

BYLAWS

THE OHIO ASSOCIATION OF GARDEN CLUBS, INC.

Article I, Name

This organization shall be known as The Ohio Association of Garden Clubs, Inc., hereinafter referred to as The Association.

Article II, Object

The purposes of The Association shall be:

- * To bring into a relation of mutual helpfulness the garden clubs of Ohio.
- * To promote the interest and increase the knowledge of the members in horticulture, floral arts, gardening and garden therapy.
- * To encourage home, community and state beautification.
- * To assist, when requested, the local and state parks, and the National Parks Services.
- * To promote the appreciation and conservation of wildflowers, wildlife, forests, wilderness areas and other natural resources and to cooperate with other agencies promoting these interests.
- * To make combined action of members possible for the accomplishment of the above objectives.
- * To acquire by purchase, lease or otherwise, real property, necessary and convenient; constructing, improving, maintaining buildings thereon, receiving, holding, investing and disbursing gifts, bequests and other funds and to do such other things as may be appropriate to the accomplishment of the foregoing purposes in doing any and all things necessary or incident to any thereof.

Article III, Membership

Section 1: Any organization such as a garden or nature club, a landscape, horticultural or nursery group, men's garden club and any civic organization interested in the purposes of The Association and willing to take part in its projects, abide by these bylaws and pay the dues is eligible to for membership.

Section 2: Each new club or group is encouraged to have an active membership of not less than ten (10) members.

Section 3: Any adult club desiring to join The Association shall submit an application (available at www.oagc.org, or from the state secretary, president, vice presidents, and regional directors) to the state secretary. Upon approval of the application by the executive committee, the club shall be admitted to membership.

Section 4: ~~Life membership may be conferred upon a person by action of the board of directors.~~ Life members are entitled to all privileges and advantages of regular members, but they pay no annual dues to the state organization. (Local club, county & regional dues still apply, if applicable.)

~~a. Life members are entitled to all privileges and advantages of regular members, but they pay no annual dues to the state organization. (Local club, county & regional dues still apply, if applicable.)~~

a. Life memberships may be conferred by the board of directors upon other persons recommended by the executive committee as worthy of such honor.

b. All past state presidents and all life Foundation Patrons (those making a one-time contribution of \$500 or more to The OAGC Foundation, Inc.); automatically become life members.

~~e. Life memberships may be conferred by the board of directors upon other persons recommended by the executive committee as worthy of such honor.~~

c. Other individuals who are entitled to be members of The Association may become life

46 members of such by payment of a special fee.

47 **Section 5:** A person may hold membership as a member-at-large. Anyone may become a member-at-
48 large by sending name, address and required annual dues (see Article X Section 3) to The Association's
49 membership chair. The member-at-large will receive The Association's official publication and may
50 participate in state and regional meetings and activities, but is not entitled to vote at annual meetings nor
51 be eligible for election to state or regional offices, nor to become an accredited judge.

52

53 **Article IV, State Officers and Duties**

54 **Section 1:** The elected officers executive committee of The Association shall be a president, a first and
55 second and a third vice president, a secretary, a sales secretary and a treasurer. The president shall assign
56 members from the executive committee to be advisors to the regions and state departments. Each advisor
57 will attend each regional membership meeting of his/her assigned regions.

58 **Section 2:**

- 59 a. The president shall organize and preside at all meetings of the entire membership, the state board
60 and the executive committee and is an ex-officio member of all state committees. The president
61 shall attend at least one regional meeting in each region during the term of office. The dates of
62 these meetings shall be planned well in advance by the regional directors in consultation with the
63 state secretary.
- 64 b. The president-elect shall appoint the chairs of state departments, counselors, liaisons and
65 committees with approval of the executive committee.

66 **Section 3:**

- 67 a. The first vice president shall assume the duties of the president during an absence or disability,
68 until such time as the president resumes the duties or is replaced by the executive committee
69 because of permanent disability, demise or resignation.
- 70 b. The first, second and third vice-presidents shall be responsible for promoting The Association's
71 activities in all regions of the state. The vice-presidents will serve as advisors to regions and state
72 chairs assigned by the president. They will attend each regional meeting of their assigned regions.
73 In the absence or disability of any either vice president, the other vice presidents president shall
74 assume the duties until such time as the vice president resumes the duties or is replaced by the
75 executive committee because of permanent disability, demise or resignation.

