

**THE GARDEN CLUB OF PRINCETON
BYLAWS**

**Adopted January 21, 1997 and as amended June 2002, November 2004, May 2012,
February 2018, January 2019 and October 2020**

TABLE OF CONTENTS

PREAMBLE	
ARTICLE I	NAME AND OBJECT
ARTICLE II	MEMBERSHIP
ARTICLE III	ELECTION OF MEMBERS
ARTICLE IV	DUES
ARTICLE V	MEETINGS
ARTICLE VI	OFFICERS, MEMBERS AT LARGE, AND THEIR DUTIES
ARTICLE VII	ELECTION OF OFFICERS AND MEMBERS AT LARGE
ARTICLE VIII	EXECUTIVE COMMITTEE
ARTICLE IX	STANDING COMMITTEES
ARTICLE X	PROPERTY AND MISCELLANEOUS
ARTICLE XI	STANDING RULES
ARTICLE XII	AMENDMENTS

PREAMBLE

The Garden Club of Princeton Bylaws and Standing Rules shall be interpreted and applied liberally, with discretion and kindness, to achieve a vital and growing garden club.

ARTICLE I NAME AND OBJECT

The Garden Club of Princeton ("The Club") is a non-profit organization whose purpose is to further the interest in and knowledge of gardening and kindred matters among its members and in the Princeton community; to promote the activities initiated by The Garden Club of America, of which it is a charter member, and to engage in such other educational and charitable enterprises as the membership may elect from time to time.

ARTICLE II MEMBERSHIP

There shall be classes of membership, including, but not limited to: Active, Sustaining, Affiliate, Provisional, and Honorary.

Section 1 Active Members

- a) The Active Members constitute the working membership. An Active Member shall have a garden or allied garden interests. An Active Member shall have the right to vote. An Active Member shall attend a majority of the Regular Meetings of The Club, pay such dues and assessments as set by The Club vote from time to time, serve on committees, and chair committees. An Active Member shall also enter a minimum of two flower shows per club year, one of which must be either artistic or horticulture and another which may be artistic,

- horticulture, or photography; hostess meetings on a regularly scheduled basis as requested; and take part in the Club's activities.
- b) An Active Member shall be eligible to attend Annual and Zone meetings of that association. An Active Member may also serve in positions authorized by the Bylaws of The Garden Club of America.
 - c) Any Active Member may propose and second candidates for membership. All Active Members may write supporting letters for candidates.
 - d) An Active Member who will be absent from Princeton for a large part of The Club year, or who is unable for other pressing reasons to participate in the activities of The Club, shall notify the President or the Membership Committee chairman. The Membership Committee may at its discretion, grant a leave of absence for one Garden Club year. An Active Member on leave of absence shall pay such dues and assessments as set by The Club vote from time to time, may attend meetings but may not vote or hold office, and may not propose or second new members, but may write supporting letters for candidates.
 - e) An Active Member who in the opinion of the Membership Committee shall have been absent from more than half of the Regular Meetings of The Club without excuse, or shall have failed to contribute adequately to The Club, shall be notified in writing by the Corresponding Secretary immediately after the last Regular Meeting of The Club year, and asked whether they wish to continue their membership in the Club. If the answer is in the affirmative, the Membership Committee, with the approval of the Executive Committee, then shall determine whether to retain them as a member, and if so, in what category.
 - f) An Active Member may petition the Membership Committee for the privilege of becoming a Sustaining Member or an Affiliate Member, after ten years of Active Membership.

