Bylaws for Navarre Garden Club, Inc. - Approved December 6, 2005

ARTICLE I - NAME

In accordance with the Articles of Incorporation, Article I, for this organization, the name shall be Navarre Garden Club, Inc., hereafter referred to as the Club or Corporation.

ARTICLE II - OBJECTIVE

The objectives of the Club are as stated in the Articles of Incorporation, Article III, “PURPOSE” for this Corporation.

In addition the Club shall:

(1) Affiliate with the Florida Federation of Garden Clubs, Inc. (FFGC), and the National Garden Clubs, Inc. (NGC).

(2) Investigate the feasibility and practicality of building a Club Garden Center facility in Navarre, Florida.

(a) The decision to go forward with the construction and development of a Garden Center shall be made by a vote of the membership as defined in ARTICLE XI, VOTING PROCEDURES, item (2).

(b) The research and reporting requirements for this investigation shall be documented in the Club Standing Rules.

ARTICLE III - MEMBERSHIP

(1) Membership shall be open to all natural persons 18 years of age or older.

(2) Any member missing three consecutive regular Club meetings will automatically be removed from the membership roll. To avoid this action the Club member should contact the Membership Chair or another Club officer.

ARTICLE IV - DUES

(1) The Finance Committee, at the January mid-year budget review meeting, will determine the recommended dues amount for the upcoming year. Changes will be presented and voted upon at the next regular meeting of the Club.

(2) The amount of annual dues will be documented in the Club Standing Rules. Dues are non-refundable and payable at time of joining the Club and annually thereafter in March for the upcoming fiscal year.

(3) Only members whose dues are paid for the current year will be entitled to vote and/or hold office.

(4) Members who are delinquent in payment of dues will automatically be removed from the membership roll following the May meeting.

ARTICLE V - ELECTION OF OFFICERS

(1) A Nominating Committee of 3 club members shall be nominated and elected by majority vote of the members present at the regular February Club meeting. The committee will elect its own chairman. This committee will identify a slate of candidates for office from the current club membership.

(2) At the following March meeting, a slate of candidates for President, Vice President(s), Recording Secretary and Treasurer will be presented to the membership in attendance by the Chairman of the Nominating Committee. The Chairman of the Nominating Committee will also call for further nominations from the floor. Any forthcoming nominations will become part of the ballot of candidates, given that the nominee agrees to serve if elected. Nominations are closed after this meeting.

(3) After the March meeting and no less than 2 weeks before the April meeting, the Nominating Committee will inform all voting members who were not present at the March meeting of the slate of candidates. This may be done by mail, telephone or email by the Nominating Committee Chairman, as long as the Chairman is confident all members have received the information.

(4) The election shall be held at the Annual Meeting in April. If there is more than one candidate for the same office, voting shall proceed as defined in ARTICLE XI, VOTING PROCEDURES, item (2). If there is only one slate of candidates, the vote shall be a voice vote of the members in attendance.

(5) Officers elected at the Annual April Meeting shall assume their duties after the May installation, shall serve for a term of one year, and shall remain in office until their successors have been installed. No officer shall be eligible for the same office for more than two (2) consecutive terms, except the Treasurer who may serve as long as elected. An officer ending two successive one-year terms in office may run for a different office immediately after the present term. After a period of no less than one year out of a given office, a prior officer may once again run for and be elected to that same office.

(6) Should the President's office become vacant for any reason, the Vice President(s) in the order of their standing shall become the President for the remaining term.

ARTICLE VI - DUTIES OF THE OFFICERS

The Officers of the Club are President, 1st Vice President, 2nd Vice President, Recording Secretary and Treasurer.

(1) The President shall:
(a) Preside at all meetings of the Club and the Executive Board.
(b) Appoint committee chairman as required to carry out Club activities and projects.
(c) Be an ex-officio member of all Club committees except the Nominating Committee.
(d) Bring to the attention of the Club all pertinent information from the District, State and National Associations.
(e) Represent the Club at FFGC District I meetings.
(f) Be an active member of the Finance Committee.

