

BY-LAWS OF THE FORT MYERS-LEE COUNTY GARDEN COUNCIL

ARTICLE I—NAME

The name of the corporation shall be the Fort Myers-Lee County Garden Council, Inc., a non-profit corporation, and shall be located in Fort Myers, Lee County, Florida; here-in-after referred to as the Council.

ARTICLE II—OBJECTIVE

The general nature and objective of the corporation shall be to foster, promote and increase the knowledge and the importance of civic beautification and conservation in and around Fort Myers and Lee County, Florida by:

- A. conducting programs and engaging in education activities that enlighten the Council and the general public as to the need for beautification, conservation and historic preservation;
- B. enhancing and beautifying public properties and parks;
- C. sponsoring standard flower shows that educate the public about horticulture and the art of design using plant material;

provided that in exercising any of its powers, this corporation shall do so in furtherance of the exempt purpose for which it has been organized in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III—AFFILIATION/MEMBERSHIP

SECTION 1. Membership shall consist of garden clubs, *plant* societies, at-large members and affiliate organizations.

SECTION 2. Application for *membership* with the Council shall be confirmed by a two-thirds vote of the *Board of Directors* assuming a quorum is present. Thereafter, upon payment of dues, the garden clubs, *plant* societies, at-large members or affiliated organizations shall be considered members of the Council.

SECTION 3. At-large members are those persons whose regular garden club has disbanded and wish to retain their membership with the Council. A total of 20 at-large members is permitted. Their dues entitle them to receive a yearly subscription to the "Courier". *At-large members have no vote on the Council and are permitted to retain this membership for only one year following the disbanding of the member's club. Dues of \$25 are payable by June 1 of that year. It is expected that the at-large member will join a new garden club by the end of the Council year.*

SECTION 4. Affiliate organizations are defined as those entities whose objectives are consistent with those of this Council. Their dues entitle them to receive a one year subscription to the "Courier". Affiliate organizations have no vote on the Council and may not serve on the Board of Directors.

ARTICLE IV—DELEGATES AND ALTERNATES

SECTION 1. Each *member club or plant society* shall name three voting delegates and three alternates. An alternate may vote only in the absence of a delegate.

SECTION 2. A delegate shall represent only one club even though she (he) may be a member of more than one *member club or society*.

SECTION 3. A member of the Board of Directors, while so serving, shall not be named a delegate or alternate from any *member club or plant society*, but shall have the right to vote at Council meetings.

ARTICLE V—OFFICERS

SECTION 1. The elected officers shall be President, First Vice-President/President-Elect, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and three (3) Advisors.

SECTION 2. All vacancies in elective offices, other than the President, shall be filled for the unexpired term by the President, subject to the approval of the Board of Directors. A vacancy in the office of President shall be filled for the unexpired term by the *First Vice-President/President Elect*. Any officer unable to actively perform the duties of that office for a period of three (3) months may be removed from that office by the Board of Directors.

ARTICLE VI—DUTIES OF OFFICERS and ADVISORS

SECTION 1. The President shall:

- A. preside at all meetings of the Council and Board of Directors;
- B. sign all documents when ordered by the *Board or Council*;
- C. have general oversight of the Council;
- D. be an ex-officio member of all committees, with the exception of the Nominating Committee, but shall not be required to attend committee meetings;
- E. notify Directors and Delegates as to any changes in meeting times, dates or locations;
- F. *present the annual report to the City Council of Fort Myers, Florida as required by the Council's lease agreement.*

SECTION 2. The First Vice-President/President-Elect shall:

- A. serve as Membership Chair;
- B. keep a current list of Directors, Delegates and Alternates;
- C. assume the duties of the President-Elect as of October first (1) in the even-numbered year.

SECTION 3. The Second Vice-President shall:

- A. serve as Program Chair;
- B. at the end of the term may advance to the office of President/President-Elect.
- C. *be responsible for the oversight of the Mina Edison Library.*

SECTION 4. The Recording Secretary shall:

- A. keep the minutes of the Board of Directors and Council Meetings in books which shall be the property of the Council and accessible at all reasonable times and places.
- B. oversee the attendance record and delegate count.

