# Vashon-Maury Island Garden Club

**Bylaws**

Adopted December 10, 2018

## Article I
## Name

The name of this nonprofit corporation is the Vashon-Maury Island Garden Club ("Club").

## Article II
## Mission Statement

The Mission Statement of this corporation is:

Through its educational programs and philanthropic projects, the Vashon-Maury Island Garden Club promotes fun and interest in gardening among Islanders, while educating Club members and the larger community on environmentally sound gardening practices and the preservation of native plants and wildlife.

## Article III
## Membership and Dues

Any person interested in the objectives for which the Club was formed is eligible for membership.

A. There are the following classes of membership in this Club:

1. Active: An Active Member is a member in good standing as provided herein. The privilege of Active Membership includes the right to vote and hold office and should include participation in the Club activities with reasonable regularity.

2. Life: Any person who has been an Active, Club Member for ten (10) years is eligible for Life Membership nomination. The member should have made significant contributions to the Club. A Life Member will have all the privileges of an Active Member but will be excused from payment of dues. The number of living Life Members will not exceed ten (10).

B. A candidate for Active Membership in the Club must attend one (1) properly called membership meeting. To join the Club, the candidate submits payment of annual dues and a completed membership form to be given to the Membership Chair.

C. If a Life Member is known to have passed on, moved away from Vashon-Maury Island and/or cannot be reached by registered mail the Life membership slot will be considered open.

D. When an opening occurs, names of candidates proposed for Life Membership are submitted in writing to the Secretary by any Club member in good standing prior to the February Board meeting. If approved by the Board, these names are presented at the February Club meeting and elected by majority vote. New Life Members status takes effect immediately. All Life Members are recognized at the June meeting.

E Annual dues are payable to the Membership Chair at the April regular Club meeting. The Membership Chair notifies members in arrears by May 15. Failure to pay dues by the June Club meeting will result in the member's name being dropped from the roster. Members joining after January 31 pay half of the dues for that year.

**Article IV**
**Governance and Voting**

A. The affairs of the Club are managed by a Board of Trustees ("Board") elected by the members.

1. The Board conducts the business of the Club and has general control over the affairs of the Club ensuring adherence to the Mission Statement.

2. The Board approves/disapproves initial plans submitted by the Standing or Special Committees.

3. The Board recommends to the membership approval/disapproval of the annual budget.

4. The Board may not commit more than $250 cumulative per year without approval of the membership.

5. The Board recommends actions in matters of policies, procedures, and finances prior to presentation to the Club membership who then decides by a simple majority vote.

6. Five (5) members of the Board constitute a quorum.

B. When procedural matters are not covered by the Club's bylaws, Robert's Rules of Order Revised will be the acceptable authority.

C. Decisions made by the membership are made by members present in a properly called meeting.

D. The fiscal year of the Club is July 1 through June 30.

E In the event that an elected Officer is unable to complete their term and there are more than four (4) months remaining in that term, a replacement will be nominated to the membership by the Board. A simple majority vote of the members present at a properly called membership meeting will confirm that nomination.

F. A quorum of the membership is 25% of current members.

**Article V**
**Board and Officers**

A. The Officers of the Club are:
President
Vice-President
Secretary
Treasurer

B. These four Officers plus the immediate Past President, Program Chair and Publicity Chair constitute the Board.

C. Officers are elected by the membership.

D. Both Officers and appointees to the Board serve for a term of two (2) years.

E. The President presides at all Club membership meetings and the Board meetings, and appoints Standing and Special Committee chairs except Membership. The President performs other duties as regularly pertain to the office including oversight of communications to assure adherence to the Club Mission Statement. The President is an ex-officio member of all committees except the Nominating Committee.

F. The Vice-President performs all duties of the President in the absence or inability of the latter. The Vice-President is also the Membership Committee Chair.

G. The Secretary keeps separate minutes for the Club membership and Board meetings, and conducts official correspondence. Drafts of the minutes are made available to the Board within one week of the occurrence of each meeting. Minutes from the Board or Club meetings will be corrected, approved and available upon request.

H. The Treasurer keeps an account of all Club financial records. The Treasurer renders an account at the membership meeting and the Board meetings. The Treasurer is the holder of the corporate and financial documents of the Club. The Treasurer oversees acknowledgement in writing for contributions to the Club.

I. The Publicity Chair oversees all internal and external communication and the website.

J. The Program Chair coordinates all educational programs for the Club.

K. The Past President serves as a voting member of the Board and acts as the liaison for all committees not directly or indirectly represented on the Board. The Past President serves as the Chair of the Nominating Committee. The Past President oversees community outreach volunteer coordination.

