

Bylaws of
FEDERATED GARDEN CLUBS OF IOWA, INC.
Approved Revision June 22, 2021

ARTICLE I – NAME

The name of this corporation shall be FEDERATED GARDEN CLUBS OF IOWA, INC.

ARTICLE II – OBJECT

The general nature and object of this non-profit corporation shall be:

To organize as a non-profit association for the purpose of engaging in activities which are charitable, educational and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Specifically, the purposes of the association are as follows:

- (a) To further the education of members and the public in the fields of gardening, horticulture, botany, landscape design, floral design, conservation of natural resources, civic beautification, public sanitation and nature studies.
- (b) To coordinate the interest of the several Garden Clubs on furtherance of the activities specified in (a) above, provided always that such purposes shall be effectuated by activities which are within the scope of Section 501 (c) (3) of the Internal Revenue Code of 1954.
- (c) To do an perform all other acts and things necessary to carry out the purposes of this Corporation as a Corporation not for profit in accordance with the law in such cases made and provided.

ARTICLE III – MEMBERS

Section 1.

A group of individuals, in keeping with the objectives of the Federated Garden Clubs of Iowa, Inc., may become a member club by submitting a payment of dues and a typewritten list of names and mailing addresses.

Section 2.

A member-at-large membership will be granted to an individual upon payment annually of dues to the State Treasurer.

Section 3.

Life Membership may be granted any member of the Federated Garden Clubs of Iowa (FGCI) with payment of \$25 to the state treasurer. Life Members will also pay annual dues to receive the NEWS publication of FGCI or to vote or hold office. A Life Member will receive a certificate of Life Membership. A non-member may be honored with a Life Membership with the payment of \$25 to the state treasurer. The fund received from Life Memberships shall be placed in a separate account to be used for a Special Project approved by the Board of Directors.

Section 4.

All Junior Garden Clubs sponsored by any Federated Garden Clubs of Iowa club shall pay dues before July 1 annually. The state Federation in turn shall pay an annual fee to the National Garden Clubs, Inc. (NGC). The junior clubs will become affiliate members of the organization and will be eligible for all National Junior Awards, if they qualify.

Section 5.

High School Garden Club affiliates shall pay per capita dues to the Federated Garden Clubs of Iowa by July 1. The state Federation in turn shall pay an annual fee to the National Garden Clubs, Inc. (NGC) making them eligible for awards if qualified.

Section 6. Honorary membership may be conferred by a local club to individuals they deem qualified, someone who espouses the purposes of Federated Garden Clubs of Iowa, Inc. [If the local club pays the state dues for this honorary member, the honorary member will receive the state NEWS publication.]

ARTICLE IV – DUES

Section 1. Dues

The annual dues of each member shall be determined by vote of the Board of Directors and shall be payable to the State Treasurer by February – with the updated mailing list.

Section 2. Payment

Payment of annual dues includes a subscription to the NEWS, the official publication of the Federated Garden Clubs of Iowa, Incl. A copy of each issue shall be sent to each member and each member-at-large.

ARTICLE V – FINACNES

Section 1. Fiscal Year

The fiscal year shall be August 1 through July 31.

Section 2. Finance Committee

There shall be a budget and finance committee composed of the finance chairman, the President, the treasurer, the President-elect, and other members if appointed by the President.

- (a) The committee shall prepare a budget for the operation of the federation for the fiscal year and submit same for approval at the state annual meeting. All amendments to the budget shall be approved by the Board of Directors.
- (b) The committee shall direct the investment, reinvestment and administration of balances in any funds designated for awards, scholarships, projects, or general operating fund of the FGCI in a manner consistent with the purpose for which each of such funds was established.
- (c) The President may assign other duties to the Finance Committee as deemed necessary.

Section 3. General Funds

The general fund shall be derived from the payment of dues and fund-raisers, and other sources as authorized by the Board of Directors.

Section 4.