76 **Section 4:** The secretary shall keep the minutes of all meetings; shall be guardian of all papers pertaining
77 to the office; shall maintain a correct list of all officers, counselors, regional directors and state chairs;
78 shall have charge of the general correspondence of The Association, sending copies of all letters
79 promptly to the president; shall maintain a master calendar of all state meetings, activities and all regional
80 meetings to prevent conflicts. In the absence or disability of the secretary, the sales secretary shall take on
81 the duty until such time as the secretary resumes the duty or is replaced by the executive committee.

82 **Section 5:** The sales secretary shall maintain a stock of The Association's printed materials and supplies,
83 handling distribution thereof; keep accurate records and inventory of same, recording all transactions and
84 submitting receipts there from therefrom to the treasurer. In the absence or disability of the sales
85 secretary, the secretary shall take on the duty until such time as the sales secretary resumes the duty or is
86 replaced by the executive committee.

87 **Section 6:** The treasurer shall receive and hold all money belonging to The Association, shall maintain
88 an orderly set of books and records and shall disburse funds according to the direction of the executive
89 committee. The treasurer shall prepare an annual budget for The Association to be reviewed by the
90 executive committee at the fall meeting, and then submitted to the board of directors for approval. The
91 Association shall secure and pay for a surety bond for all officers and chairs who handle monies on
92 behalf of The Association and Foundation. The treasurer's accounts shall be audited biennially (at the

93 conclusion of the president's term) and presented at the winter executive committee meeting. In the
94 absence or disability of the treasurer, the president shall take on the duty until such time as the treasurer
95 resumes the duty or is replaced by the executive committee.

96 **Section 7:** If any elected officer resigns, moves, is incapacitated due to health or does not perform
97 his/her duties as outlined in the *OAGC Handbook for Garden Clubs*, the executive committee will
98 appoint a replacement until such time as a regular election is held and a new officer elected. It
99 furthermore shall be understood that the decision to replace an elected officer due to ill health and/or poor
100 performance of his/her office is the sole responsibility of the executive committee. This decision is to be
101 determined by a majority vote of the **elected** officers. ~~currently serving at the time.~~ The officer, upon
102 being notified by the **executive committee president** as being replaced, will immediately forward all
103 monies and properties in his/her possession belonging to The Association to the **executive committee.**
104 ~~president.~~

105 **Section 8:** ~~The elected officers shall comprise the executive committee. This committee~~ **The executive**
106 **committee** shall be authorized to transact the business of The Association between meetings of the board
107 of directors, and all actions shall be reported to the board at its next regular meeting and approval thereof
108 requested. The executive committee's approval must be obtained for newly appointed counselors, state
109 chairs and membership applications from clubs. The executive committee shall set the date and plan the
110 program for the annual meeting; shall meet no less than four times a year at times and places determined
111 by the president; shall fill all vacancies among officers, state chairs and regional directors for unexpired
112 terms. Four members of the executive committee shall constitute a quorum for the transaction of
113 business.

114 ~~**Section 9:** The executive committee shall prepare an annual budget for The Association to be submitted~~
115 ~~to the board of directors for approval.~~ The executive committee shall serve as trustees of the OAGC
116 Foundation, Inc.

117 ~~**Section 10:** The executive committee shall serve as trustees of the OAGC Foundation, Inc.~~

118

119 **Article V, Board of Directors and Duties**

120 **Section 1:** The board of directors shall consist of the elected officers and regional directors. This board
121 shall have general direction of The Association and shall be empowered to transact the business of The
122 Association. Two thirds of the board of directors' members shall constitute a quorum for the transaction
123 of business.

124 **Section 2:** If an office of any board member should become vacant, a replacement will be appointed by
125 the executive committee.

126 **Section 3:** The regional directors shall promote and coordinate the activities of The Association in their
127 respective regions. They shall faithfully administer the work in their areas according to suggestions
128 presented in the *OAGC Handbook For Garden Clubs*. Their term in office is two years and they are
129 elected in odd years. **Regional Directors may serve two consecutive terms.**

130 **Section 4:** The board of directors shall meet at least twice a year at the call of the president. A 30 day
131 notice of such meetings shall be given in writing.

132 **Section 5:** No member of the board of directors may hold more than one **state** office at a time unless
133 temporarily filling in a vacancy.

134

135 **Article VI, State Chairs, Counselors, Liaisons and Duties**

136 **Section 1:** The state chairs for each department shall be appointed by the president-elect, with the
137 approval of the executive committee, to serve two-year terms concurrent with the president. Each **state**
138 chair shall work with the regional counterpart chair to develop projects assigned to the department, in

139 accordance with suggestions in the *OAGC Handbook for Garden Clubs*. The state chairs will meet with
140 and report to the board of directors at the board meetings.

