

The Needham Garden Club

The Constitution and By-Laws

(Amended: November 2013)

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 IRC 501 (c)(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 Chairperson will meet with 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. Active members shall participate in the work of the Club, serve on a Standing Committee, and contribute to all fund-raising activities.

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. The Needham Garden Club shall not permit in their conduct of club affairs any restrictions or limitations whatsoever based upon race, color, creed, gender, national origin or employment status.

ARTICLE IV — DUES

SECTION 1. Commencing in January of 2014, and 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 January Club meeting. Members whose dues remain unpaid on July 1st shall be notified and after July 15th will be assessed a late fee to remain a member. The amount of this charge will be determined by the Executive Board.

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.

ARTICLE V — OFFICERS AND EXECUTIVE BOARD

SECTION 1. The Officers of the Club shall be a President, a First Vice President, a Second Vice President, 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 two years. Vacancies in the Executive Board shall be filled for the unexpired term by the Nominating Committee with the approval of the Board.

SECTION 4. Each committee shall have a Chairperson and a Co-Chairperson, if possible. Only one is required to attend the monthly Board meeting.

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 Executive Board shall meet monthly from September through June at such place and hour as the Board shall determine.

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

SECTION 3. When necessary, business may be transacted and votes taken electronically. The thirty percent response level shall apply for passage or rejection of each proposal.

ARTICLE VII — DUTIES OF OFFICERS AND CHAIRPERSONS

SECTION 1. The President 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 shall sign checks with the approval of the Administrative Committee. The President shall be an ex-officio member of all committees except the Nominating Committee.

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

SECTION 3. The Second Vice President shall be Chairperson of the Flower Arranging Committee.

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 have custody of the Club seals and 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.

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 Recording and Corresponding Secretaries, the Treasurer, and the Chairpersons of the Membership and Newsletter Committees shall keep a corrected list of all members.

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, paid by the Treasurer.

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: Community Outreach, Finance, Flower Arranging, Horticulture, Hospitality, Membership, Newsletter, Nominating, Program, Publicity, Ways and Means, and Yearbook.

SECTION 2. Community Outreach focuses on community service and encompasses the following subcommittees:

- a) Civic Development shall be responsible for all Needham Garden Club Board-approved town beautification projects.

- b) Conservation shall aid in the protection of wildflowers and birds and aid in conservation work in general.
- c) Garden Therapy shall be responsible for all Board-approved Garden Therapy projects.
- d) Library Service shall be responsible for the placement of flowers or plants in the town library throughout the year.

SECTION 3. 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 first Executive Board meeting for approval. In an emergency they shall have the power to act in financial matters between regular Board meetings.

SECTION 4. Flower Arranging shall be responsible for flower arrangements at all regular meetings, including the Annual Meeting. They shall also encourage the art of flower arranging in all its aspects.

SECTION 5. Horticulture shall direct the study of horticulture in all its aspects.

SECTION 6. Hospitality shall be responsible for refreshments and the appointment of hostesses and greeters for all regular meetings. After receiving approval of the committee's plans from the Executive Board, the Chairperson shall have full responsibility for the Annual Meeting.

SECTION 7. Membership shall be responsible at each meeting for name tags, attendance records and guest contributions.

SECTION 8. Newsletter shall be responsible for preparing and sending newsletters to members when so authorized by the Board.

SECTION 9. Nominating shall be a Committee of five. The Chairperson (the immediate past President, whenever possible) shall be nominated by the Nominating Committee. Two members shall be appointed by the Executive Board. The remaining two members shall be appointed by the Chairperson 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. It shall then be presented to the Club in April and voted on at the Annual Meeting.

SECTION 10. Program shall plan the Club's programs and arrange for meeting places for the year, subject to the approval of the Board. The programs shall be carried out under the supervision of the Chairperson.

SECTION 11. Publicity shall be responsible for all publicity and advertising.

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

SECTION 13. Yearbook shall be responsible for the compilation, printing and distribution of yearbooks to members.