Section 2 Sustaining Members

- a) A Sustaining Membership may be granted on petition to the Membership Committee, with the approval of the Executive Committee, to a member who has completed ten years of Active Membership.
- b) A Sustaining Member shall attend a minimum of three Regular Meetings of The Club per year. A Sustaining Member shall have the right to vote, and may serve on committees, including the Executive Committee as a Member at Large, but shall not be eligible to be an officer of The Club. A Sustaining Member shall pay such dues and assessments as set by The Club vote from time to time. A Sustaining Member shall be a hostess at meetings on a regularly scheduled basis as requested.
- c) A Sustaining Member shall be able to attend Annual and Zone meetings of that association. A Sustaining Member may also serve in positions authorized by the Bylaws of The Garden Club of America.
- d) A Sustaining Member may propose, second, and write supporting letters for candidates.
- e) A Sustaining Member may petition the Membership Committee for a change in membership status.

Section 3 Affiliate Members

- a) An Affiliate Membership may be granted on petition to the Membership Committee, with the approval of the Executive Committee, to a member who has completed ten years of Active Membership.
- b) An Affiliate Member shall be excused from active participation in The Club program. There are no attendance requirements. An Affiliate Member may not vote or hold office, but may serve on committees, excluding the Executive, Nominating and Membership Committees. An Affiliate Member shall pay such dues and assessments as set by The Club vote from time to time. If living within a fifty-mile distance of Princeton, an Affiliate Member shall be a hostess at meetings on a regularly scheduled basis as requested.
- c) An Affiliate Member may not propose or second candidates, but may write supporting letters.
- d) An Affiliate Member may petition the Membership Committee for a change in membership status.

Section 4 Provisional Members

- a) A Provisional Member shall have gardening interests, shall attend a majority of the Regular Meetings of The Club, shall participate in the Provisional program, and shall pay such dues as set by The Club vote from time to time.
- b) A Provisional Member may not vote or hold office, but may serve on committees, excluding the Executive, Nominating and Membership Committees, and may act as hostess.
- c) A Provisional Member may not propose or second candidates, but may write supporting letters after one year of Provisional Membership.
- d) The maximum number of Provisional Members, all of whom shall be elected by a majority vote of both the Membership Committee and the Executive Committee, shall be limited to ten in any one year.
- e) A Provisional Member may be considered for Active Membership by the Membership Committee, with the approval of the Executive Committee, if a vacancy exists. A Provisional Member may remain a Provisional Member for three years.

Section 5 Honorary Members

- a) A person may be elected to Honorary Membership who has rendered to The Club and/or to the community some outstanding service, or who is a recognized authority in a field encompassed by the objectives of The Garden Club of Princeton and so is deserving of this honor.
- b) An Honorary Member may not vote or hold office, but may serve on committees, excluding the Executive, Nominating and Membership Committees, and may act as a host/hostess, and take part in The Club activities within the limits of these Bylaws.

ARTICLE III ELECTION OF MEMBERS

Section 1 Election of New Members

- a) Any Active Member of one year's standing, and any Sustaining Member, except Membership and Executive Committee members, may propose and second a candidate who could meet the qualifications of ARTICLE II, Section 1 (a). Such members may propose and second up to two candidates each year.

- b) The procedures for proposing new members to the Membership Committee, and the Membership Committee procedures and policies of review are set forth in the Standing Rules of The Club.

Section 2 **Election of Honorary Members**

- a) A person may be suggested for Honorary Membership by a petition to the President signed by one-third of the voting membership, at least half of whom shall be Active Members, asking that the Executive Committee give consideration to their suggestion.
- b) The procedures and policies which the Executive Committee shall follow in considering the application are set forth in the Standing Rules of The Club.

Section 3 **Reinstatement of Former Members**

A former member who has resigned, in good standing, may, upon written request to the Membership Committee, be eligible for renewal of their membership, following a recommendation by the Membership Committee to the Executive Committee. If approved, reinstatement will take effect immediately.

ARTICLE IV **DUES**

Section 1 **Timing of Payment**

The annual dues of all member categories shall be determined from time to time by the voting members of The Club, on recommendation of the Executive Committee. These dues, plus The Garden Club of America dues, if applicable, shall be paid annually.

