

The Needham Garden Club
The Constitution and By-Laws

(Amended: April 20~~25~~²⁶)

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ARTICLE I – NAME

The name of this organization shall be The Needham Garden Club.

ARTICLE II – OBJECT

The object of this organization shall be:

- a) To increase members' knowledge and love of gardening; to study the fine art of gardening and flower arranging; to aid in conservation work when needed; to exchange experiences that shall be of mutual benefit to its members; and to further horticultural beauty in Needham through civic involvement.
- b) To cooperate with other organizations furthering the interests of gardening and conservation.
- c) To operate without profit; no part of the net earnings will inure to the benefit of any officer, member or private individual. The Needham Garden Club is organized exclusively for civic/social welfare purposes within the meaning of Internal Revenue Code 501c(3).

ARTICLE III – MEMBERSHIP

SECTION 1. There shall be three classes of membership - Active members, Associate members, and Honorary members.

SECTION 2. Prospective members shall be residents of Needham or nearby communities. After receiving their Membership Information Forms, the Membership Chairpersons will contact prospective members to acquaint them with the work of the Club. After joining and paying dues, members will be assigned mentors from the Club membership to ease their transition.

SECTION 3. ~~First year active members~~ shall participate in the work of the Club, ~~servin~~g on ~~one~~ Standing Committee ~~in their first year of membership. In subsequet years of membership. active members shall serve on a minimum of two committees,~~ and contribute to all fund-raising activities.

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SECTION 4. Associate members may vote and participate fully in the work of the Club, but may not hold office. They are not subject to the requirements of active membership. However, their involvement in Committee activity is welcomed. A member wishing to become an Associate shall have been an active member for at least eight years and shall request in writing to the Executive Board for transfer to Associate membership.

SECTION 5. Honorary membership may be bestowed upon persons who have performed outstanding service to the Club over a period of years. They shall be nominated by the Executive Board and elected by the Club. It is not recommended that this honor be bestowed too frequently lest its value be diminished. Honorary members shall be exempt from payment of dues and are entitled to all the privileges of the Club.

SECTION 6. There shall be no barriers to full participation in The Needham Garden Club on the basis of race, ethnicity, creed, religion, gender, gender identity, sexual orientation, national origin or employment status.

ARTICLE IV - DUES

SECTION 1. Commencing in January of 2014, and at least every third year thereafter, the Executive Board shall review the Club finances; determine proper annual dues for all members, and request approval of any change in dues at the March Executive Board meeting. Members whose dues remain unpaid on July 1st shall be notified and after July 15th may be assessed a late fee to remain a member. The amount of this charge will be determined by the Executive Board.

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SECTION 2. New members joining after January 1 shall pay half the annual dues.

SECTION 3. The fiscal year shall be July 1st through June 30th.

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ARTICLE V - OFFICERS AND EXECUTIVE BOARD

SECTION 1. The Officers of the Club shall be a President(s), a First Vice President(s), a Second Vice President(s), a Recording Secretary, a Corresponding Secretary and a Treasurer, and shall be known as the Administrative Committee.

SECTION 2. The Executive Board shall consist of the Officers and the Chairpersons of Standing Committees. This Board shall be empowered to transact any and all routine business of The Needham Garden Club and shall control the affairs and funds of the organization.

SECTION 3. The Officers and Chairpersons of Standing Committees shall be elected by the Club at each annual meeting and shall hold office for a term of two years, with a cap of two consecutive terms. Vacancies in the Executive Board shall be filled for

the unexpired term by the Nominating Committee with the approval of the Board. When the Nominating Committee is unable to find a suitable Chairperson for the position of an Officer or Chairperson of a Standing Committee after good faith efforts to do so, the Nominating Committee may propose for such a position a person who has already served in said position for two consecutive terms, subject to the approval of the Board. Serving a partial term shall not count toward the two consecutive term limit.

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SECTION 4. Each committee shall have a Chairperson or Co-Chairpersons, if possible. Only one is required to attend the monthly Board meeting, but all are welcome to attend.

SECTION 5. The Executive Board shall appoint an auditor whose duty shall be to examine and verify the accounts of the Treasurer. The auditor shall submit a written report to the Treasurer with a copy to the President.

ARTICLE VI - MEETINGS

SECTION 1. Regular meetings of the Club shall be held on the third Tuesday of each month from September through May when possible. The Annual Meeting of the Club shall be on the third Tuesday in May of each year. Only Club members may attend the annual meeting. The Executive Board shall meet monthly from September through June at such place and hour as the Board shall determine.

SECTION 2a. Thirty percent of the Executive Board shall constitute a quorum for an Executive Board meeting. When transacting business, a majority of said quorum shall be required for passage of a vote.

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SECTION 2b. Thirty percent of the entire membership shall constitute a quorum for the transaction of business at a regular meeting. A majority of said quorum present and voting at any regular meeting shall be required for passage of a vote.