(2) The Vice President(s) in the order of their standing shall perform all the duties of the

President in the absence of the President such as:

(a) Preside at all Club meetings in the absence of the President.
(b) Temporarily assume the Presidential duties in the absence of the President.
(c) Be prepared and willing to assume the office of President should that office become vacant.

(3) The 1st Vice President shall serve as Program Chairman for regular Club meetings and as such, schedule for each regular Club meeting an educational program of interest to the club membership and in alignment with the Club's purpose and objectives.

(4) The 2nd Vice President shall serve as Membership Chairman and as such, gather member information via potential member information cards, maintain a historical file of these cards and assure the pertinent information is transmitted to the Executive Board.

(5) The Recording Secretary shall:
(a) Document and preserve the minutes and attendance records of all meetings of the Club and the Club's Executive Board as described in the Standing Rules.
(b) Conduct such correspondence as the Executive Board may direct and maintain a record of all Club correspondence.
(c) Maintain an up-to-date, alphabetical, membership roster to include Name, Address, Phone Number, Birth Day and Month, Month and Year joined the Club, Life Member, Master Gardener, Certified Flower Show Judge and any other Certifications, Email Address (if available) and other data as the Executive Board may determine. The Recording Secretary shall see that the Treasurer has the latest copy of this roster at all times.
(d) Maintain an up-to-date Committee Chairman list to include both Standing and Special Committees.
(e) Present any recommendations from the Executive Board to the club membership via reading of excerpts from Executive Board meeting minutes.

(6) The Treasurer shall:
(a) Receive and disburse the funds of the Club.
(b) Deposit all funds in the name of the Club in the bank of the membership's choice.
(c) Ensure all disbursements are in the approved budget and/or approved by the membership and are paid by check.
(d) Ensure all checks are signed by the Treasurer or President.
(e) Present a financial statement at each regular Club meeting and an annual financial statement at the Annual Meeting in April. Preserve copies of these statements with the official minutes of the various Club meetings.
(f) Make financial records available for audit in April prior to the Finance Committee budget planning meeting and at any other such time as may be determined necessary by the club membership. The form for this audit will be specified in the Standing Rules.
(g) Be an ex-officio member of the Ways and Means Committee.
(h) Chair the Finance Committee.
(i) Provide members with a receipt for any cash received.
(j) File with the State of Florida the Corporation's annual report form and required

charitable organization registrations and documentation. File any required Federal forms with the IRS and make any other governmental filings required of the Corporation.
(k) Prepare reports for the Florida Federation of Garden Clubs, Inc. as requested by the Federation, including, but not limited to, a current membership list.
(l) Perform as registered agent for the Corporation and as such preserve permanent records of the Club.
(m) Maintain the Club's certified and official Corporate documentation to include, but not necessarily limited to, the Florida Certified copy of the Club's Articles of Incorporation and Certificate of Status, IRS documents pertinent to the Club's non-profit status and financial activities, controlled copies of the Club's Bylaws and Standing Rules. These items are to be maintained in a secured environment as defined in the Club Standing Rules.
(n) Be bonded, as specified in the Club Standing Rules, for the faithful discharge of their duties, which bond shall be approved by the Executive Board.

Each outgoing officer must deliver to their successor all books, records, papers, keys, passwords or pins pertaining to that office at or before installation of new officers in May.

ARTICLE VII - THE EXECUTIVE BOARD

The Executive Board shall consist of the Officers of the Club.

The Executive Board shall:

(1) Meet on the last Tuesday of the Month prior to a regular Club meeting. Special Executive Board Meetings may be called by any Board Member with approval of a majority of the Board.

(2) Transact the general business of the Club, considering all questions of policy and appropriateness within the guidelines of the Club's Articles of Incorporation, Bylaws and Standing Rules.

(3) Report to the Club at the next meeting decisions made and actions taken. Where a Club vote is required or desired they shall provide recommended course(s) of action to the club or request recommendations from club members.

(4) Establish and define the purpose(s) of the Club's Standing and Special Committees. The Committees shall be listed in the Standing Rules and the purpose(s) of the Committees defined in the Club Yearbook.

