

**BYLAWS
ARIZONA FEDERATION OF GARDEN CLUBS, INCORPORATED**

ARTICLE I--NAME

The name of the Corporation is **ARIZONA FEDERATION OF GARDEN CLUBS, INCORPORATED**, hereinafter referred to as **AFGC**.

ARTICLE II -- OBJECT

The objects and purposes for which the Corporation organized are:

- (1) To be organized exclusively for charitable, educational and scientific purpose including for such purposes: the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (2) To coordinate the interest of its member clubs and bring them into closer relationships of mutual helpfulness.
- (3) To further National Garden Clubs, Inc. (NGC) objectives.
- (4) To cooperate with horticulture and plant societies.
- (5) To encourage planting and beautification of roadsides and the preservation of scenic and historic localities.
- (6) To advance the study of gardening, horticulture, the art of floral design and landscape design.
- (7) To arouse public interest in conserving the natural beauty and resources of Arizona.

ARTICLE III -- CORPORATE SEAL AND OFFICIAL EMBLEM

Section 1 -- CORPORATE SEAL

The Corporate Seal shall be circular in form and shall have inscribed upon it the following: Arizona Federation of Garden Clubs, Incorporated, Arizona, 1961. Authority of the President to official documents, as required, shall affix it.

Section 2 -- OFFICIAL EMBLEM

The official emblem shall be circular in form with the words Arizona Federation of Garden Clubs inscribed upon the circumference. The saguaro shall be incorporated within the center of the design. The official emblem may be used for noncommercial purposes by member clubs. With the approval of the Board of Directors, others may use the official emblem for commercial purposes; and by member clubs for commercial or noncommercial purposes.

ARTICLE IV -- DISTRICTS

AFGC will be divided into districts. Clubs will be placed by the Executive Committee in the nearest geographical area with approval of the incoming club.

ARTICLE V -- MEMBERSHIP

The membership of AFGC shall consist of two classes: Voting Membership and Non-Voting Membership.

Section 1 -- VOTING MEMBERSHIP

a. Voting membership shall consist of members of AFGC Local Garden Clubs and AFGC Councils.

b. Eligibility – Application - Admission

1. AFGC Local Garden Club

An AFGC Local Garden Club shall have a membership of not less than ten (10) members and agree to promote the objectives and purposes of AFGC as stated in ARTICLE II - OBJECT. Application for membership shall be submitted to the AFGC Membership Chairman. Application must be accompanied by per capita dues and an alphabetically computer-generated list of officers and members including name, street address, city, zip code, telephone number(s) with area code, e-mail address and sent electronically. A

majority vote of the Executive Committee shall elect. Existing clubs may drop below the minimum ten (10) members and remain in AFGC.

2. AFGC Council

A Council shall be AFGC Local Garden Clubs or members who have united to further NGC and AFGC objectives and purposes as stated in ARTICLE II – OBJECT on a District or State level. Application for membership must be submitted to the Executive Committee by the District Director in which the Council is located. The application must be accompanied by a computer-generated list of officers and members including name, street address, city, zip code, telephone number(s) with area code, e-mail address and sent electronically. A majority vote of the Executive Committee shall elect. The District Director will represent a Council on the Executive Committee.

a. NGC/AFGC School Council

An AFGC School Council shall be deemed as an educational entity consisting of AFGC Local Garden Clubs members who are accredited with a NGC approved school. A Council provides members educational opportunities to maintain NGC mandated accreditation and educates the AFGC members and the public through NGC Flower Shows, NGC Accredited Schools/Symposiums and workshops. The President/Chairman of the Council shall be a member of the AFGC Board of Directors. Council members must be a member of an AFGC Local Garden Club and shall pay AFGC per capita dues through the AFGC Local Garden Club.

b. AFGC Council of an Arizona County (e.g., Federated Garden Council of Yuma)

An AFGC Council of an Arizona County shall extend to include two or more AFGC Local Garden Clubs and Non-Voting AFGC Plant Societies who together unite to provide development of horticulture related projects for educational benefit to members and to the public. The AFGC District Director, who is a member of an AFGC Local Garden Club, shall represent the Council on the AFGC Executive Committee and AFGC Board of Directors. Council members must be a member of an AFGC Local Garden Club or a Non-Voting AFGC Plant Society and pay AFGC per capita dues through the AFGC Local Garden Club or a Non-Voting AFGC Plant Society.