ARTICLE IX — SPECIAL COMMITTEES

When deemed necessary, and subject to Executive Board approval, the President may create a special committee to accomplish work of the Club and appoint its Chairperson. The Chairperson, 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.

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 in separate accounts.

- a) The Beryl Healey Memorial Scholarship Fund shall be permanent. It is established in recognition of her efforts to enrich the lives of Garden Club members in the pursuit of all arts and sciences. Applicants shall be members pursuing the Club's objectives.
- b) The Patricia H. Dennett Memorial Scholarship Fund shall be permanent. It is established in recognition of her dedication to the furthering of gardening in all its aspects. Applicants shall be members pursuing the Club's objectives in courses sponsored by the Garden Club Federation of Massachusetts, Inc.

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 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 501 C (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, 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, or for the payment of any debt, damages judgment or decree, or of any money that may otherwise become due or payable to them from The Needham Garden Club.

STANDING RULES

1. The 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 Corresponding Secretary of any change of address.
 3. The expenses of the President, or her representative, to the Annual Meeting of The Garden Club Federation of Massachusetts, Inc., and to any other meetings at which she officially represents the Club, shall be paid from the Club treasury.
 4. Charitable Donations (March, 2006): 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
- 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.
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.

Past Presidents

The Needham Garden Club was founded in 1931 by Mrs. William F. Leach, President of the New Century Club, and was affiliated with that club. In 1939 it became an independent organization, and the following members have served as President:

* Mrs. Percy E. Yeates	1939 - 1940
Mrs. William Biggart	1940 - 1942
Mrs. Alonzo Collamore	1942 - 1943
* Mrs. C. E. Walden	1943 - 1944
Mrs. Charles T. Creamer	1944 - 1946
* Mrs. William P. Bailey	1946 - 1947
Mrs. Royal G. Kenny	1947 - 1949
* Mrs. Percy I. Merry	1949 - 1951
Mrs. Edward H. Handy	1951 - 1953
Mrs. Cyril N. Angell	1953 - 1956
* Grace Comiskey	(Daniel I.) 1956 - 1958
* Mrs. John Bourne Moseley	1958 - 1959
* Ruth Dodge	(Herbert L.) 1959 - 1961
* Mrs. Arch Lade, Jr.	1961 - 1963
* Mrs. Carlton D. Morse	1963 - 1965
* Elizabeth B. (Betty) Storer	1965 - 1967
* Elizabeth Boynton	1967 - 1969
Garda Bartlett	(Thomas M., Jr.) 1969 - 1971
Barbara Barton	(Theodore C.) 1971 - 1973
* Yvonne Kiel	(William F., Jr.) 1973 - 1974
* Marguerite Stoddard	(Charles S.) 1974 - 1975
*+Pat Dennett	(George A.) 1975 - 1977
Marjorie Ounanian	(Harding M.) 1977 - 1979
Joanne Seiden	(Myron A.) 1979 - 1981

Joyce Jensen.....	(James P.)	1981 - 1983
Gail A. Hubacker		1983 - 1985
Administrative Committee		1985 - 1986
* June Erickson	(Alan E.)	1986 - 1988
Fran Phillips.....	(Arthur P.)	1988 - 1990
* Marie L. Langley		1990 - 1992
Marilyn Traiser.....	(Martin H.).....	1992 - 1994
Janet O'Shea.....	(Arthur J.)	1994 - 1996
* Joy Fortune.....	(Gregory H.)	1996 - 1998
Administrative Committee		1998 - 1999
Kathleen M. (Kathy) Lewis		1999 - 2001
Carol Roth	(Charles H.)	2001 - 2003
Marjorie (Margie) Hillback.....	(Elliott, Jr.).....	2003 - 2005
Cathie Cummings.....		2005 - 2007
Joan Oakes	(Richard W.).....	2007 - 2009
* Joan Kiley	(John).....	2009 - 2011
Cornelia (Nina) Saltus.....	(John H. Smith).....	2011 - 2013
Karen Taggart.....		2013 - 2015
Administrative Council.....		2015 - 2016

* known deceased

+ 1989 - 1991: President of The Garden Club Federation of Massachusetts, Inc.