

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, Objectives

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 member of an 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 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 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 Foundation Patrons automatically become life members.
- c. Other individuals who are entitled to be members of The Association may become life members of such by payment of a special fee.

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

Article IV, State Officers and Duties

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

Section 2:

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

Section 3:

- a. The first vice president shall assume the duties of the president during an absence or disability, until such time as the president resumes the duties or is replaced by the executive committee because of permanent disability, demise or resignation.
- b. The vice-presidents shall be responsible for promoting The Association's activities in all regions of the state. In the absence or disability of either vice president, the other vice president shall assume the duties until such time as the vice president resumes the duties or is replaced by the executive committee because of permanent disability, demise or resignation.

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

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

Section 6: The treasurer shall receive and hold all money belonging to The Association, shall maintain an orderly set of books and records and shall disburse funds according to the direction of the executive committee. The treasurer shall prepare an annual budget for The Association to be reviewed by the executive committee at the fall meeting, and then submitted to the board of directors for approval. The Association shall secure and pay for a surety bond for all officers and chairs who handle monies on behalf of The Association and Foundation. The treasurer's accounts shall be audited biennially (at the conclusion of the president's term) and presented at the winter executive committee meeting. In the absence or disability of the treasurer, the president shall take on the duty until such time as the treasurer resumes the duty or is replaced by the executive committee.

Section 7: If any elected officer resigns, moves, is incapacitated due to health or does not perform his/her duties as outlined in the *OAGC Handbook for Garden Clubs*, the executive committee will appoint a replacement until such time as a regular election is held and a new officer elected. It furthermore shall be understood that the decision to replace an elected officer due to ill health and/or poor performance of his/her office is the sole responsibility of the executive committee. This decision is to be determined by a

majority vote of the elected officers. The officer, upon being notified by the executive committee as being replaced, will immediately forward all monies and properties in his/her possession belonging to The Association to the executive committee.

Section 8: The executive committee shall be authorized to transact the business of The Association between meetings of the board of directors, and all actions shall be reported to the board at its next regular meeting and approval thereof requested. The executive committee's approval must be obtained for newly appointed counselors, state chairs and membership applications from clubs. The executive committee shall set the date and plan the program for the annual meeting; shall meet no less than four times a year at times and places determined by the president; shall fill all vacancies among officers, state chairs and regional directors for unexpired terms. Four members of the executive committee shall constitute a quorum for the transaction of business. The executive committee shall serve as trustees of the OAGC Foundation, Inc.

Article V, Board of Directors and Duties

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

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

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

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

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

Article VI, State Chairs, Counselors, Liaisons and Duties

Section 1: The state chairs for each department shall be appointed by the president-elect, with the approval of the executive committee, to serve two-year terms concurrent with the president. Each state chair shall work with the regional counterpart chair to develop projects assigned to the department, in accordance with suggestions in the *OAGC Handbook for Garden Clubs*. The state chairs will meet with and report to the board of directors at the board meetings.

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

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

Article VII, Nominations

Section 1: State Officers: A nominating committee shall consist of current or prior elected board members and include the retiring president and the predecessor. This committee shall be at least five (5) members and one (1) alternate, elected by the board of directors at the fall board meeting in odd-numbered years.

This committee shall choose its own chair prior to selection of nominees. The committee shall present one or more willing candidates from The Association membership for the offices of president, first vice president, second vice president, secretary, sales secretary and treasurer. On behalf of the committee, the chair shall:

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

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

Section 2: Regional Directors: A nominating committee of at least three (3) active members shall be chosen from those present during the president's meeting at the fall regional meeting in even-numbered years. Additional nominations may be submitted to the nominating committee at least thirty (30) days before the election. The committee shall present the regional nominee(s) to the executive advisor to the region thirty (30) days prior to the spring regional meeting.

Article VIII, Election

Section 1: Election of state officers shall be held at the annual meeting in even-numbered years. All terms of office shall be two years. A term for the president and vice presidents is limited to one 2-year term; secretary, sales secretary and treasurer are limited to not more than three consecutive 2-year terms. Voting shall be by secret ballot at the annual meeting, and results will be announced by the state secretary followed by installation.

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

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

In the event of no election due to lack of clubs represented or for any other reason, the state executive committee shall appoint a regional director.

If the regional director resigns, moves, is incapacitated due to health reasons or does not perform his/her duties as outlined in the *OAGC Handbook for Garden Clubs*, the regional secretary will automatically assume the responsibilities and becomes responsible for performing the duties of the regional director in addition to his/her own duties until a replacement is appointed or until a new regional director is elected. Since the regional director is elected every two years, it shall be the prerogative of the executive committee to name a replacement until such time as a regular election is held and a new regional director is elected.

It furthermore shall be understood that the decision to replace a regional director due to ill health and/or poor performance of his or her office is the sole responsibility of the executive committee. This

decision is to be determined by a majority vote of the officers. The regional director, upon being notified by the president as being replaced, will immediately forward all monies and properties in his/her possession belonging to the region and The Association to the regional secretary.

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

Article IX, Representation

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

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

Article X, Dues

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

Section 2: The annual state dues for each active member shall be the current dues at the time and determined periodically by the voting delegate(s) from each club at the annual convention. These dues shall be sent to the membership chair of The Association on or before October 1 of each year. Dues will not be pro-rated for new club members joining after October 1. Individuals belonging to multiple clubs are required to pay annual state dues through only one club.

Section 3: The annual state dues for members-at-large shall be the current dues at the time, determined periodically by the voting delegate(s) from each club at the annual convention. These dues shall be sent to the membership chair of The Association on or before October 1 of each year. Dues will not be pro-rated for new members-at-large joining after October 1.

Article XI, Rules of Order

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

Article XII, Amendments

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

Article XIII, Statement of Dissolution

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

Revised bylaws adopted July, 2019.