Section 2 – NON-VOTING MEMBERSHIP

- a. Non-voting members shall consist of four (4) classes: **AFGC Honorary Life Members**, who are not members of an AFGC Local Garden Club; **AFGC Life Members** who are not delegates or AFGC Board of Directors members; **National and State Affiliates Organizations** and all categories of **Youth Garden Clubs**. Non-Voting members may attend all AFGC Annual Meetings but shall be ineligible to debate, vote or to hold office.

1. AFGC Honorary Life Members

An AFGC Honorary Life Membership may be accorded to an individual who is not a member of an AFGC Local Garden Club upon recommendation of the AFGC President and the AFGC Life Membership Chairman with approval of the Board of Directors. AFGC, a member club or a member may sponsor an individual for Honorary Life Membership by submitting an application and contribution through the AFGC Life Membership Chairman.

2. AFGC Life Members

AFGC Life Membership shall be accorded to an individual who is a member of an AFGC Local Garden Club by submitting an application and contribution through the AFGC Life Membership Chairman. All AFGC Life Members shall receive the *Greenleaf* electronically.

3. National and State Affiliates Organizations

Any organization within the United States expressing a desire to further the objectives and purposes of AFGC shall be eligible for the applicable affiliate membership. Affiliated Members may be entities, such as a botanic garden, an art museum and other horticultural or environmentally related groups. Membership is available with the approval of the AFGC Executive Committee subject to ratification by the Board of Directors and payment of annual dues. Affiliate members shall receive the Call to the AFGC Convention in the winter issue of the *Greenleaf* mailed to the address designated. Affiliates shall receive all communications electronically to the address designated.

a. AFGC Plant Society

An AFGC Plant Society shall have a membership of not less than ten (10) members and agree to promote the objectives of AFGC as stated in ARTICLE II – OBJECT. Application for membership shall be submitted to the AFGC Membership Chairman. The per capita dues must accompany the application and an alphabetically computer-generated list of officers and members including name, address, city with zip code, telephone number(s) with area code, e-mail address and sent electronically. Refer to Article VI – Dues – Non-Voting.

b. Affiliate Organizations

These organizations shall agree to promote the objectives of AFGC as stated in ARTICLE II – OBJECT. Application for membership shall be submitted to the AFGC Membership Chairman. The dues must accompany the application and a computer-generated list of names, street address, city, state with zip code and telephone number(s) with area codes, e-mail address of the President and the Treasurer and sent electronically. Refer to Article VI – Dues – Non-Voting.

4. Youth Garden Clubs

Junior, Intermediate and High School Garden Clubs become members upon yearly registration with AFGC. Application for membership shall be submitted to the AFGC Membership Chairman. Admission shall be by vote of the Executive Committee, subject to ratification by the AFGC Board of Directors.

ARTICLE VI -- DUES, FEES, CONTRIBUTIONS

Section 1--DUES

a. VOTING MEMBERS

1. AFGC Local Garden Club

The annual dues for garden clubs and plant societies are twelve dollars and fifty cents (\$12.50) per capita.

- a. Dues are payable to the Assistant Treasurer on June 1 and shall become delinquent on September 15 of each year.
- b. Any club whose dues are unpaid by October 15 shall be notified by the Treasurer and dropped from AFGC on November 15.
- c. Dues based on net AFGC membership on June 1 shall be paid to NGC Headquarters by October 31, after which they will be delinquent to NGC.
- d. A club wishing to become federated after January 1 shall be considered a member club upon payment of one-half (1/2) of the annual dues. The annual dues will be payable June 1.
- e. Any new member joining an AFGC club between June 1 and December 31 will pay AFGC full dues. The club will send one-half (1/2) the AFGC dues of any new member joining after December 31 for the remaining months of the current year. Annual dues for the next year will be payable according to AFGC Bylaws.
- f. Dues shall be paid on the current membership as of June 1.
- g. Garden Clubs failing to remit dues by September 15 shall be excluded from any tabulations used to determine AFGC Awards.

