

# Green Valley Gardeners By-Laws

September 10, 2002; October 18, 2002; November, 2009; November, 2017; November 2019, March 2023 as amended.

## Article I: Name and Location

The name of this organization is Green Valley Gardeners. The Internal Revenue Service has determined that this Club is exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code. The principal office of the Club is located in Green Valley, Arizona. In this text, the word Club (or GVG) shall mean the Green Valley Gardeners and the word Board shall mean the Board of Directors of the Club.

## Article II: Mission Statement

The mission of the Green Valley Gardeners shall be to promote gardening education and related environmentally sustainable issues to its membership and the gardening public; and develop community fellowship through gardening and gardening related social activities.

## Article III: Objectives

- A. To develop and sustain educational seminars, demonstrations, and projects for the gardening public, including the promotion of the use of arid land plants and the conservation of water.
- B. To develop and encourage friendship among gardeners.
- C. To introduce children to the technique of Southwest gardening, water conservation and the virtues of nature conservation.
- D. To carry out projects of civic beautification for the benefit of the community.
- E. To provide elderly and disabled persons therapeutic opportunities related to gardening.

## Article IV: Membership

### Section 1: Classes of Membership

- A. A Regular Member is one who becomes active upon payment of the required Club dues as determined by the Board.
- B. A Family Membership consists of two or more members in one Household who become active upon payment of the required Club dues as determined by the Board.
- C. Non-Voting Honorary Members are those individuals selected by the Board for outstanding contributions to the objective of the Club. No Club dues are required.

- D. Lifetime Voting Members are those individuals selected by the Board for outstanding contributions to the mission of the club. No club dues are required.

**Section 2: Termination of Membership**

- A. A member who has not paid the required dues for the current year by February 1 will be considered delinquent. A reminder notice will be published in the Club newsletter. Delinquent members will be dropped from the membership on March 1. Written exceptions are to be addressed to the Club President.
- B. Any member of the Club may be removed for good cause by the action of two-thirds of the Board.

**Section 3: Privileges and Responsibilities of Members**

- A. Only active (dues paid) club members are allowed to work at gardens. Other individuals or groups may work on projects with Board approval.
- B. Only active (dues paid) club members or HOA homeowners with a signed contract may have plots at the gardens.

**Article V: Board of Directors**

**Section 1: Membership.** The Board shall consist of nine directors elected to three-year terms. The terms shall be staggered so that directors are elected each year. After installation, the directors shall elect the officers of the Club from within their group.

**Section 2: Powers of the Board.** The management of the affairs of the Club shall be vested in the Board of Directors who shall have the authority to establish and administer its policies; establish and approve the budget, conduct financial transactions, and club activities. The Board shall, in the event of termination of service, for any reason, by a Project Chair or Committee Chair, appoint a successor. Official decisions may be made by a quorum via e-mail or telephone vote or by a quorum at a Board of Directors meeting.

**Section 3:** Official decisions shall be consistent with the stated purposes and objectives of the Club as set forth in its By-laws and where those By-laws are not specified, vested in the sound discretion of the Board.

**Section 4: Meetings.** The Board shall establish a schedule of meetings. All meetings shall be conducted using Robert's Rules of Order as a guideline.

**Section 5:** Resignations and Removals. Any member of the Board may resign by giving written notice to the Board. Any officer or Board member may be removed from the Board for cause by action of two-thirds of the Board. When vacancies occur on the Board, the remaining members of the Board shall select a replacement to fill the term of the vacated seat. The replacement Board member shall have the option of running for election in the next election cycle.

**Section 6:** Statutory Agent. The Statutory agent of the Club shall be the President and in the absence of the President the Vice President.

**Section 7:** Quorum. Five members of the Board attending either physically or electronically will constitute a quorum.

**Section 8:** Terms of Office. Members of the board shall serve no more than two consecutive terms (6 years) but may run again for a position after one year has passed if nominated.

**Section 9:** Conflict of Interest. Whenever a Board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the club to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

#### **Article VI: Officers**

**Section 1:** Officers. The officers of the Club shall be President, Vice-President, and Secretary; each elected by the Board to a term of one year. The Treasurer may be a board member, or a member at large as approved by the Board. The Executive Committee shall consist of the President, Vice President, and Secretary.

Duties and Responsibilities. Officers of the club shall perform such duties as are normally associated with their offices.

#### **Article VII: Elections**

**Section 1:** Nominations. The President shall appoint a Nominating Chair who shall convene a nominating committee in the first quarter of the year. Nominations may be made by any member of the Nominating Committee to the Chair. Club members may also nominate themselves or other club members in good standing and submit such candidates to the nominating Chair in writing before the September board meeting. The committee shall report its slate of new directors to the Board at the September meeting, and after approval, to the membership in October.

**Section 2:** Elections. The election shall be conducted electronically to all members of the Green Valley Gardeners on record.

**Section 3:** Installation. New Board members shall be installed and assume office at the end of the November Board meeting. New officers of the Board shall be elected at the December Board meeting.

#### **Article VIII: Finance**

**Section 1:** Dues. The amount of annual dues to be paid to the Club shall be determined by the Board.

**Section 2:** Fiscal Year. The Fiscal year shall begin on the first day of January.

**Section 3:** Budget. A proposed budget of the estimated income and expenses for the next fiscal year shall be prepared by the Club Treasurer and received, reviewed and modified as deemed appropriate and approved by the last day of December.

**Section 4:** Depositories. The Board shall determine all depositories of Club funds.

**Section 5:** Checks. All disbursements shall be issued by check or electronic payment by either the Treasurer or President.

**Section 6:** Reconciliation: The president may appoint a member other than the Treasurer to review and approve the Treasurer's reconciled bank statements on a monthly basis.

**Section 7:** Annual Review: The President shall cause a review of the organization's finances to be done on an annual basis.

#### **Article IX: Membership - Meetings**

**Section 1:** Regular membership meetings or activities shall be held at the time and place designated by the Board. The Board may call special meetings, with five days prior written notice. The purpose of the special meeting shall be stated in the written notice.

**Section 2:** Annual Meeting. The annual meeting of the club shall be held yearly, with the time and place at the discretion of the Board.

**Section 3:** Quorum for Annual Meetings. The majority of members present at a membership meeting or annual meeting shall constitute a quorum for the conduct of business.

#### **Article X: Committees**

**Section 1:** The Chairs of such standing and ad hoc committees as deemed necessary by the Board shall be appointed annually by the Board.

**Section 2:** The Chairs shall select members to serve on their committees and submit their names to the Board for its information.

**Section 3:** The President may also assign committee oversight responsibilities to knowledgeable members of the Board, who shall be responsible for timely reporting on the committee activities to the Board.

**Article XI: Amendment of By-Laws**

**Section 1:** These By-laws may be amended by a quorum vote of the Board, followed by approval at the annual meeting, or by electronic ballot of a majority of the responding Club members. Members must be notified at least fifteen days in advance by publication of the proposed By-Laws.

**Article XII: Dissolution of the Club**

In the event of dissolution of the club, the assets of the club shall be transferred to not-for-profit organizations as deemed appropriate by the Board and approved by a majority of the membership.