

Policies and Governance: By-Laws

ARTICLE I: NAME

The name of this organization shall be the Rowayton Gardeners.

ARTICLE II: MEMBERSHIP

Anyone interested in actively supporting the mission and purpose of the Rowayton Gardeners may be considered for membership.

Those individuals wishing to join the Club shall submit their applications to the Membership Committee.

Members: Members are expected to serve on at least one committee annually and assist with hospitality, fundraising, and special projects upon request.

Life Members: Any member who had completed twenty continuous years of active service prior to October 7, 2004, became a Life Member and is encouraged to continue in Club activities.

ARTICLE III: DUES

Dues are payable by June 30th. A late fee may be imposed if dues are not received when due.

Effective June 30, 2011, Life Members were no longer required to pay dues.

ARTICLE IV: OFFICERS

The officers are President(s), Vice President(s), Recording Secretary(s), Corresponding Secretary(s), Treasurer(s), and immediate Past-President(s). Any Office may be held by 2 or more individuals. Each Office is entitled to 1 vote on any Board or Executive Board vote, regardless of the number of individuals then holding the Office.

The President(s), Vice President(s), Recording Secretary(s), Corresponding Secretary(s), Treasurer(s) and Immediate Past President(s) comprise the Executive Board. All officers must be members in good standing.

The President(s) or designee presides at all meetings of the Club and the Board, appoints all chairs of standing and special committees and serves Ex Officio on all committees.

The Vice-President(s) performs the mutually agreed upon duties of the President in his/her absence, serves as chairperson of the Policies Committee, serves as

Parliamentarian at all meetings and performs such additional duties as agreed upon with the President.

The Recording Secretary(s) keeps the minutes of the Board and general membership meetings and prepares them for distribution and approval. All important documents and records will be stored electronically on a secure site.

The Corresponding Secretary(s) is responsible for incoming and outgoing correspondence, handling all official Club communications and making them available to the Club.

The Treasurer(s), prepares a yearly budget and is responsible for accounting and maintaining financial records, for filing appropriate tax forms and for providing safe, secure physical and electronic storage.

Term of office is two years for all officers. A maximum of two consecutive terms (four years) can be served for each office. Elections are held at the annual meeting and officers' terms begin July 1st.

ARTICLE V: THE BOARD OF DIRECTORS

The Board of Directors consists of the officers and the chairperson or their designee of the following committees – Adult Programs, Christmas Market, Civic Beautification, Communications, Environmental Awareness, Garden Therapy, Horticulture, Hospitality, Membership, Spring Market and Potting Shed.

All action taken by either the Board of Directors or the Executive Committee shall be reported to the full membership at the next general meeting.

ARTICLE VI: MEETINGS

General membership meetings are held on the first Thursday of the month, September through June, at the Rowayton Community Center unless otherwise designated.

The annual meeting is held in June.

Meetings will be conducted according to *Robert's Rules of Order*.

ARTICLE VII: NOMINATING

The Nominating Committee consists of one person from the Board and two from the general membership, one of whom shall be from the Membership Committee. Membership on the nominating committee is by invitation from the Nominating Chair (who is appointed by the President).

The Committee prepares the slate of officers and presents it at the April meeting of the Board for a vote by the membership in June. Installation of officers takes place at the annual meeting.

In the event a vacancy occurs during the term of an officer, it will be the responsibility of the Executive Board to fill it for the remainder of the term.

ARTICLE VIII: VOTING

Each office has one vote on the board regardless of the number of individuals serving in that role and each committee chair (or a designee) named in Article V has one vote on the board. A majority vote, at either the Board or General meetings, constitutes acceptance of a motion unless the motion concerns a change in the bylaws. (see Article XI)

Quorum: A quorum for general meetings is 20 members (see Article XI).

A quorum for Board meetings shall be a simple majority of the Board members.

ARTICLE IX: FINANCE

The annual budget is approved at the annual meeting.

Any expenditure over \$1,000 (not previously budgeted) must be approved by a vote of the general membership. Unbudgeted expenditures of \$1,000 or less may be approved by a two-thirds vote of the Executive Board.

All expenditures are to be made in accordance with the mission of the organization.

Members may not gain financial benefit by their membership.

ARTICLE X: FINANCIAL REVIEW

The Treasurer's books are reviewed annually.

ARTICLE XI: BY-LAW AMENDMENTS

Written notice of proposed changes shall be given to all members at least thirty days prior to voting. Passage of amendments requires a two-thirds majority vote of the membership present at a general meeting.

Bylaws must be reviewed and if need be, revised as needed.

ARTICLE XII: DISPOSITION OF ASSETS

The Federated Garden Clubs of Connecticut, Article V, stipulates adherence to the requirements set by the CT State Department and Federal IRS.

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*Amended: February 1959, June 1962, June 1965, February 1966, May 1969, October 1974, February 1977, June 1988, May 1990, April 1996, June 1988, March 1999, January 2001, October 2004, November 2010 (life member dues waived), April 2011 (officers: Assistant Treasurer added), May 2011 (officers: Co-Presidents added), March 2014, March 2015, April 2016, June 2019 (1st/2nd VP added), June 2020 (\$750 limit), September 2023.*