2. AFGC Council

a. **AFGC Council of an Arizona County** (e.g. Federated Garden Council of Yuma) member must be a member of an AFGC Local Garden Club or Non-Voting AFGC Plant Society and shall pay per capita dues through the AFGC Local Garden Club or Non-Voting AFGC Plant Society.

b. **NGC AFGC School Council** member must be a member of an AFGC Local Garden Club and shall pay per capita dues through the AFGC Local Garden Club.

b. NON-VOTING MEMBERS

1. AFGC Honorary Life Member

A one-time contribution of a Life Membership in AFGC shall be twenty-five (\$25.00) dollars.

2. AFGC Life Member

A one-time contribution of a Life Membership in AFGC shall be twenty-five (\$25.00) dollars.

3. National and State Affiliate Organizations

a. AFGC Plant Society

Annual dues for AFGC Plant Society shall be seven dollars and fifty cents (\$7.50) per capita.

b. Affiliate Organization

Annual dues for Affiliate Organization shall be (TBD).

4. Youth Garden Clubs – See Section 2 – Fees

Section 2 – NATIONAL AND REGION DUES AND FEES

- a. The AFGC Treasurer shall pay membership dues to National Garden Clubs, Inc. (NGC) and Pacific Region Garden Clubs, Inc. (PRGC) as determined by their Bylaws and Standing Rules.
- b. One annual fee for all Youth Garden Clubs within a State Garden Club shall be ten dollars (\$10.00) per state payable to NGC by October 31.

Section 3 – CONTRIBUTIONS

- a. The one-time contribution of a Life Membership in AFGC shall be twenty-five dollars (\$25.00). This contribution shall be placed in a permanently restricted account for scholarships and does not exempt club members from regular dues.
- b. Temporarily Restricted Scholarship Fund income shall be derived from club and members' contributions, memorials, honorariums, and interest on permanently restricted endowments and State Life Memberships.

ARTICLE VII -- OFFICERS

Section 1 -- ELECTED OFFICERS

- a. The elected officers of AFGC shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer and Assistant Treasurer elected in the odd-numbered year for a two-year term.
- b. A President-Elect shall be elected in the even-numbered year and will become President in the odd numbered year for a two-year term. To be eligible for the nomination of President, President-Elect, First Vice President or Second Vice President, each nominee shall have served at least one of the following: President of an NGC member garden club, a district director or have served on the AFGC Board of Directors for two (2) years.
- c. Officers shall be elected for a term of two (2) years, or until their successors are elected. No elected officer shall serve more than one (1) consecutive full term in the same office, with the exception of the Treasurer and Assistant Treasurer.

- d. Officers shall assume their duties at the end of the Convention at which they are elected except the Treasurer and Assistant Treasurer who will assume office at the end of the fiscal year. If an officer is derelict in their duties or displays inappropriate behavior at an AFGC event, the officer may be removed from office. The removal of an officer must be approved by a two-thirds vote of the Board of Directors.
- e. No Vice-President shall serve for more than two (2) years in the same office except when designated to fill an unexpired term.
- f. Vacancies:
 - 1. Resignations from an elected office are to be submitted in writing and e-mailed to the Recording Secretary, who will notify the AFGC President, the AFGC Executive Committee and the AFGC Nominating Committee of the event of a vacancy.
 - 2. All vacancies in elective offices, other than the President, shall be filled for the unexpired term by the Nominating Committee, subject to the approval of the Executive Committee and Board of Directors.
 - 3. The AFGC Executive Committee and AFGC Board of Directors election may be conducted by E-mail Voting.
 - 4. A vacancy in the office of the President shall be filled for the unexpired term by the First Vice-President or the President-Elect.

Section 2 -- PRESIDENT-ELECT

- a. The Nominating Committee shall nominate a candidate for President-Elect and advise the Executive Committee of the candidate in time for the nomination to be sent to the members eligible to vote at the Annual Meeting at least six (6) weeks prior to the Annual Meeting. The nominee will be voted upon at the Annual Meeting according to the procedure in Article X.
- b. First consideration would be given to the First Vice-President and then the Second Vice-President to be nominated for President-Elect.
- c. The person elected President-Elect would assume that office at the close of the Annual Meeting in the even-numbered year.

Section 3 -- APPOINTED OFFICERS

The appointed officers of AFGC shall be a Corresponding Secretary, Parliamentarian, Finance Chairman and Historian/Archivist and Nominating Committee Chair. The position shall be appointed by the President for a two (2) year term and the appointed officer may serve again by re-appointment.

