

BYLAWS

VIRGINIA FEDERATION OF GARDEN CLUBS, INC.

ARTICLE I - NAME

The name of the organization shall be Virginia Federation of Garden Clubs, Inc., hereinafter referred to as VFGC.

ARTICLE II – OBJECT

The object of VFGC is as contained in Article II of the Articles of Incorporation.

ARTICLE III – MEMBERSHIP

Section 1. Membership shall consist of four classes:

(1) Organized Garden Clubs

- a. Any garden club in Virginia whose aims are in accord with those of VFGC may be considered for membership provided the club has been organized at least three (3) months and has an active membership of at least ten (10) members.
- b. Invitation for VFGC and district membership shall be extended by the District President upon the recommendation of the District Club Membership Chairman. The application shall be approved by the VFGC President and the VFGC Club Membership Chairman.
- c. Clubs invited into membership must include in their application a VFGC approved copy of their Bylaws, adopted Articles of Association, list of officers, membership roster, application fee, and per capita VFGC and District dues.
- d. A club wishing to resign or disband shall submit a written notice to the District Club Membership Chairman. The notice shall be acted upon in the same procedure as the application to join.

(2) Life Members

Life Membership in VFGC may be conferred upon individual members of garden clubs and non-members. In order to vote and hold office, VFGC Life Members shall be a member of a garden club. Life Membership bestows no special privileges or benefits.

(3) Honorary Members

Honorary membership may be conferred upon a member or non-member who has promoted the objectives of VFGC and has made outstanding contributions. Their name must be recommended by the District, approved by the Board of Directors, and voted on by the membership at the Convention.

(4) Youth Clubs

- a. Garden clubs affiliated with VFGC may sponsor the following clubs: Junior, Intermediate and High School Gardeners.
- b. Any youth club in good standing and registered with the VFGC Youth Activities Chairman is eligible to apply for District, State, Regional, and National awards.

(5) Transferees

Transferees, with the approval of the VFGC Club Membership Chairman and the Board of Directors, pay VFGC and NGC dues directly to the VFGC Treasurer when necessary. A period of six (6) months shall be allowed to actively seek membership in another club

during which time the transferee shall be assisted by the VFGC Club Membership Chairman.

(6) IRS Group Exemption

- a. Clubs qualifying for IRS Group Exemption under Section 501(c)(3) must have the adopted Articles of Association attached to and part of their Bylaws. The required annual update form, club budget, and year-end financial report must be submitted each year to the VFGC Second Vice-President/Finance Chairman by the deadline date.
- b. New or member clubs wishing to be included in the IRS Group Exemption shall contact the VFGC Second Vice-President/Finance Chairman for instructions on complying with requirements.
- c. Clubs that are resigning from the 501 (c) (3) group exemption must contact the VFGC Second Vice President/Finance Chairman regarding their resignation from the group.
- d. Disbanding clubs that belong to the 501 (c) (3) group exemption must notify the VFGC Second Vice President/Finance Chairman for instructions on complying with the IRS requirements regarding disbursement of garden club funds (as agreed upon in their Articles of Association).

Section 2. Affiliations

Every member of a garden club belonging to VFGC becomes a member of one of the geographical districts of the State and to the South Atlantic Region, and the National Garden Clubs, Inc.

ARTICLE IV – DUES AND FEES

Section 1. The annual dues of VFGC shall be five dollars (\$5) per member.

- (1) Dues shall be payable to VFGC and shall be remitted to the Treasurer by May 31. Dues of new members enrolled after June 1 shall be payable immediately.
- (2) Dues of garden clubs and new members accepted into membership of VFGC after February 1 of the fiscal year shall be submitted with the following fiscal year dues.
- (3) New clubs, upon acceptance of invitation by the District Club Membership Chairman, shall pay an application fee of five dollars (\$5) and VFGC and District annual per capita dues.
- (4) Clubs not having paid the current year's dues (District and VFGC) by August 1 shall receive a delinquent notice from the Treasurer. If not received by September 15, membership and all privileges and awards shall be forfeited unless reinstated.
- (5) Clubs forfeiting membership for non-payment of dues shall be reinstated by application through the District Club Membership Chairman and the payment of delinquent dues, current dues, and an application fee of five dollars (\$5).
- (6) Clubs that disband or resign in good standing shall be reinstated by application through the District Club Membership Chairman and the payment of current dues and an application fee of five dollars (\$5).

Section 2. The annual dues of Youth Club members shall be ten cents (\$0.10) per member payable to VFGC and remitted to the VFGC Treasurer by October 15.