All committees, districts, councils and schools shall prepare a budget and present a written financial report to the state treasurer annually by June 30, including bank account names, numbers and signature information.

Section 5. Bonding

Bonding shall be required for the Treasurer. The amount of the bond shall be determined by the Board of Directors.

Section 6. Special Funds

Special Funds established by trusts, special contributions, donations and fees are:

- (a) Life Memberships may be used for special projects approved by the Board.
- (b) Permanent Home Fund: annual interest from this fund may be used for scholarships as directed by the Board of Directors.
- (c) From the estate of Rosalie Schroeder: interest from this fund to be used as start-up money for hosting a National Garden Clubs national board meeting.

ARTICLE VI – OFFICERS

Section 1. Elected Officers

- (a) The elected officers of the Federated Garden Clubs of Iowa, Inc. shall be a President, a President-elect, a First Vice-President, a Second Vice-President, a Recording Secretary, and a Treasurer.
- (b) To be eligible for the office of President, President-elect, or First Vice-President, a candidate shall have served a minimum of four years on the State Board of Directors, have served a president of the local club and shall be a member in good standing of the local club.
- (c) To be eligible for the office of Second Vice-President, Recording Secretary, or Treasurer, the candidate shall have served a minimum of two years on the State Board of Directors, and shall be a member in good standing of the local club.
- (d) These officers, with the exception of the State President, shall be elected at the annual meeting in the odd-numbered years, and shall serve for two years or until their successors are elected. They shall assume office at the time of their election.

Section 2. President-elect

- (a) The state President-elect at the end of the full term of two years automatically becomes state president for a full term.
- (b) A President-elect who succeeds the incomplete term of a president shall be eligible for an additional term.

Section 3. Appointed Officers

The Corresponding Secretary, the Parliamentarian, the Historian, and the Federation's representative to the Iowa State Horticultural Society shall be appointed by the President.

Section 4. Vacancies

- (a) All vacancies in elected office, other than the President, shall be filled for the unexpired term by the President, subject to the approval of the Board of Directors.
- (b) A vacancy in the office of President shall be filled for the unexpired term by the President-elect, holding this office until the next election. If neither the State President or President-elect can serve as President, the vacancy shall be filled by the Board of Directors.

ARTICLE VII – DUTIES OF OFFICERS

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

Section 1. President

The President shall:

- (a) Be the official representative of the Federated Garden Clubs of Iowa, Inc.
- (b) Preside at all meetings of the Federation, the Board of Directors, and the Executive Committee.
- (c) Appoint, at the beginning of each term the Corresponding Secretary, the Parliamentarian, Historian, the representative to the Iowa State Horticulture Society, and the Chairmen of Committees, except the nominating committee.
- (d) Be a member of the finance committee.
- (e) Approve all bills by signature.
- (f) Be a member, ex-officio, of all committees except the nominating committee.
- (g) Direct the activities of all officers and chairmen.
- (h) Appoint a Chairman for and help plan the annual meeting.
- (i) Fill all vacancies in office subject to the approval of the Board of Directors.
- (j) Shall be authorized to sign checks in the absence of the State Treasurer.
- (k) Secure legal counsel, when necessary.
- (l) Make the official report at the National Convention at the end of the first year of the term of office. If the President is unable to attend, the President-elect or a Vice President in order of rank shall make the official report after notification to the President of the National Garden Clubs, Inc. At the end of the second year of the term of office, the retiring President shall make the official report at the National Convention. If the retiring President is unable to report, it continues as stated previously.

Section 2. President-elect

President-elect shall:

- (a) In the absence of the President, perform the duties of that office.
- (b) Select potential chairmen of committees for the coming administration.
- (c) Make preliminary preparations for the annual meeting of the next administration.
- (d) Chair the Nominating Committee.
- (e) Perform other duties as directed by the President.

Section 3. First Vice-President

The First Vice-President shall:

- (a) In the absence of the President or the President-elect perform the duties of that office.
- (b) Serve as Awards Chair for state, regional, and national awards.
- (c) Select Awards committee members to assist in awards selection.
- (d) Perform other duties as directed by the President.