ARTICLE VIII -- DUTIES OF OFFICERS.

Each officer shall serve as a member of the Executive Committee and the Board of Directors; and shall perform the duties prescribed by these Bylaws, the AFGC Standing Rules and by the adopted Parliamentary authority; and shall report to each Annual Convention and at other times as required. All are voting members of the Executive Committee and the Board of Directors.

Section 1 -- PRESIDENT

The President shall:

- a. Be chief executive officer and official representative of AFGC.
- b. Preside at all meetings of AFGC, the Board of Directors, the Executive Committee and the Annual Meeting.
- c. Appoint the Corresponding Secretary, the Parliamentarian, Historian, Finance Chairman and chairmen of committees and committee members.

- d. Poll the Executive Committee and Board of Directors as deemed necessary.
- e. Serve as an ex-officio member of all committees, except the Nominating Committee. With the exception of the AFGC Nominating Committee, as an ex-officio member of AFGC in committee meetings, the AFGC President has exactly the same rights and privileges as do all other members of the committee including the right to make motions, to speak in debate and to vote on all questions.
- f. Call meetings of the Executive Committee and the Board of Directors.
- g. Appoint an accounting firm with the approval of the Executive Committee.
- h. Appoint the Corporate Agent with the approval of the Executive Committee.
- i. Keep a record of AFGC property and review it annually.

Section 2 -- PRESIDENT-ELECT

The President-Elect shall:

- a. Assume the duties of the President-Elect as of the end of the Annual Meeting in the even-numbered year.
- b. Select potential Chairmen of Committees for the next administration.
- c. Plan the post-convention meeting of the Executive Committee in the odd-numbered year.
- d. Make preliminary plans and preparations for the Annual Conventions of the next administration.
- e. Assume the duties of the President in the absence of the President.
- f. Become President when a vacancy occurs.

Section 3 -- VICE-PRESIDENTS

Each Vice-President shall chair a committee as deemed necessary by the President.

Section 4 -- FIRST VICE-PRESIDENT

The First Vice-President shall:

- a. Assist the President in the work of AFGC.
- b. In the absence of the President and President-Elect, perform all of the duties of that office.
- c. Become President if the President or President-Elect cannot serve.
- d. Serve as Liaison to Garden Club Presidents and District Directors.
- e. Serve as a member of the Finance Committee.
- f. Become President-Elect and assume the additional duties of that office at the close of the Annual Meeting in the following even-numbered year.

Section 5 -- SECOND VICE-PRESIDENT

- a. The Second Vice-President shall perform all the duties of the President in the absence of the President, President-Elect, and First Vice-President.
- b. Become First Vice-President and assume the additional duties of that office at the close of the Annual Meeting in the next odd-numbered year.

Section 6 -- RECORDING SECRETARY

The Recording Secretary shall:

Record the proceedings of all meetings of the Executive Committee, of the Board of Directors and of the Annual Meeting, distributing copies as required.

Section 7 -- CORRESPONDING SECRETARY

The Corresponding Secretary shall:

- a. Conduct all correspondence as assigned by the President, the Executive Committee or the Board of Directors.
- b. Perform any other duties as assigned by the President, the Executive Committee or the Board of Directors.
- c. Supervise the distribution and tallying of an emergency ballot.

Section 8 -- TREASURER

The Treasurer shall:

- a. Be responsible for the accounting of all monies, securities and other intangible properties of AFGC and the collection and distribution of funds.
- b. Maintain an account in the name of AFGC at a financial institution agreeable to the State President and the Treasurer. Authorized signatures on the account shall be the State President, State Treasurer and a person designated by the State President.
- c. Open additional accounts with the approval of the Executive Committee as necessary.
- d. Receive and deposit all AFGC money other than those with special accounts, i.e. conventions, special functions, symposiums, and NGC Schools.
- e. Prepare a year-to-date financial report of income and expenditures and asset balances for each Spring Executive Committee Meeting, Board of Directors Meeting and the Annual Meeting.
- f. Prepare a complete year-end financial report of income and expenditures and a report of Change in Assets for the previous fiscal year for each Fall Executive Committee Meeting and Board of Directors Meeting.
- g. Prepare records for review by the appointed accounting firm by July 31 each year. .
- h. Be a member of the Finance Committee and assist in the preparation of the annual budget.
- i. Assume office on June 1 in odd numbered years.
- j. Procure and maintain all AFGC Liability Insurance Policies. Pay insurance premiums and communicate with insurance agent as needed.
- k. Master Administrator of electronic accounting software.