(5) Replace any Executive Board member vacancy with the exception of President, by majority vote of the remaining Executive Board.

ARTICLE VIII - STANDING COMMITTEES

(1) Standing Committees shall be established by the Executive Board as necessary to carry out the purposes of the Corporation. These Committees shall conform, insofar as practicable, to those of the Florida Federation of Garden Clubs. The Executive Board shall document these committees in the Standing Rules for the Club and shall define the minimum duties for each Committee in the Club Yearbook.

(2) In addition to the Standing Committees there shall be a Finance Committee. Membership in the Finance Committee shall be as defined in the Club Standing Rules.

ARTICLE IX - MEETINGS

(1) The regular Club meetings will be on the first Tuesday of each month for at least nine months of the year. The Annual Club meeting shall be held in April for the purpose of Annual reports and election of officers.

(2) The Finance Committee shall meet in January and April each year. The January meeting will be a mid-year review of the yearly budget to date and a review of the Club Financial Control Policies for continued adequacy. Any recommendations for change to the current yearly budget shall be presented to the Club in February and voted upon at that meeting. Changes to the Financial Control Policies shall be decided in the Finance Committee meeting. At the April meeting the committee shall develop a recommended budget for the upcoming year. The recommended budget will be presented and voted upon at the annual May Planning Meeting.

(3) The Annual Planning Meeting will take place on a date in May that is after the May Installation of new Officers.

(4) The Executive Board shall meet as defined in Article VII above. All Executive Board Meetings are open to any paid Club member.

(5) Special Club meetings may be called as required by the Executive Board with agreement of a majority of the Board.

ARTICLE X - FINANCES

(1) The fiscal year of the Club begins on the first day of June and ends on the last day of May each year.

(2) Financial Records will be maintained and audited annually as defined in the Club's Standing Rules.

ARTICLE XI - VOTING PROCEDURES

(1) Items that come up during regular Club meetings that should be addressed immediately at that meeting shall be voted on by the members in attendance with a majority vote prevailing.

(2) Items determined to be of major significance to the club shall use the following procedure:

(a) A Balloting Committee of 3 members shall be nominated and elected by majority vote of the members present at a regular Club meeting. This Committee shall pick the Committee Chairman.

(b) The members in attendance shall be made aware of voting alternatives.

(c) Members not in attendance shall be made aware of the voting alternatives via written correspondence, email or telephone.

(d) The Balloting Committee shall prepare a formal printed ballot. These ballots shall be mailed to the full membership roster. The membership shall be requested to indicate their choice(s) on the printed ballots and to return the ballots to the Balloting Committee Chairman by a specific date. The ballots should be sealed in an envelope and the sender must sign and indicate their name on the outside of the envelope. These envelopes may be mailed or hand delivered to the Balloting Chairman.

(e) The Balloting Committee shall compare each envelope to the membership roster and indicate receipt of a ballot by that member. A return of at least 51% of the current Club membership is required for a valid vote.

(f) Once it has been determined that there is a valid vote, then the envelopes will be opened and the ballots removed and tallied. The vote shall be a secret vote. At no time shall the name on the envelope be connected to the ballot within.

(g) A majority of the ballots returned is required to approve a balloted item.

(h) The Balloting Committee Chairman shall report the results of the vote at the next regular Club meeting.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order Newly Revised shall be the authority and govern the Club in business procedures in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Corporation's Articles of Incorporation and/or these Bylaws may be altered, amended, or rescinded if the proposed changes have been submitted in writing to the total Club membership thirty (30) days prior to a vote. Based upon the significance and complexity of the changes the Board may choose to abide by the voting procedures documented in Article XI, VOTING PROCEDURES, item (2) above or if the Board deems the changes do not require that procedure, the changes may be voted on at the next regular Club meeting, providing 51% of the membership is in attendance. If 51% is not in attendance, then Article XI, item (2) shall prevail and the vote will be carried out in that manner. In either case, approval by a 51% majority of those voting is required to approve the changes. The amended Articles of Incorporation and/or Bylaws will be available at the next regular Club meeting after the voting has completed.