

SOUTHBOROUGH GARDENERS BYLAWS

ARTICLE 1

NAME

It shall be referred to in these bylaws as “the Club”.

ARTICLE II

OBJECTIVES

The Club was incorporated to educate and promote active interest in gardening, horticulture, floral design, conservation, and beautification of home and civic landscapes. The Club is organized exclusively for charitable, scientific and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

A. **Categories:** There shall be three categories of membership: Active, Associate and Honorary. All applications for change in membership must be made in writing to the President.

B. **Active:** Active members must fulfill the participation requirements set forth in the Standing Rules and be a current or former resident of the Town of Southborough.

C. **Associate:** There shall be an Associate membership for those Active members who are unable to fulfill the attendance requirements of an Active member for a good and sufficient reason. Associates must be a current or former resident of Southborough and have:

(1) Completed ten (10) years as an Active member, and have either served on the Board for at least one year or have chaired an event, or major fundraising activity, or

(2) Completed fifteen (15) years as an Active member, have served the Club in good standing by meeting all of their participation requirements and demonstrated consistent commitment in serving the Club.

Associate members must fulfill the participation requirements set forth in the Standing Rules.

An Associate member may not vote or hold office. An Associate who wishes to reactivate their Active status will be placed at the top of the waiting list, if applicable, before he/she can become an Active member again.

D. **Honorary:** The title of Honorary member may be conferred for life upon a member who is unable to fulfill the attendance requirements of an Active or an Associate member for a good and sufficient reason and has been proposed by a member of the Board at a meeting of the Executive Board and elected by unanimous ballot vote of the members present at the next business meeting. A candidate for Honorary membership shall have a record of outstanding service to the Club. Founding members and Presidents who have completed their terms of office shall be automatically entitled to remain in the Club as an Honorary member or proffer his/her resignation should he/she so choose. Honorary members may not vote or hold office.

E. **New Members:** Membership shall be by invitation to current residents of Southborough. Names shall be presented to the Membership Chairman in writing, each application being signed by two Active members in good standing. An Active member may sponsor one prospective member and endorse one prospective member each calendar year. The Membership Chairman shall then present the application of the prospective member to the Executive Board at the next

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meeting of the Executive Board. The Executive Board must vote unanimously to approve the application. If approved, the prospective member will be introduced as a new member at the next business meeting or placed on the waiting list for Active members, if applicable.

F. Forfeited Membership: The membership of an Active or Associate member whose dues remain unpaid after the November meeting or eight (8) weeks after they join the Club, or who does not meet the participation requirements of membership for two (2) consecutive years, barring extraordinary circumstances, shall be considered forfeited.

ARTICLE IV

MEETINGS

A. Business Meetings: Meetings of the membership shall be held once a month on the second Thursday of the month from September through June. The Annual Meeting shall be held in June for the purpose of annual reports, election of officers, and approval of the annual budget.

B. Executive Board Meetings: Meetings of the Executive Board shall be held during the week prior to the monthly business meeting.

C. Date Changes: Meeting dates may be changed by vote of the Executive Board

D. Meetings for Membership Requirements: For Active and Associate membership requirements, two workshops may take the place of one regular meeting.

ARTICLE V

DUES AND FINANCES

A. Funds: All Club funds shall be divided into either Operational or Community Funds.

(1) Operational Funds: Operational Funds shall include all income from dues, member donations and member-to-member sales. Operational Funds shall be used to pay for all Operational Expenditures which shall include member-related expenses such as the Annual Meeting, business meetings that are not opened to the public and Executive Board meetings.

(2) Community Funds: Community Funds shall include all income derived from the Club's fundraising efforts, except as specifically defined as Operational Funds above. Community Funds shall be used to pay for all beautification, conservation, scholarship and other outreach efforts that benefit the Town of Southborough and its residences, and fulfill the Club's Objectives.

B. Income

(1) Dues: The amount set for Membership dues shall be reviewed at the Annual Meeting. Recommendations for changes in the amount of the dues shall be made at the Annual Meeting by the President, and voted on by the members present at the Annual Meeting. A two-thirds vote of the members present shall carry any motion to change the amount of the dues, effective with the new membership year. Honorary members shall not be required to pay dues but are encouraged to make a contribution in lieu of dues. Membership dues are payable by the November business meeting. First-time members shall pay one-half the dues amount if they join after February 1st.

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(2) Fees: Fees for workshops are due upon signing up for the workshop.

C. Expenditures

(1) Budget: The proposed President shall, in consultation with the proposed Officers and committee chairs, prepare an annual budget for the subsequent membership year which shall be divided into Operational and Community Funds income and expenditures. This budget shall be presented at the Annual Meeting by the President immediately following his/her election to office, and shall require a majority vote of the members present to become effective. Any funds in the approved budget (the "Budget") that are not spent in a the applicable membership year shall be reallocated to the Operational and/or Community Funds from which they originated and shall be subject to the following year's Budget vote and Spending Authority as set forth herein.

(2) Spending Authority: All expenditures not set forth in the Budget shall be governed by the provisions on Spending Authority set forth in the Standing Rules.

(3) Member Services: No member of the Club shall be paid for services rendered to/for the Club

(4) Reimbursement: No assets of the Club shall be distributed to its officers or other members, except as reimbursement for expenditures made on behalf of the Club. All receipts for expenditures made on behalf of the Club shall not exceed the amount set forth in the approved Budget for such expenditures. Receipts shall be relinquished to the Treasurer for reimbursement in a timely manner by the Committee Chairmen.

D. Miscellaneous

(1) Signatory Authority: The President and Treasurer shall be designated as official signatories at a chosen bank. One signature shall be required for a check to be drawn against the Club's account.