Section 9 --ASSISTANT TREASURER

- a. The Assistant Treasurer shall assist the Treasurer in the work of AFGC.
- b. Ensure that clubs file Internal Revenue Service (IRS) Form 990 as needed with the cooperation of the Treasurer.

- c. Coordinate with Database Chairman regarding roster updates and verifying correct tally and payment.
- d. Collect annual dues and advise the Treasurer of dues not received from the clubs by September 15. Notify the clubs when dues are delinquent by October 15 and advise them they will be dropped from AFGC on November 15.
- e. Conduct an overview of special accounts annually and report to the Treasurer.

Section 10 -- PARLIAMENTARIAN

The Parliamentarian shall:

- a. Assist on points of Parliamentary procedure when requested.
- b. Fulfill required duties as outlined in *Robert's Rules of Order Newly Revised*.
- c. Serve as a member of the Executive Committee, Board of Directors and as chair of the Bylaws and Standing Rules Committee.
- d. Review current job descriptions and propose changes each term or as needed.

Section 11 -- FINANCE CHAIRMAN

The Finance Chairman shall:

- a. Serve as chairman of the Finance Committee.
- b. Call meetings of the Finance Committee as deemed necessary.
- c. Report tentative budgets of sponsored projects to the Executive Committee for approval.

Section 12 – HISTORIAN/ARCHIVIST

The Historian/Archivist shall:

- a. Record and archive all relevant materials of the entire administration of the current State President as outlined in the Standing Rules.
- b. Prepare and send a history of the current administration to the NGC Historian and the Pacific Region of NGC Historian.

Section 13 -- DISTRICT DIRECTORS *and* ALTERNATE DISTRICT DIRECTORS

Each District shall have a District Director and Alternate District Director who will be selected by the District for a two-year term. Director and Alternate District Director will take office in odd-numbered years. Each District will determine the method of selection, prior to the Annual Meeting, in odd-numbered years.

- a. Each District Director shall:
 - 1. Serve as Presidential liaison to the District.
 - 2. Organize and provide leadership to the clubs.
 - 3. Hold District Meetings
 - 4. Perform such other duties as the office may require.
- b. Each Alternate District Director shall:
 - 1. Assist the District Director as needed.
 - 2. Have all the privileges and voting rights of the District Director if substituting for the District Director when the District Director cannot attend an Executive Committee Meeting, Board of Directors Meeting, or Annual Meeting.

ARTICLE IX -- NOMINATION AND ELECTION OF OFFICERS

Section 1 – STRUCTURE

- a. The Nominating Committee shall be composed of one (1) member from each District.
- b. The members shall be selected by the District Director for a term of two (2) years and may be selected for only a second consecutive term.
- c. To be eligible to serve on the Nominating Committee, a member must have served on the AFGC Board of Directors for a minimum of two (2) years.
- d. The AFGC President shall select the Chairman of the Nominating Committee.
- e. An Alternate Member to the Nominating Committee shall be selected by each District with the same qualifications as the Member and will serve when the member is unable to attend a meeting.

Section 2 -- DUTIES

The Nominating Committee shall:

- a. Nominate one (1) candidate for each elected office to be filled after having ascertained that each nominee is qualified and willing to serve.
- b. Ascertain that any person being considered for the office of President, President-Elect or First or Second Vice-President meets the required experience and criteria as stated in Article VII – OFFICERS.
- c. Select candidates with equal representation from each District whenever possible.
- d. Finalize and report the prepared slate, except for the President-Elect, to the Fall Board of Directors meeting in the even-numbered year and publish the list of candidates in the next AFGC publication following the Fall Board of Directors meeting.
- e. Confirm the First Vice President as the candidate for President-Elect and advise the Executive Committee so that the eligible voters may be notified at least six (6) weeks prior to the Annual Meeting in the even-numbered year.
- f. Submit a name to the Executive Committee for approval to fill a vacancy occurring among the elected officers, except the District Directors where the District will fill a vacancy.
- g. Keep current copies of AFGC Bylaws and Standing Rules, Pacific Region Garden Clubs, Inc. (PRGC) Bylaws and Standing Rules and NGC Bylaws and Standing Rules
- h. Make recommendations for both NGC and Pacific Region Garden Clubs, Inc. (PRGC) Board of Directors in the format requested by the Personnel Chairmen of NGC and PRGC.
- i. When AFGC is notified of its turn to provide either a member and/or alternate to the NGC Nominating Committee or Regional Director and/or alternate, eligible candidates should be determined. Even if only one (1) candidate is eligible, an election shall be held in accordance with NGC Bylaws.
- j. If one or more members qualifies and wishes to apply for an NGC office, the candidates must be elected by the AFGC Board of Directors in the odd numbered years.