Section 3. The annual dues shall be placed in the General Fund of VFGC to pay annual per capita NGC dues, to pay annual SAR dues, to fund VFGC budget, and to fund any other items and/or projects authorized by the Board of Directors.

Section 4. The fee for a VFGC Life Membership or Book of Honor shall be fifty dollars (\$50) and will be a contribution to the Scholarship Program.

ARTICLE V – OFFICERS

Section 1. The elected officers shall be President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, and Treasurer. The First Vice-President shall become President-elect at the close of the fall Board of Directors' meeting in the even numbered year.

- (1) The term of office shall be two years or until their successors are elected and shall begin at the adjournment of the Convention meeting in an election year.
- (2) The term of the President shall begin at the close of the National Garden Clubs, Inc. Convention.
- (3) The term of the Treasurer shall begin at the close of the fiscal year.
- (4) The Recording Secretary and Treasurer may serve no more than three consecutive terms in the same office. Other elected officers shall not serve more than one term in the same office unless due to a vacancy in the office of President.

Section 2. The appointed officers shall be Historian, Corresponding Secretary, Chaplain, Parliamentarian, and Secretary of VFGC Headquarters. Appointed officers may serve more than one term in the same office.

Section 3. Vacancies

- (1) In the event of a vacancy in the office of President in the first or second year of an administration, the First Vice-President/President-Elect shall assume the office of President for the unexpired term and accede to the office of President for the next term. The office of First Vice-President/President-Elect shall remain vacant, and the Executive Committee shall assume or assign the duties of the office.
- (2) The Second and Third Vice-Presidents shall remain in the same office. They may not remain in the same office for the next term.
- (3) In the event of a vacancy in the office of First, Second, or Third Vice-President in the first or second year of an administration, not caused by a vacancy in the office of President, it shall be filled by the Executive Committee with approval of the Board of Directors for the unexpired term. The replacement officer shall be eligible to be nominated and elected to serve in the same office for the next term.
- (4) Vacancies occurring at any time in the office of Recording Secretary or Treasurer shall be filled by the Executive Committee with approval of the Board of Directors.

Section 4. Honorary President

There may be one Honorary President of VFGC. In the event of a vacancy, a nominee may be recommended by the Executive Committee and elected by the Board of Directors by a two-thirds (2/3) vote of those present at any regular meeting.

Section 5. Duties

All officers shall perform the duties prescribed by these Bylaws, Standing Rules, and by the adopted parliamentary authority.

- (1) **The President shall:**
 - a. be the official representative of VFGC;
 - b. serve as Chairman of the Executive Committee and Board of Directors;

- c. preside at Conventions, Executive Committees, Board of Directors Meetings and special meetings of VFGC;
- d. designate the time and place for all meetings of the Executive Committee and Board of Directors;
- e. appoint the necessary standing and special committee chairmen apart from the Virginia Flower Show Judges Council, Virginia Landscape Design Consultants Council and Nominating Committee Chairman and Alternate;
- f. be ex-officio a member of all committees except the Nominating Committee;
- g. be a signatory on all VFGC accounts, except for Special Accounts;
- h. appoints the Historian, Corresponding Secretary, Chaplain, Parliamentarian, and Secretary of VFGC Headquarters.

(2) The First Vice-President shall:

- a. assist the President in the work of VFGC, and, in the absence of the President, perform all duties of the office;
- b. serve as liaison to districts and clubs;
- c. as President-elect, have the authority to begin the selection of board members for the next administration;
- d. be responsible for the post-Convention Board of Directors' Meeting in an election year;
- e. be an ex-officio member of the Finance Committee;
- f. prepare and distribute annual report forms for club presidents in consultation with the VFGC President;
- g. be the editor of VFGC newsletter (*Rooted*).

(3) The Second Vice-President shall:

- a. perform all duties of the President in the absence of the President and First Vice-President;
- b. serve as Finance Chairman.

(4) The Third Vice-President shall:

- a. perform all duties of the President in the absence of the President, First Vice-President, and Second Vice-President;
- b. serve as Club Membership Chairman.

(5) Each Vice-President shall also chair any other committee(s) deemed necessary by the President.

(6) The Recording Secretary shall:

- a. record minutes of regular and called meetings of the Executive Committee, Board of Directors and Conventions;
- b. maintain an official roster;
- c. have charge of all papers pertaining to the current term of office.