Section 2 **Non-Payment**

All dues shall be payable upon written notice from the Treasurer. Dues not paid within sixty days of such written notice shall be subject to a penalty fee. Non-payment of dues by the end of The Club year shall be sufficient reason for dropping a member from The Club membership.

Section 3 **Honorary**

An Honorary member shall pay no dues to The Garden Club of Princeton.

ARTICLE V **MEETINGS**

Section 1 **Calendar**

The Club year shall begin on July 1 and end on June 30. There shall be at least nine scheduled Regular Meetings per year governed according to Robert's Rules of Order. The term "Regular Meeting" applies to the regular business session, as separate from the program.

Section 2 **Annual Meeting**

The Annual Meeting shall be the last Regular Meeting in The Club year. The annual reports of officers and standing committees, and any other items of business that these Bylaws may prescribe are in order.

Section 3 Regular Meetings

- a) Regular meetings are open to members only, except as provided in (b).
- b) Candidates for membership may be invited to specified Regular Meetings with the permission of the President and the Membership Chairman.
- c) At all meetings a member shall have the privilege of inviting guests to the program, with the permission of the hostess.

Section 4 Special Meetings

Special meetings may be called at any time by the Executive Committee or upon written request of the majority of the voting members of The Club, with adequate notice.

Section 5 Quorum

A simple majority of the voting members shall constitute a quorum.

ARTICLE VI OFFICERS, MEMBERS AT LARGE, AND THEIR DUTIES

Section 1 Officers

The officers of The Club shall be President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary, and may also include an Assistant Treasurer. The officers shall be elected annually and shall be voting members of the Executive Committee. In the event of a tie, the President shall be empowered to break the tie by casting an additional vote.

Section 2 President

The President shall perform all the duties usually pertaining to the office of President, including the appointing of all committee chairmen, the authority to sign checks in the absence of the Treasurer, and any other powers delegated by these Bylaws. The President shall be, ex-officio, a member of all committees, except the Nominating Committee, and shall have a vote except on the Membership Committee.

Section 3 Vice President

In the absence of the President, the Vice President shall perform the duties of the President, and shall perform such additional duties as may be delegated by the President, including the chairmanship of a committee.

Section 4 Recording Secretary

The Recording Secretary shall keep all records of The Club and the minutes of the meetings thereof, and shall perform such other duties as pertain to that office.

Section 5 Corresponding Secretary

The Corresponding Secretary shall conduct the correspondence of The Club and perform such other duties as pertain to that office.

Section 6 Treasurer

The Treasurer shall have charge of the funds of The Club and keep a record thereof. The Treasurer shall render a report to the membership as necessary. The Treasurer shall submit an annual budget for Executive Committee approval, to be presented to the membership at the opening Regular Meeting in the fall; and a year-to-date report at the Annual Meeting in the spring. The Treasurer shall perform such other duties as pertain to that office.

Section 7 Assistant Treasurer

In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer, and such other duties as the President may delegate.

Section 8 Members at Large

Two Members at Large shall be members of the Executive Committee. One shall be elected each year for a term of two years.

Section 9 Additional Duties

Each officer and Member at Large shall perform such additional duties as may be delegated from time to time by the President.

ARTICLE VII ELECTION OF OFFICERS AND MEMBERS AT LARGE

The Officers and one Member at Large shall be elected annually at a Regular meeting prior to May 1, either by acclamation or by secret ballot, as the members decide. The terms of the elected Officers and Members at Large shall begin at the conclusion of the Annual Meeting, with the exception of the Treasurer, whose term shall begin at the start of the fiscal year. These persons shall serve until their successors shall have been elected and qualified.

ARTICLE VIII EXECUTIVE COMMITTEE

The property and affairs of The Club shall be managed by the Executive Committee, which shall consist of the officers of The Club and two Members at Large.