Section 3 -- ELECTIONS

- a. Nominations may be made from the floor for all offices at the Annual Meeting during an election year, provided written consent of the proposed nominee is presented at the time of nomination.
- b. All elections shall be by ballot and a majority vote shall elect. However, in the event that there is only one nominee for any elected office to be filled, election may be by voice.
- c. Newly elected officers shall with the exception of the Treasurer and Assistant Treasurer, assume the duties of their separate offices upon adjournment of the Convention at which they are elected. The Treasurer and Assistant Treasurer shall assume the duties of the office at the beginning of the fiscal year, June 1.

ARTICLE X -- EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect and/or First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary, Historian/Archivist, Finance Chairman, Chairman of the Advisory Committee, Chairman of the Nominating Committee, District Directors, and Parliamentarian.

The Executive Committee shall:

- a. Meet at least two (2) times a year, once in the fall before the Board of Directors meeting and once in the spring.
- b. Approve recommendations before going to the Board of Directors for approval.
- c. Secure a vote by surface mail, email, video teleconferences or other means by which voter identification can be authenticated.
- d. Act for AFGC in the event of an emergency.
- e. Possess and exercise all of the powers, duties and responsibilities of the Board of Directors between meetings of the Board of Directors, except the power to fill an elected officer's vacancy, which belongs to the Nominating Committee, or to fill a District Director vacancy which belongs to the District.
- f. Quorum will be a majority of those eligible to vote.

ARTICLE XI -- BOARD OF DIRECTORS

Section 1 -- MEMBERSHIP

The Board of Directors shall consist of the elected and appointed Officers, District Directors, Chairmen of Standing Committees and their committee members, chairmen appointed by AFGC President, Former AFGC Presidents and the President of each member AFGC Local Garden Club or President/Chairman of an NGC/AFGC School Council.

Section 2 -- DUTIES

The Board of Directors shall:

- a. Transact the business of AFGC except as otherwise provided by the Articles of Incorporation or by these Bylaws.
- b. Act on matters presented by the Executive Committee.

Section 3 -- MEETINGS

The Board of Directors shall meet in the fall and at the spring Annual Meeting. Meetings of the Board of Directors may be postponed or canceled in the event of an emergency provided the Executive Committee approves the postponement or cancellation. The postponement may be decided by electronic communication. Special meetings may be called:

- a. By the President
- b. Upon written request of seven (7) members of the Board of Directors.

Section 4 -- QUORUM

A quorum shall consist of twenty (20) members of the Board of Directors.

ARTICLE XII -- COMMITTEES

Section 1 -- STANDING COMMITTEES

The President shall establish standing committees for the operation of AFGC. The Chairmen of these committees shall submit a year-end report to the President and Historian/Archivist by April 1 of each year:

- a. Perform such duties as indicated by the title.
- b. Report to the Board of Directors as required.
- c. Sign and date all reports.
- d. Answer all mail promptly.

Section 2 -- SPECIAL COMMITTEES

The President may appoint Special Committees.

ARTICLE XIII -- ADVISORY COMMITTEE

Section 1

The Advisory Committee shall consist of the former Presidents of AFGC. When consulted, the Committee shall consider questions affecting AFGC and give recommendations to the Executive Committee.

Section 2

The Chairman shall be the immediate former President, if available to serve. If the immediate former President is unavailable to serve, the next most recent former President shall serve as Chairman of the Advisory Committee.

ARTICLE XIV -- FINANCES

Section 1 -- FISCAL YEAR

The fiscal year shall be June 1 through May 31.

