

**THE GARDEN CLUB OF STONE HARBOR, INC.
REVISED AND AMENDED JUNE 9, 2014
REVISED SEPTEMBER, 2015**

ARTICLE I - NAME

The name of this corporation is THE GARDEN CLUB OF STONE HARBOR, INC.

ARTICLE II - PURPOSES

The Corporation is organized for the following purposes:

- a. To be organized exclusively for the charitable, educational, scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. To develop and maintain the natural beauty of the Borough of Stone Harbor by the process of gardening and landscaping, and to institute and support educational programs which pertain to gardening, landscaping, and to the preservation of our natural flora and plant resources.
- c. To exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of New Jersey, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, any property of any sort or nature, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property and the income, principal and proceeds of sale thereof, for any of the purposes set forth herein.
- d. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - MEMBERSHIP

In order to become a member of the organization, a prospective member must be a resident or property owner in the Borough of Stone Harbor. Other persons who are not residents or property owners in the Borough of Stone Harbor may apply for membership in the organization provided they are sponsored by a member in good standing.

ARTICLE IV - FISCAL YEAR

The Corporation Fiscal Year is from July 1st to June 30th over a twelve (12) month period.

ARTICLE V - DUES AND GUESTS

- a. Annual dues as fixed by the Board of Trustees are due by the first meeting in September of each year.
- b. A notice of delinquency for failure of payment of dues shall be sent thirty (30) days after the September meeting.
- c. A member who has failed to pay dues for sixty (60) days shall be considered delinquent. A member who has not paid dues for an entire year may be dropped from the membership roll.
- d. Members may bring a guest to a general meeting. The same guest may not attend more than two meetings per fiscal year.

ARTICLE VI - TRUSTEES AND ELECTIONS

- a. The Officers shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Assistant Treasurer, Recording Secretary, Corresponding Secretary, and a Past President/Advisor.
- b. The Officers shall be elected for a term of TWO (2) years. Officers may be re-elected for an additional term of TWO (2) years. Officers shall be sworn in and take office at the June meeting of the election year.
- c. To be eligible for election to office, a member must have previously served on a committee.
- d. A Nominating Committee consisting of THREE members shall be selected by the President during her/his final term in office.
- e. Officers shall be Trustees of the Corporation.

ARTICLE VII - DUTIES OF OFFICERS

President

- a. The President shall preside at all meetings of the Membership and the Board of Trustees and shall be an ex-officio member of every committee of the Corporation.
- b. The President shall appoint all special and standing Committees.
- c. The President shall appoint a Member to fill the vacancy of an Officer of the Corporation for the remainder of such a vacated office.

First Vice-President

- a. The First Vice-President shall serve as presiding officer in the absence of the President.
- b. The First Vice-President shall be Program Chairman.

Second Vice-President

- a. The Second Vice-President shall serve as presiding officer in the absence of the President and First Vice-President.
- b. The Second Vice-President shall serve as Program Co-Chairman together with the First Vice-President.

Recording Secretary

- a. The Recording Secretary shall keep minutes of each meeting of the Corporation.
- b. The minutes shall be read at each meeting of the Membership, unless those members present at the meeting vote unanimously to dispense with the reading of the minutes.
- c. The Recording Secretary shall also serve as Secretary to the Board of Trustees.

Corresponding Secretary

- a. The Corresponding Secretary shall prepare and send out the correspondence authorized by the President and by the membership at an official Corporation meeting.
- b. The Corresponding Secretary shall be responsible for the sick and welfare duties of the Corporation.

Treasurer

- a. The Treasurer shall keep an account of all receipts and expenditures of the Corporation and shall balance the books of the Corporation with the bank statements.
- b. The Treasurer shall receive and deposit all monetary receipts of the Corporation.
- c. The Treasurer shall pay the financial obligations of the Corporation with the approval of the President.
- d. The checks of the corporation shall require signatures of the Treasurer or, in her absence, the signature of the President or the Assistant Treasurer.
- e. The Treasurer shall give a Treasurer's report to the Board of Trustees and to the Membership at their regular meetings.

Assistant Treasurer

The Assistant Treasurer shall send out dues notices to the Membership during the month of July of each year and maintain current membership records.

Past President/Advisor

The Past President/Advisor shall be the immediate outgoing President. She/he shall offer suggestions and provide GUIDANCE to the members of the ORGANIZATION.