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SECTION 3. When necessary, business may be transacted and votes taken electronically. The thirty percent quorum referenced in Section 2a and 2b above, shall apply for passage or rejection of each proposal.

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ARTICLE VII – DUTIES OF OFFICERS AND CHAIRPERSONS

SECTION 1. The President(s) shall preside at all meetings of the Club and of the Executive Board and perform all other duties consequent upon that office. In case of extended absence or disability of the Treasurer, the President(s) shall sign checks with the approval of the Administrative Committee. The President shall be an ex-officio member of all committees.

SECTION 2. In the absence or disability of the President(s) the First Vice President(s) shall perform the duties of that office. The First Vice President(s) shall be Chairperson(s) of the Program Committee.

SECTION 3. The Second Vice President(s) shall be 1 Chairperson of the Horticulture Committee (the member with the longest tenure on the Committee) and 1 Chairperson of the Flower Arranging Committee (the member with the longest tenure on the Committee.)

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SECTION 4. The Recording Secretary shall keep the minutes of all meetings and shall have charge of all papers pertaining to that office.

SECTION 5. The Corresponding Secretary shall conduct general Club correspondence as directed by the Executive Board or President. Committees shall be responsible for their own correspondence.

SECTION 6. The Treasurer shall collect and hold all monies belonging to the Club and shall deposit them in a bank approved by the Executive Board. The Treasurer shall make an itemized statement of funds at each meeting of the Executive Board and regular meetings of the Club. In addition to paying all bills after receipt of vouchers, the Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall also be responsible for all tax filings and/or other filings required by governmental entities.

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SECTION 7. Within one week after vacating office, each Officer or Chairperson shall deliver to their successor such books and records as belong to that office.

SECTION 8. The Chairperson(s) of the Membership Committee shall keep a corrected and updated list of all members. Each time the list is corrected or updated, a copy of the list shall be provided to the President, the Treasurer and the website administrator.

SECTION 9. Officers and Chairpersons of Standing Committees shall render to the Recording Secretary a written annual report one month before the annual meeting.

SECTION 10. Officers and Chairpersons are encouraged to attend Federation meetings related to their area of responsibility.

SECTION 11. The Chairpersons of Standing Committees shall present their general plans of work to the Executive Board for approval. After due consideration of the committee program, the Executive Board shall vote on the allocation of funding as recommended by the Finance Committee. Before payment, all bills must be presented to the Treasurer, accompanied by vouchers and receipts. All monies

received from any project shall be turned over to the Treasurer, and all bills incurred shall be paid by the Treasurer.

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SECTION 12. The Officers and Chairpersons of Standing Committees are responsible for reviewing and updating the inventory of the Needham Garden Club properties. This list will be compiled by the Properties Chairperson and distributed to the Executive Board at the January and June Board meetings.

ARTICLE VIII - STANDING COMMITTEES

SECTION 1. There shall be the following Standing Committees: Communications, Community Outreach, Finance, Flower Arranging, Horticulture, Hospitality, Membership, Newsletter, Nominating, Program, and Ways and Means.

SECTION 2. Communications shall focus on disseminating information to both Club members and the community and encompass the following:

- a) Publicity shall have the responsibility for all publicity and advertising.
- b) Social Media shall have the responsibility for maintaining and updating any social media (excluding our Club website) currently being used.
- c) Website shall have the responsibility for maintaining and updating the Needham Garden Club website.
- d) Yearbook shall have the responsibility for the compilation, printing and distribution of yearbooks to members.

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SECTION 3. Community Outreach shall focus on community service and encompasses the following :

- a) Civic Development with responsibility for all Needham Garden Club Board-approved town beautification projects.
- b) Conservation with responsibility for aiding the protection of wildflowers and birds and in conservation work in general.
- c) Garden Therapy with responsibility for all Board-approved Garden Therapy projects with local seniors.
- d) Library Service with responsibility for facilitating among members the placement of flowers or plants at the town library throughout the year.

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SECTION 4. Finance shall consist of the Treasurer, who shall act as Chairperson, the First Vice President, the Ways and Means Chairpersons, and one person appointed by the Chairman from the general membership. They shall prepare the yearly budget and submit same at the June Executive Board meeting for approval. In an emergency they shall have the power to act in financial matters between regular Board meetings.

SECTION 5. Flower Arranging shall be responsible for coordinating flower arrangements at all regular meetings, including the Annual Meeting. They shall

also encourage the art of flower arranging in all its aspects with workshops and other educational programs.

SECTION 6. Horticulture shall direct the study of horticulture in all its aspects with workshops and other educational programs.

SECTION 7. Hospitality shall be responsible for organizing the Committees to provide refreshments for all regular meetings and other Club meetings as requested by the Executive Board. The Committee shall have full responsibility for the Annual Meeting.