Section 4. Second Vice-President

The Second Vice-President shall:

- (a) In the absence of the President, President-elect, and First Vice-President perform the duties of that office.

- (b) Assist Awards Chair in selection of state, regional, and national awards.
- (c) Perform other duties as directed by the President.

Section 5. Recording Secretary

The Recording Secretary shall:

- (a) Record the proceedings of all meetings of the Executive Committee, the Board of Directors, and of the annual meeting.
- (b) Shall keep in permanent form the minutes of the above meetings.
- (c) Have charge of all papers pertaining to the office.
- (d) Have the minutes of the annual meeting printed in the official publication.
- (e) Store all records older than 5 years at the Iowa State University Library Archives, Ames, Iowa
- (f) Perform other duties as directed by the President.

Section 6. Treasurer

The Treasurer shall:

- (a) Be responsible for all the monies.
- (b) Be accountable for receipts and disbursements.
- (c) Pay bills countersigned by the President; all bills must also be signed by the person contracting for same.
- (d) Be a member of the Finance Committee.
- (e) Present a financial statement at each meeting of the Board of Directors and at each annual meeting.
- (f) Submit required materials for financial review by a qualified party at the close of the fiscal year. The financial review shall be reported at the fall board meeting.
- (g) File tax documents annually.
- (h) Transfer to the succeeding Treasurer, at the close of the fiscal year, custody of all monies and all records pertaining to the office which are not required by the Auditor.

Section 7. Corresponding Secretary

The Corresponding Secretary shall:

- (a) Attend to the correspondence as directed by the President or the Board of Directors.
- (b) Keep a copy of all correspondence.
- (c) Maintain a card or computer file on all board members, including position, dates of appointment, and service for use by the nominating committee.
- (d) Keep the personnel file and forms for those eligible for Regional or National office or chairmanships and send information on to Regional Personnel Chairman as needed.
- (e) Perform other duties as directed by the President.

ARTICLE VIII – NOMINATING COMMITTEE

Section 1. Structure

The Nominating Committee shall be composed of:

- (a) The President-elect serving as Chair of the committee.
- (b) Committee members shall consist of one member from each district—this may be the District Director or a member selected by the Director to serve.

Section 2. Duties

The Nominating Committee shall:

- (a) Nominate one candidate for each office to be filled after having ascertained that each nominee is qualified and willing to serve if elected.
- (b) Report at the Spring Board of Directors meeting in the odd number years following the completion of the slate, and present the slate at the State Annual Meeting in the odd numbered years for vote by membership.

ARTICLE IX – ELECTION OF OFFICERS

Section 1. Elections

The election of officers shall be held at the Annual Meeting in the odd numbered years at which time the nominating committee will present the slate of officers, and nominations of qualified persons, willing to serve, may be made from the floor. A majority vote of members present shall elect. Voting may be by voice vote.

ARTICLE X – MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held; the place and date of the annual meeting to be chosen by the President and the meeting chair subject to approval of the Board of Directors.

Section 2. Special Meetings

Special meetings of the membership may be called by the President or the Board of Directors, and shall be called upon the written request of fifty members in good standing. The purpose of the meeting shall be stated in the call. At least fifteen days' notice shall be given.

Section 3. Quorum

Fifty members shall constitute a quorum at an Annual Meeting or Special Meeting of the general membership.

ARTICLE XI – REPRESENTATION

Section 1. Annual Meetings and Special Meetings

Each member of the Federated Garden Clubs of Iowa, Inc., attending and in good standing shall be entitled to one vote.

ARTICLE XII – EXECUTIVE COMMITTEE

Section 1. Makeup of Committee

The Executive Committee shall consist of the state officers. The Parliamentarian shall attend meetings of the Executive committee as an advisor.