- a) The Executive Committee shall meet on a regular basis at the request of the President.
- b) It shall have the power to transact all necessary business between the Regular meetings of The Club, and may at any time, with adequate notice, call a meeting of the members of The Club for the transaction of business, or for any other purpose.
- c) Any expenditure not approved in the budget must be referred to the Executive Committee for approval.
- d) The Executive Committee shall appoint the Club's delegates to the GCA Zone and Annual Meetings; approve the appointments of the members of the Membership, Nominating and

Program Committees, approve the establishment of other committees and the appointment of their chairmen, approve the creation of new committees; approve the recommendations of the Membership Committee; fill any vacancies in offices for an unexpired term, consider petitions for Honorary Members; and shall have any other powers delegated to them by these Bylaws.

- e) A simple majority of the Executive Committee members, who may participate in meetings in person or by conference call, shall constitute a quorum.
- f) The members of the Executive Committee may approve a resolution by electronic means.

ARTICLE IX STANDING COMMITTEES

The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 1 Membership Committee

a) The Membership Committee shall consist of a Chairman and four members to be appointed by the President with the approval of the Executive Committee, three each year, two of whom shall serve for a period of two years and one for one year. No member shall be eligible for this Committee who shall have been an Active Member of The Club for less than three years. No member shall be reappointed to this Committee within less than two years after last serving on this committee. No member of the Executive Committee other than the President shall serve on this Committee.

b) This Committee shall be responsible for recommending the election of new Provisional members and changes of membership status. All recommendations shall be submitted to the Executive Committee for approval. Two-thirds of the Executive Committee present and voting at the meeting must approve the election of new members.

Section 2 Nominating Committee

a) The Nominating Committee shall consist of a Chairman and two members to be appointed by the President with the approval of the Executive Committee. One member appointed each year shall serve for a period of two years. No member shall be eligible for this committee who shall have been an Active Member for less than three years. No member may be reappointed to this committee within less than three years after last serving on this committee.

b) The Nominating Committee shall annually prepare a slate consisting of officers and up to two Members at Large. The Nominating Committee shall present this slate to the membership at the January membership meeting. After nominations have been closed, voting shall occur no later than April 1.

Section 3 Program Committee

The Program Committee shall be appointed each year by the President, with the approval of the Executive Committee. The Committee shall make the calendar for The Club year, arrange with the hostesses the time and place of each meeting, and decide upon the speakers or subject matter for each meeting, in conference with the major committee chairmen. The Committee shall be responsible for the printing and mailing of the program.

Section 4 Other Committees

Other Committees shall be established each year and their chairmen shall be appointed by the President, with the approval of the Executive Committee, to carry on the work of The Club.

Section 5 Special Committees

Special Committees may be appointed as necessary by the President, with the approval of the Executive Committee.

ARTICLE X PROPERTY AND MISCELLANEOUS

Section 1 Inurement

No part of the property or income of this Club shall inure to the benefit of any individual, but all property and income thereof shall be devoted to the purposes and objects for which this Club was organized.

Section 2 Dissolution

Upon dissolution of The Club, all its assets remaining after payment of its obligations shall be transferred to such charitable or non-profit educational organizations as the membership may determine, provided that such organizations comply with Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. No member of The Club shall have any claim on its assets.

Section 3 Propaganda

No substantial part of the activities of The Club shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE XI STANDING RULES

Standing Rules shall be the procedures and regulations consistent with the Bylaws which implement and clarify the Bylaws. They shall be binding on all members. Standing Rules shall, upon recommendation of the Executive Committee, with adequate notice, be adopted, amended, waived or rescinded with the approval of a simple majority of the voting membership then present and voting.

ARTICLE XII AMENDMENTS

These Bylaws may be altered or amended at any time by a two-thirds vote of the voting membership, provided written notice has been sent to members ten days prior to the Regular

Meeting at which the alteration or amendment is to be voted. A voting member may vote by regular mail sent to the Recording Secretary and postmarked within ten days of such Regular Meeting, or by electronic means sent to the Recording Secretary within ten days of such Regular Meeting.