

**DOUGLASTON GARDEN CLUB, INC.
CONSTITUTION AND BYLAWS**

ARTICLE I – NAME

The name of the Club shall be the Douglaston Garden Club, Incorporated.

ARTICLE II – OBJECTS AND PURPOSE

The objects and purpose of this Club shall be to promote mutual helpfulness among its members in the study of practical gardening and flower arrangements; to maintain at all times the highest standards in all branches of horticulture; to arouse public interest in landscape art; and to preserve the natural beauty of Douglaston.

The term Douglaston shall be understood to include the geographical areas bounded within the zipcodes 11362 and 11363.

ARTICLE III - MEMBERSHIP

- Section 1 REGULAR MEMBERSHIP shall be opened to any resident of Douglaston in sympathy with the objects and purpose of the Club, and shall continue so long as the member remains in good standing.
- Section 2 NON-RESIDENT MEMBERSHIP shall, at the discretion of the Executive Board, be open to any qualified person not residing in Douglaston, provided, however, that the number of such members, at the time of their admission, does not exceed thirty-five percent (35%) of the resident membership.
- Section 3 HONORARY MEMBERSHIP may be conferred upon any PERSON who has rendered meritorious service to the Club. Honorary membership does not carry with it voting privileges.
- Section 4 LIFE MEMBERSHIP is the highest honor the Club can bestow. It may be conferred upon any member who has rendered meritorious service to the Club and carries with it voting privileges.

ARTICLE IV – ELECTION TO MEMBERSHIP

- Section 1 Election to membership shall be by application to the Executive Board and each applicant shall bear the endorsement of two (2) sponsors, who shall be Club members with voting privileges.
- Section 2 It shall be the duty of the Executive Board to examine each applicant's qualifications for membership and, on approval of such qualifications by a three-fourths vote of the Board members present, to report the acceptance of the application at the next meeting of the Club.
- Section 3 At any meeting of the Club, a qualified person may, with the recommendation of the Executive Board, be elected to Honorary or Life Membership by a three-fourths vote of the members present.

ARTICLE V – DURATION OF MEMBERSHIP

- Section 1 Membership in this Club shall continue so long as the member pays dues and conforms to the purposes of the Club.
- Section 2 The Executive Board may terminate any membership for good and sufficient reasons by a three-fourths vote of the members present.
- Section 3 Resignations shall be in writing and addressed to the President or Recording Secretary and shall be accepted, provided the resigning member is not in debt to the Club.

ARTICLE VI – MEETINGS

- Section 1 Except during January, July, and August, there shall be a meeting of the Club on the third Tuesday of each month, subject to change by the Executive Board with a three-fourths vote of the Board members present, provided notice is sent to the entire membership.
- Section 2 Special meetings may be called at the direction of the President or Executive Board.
- Section 3 The June meeting shall be the ANNUAL MEETING at which time reports on the year's work shall be submitted by all officers, chairs of the Standing Committees, and by the auditors.

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ARTICLE VII – QUORUMS

- Section 1 Twenty-five (25) members shall constitute a quorum at a Club meeting.
Section 2 A majority shall constitute a quorum of the Executive Board.
Section 3 A majority shall constitute a quorum at committee meetings.

ARTICLE VIII – VOTING

- Section 1 Voting shall be by voice or ballot as the assembly may elect.
Section 2 Only members in good standing are entitled to vote or represent the Club in any capacity.
Section 3 Except as otherwise provided, majority vote shall rule.

ARTICLE IX – ADVISORY BOARD

- Section 1 The Advisory Board shall consist of active members of the Club who have held the office of President and shall concern itself solely with matters of policy and procedure having to do with the prestige of the Club.
Section 2 The immediate past president of the Club will be the chair of the Advisory Board and this chair will have the privilege of attending any meeting of the Executive Board.
Section 3 The Advisory Board shall meet at the call of its chair or on request of the Executive Board.

ARTICLE X – EXECUTIVE BOARD

- Section 1 The Executive Board shall consist of all officers, chairs of Standing Committees, and such other chairs or co-chairs as the President deems necessary. The Executive Board shall not exceed twenty (20) persons.
Section 2 The Executive Board shall conduct all business of the Club between meetings, pass on applications for membership as provided in Article IV, and bring before the Club meetings such matters as are pertinent to the business of the meeting or the purposes of the Club.
Section 3 The Executive Board shall meet monthly (except during January, July, and August) at the call of the President, or on written request of five (5) members, at the call of the Recording Secretary.

ARTICLE XI – OFFICERS AND THEIR DUTIES

- Section 1 At the Annual Meeting each year, the Club shall elect a President, 1st Vice-President, 2nd Vice President, Recording Secretary, Corresponding Secretary, and Treasurer to serve for a term of one year or until their successors be elected and qualified.
Section 2 The PRESIDENT shall preside at all meetings of the Club and Executive Board; shall appoint, subject to the approval of the Executive Board, two auditors to be announced at the May meeting; shall appoint all chairs of the Standing and Special Committees; and shall be an ex-officio member of all committees except the Nominating Committee.
Section 3 The VICE-PRESIDENTS in the order of their rank shall preside in the absence of the President. They shall perform such duties as assigned by the President.
Section 4 The RECORDING SECRETARY shall take and keep all minutes, preserve the records, including a membership list, and perform such other duties as may be required.
Section 5 The CORRESPONDING SECRETARY shall conduct correspondence of the Club, send notices of meetings, and perform such other duties as may be required.
Section 6 The TREASURER shall receive all monies, make disbursements subject to the approval of the President and/or Executive Board, collect dues, notify members in arrears, and keep a list of paid members.
Section 7 In the event that an elected officer is unable to carry out the duties or finish the term of office, the President shall appoint, subject to the approval of the Executive Board, a member to carry out the duties of the vacated office for the unexpired term.