SECTION 5. The Corresponding Secretary shall:

- A. attend to the correspondence of the Council.

SECTION 6. The Treasurer shall:

- A. be the custodian of all the monies of the Council, received from whatever source;
- B. pay out monies only upon the order of the Council;
- C. keep full and accurate books of accounts containing a record of all monies received and expended. These books shall be the property of the Council and open to the inspection of the authorized officials at all reasonable times and places;
- D. shall submit a summary report at each meeting;
- E. be an ex-officio member of the Finance Committee;
- F. *be responsible for all government filings/registrations and reports including income tax and 1099 reports as needed.*

- G. *be responsible for having the books examined by a Certified Public Accountant and a financial statement prepared at the close of each President's term. Any cost shall be borne by the Council.*

The treasurer and assistant treasurer may be bonded at the expense of the Council.

SECTION 7. The Assistant Treasurer shall:

- A. perform the duties of the Treasurer in the event of the absence or inability of the Treasurer to serve;
- B. be responsible for reconciling the Council's bank accounts at the end of each month.

SECTION 8. The Advisors shall:

- A. serve the Board and Council Members in a support capacity bringing their experience and expertise to assist in the smooth operation of the Council.
(Refer to Article IX, Section 2)

ARTICLE VII—NOMINATIONS

SECTION 1. The Board shall appoint the Nominating Committee of 3 members and one alternate at the November Board meeting during the second year of the current term. A majority vote of the Board is required to establish the committee. The President and President-Elect may not vote on the selection of the committee members. A member proposed for the committee shall have been a member of the Council for at least 6 years and may only serve for one term (two (2) years) and then may not serve again for two (2) terms (four (4) years). The current Board members may not serve on the Nominating Committee during their term of office. This Committee shall elect its own Chair.

SECTION 2. The *proposed* slate of Board of Directors members, consisting of the Officers and Advisors, shall be presented at the regular meeting in *January* prior to the Annual Meeting in *March in odd numbered years*. Notices of these nominations shall be sent to the delegates with the notice of the *March* Annual Meeting.

SECTION 3. Nominations may be made from the floor, providing the person nominated has consented to serve if elected.

ARTICLE VIII—ELECTION AND INSTALLATION

SECTION 1. The Board of Directors shall be elected at the March Annual Meeting *in odd numbered years*.

SECTION 2. Election shall be by ballot. If there is only one candidate for an office, the vote may be by voice, with election decided by a majority of the voting delegates.

SECTION 3. Officers and Advisors shall be elected for a term of two years and shall serve in their respective capacities until their successors are elected. Their terms of office shall begin at the close of the Installation Meeting in *May of odd numbered years* with the exception of the Treasurer and Assistant Treasurer, whose terms shall begin at the close of the fiscal year immediately following their elections.

ARTICLE IX—BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the elected Officers including three (3) elected Advisors.

SECTION 2. The three (3) elected Advisors shall be Past Council Presidents or have similar experience. The Immediate Past President shall automatically serve as one of the elected Advisors. Any individual Advisor may serve for on (1) term (two (2) years) and may not serve in consecutive terms.

SECTION 3. The Board of Directors shall:

- A. have general supervision of the affairs of the Council;

- B. perform such duties as are specified in these By-Laws;
- C. initiate policy and *approve* expenditures of money *beyond the budget as needed*;
- D. *report at each general meeting all motions approved since the previous meeting.*

SECTION 4. The Board shall meet monthly with the exception of July. Dates shall be set by the President.

SECTION 5. The President may call a Special Meeting of the Board of Directors. Members are to be notified at least twenty-four (24) hours in advance.

SECTION 6. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board.

SECTION 7. An email vote of the Board of Directors is acceptable.

ARTICLE X—DUES

SECTION 1. Each *member club, plant society or affiliate* shall pay annual dues as determined by the Board of Directors.