141 **Section 2:** Counselors shall number ~~at least three and not more than six~~ **no more than three**, one of
142 whom shall be the retiring president. They do not necessarily have to be members of The Association.
143 They shall be selected by the president-elect, with approval of the executive committee, for a two-year
144 term concurrent with that of the president. The counselors will meet with and advise the executive
145 committee as requested.

146 **Section 3:** Liaisons will serve as the communication link between The Association and the various
147 entities that they represent. The liaisons will meet with and report to the board of directors at the board
148 meetings **as requested**.

149 **Article VII, Nominations**

151 **Section 1:** State Officers: **A nominating committee shall consist of current or prior elected board**
152 **members and include the retiring president and the predecessor.** ~~There shall be a~~ This nominating
153 committee ~~shall be~~ of at least five (5) members and one (1) alternate, elected by the board of directors at
154 the fall board meeting in odd-numbered years. This committee shall ~~meet and~~ choose its own chair prior
155 to selection of nominees. ~~It shall present to the annual meeting a slate of candidates for the offices of~~
156 ~~president, first vice president, second vice president, third vice president, secretary, sales secretary and~~
157 ~~treasurer, having previously ascertained that the candidates are willing to serve if elected.~~ The committee
158 shall present one or more **willing** candidates ~~for each office~~ **from The Association membership for the**
159 **offices of president, first vice president, second vice president, secretary, sales secretary and treasurer.**
160 ~~and it shall file the nominations in writing with the secretary at least ninety (90) days before the annual~~
161 ~~meeting. Additional names of candidates who are willing to serve, if elected, shall be presented in writing~~
162 ~~to the chair of the nominating committee by any club member, but must also be filed at least ninety (90)~~
163 ~~days before the annual meeting. Names of all nominees must be announced in The Association's official~~
164 ~~publication prior to the annual meeting at which election is held.~~ **On behalf of the committee, the chair**
165 **shall:**

- 166 a. **File these nominations in writing with the executive committee at least ninety (90) days before the**
167 **annual meeting.**
- 168 b. **Present the slate of officers to the media liaison for publication.**
- 169 c. **Present at the annual meeting in even-numbered years a slate of candidates for the offices of**
170 **president, first vice president, second vice president, secretary, sales secretary and treasurer,**
171 **having previously ascertained that the candidates are willing to serve if elected.**

172 **Any club member may submit additional names of willing candidates to the nominating committee chair,**
173 **at least ninety (90) days before the annual meeting.**

174 **Section 2:** Regional Directors: ~~The regional director of each region shall be nominated by a committee~~
175 ~~of at least three (3), selected by the club presidents in the region or their designated representatives, at the~~
176 ~~fall meeting in even-numbered years.~~ **A nominating committee of at least three (3) active members shall**
177 **be chosen from those present during the president's meeting at the fall regional meeting in even-**
178 **numbered years.** Additional nominations may be ~~made by clubs if the names are presented~~ **submitted** to
179 the nominating committee at least thirty (30) days before the election. **The committee shall present the**
180 **regional nominee(s) to the executive advisor to the region thirty (30) days prior to the spring regional**
181 **meeting.**

182 **Article VIII, Election**

184 **Section 1:** Election of state officers shall be held at the annual meeting in even-numbered years. All
185 terms of office shall be two years. A term for the president and vice presidents is limited to one 2-year

186 term; secretary, sales secretary and treasurer are limited to not more than three consecutive 2-year terms.
187 Voting shall be by secret ballot **at the annual meeting, and results will be announced by the state secretary**
188 **followed by installation.**

189 **Section 2:** Election of regional directors shall be held at spring regional meetings in odd-numbered
190 years. The club presidents or their designated representatives shall elect the director in a closed session
191 on the day of the regional meeting. Notices of this meeting shall be sent to the club presidents thirty (30)
192 days in advance. Voting delegates or representatives of at least half of the clubs of the region must be
193 present to elect a director. Voting shall be by secret ballot. **A quorum of two-thirds of the voting body**
194 **present is required for election.** This meeting shall be called to order by the attending state
195 representative.

196 An elected officer of The Association, i.e. the president, designated substitute vice president,
197 treasurer, secretary or sales secretary, will conduct the election and shall read the requirements of this
198 section at the meeting. This officer shall immediately report the name, address, phone number(s) and
199 email of the newly elected regional director to the secretary of The Association. If any irregularity shall
200 occur in the election of the regional director, any club member may appeal to the officers of The
201 Association for a decision. Only those persons elected according to the procedure herein specified may
202 hold office as regional director and sit as members of the board of directors of The Association.