Section 2 -- FINANCE COMMITTEE

Membership shall consist of the following AFGC Elected and Appointed Officers – President, Treasurer, First Vice-President and/or President-Elect, Finance Committee Chairman and two (2) members appointed by the AFGC President. The Finance Committee Chairman shall report at each meeting of the Executive Committee and the Board of Directors.

The Committee shall:

- a. Empower the Chairman and the Treasurer to direct the investment and reinvestment of all funds.
- b. Submit a proposed budget for the year subject to the approval of the Executive Committee and adoption by the Board of Directors.
- c. Credit any surplus from conventions to the General Fund.
- d. Require Chairman of AFGC sponsored or co-sponsored projects to present a budget to the Finance Committee for approval and have this Chairman file a yearly financial report and a final financial report with the Treasurer and Finance Committee at the completion of the project, sending any surplus from completed project to the Treasurer.
- e. Conduct a periodic internal audit of the AFGC financial records.

Section 3 -- GENERAL FUNDS

The General Fund shall be derived from the payment of dues, investments, and other sources as authorized by the Board of Directors. These funds shall be used for administration, program expenses, and state publications.

Section 4 -- RESTRICTED FUNDS

- a. Scholarships -There are two segments to the scholarship funds:
 1. Permanently Restricted Funds managed by AFGC;
 - a. Madison -Sundial, honoring Iva Corpstein (1983 \$5,000)
 - b. Floradora, honoring Ruth Rival (\$2,500)
 - c. Jetty Starkweather bequeath (1983 \$10,880)
 - d. June Weikel bequeath (\$1,000)
 - e. Alta Vista Garden Club, Helen Wright Memorial Scholarship (\$5,000)
 - f. State Life Memberships (ongoing)
 2. Temporarily Restricted (or available) scholarship funds managed by AFGC:
 - a. Interest from all Permanently Restricted Funds
 - b. Club or members' donations
 - c. Honorariums or memorials designated as scholarship funds

The interest from these permanently restricted funds is available for awarding scholarships but the original endowment may not be distributed.

- b. Restricted Savings

An emergency fund of \$3,000 shall be maintained.

- c. Special Funds

1. Pacific Region Funds

- a. A fund shall be maintained with money budgeted each year to accumulate toward hosting the Pacific Region Convention.
- a. A fund shall be maintained with money budgeted each year to accumulate toward paying expenses of the Pacific Region Director when said Director comes from Arizona.

2. A Symposium Fund shall be maintained for use in conducting a Flower Show Judges Symposium periodically as approved by the Executive Committee and Board of Directors.

3. A Flower Show School Fund shall be maintained for use in conducting a Flower Show School periodically as approved by the Executive Committee and Board of Directors.

4. Donated Funds for Designated Projects. Donations from members and member garden clubs shall be accumulated in the fund designated for that project and disbursed to the project as needed. If the fund is for a project that has become inactive for at least two years, it can be transferred to an active fund or designated project by a two-thirds vote of the Board of Directors.

5. Honorary Fund. The Honorary Fund for donations is a tribute and honor for living or deceased AFGC members or nonmembers. The donation is placed in a designated fund of the General Fund, Business Investment account, to generate interest. The Treasurer will send acknowledgment and thanks to each contributor and if desired, the names of the contributor shall be reported in the *Greenleaf*. The Treasurer shall maintain a Book of Honor, which list those names that were given tribute and honor as well as the name of the donor and the date given. A certificate will be given to the living person honored, or the nearest relative of a deceased honored. One hundred dollars (\$100) from the Honorary Fund is available annually to the current AFGC President for a project of his/her choice.

ARTICLE XV -- CONVENTIONS AND MEETINGS

Section 1 -- CONVENTIONS

- a. The Annual Meeting shall be held in the spring. The time and place shall be presented to the Executive Committee for approval and announced at the Fall State Board Meeting.
- b. The Call to Convention shall be published in a State Publication at least six (6) weeks prior to the Annual Meeting.

Section 2 -- REPRESENTATION

A delegate shall be entitled to one (1) vote.

- a. Each member shall be entitled to representation at the AFGC Annual Meeting as follows:
The President or the Vice-President of a club shall be the first representative; in addition, each club may have one (1) delegate for each ten (10) members or major portion thereof. Six (6) is a major portion.
- b. The voting members shall be the elected and appointed AFGC Officers, District Directors, Chairman of Standing Committees and their committee members, Board Chairmen, Former AFGC Presidents and Presidents of each member Local Garden Club, officers of NGC who reside within the state and accredited delegates or their alternates.
- c. All other members of AFGC are entitled to attend the meetings with all of the privileges of the meeting except voting.