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ARTICLE XI – OFFICERS AND THEIR DUTIES (cont'd)

Section 8 In the event that the Treasurer is unable to carry out the duties of the office, the President and Recording Secretary shall be authorized to make disbursements necessary to the proper functioning of the Club until such time as the Treasurer shall resume these duties or a successor be appointed.

ARTICLE XII – COMMITTEES

Section 1 STANDING COMMITTEES shall include Civic Beautification, Environmental Concern, Federation, Flower Shows, Horticulture, Hospitality, Membership, Programs, and Way and Means.
Section 2 All committees shall meet at the call of their respective chair.

ARTICLE XIII – DELEGATES

Section 1 The Club shall send to the District and State meetings of the parent Federation, the number of delegates, and their alternates, to which the Club is entitled.
Section 2 Expenses of delegates to such meetings (such as luncheon and admission-to-program charges) shall be defrayed by the Club.

ARTICLE XIV – NOMINATIONS AND ELECTIONS

Section 1 In March of each year, the President shall appoint a Nominating Committee of not less than three (3) nor more than five (5) members, which shall send to the Recording Secretary, at least ten days prior to the May meeting, a list of nominations of officers for the coming year.
Section 2 The slate presented by the Nominating Committee shall be read at the May meeting and a copy thereof be sent to all members not less than ten days prior to the June Annual Meeting.
Section 3 Independent nominations to any office may be made from the floor at the Annual Meeting or by any ten members who shall send to the Recording Secretary at least two weeks prior to the Annual Meeting, a list of nominations over the signatures of the (ten) nominators, and which list shall be sent to all members with the list of the Nominating Committee.
Section 4 In the event that there is a contest for any office, all voting at that meeting shall be by ballot.
Section 5 The office of President shall not be held by the same individual for more than two full consecutive terms. However, if a suitable replacement cannot be located then the sitting president will have the option to remain until such replacement can be identified.
Section 6 Newly-elected officers shall take office at the close of the Annual Meeting at which they were elected.

ARTICLE XV – DUES

Section 1 The yearly dues in this Club for Regular and Non-Resident Membership shall be established by the Board, voted on by the membership, and shall be understood to include dues to District II, Federated Garden Clubs of New York State, Inc.; the Federated Garden Clubs of New York State, Inc.; and the National Council of State Garden Clubs, Inc. Life members shall not be required to pay dues.
Section 2 Dues shall be payable July 1st of each year.
Section 3 Any member failing to pay dues within sixty (60) days of the prescribed date shall be so notified in writing by the Treasurer, and if the dues are not paid by September 15th will be suspended.
Section 4 Members elected after the February meeting shall be required to pay dues for one-half year.
Section 5 Members elected during the year shall be required to pay dues within 30 days.
Section 6 There shall be no initiation fee.
Section 7 When two members are married or life-partnered, one of the spouses/life partners may pay dues at half the current dues rate.

ARTICLE XVI – APPROPRIATIONS

Section 1 The fiscal year shall be from March 1 to the following February 28/29.
Section 2 All Committee Chairs are responsible to keep their committee expenditures within the budgeted amount approved by the membership.

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ARTICLE XVI – APPROPRIATIONS (cont'd)

Section 3 A motion authorizing the expenditure of funds in excess of one hundred fifty (\$150) dollars outside the normal running expenses of the Club must be approved by the Executive Board and ratified by the membership before the appropriation of funds can be made.

Section 4 Expenditures up to one hundred fifty (\$150) dollars may be authorized by the President not more than twice in any one fiscal year.

ARTICLE XVII – RULES OF ORDER

Robert's Rules of Order shall govern all deliberations of the Club and all matters not included in these Bylaws.

ARTICLE XVIII – RESTRICTED ACTIVITIES AND DISSOLUTION

Section 1 No part of the net earnings of the Club shall inure to the benefit of, or be distributable to any member, trustee, director, officer or other private person (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, director, officer of the Club or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the organization.

Section 2 No substantial part of the activities of the Club shall be for the carrying on of propaganda, or for otherwise attempting to influence legislation, and the Club 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.

Section 3 Notwithstanding any other provision of these Articles, the Club shall not carry out any other activities not permitted to be carried out (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.

Section 4 In the event of dissolution of the Club, the assets of the Club 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.

ARTICLE XIX – AMENDMENTS

The Constitution and Bylaws of the Club may be amended by a two-thirds vote of the members present, provided such amendments shall have been read at a previous meeting of the Club and notice of the proposed changes shall have been sent to all members together with a notice of the meeting at which vote will be taken.

Revised June 1990

Article XV, Section 1 Amended June 1993

Article III, Section 2 Amended December 1993

Article XV, Section 1 Amended November 1996

Article II, Paragraph 2 Amended December 1999

Article XVI, Sections 3 and 4 Amended October 2000

Article I, Amended 2005

Article III, Section 2 Amended 2005

Article XVIII, Changed to Article XIX, 2005 (Article titled: Amendments)

Article XVIII, Added 2005 (Article titled: Restricted Activities and Dissolution)

Article XVI, Section 1 Amended March 2010

Article III, Section 2 Amended March 2013 (changed NR membership percentage from 25% to 35%)

Article XIV, Section 5 Amended March 2014 (allows sitting President to remain until a new president is identified)

Article XV, Section 7 added December 2014

Article II - second paragraph. Amended June 2016 (changed geographical area to: 11362 and 11363).

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