203 In the event of no election due to lack of clubs represented or for any other reason, ~~the office of~~
204 ~~regional director shall be filled by~~ the state executive committee **shall appoint a regional director.**

205 If the regional director resigns, moves, is incapacitated due to health reasons or does not perform his/
206 her duties as outlined in the *OAGC Handbook for Garden Clubs*, the regional secretary will automatically
207 assume the responsibilities and becomes responsible for performing the duties of the regional director in
208 addition to his/her own duties until a replacement is appointed or until a new regional director is elected.
209 Since the regional director is elected every two years, it shall be the prerogative of the executive
210 committee (~~president, first, second, third vice presidents, treasurer, secretary and sales secretary~~) to name
211 a replacement until such time as a regular election is held and a new regional director is elected.

212 It furthermore shall be understood that the decision to replace a regional director due to ill health
213 and/or poor performance of his or her office is the sole responsibility of the executive committee. This
214 decision is to be determined by a majority vote of the officers. ~~currently serving at the time~~ The regional
215 director, upon being notified by the president as being replaced, will immediately forward all monies and
216 properties in his/her possession belonging to the region and The Association to the regional secretary.

217 **Section 3:** A regional director may be re-elected for a second term. A person shall be eligible for
218 reelection to any office formerly held after being out for one or more terms. Any person appointed to
219 assume the duties of office may be elected to hold office for two consecutive terms at the next regular
220 election.

221

222 **Article IX, Representation**

223 **Section 1:** There shall be one voting delegate to the annual meeting for each club of twenty (20) or less
224 active members. Each club with 21 to 40 members shall have two (2) voting delegates. Each club with 41
225 or more members shall have three (3) voting delegates. No club, regardless ~~to~~ **of** size, may have more
226 than three (3) voting delegates.

227 **Section 2:** The voting body for the transaction of business at the annual meetings shall consist of (a) the
228 delegates from the member clubs and (b) the members of the board of directors of The Association.

229

230 **Article X, Dues**

231 **Section 1:** The fiscal year of the Association shall begin on October 1st of one year and end September
232 30th of the following year.

233 **Section 2:** The annual **state** dues for each active member shall be the **prevailing current** dues at the time
234 and determined periodically by the voting delegate(s) from each club at the annual convention. These
235 dues shall be sent to the membership chair of The Association on or before October 1 of each year. **Dues**
236 **will not be** ~~There shall be no~~ **pro-rated rebate** for **new club members** ~~clubs~~ joining after October 1.
237 **Individuals belonging to multiple clubs are required to pay annual state dues through only one club.**

238 **Section 3:** The **annual** state dues for members-at-large shall be the **prevailing current** dues at the time,
239 determined periodically by the voting delegate(s) from each club at the annual convention. These dues
240 shall be sent to the membership chair of The Association on or before October 1 of each year ~~with a~~
241 ~~portion then forwarded to the respective region.~~ **Dues will not be** ~~There shall be no~~ **pro-rated** rebate for
242 **new** members-at-large joining after October 1.

243

244 **Article XI, Rules of Order**

245 The parliamentary procedures or rules contained in *Robert's Rules of Order Newly Revised* shall govern
246 the procedure of this organization in all matters not covered by the bylaws.

247

248 **Article XII, Amendments**

249 ~~These bylaws may be amended at any annual meeting of The Association by a two-thirds (2/3) vote of~~
250 ~~the voting body present, provided the amendment has been proposed by the board of directors or by a~~
251 ~~committee authorized by The Association or by a member club and has been sent in writing to the~~
252 ~~secretary and provided further that the proposed amendments are published in The Association's official~~
253 ~~publication and/or online via The Association's official website previous to the annual meeting.~~

254 **Proposed bylaw amendments must be presented by December 15 to the executive committee for**
255 **consideration. Upon executive committee approval, the proposed amendment is presented to the full**
256 **Board of Directors at the spring board meeting. If approved by the full Board of Directors, the proposed**
257 **amendment is sent to the state secretary and is published in The Association's official publication and/or**
258 **website prior to the annual meeting. Membership approval is by two-thirds (2/3) of the voting body**
259 **present at the annual meeting.**

260

261 **Article XIII, Statement of Dissolution**

262 Section 1: In the event of dissolution of The Association, the board of directors shall, after paying and
263 making provisions for payment of all liabilities, distribute all the assets of the corporation over to (an)
264 organization(s) with similar interests dedicated to charitable and/or educational purposes and which have
265 been recognized as a 501(c)3 organization by the Internal Revenue Service.