**Article VI**
**Meetings**

A. Club membership meetings are held on the second Monday of each month with the exception of May, July, August, and November unless otherwise directed by the President.

B. Board meetings are held on the first Monday preceding each Club membership meeting unless otherwise directed by the President.

C. Special Board meetings may be called by the President or two (2) Board members with the knowledge of the President. The reason for the call must be given and no business may be transacted other than that included in the call to the meeting.

D. The election of Officers occurs at the April meeting.

E Annual dues are collected in April.

F. New Officers and Board appointees are recognized at the June Club meeting.

G. The annual budget will be adopted during the June Club meeting.

**Article VII**

**A. Standing Committees**

The chairs of these committees are elected by the Club membership or appointed by the President and have a relation to the board.

1. **Audit Committee** audits the Club's financial records at the end of the fiscal year and submits a report to the September Board meeting. This committee has three (3) Club members, appointed by the President.

2. **Budget Committee** plans for the coming year's expenses for the fiscal year beginning July 1 and ending June 30. This budget considers all expenses of the Club and allows for an emergency fund. The proposed budget is submitted to the Board for its recommendations and approval prior to being approved by the membership at the June meeting. The committee consists of the Treasurer, the Budget Chair and two (2) members from the general membership.

3. **Membership Committee maintains** membership records, collects annual dues, oversees the mentoring program and includes the Directory and Hospitality subcommittees. The Vice-President serves as Chair of this committee.

4. **Nominating Committee** secures a slate of officers for the coming year, to be presented at the April Board meeting. The Immediate Past President chairs this committee, assisted by two (2) Board members and two (2) persons from the general membership who are appointed in February by the President.

5. **Program Committee** Formulates a tentative program for the coming year before publication of the annual Directory. The program topics should strike a balance between horticulture, education, conservation and design to meet the interests of members. It arranges and confirms speakers, obtains needed equipment and schedules additional workshops. This Chairperson serves on the Board.

6. **Publicity Committee oversees** all communication internally and externally including the website. Internally this committee coordinates all meeting and event notices and pertinent information to the membership. Externally this committee serves as media liaison between the Club and the community. The committee submits an announcement of each regular Club membership meeting and its program topic, as well as occasional articles about Club activities to the local media. The Club communications and website may be maintained by subcommittees. This Chairperson serves on the Board.

B. **Additional committees** may be formed based on the current needs of the Club. Additional committees will be identified and defined in the Directory. Committee chairs will be appointed by the President and work within the limitations of the adopted budgets for their committees.

**Article VIII**
**Elections**

A. The Nominating Committee announces vacancies and solicits nominations for Officer positions beginning at the Club meeting in March. The consent of all nominees must be secured. The Nominating Committee presents a slate of nominees in writing to the Board for its approval at the April Board meeting

B. Every effort should be made to nominate candidate(s) with VMIGC Board experience for the office of President.

C. At the April Club membership meeting, the Nominating Committee presents the slate of Board-approved nominees to the membership. If there are no nominees from the floor, voting will be by a show of hand; a simple majority of members present rules. If there are additional nominations from the floor, the election is by secret ballot.

D. The term of office begins after the June meeting.

**Article IX**
**Monies**

A. All Club monies are spent in accordance with the Mission Statement of the Club and in accordance with its 501(c)(3) status.

B. The fiscal year begins on July 1. The period between the June membership meeting and June 30 is for closing the year's finances and auditing of the books by the Audit Committee.

C. The Board gives each committee or activity chair a not-to-be exceeded budget in accord with the adopted annual budget. Any budget overages must be approved by the Board in advance. Each Chair is responsible for gathering and approving all receipts and submitting them to the Treasurer within 30 days for reimbursement. When necessary, advance payment may be obtained by submitting an Expense Form to the Treasurer.

**Article X**
**Amendments**

A. Amendments to the bylaws will be made in the following manner:

1. Two (2) members in good standing will present a proposed amendment, in writing, to the Board.

2. . The Board will consider the proposed amendment. If approved, the Board will present the amendment to the Club for consideration at one meeting and vote upon it at the following meeting. A simple majority of members present rules.

**Article XI**
**Conflict of Interest**

No member of the Board may derive any personal profit or gain, directly or indirectly, by their participation with the Club. This includes the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual will disclose to the Board any personal interests which they have in any matter pending before the Club and will refrain from participation in any discussion or decision on such matter.

**Article XII**
**Dissolution**

Upon any dissolution of this corporation under the provisions of the laws of the State of Washington for nonprofit corporations,all of its assets remaining after payment to creditors will be distributed to one or more organizations selected by the membership which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or any successor statutes, and which further the Mission Statement goals set forth in Article II. In no event will any of this corporation's assets be distributed to the officers or members of this corporation.