Section 2. Duties

It shall be the duty of the Executive Committee to transact all necessary business either in session by mail, email, phone, or an electronic meeting format between meetings of the Board of Directors, and the committee shall submit a full report at the next regular meeting of the Board of Directors, or the Annual meeting, whichever is first.

Section 3. Budget Approvals

The Executive Committee may approve such appropriations from the treasury, not provided in the budget and not to exceed \$500 as are urgently needed to carry on the work of the FGCI.

ARTICLE XIII – BOARD OF DIRECTORS

Section 1. Makeup

The Board of Directors shall consist of the elected State Officers, District Directors, chair appointed by the President, appointed officers, chair of each council, the Historian, the immediate past State President, and the Federation's representative to the Iowa State Horticulture Society. A parliamentarian shall serve as a non-voting member of the board.

Section 2. Duties

The Board of Directors shall perform the specific duties outlined in these bylaws and shall be empowered to transact any and all business of the Federation.

Section 3. Regular Meetings

Regular meetings of the Board of Directors shall be held at least twice a year at the call of the President. In the event of an emergency, meetings may be held in an electronic format or omitted upon the approval of the Executive Committee.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or at the written request to the President of seven members of the board.

Section 5. Attendance

Members of the Board of Directors shall attend the Board meetings, but may be excused if the President is notified in writing.

Section 6. Reports

Each member of the Board shall write a report to be submitted at the Spring Board Meeting in the odd numbered years (one copy for the President's file, and one copy for the secretary's file) to summarize their activities and achievements over the past two year term. Board members shall pass on records and information to their successors at the completion of their two year term.

Section 7. Approval of Nominating Committee

The Board of Directors shall approve the Nominating Committee as set forth by the Chair (President-elect) at the fall board meeting in the odd numbered years.

Section 8. Unbudgeted Expenditures

The Board of Directors shall approve all unbudgeted expenditures over \$100.

ARTICLE XIV – DISTRICT DIRECTORS

Section 1. Duties

- (a) Encourage Garden Clubs to be active in district and state projects.
- (b) Conduct annual District Meetings, inviting all clubs in the district to attend.
- (c) Compile a District newsletter (or other forms of communication) six times per year to be sent to all club presidents in the district, plus the state officers, other district directors, and the state NEWS editor as needed. The NEWS editor will use the information from each District Director in the quarterly NEWS.

Section 2. Districts

There shall be six district directors, one from each of the former congressional districts of the State of Iowa (Districts IV and V consolidated in 1995, District VII consolidated with Districts IV and V in 2011). Directors shall be elected by members at their annual district meetings with terms in conjunction with the term of the State President (odd numbered years).

Section 3. Eligible

To be eligible to serve as District Director, a nominee shall have served a President of his/her local club.

Section 4. Officers

Each District shall elect a District Director and a Secretary and/or Treasurer. Office shall be assumed when elected at the District meeting. Official installation may be made by the State President at that meeting, or by the State President or other official at the next annual state meeting of FGCI. An assistant Director may be elected at the discretion of the district. The terms of district office shall be two years or until successors are elected. Each District shall send a financial report (treasurer's report) to the state treasurer annually by June 30.

ARTICLE XV – COMMITTEES

Section 1. Special Committees

Special Committees may be appointed by the President.

Section 2. Standing Committees

Standing committees shall include the Advisory Committee, the Flower Show Schools Committee, the Garden Study Schools Committee, and the Landscape Design Schools Committee. Additional standing committees may be established by the President or the Board of Directors as necessary to carry out the purposes of the Federation.

Section 3. Advisory Committee

- (a) Shall consist of all living past State Presidents.
- (b) Shall function at the direction of the State President.

Section 4. Flower Show Schools Committee

- (a) The Federated Garden Clubs of Iowa shall sponsor and support the Flower Show Schools.
- (b) The Flower Show Schools Chairman will be appointed by the President, and shall be a member of the Board of Directors. This chairman will secure any committee members needed to carry out the NGC guidelines for flower show schools. Dates for schools shall be approved by the President.