ARTICLE VIII - BOARD OF DIRECTORS

- a. Committee Chairpersons SHOULD be invited to attend meetings of the Board of Directors, present Committee Reports and participate in discussions.
- b. Each member of the Board of Trustees shall have one full vote on the matters of business conducted by the Board of Trustees.
- c. The Board of Trustees shall discuss Corporation policy and business matters relevant to the purposes of the Corporation and make recommendations on said Corporation policies and said business matters. The Board of Trustees shall have direct authority to act whenever such authority is granted by these By-Laws.
- d. The Board of Directors will meet on the FIRST MONDAY OF EACH MONTH, SEPTEMBER THROUGH JUNE.

ARTICLE IX - APPOINTED POSITIONS AND STANDING COMMITTEES

Archivist - The Archivist shall maintain the archives of the Corporation

Community Yard Sale - This committee will be responsible for organizing a community wide yard sale fund raiser

Challenge Class - This committee will conduct various educational challenges for the general membership throughout the year

Directory - This committee shall be responsible to coordinate with the Assistant Treasurer /Membership Chair to produce the Annual Membership Directory

Email - This person shall be responsible for the forwarding of information to the general membership as submitted by the Board of Directors and Committee Chairs

Field Trips - This committee will be responsible for educational field trips

Flower Show - This committee, appointed bi-annually, to organize and present a flower show with design and horticulture classes

Garden of Remembrance - This committee shall be charged with the maintenance of The Garden of Remembrance. Major purchases shall be approved in advance by the Board of Trustees

Historian - The Historian shall maintain the historical records of the Corporation

Hospitality - This committee shall be assigned and execute activities of hospitality

House Tour - This committee shall be responsible for the annual Tour of Homes fund raiser

Islands - This committee shall plan and supervise the planting of the Second Avenue Islands and other special areas and coordinate with the Borough on this project

Newsletter - This committee will be responsible to gather information from the Committee Chairs in order to TWICE yearly publish a newsletter for the entire membership

Plant and Bake Sale - This committee will be responsible for the annual plant and bake sale fundraiser

Publicity - This committee shall handle publicity in general on behalf of the organization only with specific authority of the Board of Directors

Reception - This committee shall be responsible for greeting all members and guests at each meeting

Retail Sales - This committee is responsible for the sale of branded apparel and other gardening items

Telephone Tree - This committee is responsible for the forwarding of forwarding information to the general membership via telephone to those members who do not have email capabilities

ARTICLE X - PARLIMENTARIAN

- a. The President shall appoint a Parliamentarian who shall present and explain the Rules of Order necessary. The Parliamentarian shall swear in the newly elected or appointed officers of the Corporation.
- b. Robert's Rules of Order shall be the authority for the Rules of Order and Procedure of the Organization.

ARTICLE XI - MEETING SCHEDULE

The General Membership Meetings of the Corporation shall be held the SECOND MONDAY of each month, September through June, at times stated in membership directory.

ARTICLE XII - AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any General Membership Meeting of the Garden Club of Stone Harbor, Inc., by a TWO-THIRDS vote of those members PRESENT, provided that the members have been informed, in WRITING, or by ELECTRONIC MAIL, of the proposed amendments and that the proposed amendments have been read at TWO CONSECUTIVE General Membership meetings.

ARTICLE XIII - DISSOLUTION OF THE CORPORATION AND DISTRIBUTION OF ASSETS

- a. The Garden Club of Stone Harbor, Inc. may be terminated and dissolved only by a minimum of SEVENTY-FIVE (75%) PERCENT vote by the membership after each member is given TWENTY (20) days written notice prior to the taking of the vote for termination and dissolution of the Corporation.
- b. In the event of SEVENTY-FIVE (75%) PERCENT of the entire membership vote to terminate and dissolve the Corporation, all assets of the Corporation including all personal property, realty and mixed assets, shall be distributed and given absolutely and in fee to the Women's Civic Club of Stone Harbor, providing its status is Section 501(c)(3) of the Internal Revenue Code or corresponding section of the future Federal Tax Code, otherwise, to any organization pursuant to Article II (two) of this Corporation's Certificate of Incorporation.

Except as expressly modified herein, all other terms and conditions of the original By-Laws shall remain in effect and in the case of any conflict, the provisions hereof shall be deemed controlling.