(2) Audit: The Treasurer's books shall be audited by two members before the end of the fiscal year which shall run from August 1st to July 31st. The Treasurer shall file any annual financial forms required by law.

ARTICLE VI

OFFICERS

A. Officers: The Officers shall be President, Vice President, Recording Secretary, Treasurer, and Corresponding Secretary.

B. President: The President shall preside at all meetings of the Club, shall appoint the Standing Committee Chairmen, and shall perform such duties as regularly pertain to the office.

C. Vice President: The Vice President shall perform all the duties of the President in the absence of or inability of the President and shall serve as Program Committee Chairman. The Vice President shall move up to the office of the President the following year.

D. Recording Secretary: The Recording Secretary shall keep a written and digital record of all Executive Board and Business meetings of the Club.

E. Treasurer: The Treasurer shall receive annual dues and Club moneys upon the order of the Executive Board or Club; manage all disbursements, keeping a detailed record of same and file any necessary 501(3)(c) filings.

F. Corresponding Secretary: The Corresponding Secretary shall conduct the correspondence of the Club, send notices of special meetings and shall serve as

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Communications Committee Chairman.

G. Election of Officers: The membership will vote on the slate of Officers for the upcoming year presented by the Nominating Committee at the Annual Meeting. Further nominations for prospective Officers shall be in order from the floor at the Annual Meeting. If there is more than one candidate for the same office, election shall be by ballot and a majority vote shall elect. If there is only one candidate for each office, it will be in order that the Recording Secretary cast the vote of the Club for election of its Officers.

Officers shall take office in June and shall serve for one year in the specified office. An Officer may be voted in to serve an additional year(s) in the specified office at a subsequent Annual Meeting.

ARTICLE VII

EXECUTIVE BOARD

A. The Officers and the Chairmen of the Standing Committees shall constitute the Executive Board.

B. The duties of the Executive Board shall be to consider all questions of policy and present recommendations to the Club for action.

ARTICLE VIII

COMMITTEES

A. Committee Chairmen and Members: Committee Chairmen shall be appointed by the incoming President. Committee Members shall be appointed by the Chairman of the Committee working in conjunction with the incoming President.

B. Standing Committees: The standing committees shall be Program, Membership, Ways and Means, Communications, Town Beautification and Conservation, and others as appointed by the President.

C. Program Committee: It shall be the duty of the Program Committee to plan a program for each meeting and generate the Yearbook for the upcoming year.

D. Membership Committee: It shall be the duty of the Membership Committee to receive and process names submitted for membership into the Club, notify prospective members of the approval or denial of their applications, take attendance at each meeting, keep account of fulfillment of membership requirements for Active and Associate members and chair one or more new member meetings.

E. Ways and Means: The committee shall include a chair and one or two assistants. It shall be the duty of the committee to conduct fund raising projects for the Club. The annual program shall include at least one major fundraising event, open to the public and a second fundraising activity which shall be a member exclusive event. The committee shall design effective methods for raising the necessary revenues.

F. Communications Committee: It shall be the duty of the Communications Committee to maintain the Club website, publicize the work of the Club, and photograph all Club activities.

G. Town Beautification and Conservation Committee: It shall be the duty of the Town

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Beautification and Conservation Committee to organize all beautification, educational, outreach and conservation projects for the Town of Southborough.

H. Nominating Committee: It shall be the duty of the Nominating Committee to present a list of candidates for the following year's Officer positions at the March business meeting. The Nominating Committee shall consist of the Immediate Past President and two (2) members, chosen and presented to the membership by the Executive Board at the January business meeting. Any Officer may submit his or her name to the Nominating Committee for consideration for a second term within two (2) weeks of the January business meeting.

I. Committee and Workshop Reports: Each committee chairman shall provide a report of the Committee's activities that year to the President before the Annual Meeting and report member participation in the Committee to the Membership Chairman. The Workshop Chairman shall also report member participation in the workshop to the Membership Chairman.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Club shall indemnify and reimburse out of Club funds any person (or the personal representative of any person) who at any time serves or shall have served as a board member, director, trustee, officer, employee, or other agent of the Club, or who serves or shall have served at the board's request as a board member, director, trustee, or officer for any and all claims and liabilities to which she/he may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which she/he is made a party by reason of such service, except that this position shall not eliminate or limit the liability of any such person (i) for any breach of her/ his duty of loyalty to the Club or its members, (ii) for acts of omissions not in good faith or which involved intentional misconduct or a knowing violation of law, or (iii) for any transaction for such she/he derived an improper personal gain.

ARTICLE X

QUORUM

A quorum of a meeting of the Club shall be two-fifths of the active membership.

ARTICLE XI

AMENDMENTS

The Bylaws may be amended at any regular meeting of the Club by two-thirds vote of those present, provided the proposed amendment has been submitted in writing at the previous meeting. The Bylaws may be amended, without notice, at the Annual Meeting by a unanimous vote.

ARTICLE XII

DISSOLUTION

In the event of dissolution, the Club shall distribute all remaining funds to the Conservation Commission of the Town of Southborough, Massachusetts or to such other organization as shall qualify for one or more of the Club's exempt purposes under Section

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501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern all proceedings of the Club to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV

NONDISCRIMINATION STATEMENT

The Club shall not permit in the conduct of its affairs any restriction or limitation whatsoever based upon race, color, religion (creed), gender, expression/identity, sexual orientation (ancestry), disability, marital status, military status, national origin, or employment status.

ARTICLE XV

IMAGES

Members grant the Club permission to use images of the member for any lawful purpose, such as publicity, illustration, advertising, and online content unless the member provides written notice to the Communications Committee Chairman (Corresponding Secretary) of their objection thereto.