- (c) The Flower Show Schools chairman shall turn in a budget report annually to the Board of Directors at the fall board meeting, and shall submit an annual written financial report to the state treasurer by June 30. Monies from schools belong to the Federated Garden Clubs of Iowa, Inc. Excess funds shall be considered income of the FGCI and shall become part of the general fund.
- (d) The Flower Show Schools Chairman shall appoint committees and plan Judges Symposiums in accordance with NGC flower show schools' guidelines and in cooperation with Judges Council.
- (e) The Flower Show Schools Chairman shall attend all Board of Directors meetings and make an oral report at each board meeting and at least one written report at the last board meeting of the term, (one copy for the President's file, one copy for the Secretary's files and one to pass on in the chairman's files.).
- (f) All monies, records, and reports shall be turned over to the next Flower Show Schools Chairman within thirty days of the end of term.

Section 5. Garden Study School Committee

- (a) The Federated Garden Clubs of Iowa shall sponsor and support the Garden Study Schools.
- (b) A Garden Study School Chairman shall be appointed by the President and shall be a member of the Board of Directors. This Chairman shall secure any committee members needed to carry out the NGC guideline for Garden Study Schools. Dates for Schools shall be approved by the President.
- (c) The Garden Study School Chairman shall turn in a budget report annually to the Board of Directors at the fall board meeting, and shall submit an annual written financial report to the State Treasurer by June 30. Monies from the schools belong to the FGCI. Excess funds from the school shall be considered income of the Federated Garden Clubs of Iowa, Inc. and shall become part of the general fund.
- (d) The Garden Study School Chairman shall attend all Board Meetings and make an oral report at each Board of Directors meeting and at least one written report at the last board meeting of the term (one copy for the President's files, one copy for the Secretary's file, and one to pass on with the Chairman's files).
- (e) All monies, records, and reports shall be turned over to the next Chairman within thirty days of the end of the term.
- (f) The Garden Study School Chairman shall be invited to attend the Garden Consultants' Council meetings.

Section 6. Landscape Design Schools Committee

- (a) The Federated Garden Clubs of Iowa shall sponsor and support Landscape Design Schools.
- (b) A Landscape Design School Chairman shall be appointed by the President and shall be a member of the Board of Directors. This Chairman shall secure any committee members needed to carry out the NGC guideline for Landscape Design Schools. Dates for Schools shall be approved by the President.
- (c) The Landscape Design School Chairman shall turn in a budget report annually to the Board of Directors at the fall board meeting, and shall submit an annual written financial report to the State Treasurer by June 30. Monies from the schools belong to the FGCI. Excess funds from the school shall be considered income of the Federated Garden Clubs of Iowa, Inc. and shall become part of the general fund.
- (d) The Landscape Design School Chairman shall attend all Board Meetings and make an oral report at each Board of Directors meeting and at least one written report at the last board meeting of the term (one copy for the President's files, one copy for the Secretary's file, and one to pass on with the Chairman's files).
- (e) All monies, records, and reports shall be turned over to the next Chairman within thirty days of the end of the term.
- (f) The Landscape Design School Chairman shall be invited to the Landscape Critics' Council meetings.

Section 7. Committee Chairs

- (a) Committee chairs shall be appointed by the incoming President at the beginning of each term, and shall perform such duties as may be directed by the President, Executive Committee or Board of Directors.
- (b) Each committee handling money shall have a budget and make an annual written financial report to the treasurer by June 30. Excess funds shall be considered income of FGCI and shall become part of the general fund.
- (c) Committee Chairs are members of the Board of Directors, and may report orally at each board meeting and should file at least one written report at the end of the term (one copy for the President's files, one copy for the Secretary's files, and a copy for the Chair files to be passed on to the next Chairman).

ARTICLE XVI – PUBLICATIONS

Section 1. NEWS

The NEWS shall be the official state publication.