(7) The Treasurer shall:

- a. collect and deposit all monies belonging to VFGC in banks approved by the President and Finance Chairman;

- b. pay documented budgeted expenses and documented non-budgeted expenses approved by the President. All requests for reimbursement shall be received no later than one week prior to the end of the fiscal year;
- c. submit a financial report at all Board of Directors meetings and Conventions;
- d. submit the books at the close of each fiscal year to a CPA approved by the Board of Directors, for financial review and filing of IRS Tax Form 990;
- e. present the CPA's report to the Finance Committee for approval prior to the fall Board of Directors' Meeting;
- f. maintain a record of all VFGC membership.

(8) The Corresponding Secretary shall:

- a. maintain the official list of all member clubs and members of the Board of Directors;
- b. send out notices of meetings and attend to such clerical duties and correspondence as the President shall designate;
- c. maintain the changes to the email lists, sending them periodically to the ODG Editor for the next available issue;
- d. prepare and distribute the annual report forms for each officer and chairman in consultation with the VFGC President.

(9) The Historian shall:

- a. attend Board of Directors' meetings and Conventions, and record the noteworthy achievements of each administration;
- b. forward copies of history to SAR and NGC Historians at the close of each administration.

(10) The Parliamentarian shall:

- a. advise the President and members of the Board of Directors on points of parliamentary procedure when requested;
- b. attend Conventions and regular and called meetings of the Executive Committee and Board of Directors;
- c. fulfill required duties as outlined in the current edition of *Robert's Rules of Order Newly Revised*.

(11) The Chaplain shall:

- a. present the invocation and blessing at VFGC Board of Directors' meetings and at other times as requested by the President;
- b. conduct a memorial service at each VFGC Convention.

(12) The Secretary of State Headquarters shall receive and distribute mail received at the VFGC office and reply to phone messages.

Section 6. Each officer and chairman, with the exception of the Treasurer, shall deliver to her/his successor such books and records as pertain to the office at the post-Convention Board of Directors' meeting in an election year or within two weeks.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall be composed of one elected member from each District. The VFGC Chairman and Alternate shall be elected by the Board of Directors.

- (1) To be eligible to serve, each member shall have served on the VFGC Board of Directors a minimum of four years immediately preceding her/his election. No member may serve two consecutive terms.
- (2) Elections shall be held in the spring of odd numbered years.

Section 2. Nominations for elective offices of VFGC, except the District Presidents and Directors shall be made by the Nomination Committee. Any member in good standing may recommend candidates directly to the VFGC Nominating Committee Chairman provided the candidate has consented to serve. Names and resumes for all elective offices must be submitted to the Nominating Committee Chairman by date set by Nominating Committee Chairman.

Section 3. Each member considered for election to office in VFGC, except Recording Secretary and Treasurer, shall have served a minimum of four (4) consecutive years on the Board of Directors immediately preceding the beginning of the term for which nominated. When serving as an elected officer of VFGC, a member may not serve as an elected officer of her/his District. Former VFGC Presidents may be considered for elective office in the event there is no qualified candidate for the office.

Section 4. Nominations for elective offices may be made from the floor provided those nominated have met the requirements as stated in Section 3 and have given prior written consent to serve.

Section 5.

- (1) The regular election of officers shall take place at the Convention in odd numbered years. The election shall be by ballot. If there is only one nominee for an office, the election for that office may be by voice vote.
- (2) Those entitled to vote shall be duly registered delegates in attendance.
- (3) There shall be no voting by proxy or mailed ballot.

ARTICLE VII – DISTRICTS

Section 1. VFGC shall be divided into Districts. The purpose of the District organization and the responsibility of its officers shall be to promote the policies, objectives, and membership of VFGC and to assist local clubs.

Section 2.

- (1) Each District shall elect a President, two (2) Directors, and a VFGC Nomination Committee Representative and Alternate.
- (2) Nominations for these offices shall be made by a Nominating Committee.
- (3) The Nominating Committee shall be elected at the District Meeting held in the spring of the first year of each administration.
- (4) The Nominating Committee Chairman shall send the slate to the members of the Board of Directors and to all club presidents one month prior to their spring meeting in an election year.
- (5) Nominations may also be made from the floor.
- (6) Election shall be held at spring meeting of the District before the VFGC Convention in an election year.

- (7) Election shall be by ballot unless there is but one nominee for the office, in which case the election for that office may be by voice vote.
- (8) The newly elected President and Directors shall be installed at the VFGC Convention and shall serve until the close of Convention in election years.

Section 3. Member clubs of VFGC are encouraged to hold their elections before the Convention in order that the new officers may be reported to VFGC.