Section 3 -- QUORUM

One-third (1/3) of the delegates registered and qualified to vote shall constitute the quorum.

ARTICLE XVI -- PUBLICATIONS

The official publication of AFGC shall be the *Greenleaf*.

ARTICLE XVII— RESPONSIBILITIES OF OFFICERS AND AFGC AS A 501 (c) 3 ENTITY

No part of the net earnings of the garden club shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the garden club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the activities of the garden club shall be the carrying on of propaganda or otherwise attempting to influence legislation and the garden club shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the garden club shall not carry on any other activities not permitted to be carried by a garden club from federal income tax under section 501 (c) 3 of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XVIII – ELECTRONIC MEETINGS AND VOTING

These guidelines shall not be in conflict with the AFGC Bylaws and Standing Rules and may be amended at any regular or special meeting of the AFGC Executive Committee by a two-thirds vote or a majority vote with previous notice.

1. The following committees are permitted to conduct business of an urgent nature by electronic device:
 - Executive Committee
 - Finance Committee
 - Bylaws and Standing Rules Committee
 - Board of Directors
 - Convention
 - All Standing and Appointed Special Committees, Schools or Task Forces

Urgent is defined as specific questions requiring immediate attention before a meeting.

2. The following are guidelines to be observed when a vote is conducted electronically by one of the above committees:
 - a. The AFGC President or chairman of the appropriate committee during a video or phone conference call shall present action to be approved in the form of a motion and it may be voted on immediately, if a quorum is present. Such action is to be recorded in the minutes. If email is being used instead the President/Chairman will send this motion to each member of the voting body electronically. The President/Chairman shall request confirmation of receipt of the e-mail. The name of the person to whom the vote is to be returned will be included in the e-mail as well as when the poll is open and the period of time allowed for voting. All responses shall be emailed by Respond to All.
 - b. Comments, either positive or negative (debate), may be made by any voting member or person entitled to be present at a committee meeting and should be sent to all.
 - c. Votes on the motion are to be returned to the President/Chairman within the stated time period. The President/Chairman may vote on the motion with other committee members.
 - d. A vote may be changed up until the time that the President/Chairman declares that a motion has been adopted/defeated.
 - e. A majority vote of the entire committee shall adopt a motion. A motion will be considered adopted whenever a majority vote of the entire committee in the affirmative is reached, even if before the end of the specified time period.

f. In Executive Committee and Board of Directors business, the AFGC President/Chairman shall compile the vote and immediately notify the committee when a majority vote has been reached. At the end of the voting period, the following Teller's Report will be sent electronically to the appropriate committee which will include:

- Record of those sent the motion including those copied
- Number of votes needed for approval
- Number of votes cast
- Number in favor
- Number opposed

A roll call of the voting will be available upon request by any committee member.

h. The President/Committee Chairman will immediately declare the result of the vote to all members of the appropriate voting body electronically when a majority vote has been reached and will send out the Teller's Report.

ARTICLE XIX -- DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code to a fund, foundation or corporation, organized and operated exclusively for charitable, educational, religious or scientific purposes or a state or local government for a public purpose.

ARTICLE XX -- PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of AFGC in all cases in which they are applicable and in which are not inconsistent with these Bylaws and Standing Rules.

ARTICLE XXI -- AMENDMENTS

Section 1

These Bylaws may be amended at any Annual Meeting by an affirmative vote of two-thirds (2/3) of the accredited voters present and voting, provided that the proposed amendment or amendments shall have been submitted to and been approved by the Executive Committee and the Board of Directors, and a copy sent to each member club six (6) weeks before the Annual Meeting.

Section 2

Without prescribed notice, these Bylaws may be amended at any Annual Meeting by a unanimous vote of the delegates present and voting.

Revised: May 1994. Amended: May 1995, April 1996, April 1997, June 2, 2001, April 26, 2003, May 6, 2004, April 6, 2005 April 13, 2007, April 4, 2009, April 17, 2011, April 28, 2012, April 2, 2013, April 10, 2014, April 21, 2017, April 04, 2018, April 6, 2019, March 15, 2021, October 26, 2022

October 26, 2022