SECTION 8. Membership shall promote and encourage new membership and facilitate active participation in the Club. At each meeting, the Committee shall be responsible for name tags, attendance records and guest contributions. The Committee shall be responsible for maintaining a corrected and updated membership list.

SECTION 9. Newsletter shall be responsible for preparing and sending bimonthly newsletters to members during the program year.

SECTION 10. Nominating shall be a Committee of at least 5, including immediate past President(s) as Chairperson(s) whenever possible. Three additional members shall be selected by the Nominating Committee. When deemed necessary, the Chairperson(s) of Nominating shall appoint additional members from the general membership. They shall prepare a slate of Officers and Chairpersons of Standing Committees to be presented to the Executive Board at their March meeting. The slate shall then be presented to the Club in April and voted on at the Annual Meeting.

SECTION 11. Program shall plan the Club's programs and arrange for meeting places for the year, subject to the approval of the Executive Committee.

SECTION 12. Ways and Means shall raise additional funds for the use and purposes of the Club.

ARTICLE IX - SPECIAL COMMITTEES

When deemed necessary, and subject to Executive Board approval, the President(s) may create a special committee to accomplish work of the Club and appoint its Chairperson(s). The Chairperson(s), in turn, may appoint as many members as needed.

ARTICLE X – ELECTIONS

SECTION 1. To be eligible for office, a person must be an active member of the Club.

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SECTION 2. The Nominating Committee shall prepare a list of candidates for election at the Annual Meeting in May; these candidates shall include Officers and Chairpersons of Standing Committees.

SECTION 3. This list of candidates shall be presented to the Club in April.

SECTION 4. The election shall be held at the Annual Meeting in May.

ARTICLE XI – SCHOLARSHIPS

SECTION 1. The Needham Garden Club shall maintain scholarship funds.

SECTION 2. Additional scholarships may be established as the need arises or funds become available, subject to the approval of the Executive Board.

SECTION 3. Funds shall be allocated and administered by the Finance Committee and subject to the approval of the Executive Board.

ARTICLE XII – AMENDMENTS

Upon recommendation of the Executive Board, this Constitution and By-Laws may be amended at any regular business meeting of the Club which has a quorum present by a majority vote of members present and voting, provided written notice of the proposed amendment has been sent to each Club member at least two weeks before the meeting.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules" shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV - DISSOLUTION

In the event of dissolution, all of the remaining assets and property of The Needham Garden Club shall, after payment of necessary expenses, be distributed to such organizations as shall qualify under Section 501c(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws or to the Federal Government, a State or local government for public purpose, subject to the approval of a court of competent jurisdiction within the Commonwealth of Massachusetts.

ARTICLE XV - NO PERSONAL LIABILITY

The board members, directors, officers, employees, and other agents of The Needham Garden Club shall not be personally liable for any debt, liability or obligation of The Needham Garden Club. All persons, corporations or other entities extending credit to,

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contracting with, or having any claim against The Needham Garden Club, may look only to the funds and property of The Needham Garden Club for the payment of any such contract or claim, on for the payment of any debt, damages, judgment of decree, or of any money that may otherwise become due or payable to them from The Needham Garden Club.

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STANDING RULES

1. The suggested amount of voluntary contributions for guests shall be determined by the Program Chairperson with the approval of the Executive Board.
2. Members must notify the Membership Chairperson(s) of any change of mailing address, email address and phone number.
3. The expenses of the President(s), or their representative, to the Annual Meeting of The Garden Club Federation of Massachusetts, Inc., and to any other meetings at which the Club officially represents, shall be paid from the Club treasury.
4. Charitable Donations: In general, all charitable monies and works shall conform to the object of our Club as stated in Article II of our Constitution and By-laws. Specifically, we shall, when possible, respond to requests from local community agencies with financial assistance and/or with volunteers for the following:
 - a) Floral arrangements
 - b) Civic beautification projects that involve horticulture
 - c) Projects for the conservation of our environment

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We shall also donate to non-profit organizations that further the interests of gardening and conservation. All charitable works and donations from the Club are subject to approval by the Executive Board.

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5. Dues shall be waived for current Active and Associate Members who reach the age of 90 years before July 1st of the fiscal year for which the dues are being charged.
6. A financial donation shall be made in memory of past Club presidents on the occasion of their death. In general, the designated organization shall provide education on the topics of flower arranging, horticulture, the environment, or projects that further horticultural beauty in Needham. The Club may also select other organizations located in the Commonwealth of Massachusetts that it supports which further the interests of gardening and conservation. This includes organizations that the Club donates to annually. The Membership Committee shall be responsible for determining the appropriate donation recipient, and the Corresponding Secretary shall be responsible for maintaining a list of said financial donations. The Executive Board will approve the financial donation.

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