ARTICLE VIII – MEETINGS AND QUORUMS

Section 1. The Annual Convention shall be held in the spring. The Convention shall be for the election of officers, receiving reports and any other business that should come before the Federation. Conventions are to last no more than two (2) days.

Section 2. A quorum shall be a majority of the delegates registered and entitled to vote.

Section 3. The call to the Conventions shall be published in the *Old Dominion Gardener* at least sixty (60) days prior to the convening of said meeting.

Section 4.

- (1) Each club, in good standing, shall be entitled to delegate or alternate representation at the Convention as follows:
 - a. Membership of 25 or less; President or her/his appointee.
 - b. Membership of 26-50; President or her/his appointee, plus one (1).
 - c. Membership of 51-100; President or her/his appointee, plus two (2).
 - d. Membership of 101 or more; President or her/his appointee, plus three (3).
- (2) Each club shall be entitled to the same number of alternates as delegates.
- (3) A delegate shall be entitled to one vote.

Section 5. Each member of the Board of Directors shall be a delegate and shall complete and submit a Credentials Form to the Meeting Registrar ten (10) days prior to the Convention.

Section 6. Names of delegates and alternates shall be sent by clubs on a Credentials Form to the Convention Registration Chairman ten (10) days prior to the Convention.

Section 7. Conventions, Executive Committee Meetings, Board of Directors' Meetings, and any special meetings shall be planned and hosted by VFGC. The chairman of the VFGC Meetings Committee shall be responsible for organizing and making all arrangements following the proper guidelines provided by VFGC.

Section 8.

- (1) Electronic Meetings of the Board of Directors, all Committees and the VFGC membership may be conducted by telephone and/or through use of internet meeting services designated by the President or the Chairman calling the meeting.
- (2) Should the Executive Committee deem a mailed ballot to be necessary, the ballot will be emailed to board members and club delegates prior to the scheduled electronic meeting.

Board members and club delegates must print and send the ballot to the VFGC Recording Secretary using postal mail, by the date specified. Club delegates must be determined prior to the required vote.

- (3) These electronic meetings shall be subject to all rules adopted by the VFGC Board, which may include any reasonable limitations on, and requirements for members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of VFGC. An anonymous vote conducted through the designated internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected and appointed officers, Advisory Committee, District Presidents, District Directors, chairmen and vice chairmen of Standing and Special Committees. This Board shall transact all business of VFGC between Conventions.

Section 2. The President shall call a minimum of two (2) regular meetings in each fiscal year. Special meetings, including virtual/electronic, may be held upon the call of the President or upon written request of six (6) members of the Board of Directors representing four (4) Districts. In an election year, a meeting may be held at the close of Convention.

Section 3. The quorum for the Board of Directors shall be one-third (1/3) of its membership representing four (4) Districts.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the elected officers of VFGC, the Chairman of the Advisory Committee, the District Presidents, the District Directors, and Parliamentarian. Any member of the VFGC Board of Directors may attend at the request of the President.

Section 2. Meetings of the Executive Committee shall be held at the call of the President or upon written request of six (6) members thereof representing four (4) Districts. Between meetings of the Board of Directors, six (6) members of the Executive Committee, one of whom shall be the President, shall have the power to take emergency action using telecommunications if necessary. Such actions of this committee must be ratified at the next Executive Committee Meeting.

Section 3. The quorum of the Executive Committee shall be twelve (12) members representing four (4) Districts.

ARTICLE XI – COMMITTEES

Section 1. Standing and/or Special Committees shall be established by the President or the Board of Directors as necessary to carry out the objectives of VFGC. These committees shall conform insofar as practicable to those of National Garden Clubs, Inc.

Section 2. The President shall appoint the necessary Standing and Special Committee Chairmen with the exception of the Virginia Flower Show Judges Council, Virginia Landscape Design Consultants Council, and Nominating Committee Chairman and Alternate.

Section 3. Chairmen of committees shall conduct the work appropriate to the respective committees.

Section 4. Chairmen of Standing Committees may serve three (3) consecutive administrations on the same committee (with the exception of the Nominating Committee) at the discretion of the President-elect. The Liaison to Fine Arts and Flowers, the VFGC Webmaster, and the staff of the Old Dominion Gardener are not limited in their length of service.

Section 5.

- (1) The membership of the Advisory Committee shall consist of former Presidents of VFGC. The chairman of the committee shall be the immediate past President. In the event the immediate past President is unable to serve, the chairman shall be elected by the committee.
- (2) Meetings may be held at the call of the chairman of the Advisory Committee or at the request of the President.
- (3) When requested, this committee may serve in an advisory capacity to the President and Executive Committee.

