

The chairmen of all standing and special committees established pursuant to Article VII A) 1) c) above, shall be appointed by the President.

ARTICLE IX – NOMINATING COMMITTEE/ELECTIONS

- A) A Nominating Committee composed of two members elected by the Board, and one member elected by the membership, shall be established in August. The chairman of the Nominating Committee shall be selected by the committee's members.
- B) The Nominating Committee shall submit a slate of officers to the members at their regular September meeting. At that time, nominations may also be made from the floor, and nominations so made shall be added to the slate.
- C) Officers shall be elected by a vote of the members at their regular October meeting.
- D) Installation of officers shall occur at the regular November meeting of members.

ARTICLE X – AMENDMENTS TO THE BYLAWS

Except as provided for in Article III D) above, these Bylaws may be amended by vote of the members at any regular meeting of the membership; provided however, that any proposed amendment shall have been distributed to each member at least five days prior to such meeting.

ARTICLE XI – MAILING ADDRESS/PRINCIPAL OFFICE

The mailing address and principal office of the Club shall be Post Office Box 1011, 70 Center Street, Douglas MI 49406.

ARTICLE XII – EFFECTIVE DATE

These Bylaws were adopted at a regular meeting of the Board on July 8, 2018 and by the membership at its regular meeting on November 19, 2018, but pending a legal expert review. This review was completed by July 15, 2019, whereupon these Bylaws became fully effective.

*Note:

Our legal expert subsequently reviewed the proposed changes to the Bylaws document by July 15th, 2019 and verified them to be minor, as written, and not impacting the operational integrity of the last updated version of the club Bylaws on August 17th, 2009. His recommendation was these proposed changes could be made since they were primarily an update of procedural methods contained in the August, 17th, 2009 Bylaws document.