SECTION 2. The fiscal year shall begin June first (1) and end May thirty-first (31). Dues are payable before June first (1) for the coming fiscal year.

SECTION 3. Dues unpaid by January first (1), seven months after the beginning of the fiscal year, are cause for dropping a *member club, plant society or affiliate* from the Council, provided that the Treasurer has given two separate notices of the delinquency.

ARTICLE XI—GENERAL MEETINGS

SECTION 1. The Regular meeting of the Council shall be held bi-monthly from September through May as listed in the Council calendar for the current year. Notice of any changes to the calendar shall be sent ten days prior to that meeting.

SECTION 2. The Annual Meeting shall be held in March. The proposed budget plus any other business matters shall be presented for the coming fiscal year and voted on by the delegates for the member clubs and *plant societies*.

SECTION 3. The Installation Meeting shall be held in May in the odd numbered year.

SECTION 4. The President may call special meetings. Each Board Member and Delegate must be notified at least five days prior to the called meeting stating the objective of the meeting. *Only that objective will be considered.*

SECTION 5. The presence of one or more delegates or alternates from a majority of the member clubs or *plant societies* shall constitute a quorum to transact business at any meeting of the Council.

ARTICLE XII—COMMITTEES

SECTION 1. The President shall appoint the Parliamentarian, Chairs of Standing Committees (with the exception of Membership, Programs and Nominating) and Chairs of any Special Committees deemed advisable.

SECTION 2. The Chair of each Committee may select the committee members.

ARTICLE XIII—PROPERTIES

SECTION 1. The properties of the Council are primarily for the benefit of the Council and member clubs, *plant societies* and affiliates. Their use will be authorized by the President or the Board of Directors. The properties shall be returned in the condition in which they were borrowed.

SECTION 2. An inventory shall be maintained and reviewed by the Properties Chair at the end of each term.

ARTICLE XIV—PERSONAL LIABILITY

Neither the Board nor any Member or Officer shall have the power to bind Members or the individual Officers or Advisors of the Council personally. All persons or corporations extending credit to, contracting with or having any claims against the Council shall look only to the funds and property of the Council for payment of any debts, damage, judgment or decree of any money that may otherwise become due or payable to them from the Council, so that neither the Members nor the Officers and Advisors, present, *past* and future, shall be liable therefore.

ARTICLE XV—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the council in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules or order the Council may adopt.

ARTICLE XVI—AMENDMENTS

These By-Laws maybe amended at any regular meeting of the Council by a two-thirds vote of the voting delegates present, provided the proposed amendment shall have been presented in writing to the Board of Directors for approval and a copy of the approved amendment shall have been sent to each *member club and plant society* at least four weeks prior to the meeting.

ARTICLE XVII—DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of Dissolution of the Council, no portion of its assets may be distributed to its Members, Officers or Advisors. All assets, real and personal, shall be distributed exclusively to such organizations as are qualified as tax exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law. The selection of such organizations shall be preferred as long as they are consistent or supported with the goals identified in Article II of these By-Laws and meet the above noted Internal Revenue Code requirement.

Revised and adopted March 2020

STANDING RULES

1. Registration fees and associated expenses shall be paid for the President and the President-Elect, or the designated official representative to FFGC and District IX functions.
2. Individuals and Council Member Clubs and Societies wishing to sell items at a Council Meeting or Council sponsored function must receive prior permission in writing from the Board of Directors. Any item sold must be related to the objectives of the Council. The seller agrees to pay ten (10) percent of the sales to the Council. Program presenters are exempt from this provision.
3. All monies belonging to the Council shall be disbursed only by the Council.
4. The Immediate Past President of the Council shall be presented with a Life Membership to the Florida Federation of Garden Clubs or its equivalent.
5. Membership in the Fort Myers-Lee County Garden Council, Inc. is open to all garden clubs, plant societies or affiliates regardless of gender, age, race, ethnicity or religious affiliation.

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