Section 2. Editor

The editor shall be appointed by the President.

ARTICLE XVII – COUNCILS

Section 1. Judges Council

- (a) This council shall elect its own officers at the Judges Symposium, in odd numbered years.
- (b) The Chair shall be a member of the FGCI Board of Directors and shall file a written report at the Spring Board Meeting in odd numbered years.
- (c) The State President shall be invited to the Judges Council meetings.
- (d) Judges Council shall correlate its activities with requirements of National Garden Clubs, Inc. and Federated Garden Clubs of Iowa, Inc.
- (e) Judges Council shall send a written financial report annually to the state treasurer by June 30.
- (f) The Judges Council Chair and officers shall cooperate under the direction of the Flower Show Schools Chairman to execute the Judges Symposiums.

Section 2. Landscape Design Critics' Council

- (a) This council shall elect its own officers in odd numbered years.
- (b) The Chair shall be a member of the FGCI Board of Directors and shall file a written report at the Spring Board Meeting in odd numbered years.
- (c) The State President and the Landscape Design Chair shall be invited to the Landscape Design Critics meetings.
- (d) Landscape Design Critics' Council shall correlate its activities with requirements of National Garden Clubs, Inc. and Federated Garden Clubs of Iowa, Inc.
- (e) The Landscape Design Critics' Council shall file a written financial report annually to the state treasurer by June 30.
- (f) This council shall be responsible for the Rita Tarr Award selection annually.

Section 3. Gardening Consultants' Council

- (a) This council shall elect its own officers in odd numbered years.
- (b) The Chair shall be a member of the FGCI Board of Directors and shall file a written report at the Spring Board Meeting in odd numbered years.
- (c) The State President and the Garden Study Schools Chair shall be invited to the Garden Consultant' Council meetings.
- (d) The Gardening Consultants' Council shall correlate its activities with requirements of National Garden Clubs, Inc. and Federated Garden Clubs of Iowa, Inc.
- (e) The Gardening Consultants' Council shall file a written financial report annually to the state treasurer by June 30.

Section 4. Other Affiliated Groups (keeping with the NGC)

- (a) Shall be admitted to full membership of Federated Garden Clubs of Iowa, Inc.
- (b) Shall elect a chairman who will be a member of the Board of Directors of FGCI and shall file a written report and financial report same as the above named councils.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised" shall govern the proceedings of the Federated Garden Clubs, Inc. in all cases to which they are applicable and when they are not inconsistent with these Bylaws.

ARTICLE XIX – AMENDMENTS

Section 1. Amending Bylaws

These Bylaws may be amended at any Annual Meeting by a two-thirds vote of the members present, each member having one vote, providing the proposed amendment has been presented in writing to the Board of Directors for approval. After approval of the Board of Directors, a copy of the proposed amendment shall be sent to each member club, or published in the NEWS at least thirty days before the Annual Meeting. After approval by vote at the annual meeting, a complete copy of the Bylaws as amended shall be printed in the next issue of the NEWS (or sent by the President for dissemination to the membership through the District Directors and Club Presidents).

Section 2. Proposed Amendments

Amendments may be proposed by the Board of Directors, the Executive Committee, a club, or a committee on revisions. Proposed amendments shall be submitted in writing to the Board of Directors for consideration.

ARTICLE XX – DISSOLUTION

In case this corporation wishes to dissolve, and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes within the State of Iowa, as will complete or continue undertakings for the public benefit which have already begun of Federated Garden Clubs of Iowa, Inc., and any remaining assets shall be distributed for purposes within the scope of Internal Revenue Service 501 (c) (3) or any amendments hereto. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributed to its members or officers.

ARTICLE XXI – AFFILIATION

The Federated Garden Clubs of Iowa, Inc. is a member of the National Garden Clubs, Inc. an affiliate of the Iowa State Horticulture Society and may affiliate with other organizations to which it is eligible, by an affirmative majority of the Board of Directors.