Section 6. A Special Committee failing to fulfill any of the assigned duties may be discharged by the President.

Section 7. Members of Standing and Special Committees may consult with other members of the committee by any electronic means such as: email, chat rooms, or postal mail, but any action must be at a regular called meeting of the committee or the action ratified at the next regular called meeting of the committee. All committees may meet by any electronic means that provide for simultaneous oral communication among participants and business transacted shall be valid, providing it is a properly called meeting at which a quorum is present.

ARTICLE XII – FINANCES

Section 1. The fiscal year of VFGC shall be from June 1 through May 31.

Section 2. Finance Committee

There shall be a Finance Committee composed of the Second Vice-President, as chairman, the Third Vice-President, the Treasurer, the Audit Chairman, and one other board member appointed by the President in consultation with the Finance Chairman. The First Vice-President shall serve ex-officio a member of the committee.

- (1) The Finance Committee shall direct the investment, reinvestment, and distribution of all VFGC funds.
- (2) The committee shall prepare and submit the proposed budget for the approval of the Board of Directors at the winter Board Meeting of each calendar year.
- (3) The chairman shall report at each meeting of the Executive Committee and present the proposed budget for adoption at the Convention.
- (4) Any over expenditures of the budget approved by the Finance Committee shall be subject to ratification by the Board of Directors.
- (5) Regular meetings of the Finance Committee are held prior to each regular Board of Directors' Meeting or upon the call of the Finance Chairman.

Section 3. Audit Chairman

The Audit Chairman shall be responsible for the financial review and approval of all special accounts prior to the close of each fiscal year. The Audit Chairman shall report the results of the review to the Executive Committee.

Section 4. General Fund

The General Fund of VFGC shall be derived from the payment of dues and other sources as authorized by the Board of Directors.

- (1) One thousand dollars (\$1,000) shall remain in the General Fund at the close of an administration.
- (2) Funds over the one thousand dollars (\$1,000) remaining in the General Fund at the close of an administration shall be transferred to Special Accounts of the President's choosing.

Section 5. Special Accounts

Special Accounts shall be maintained by the Flower Show School, Flower Show Judges Symposium, Landscape Design School, and any other VFGC approved school.

- (1) All financial records of special accounts shall be sent to the Audit Chairman for financial review and approval prior to the close of each fiscal year.
- (2) These special accounts may keep a specified amount of money in their account as recommended by the Finance Committee.

Section 6. Scholarships

The amount of each VFGC Scholarship to be awarded each year shall be determined by the Finance Committee with the approval of the Board of Directors. See VFGC Standing Rules, Article XI, Scholarships, A through G.

ARTICLE XIII – HEADQUARTERS

Headquarters of VFGC shall be in Richmond, Virginia.

ARTICLE XIV – PUBLICATIONS

The official publications of VFGC shall be the VFGC Yearbook, *Old Dominion Gardener*, *Rooted*, and any other publication approved by the Board of Directors.

ARTICLE XV – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed in accordance with Article VI of the Articles of Incorporation.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of VFGC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, any Special Rules of Order VFGC may adopt, or the Standing Rules.

ARTICLE XVII – AMENDMENTS

These Bylaws may be amended at any Convention by two-thirds (2/3) vote of the delegates present and voting provided that:

- (1) The proposed amendment(s) shall have been included in the President's call to the Board of Directors for approval;
- (2) A copy of the proposed amendment(s), as approved by the Board of Directors, shall be sent to each member club by postal mail, email, or published in the *Old Dominion Gardener* or *Rooted*, providing the method used for submitting allows member clubs to receive the proposed amendment(s) at least thirty (30) days prior to Convention;
- (3) Amendments adopted at Convention by two-thirds (2/3) vote of those present and entitled to vote shall become effective immediately unless the motion to adopt specifies another time for it becoming effective;
- (4) These Bylaws may be revised on authority of the Convention body or the Board of Directors by two-thirds (2/3) vote of those present and voting.
- (5) A copy of the proposed Bylaws revision, as approved by the Board of Directors, shall be sent to each member club by postal mail, email, or published in ODG or Rooted, providing the method used for submitting allows member clubs to receive the proposed revision at least sixty (60) days prior to Convention.

REVISED AND ADOPTED May 1995

AMENDED:

April 1997
May 1998
May 2001
April 2003
April 2004
April 2005
May 2006
May 2007
April 2008
April 2009
April 2010
May 2011
May 2013
April 2015
April 2016
April 2017
May 2024