

BYLAWS (Revised and Approved, 2020)

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**AMENDED BYLAWS
OF
THE SEATTLE GARDEN CLUB**

ARTICLE I.

NAME

The name of this corporation shall be THE SEATTLE GARDEN CLUB (referred to herein as “SGC”).

ARTICLE II.

OBJECTS AND PURPOSES

The objects and purposes of the corporation shall be to stimulate the knowledge and the love of gardening, to aid in the protection of the quality of the environment, to encourage and assist in civic beautification, and to aid and carry on charitable, scientific and educational activities in all of the said fields.

The corporation may lease, purchase, receive by deed, devise or bequest, possess and dispose of all such real and personal property as may be necessary or convenient to carry out the objects and purposes of the corporation, and may borrow money for all lawful; corporate purposes, and execute and deliver notes, bonds or other evidences of indebtedness therefore, and may secure the repayment of any such loans, with interest, by a mortgage upon or pledge of all or any part of its real or personal property.

In the event of the dissolution of this corporation, all of its assets shall be donated to a non-profit corporation or corporations having objects and purposes similar to those of this corporation and no part of such assets may inure to the benefit of any Member or other individual.

**ARTICLE III.
MEMBERSHIP**

Section 1. Classes and Election. The Membership shall include the following classes of Members: Provisional, Ac-

tive, Sustaining and Non-resident. Members may include, at the discretion of the Governing Board, the following classes of Members: Honorary, Honorary Life, and Inactive. All Members shall be elected by the Governing Board, excluding Honorary Life.

Section 2. Provisional Members.

2.1 Qualifications. Nominations for Provisional Membership shall be presented to the Governing Board by the Chair of the Membership Committee. Candidates shall have the following qualifications:

1. They shall demonstrate knowledge of and interest in horticulture, conservation, floral design photography, landscape design, or active participation in the work of a garden.
2. They shall be willing to share actively in the work and responsibilities of SGC and shall attend Horticulture classes and General Meetings on a regular basis for the first two (2) years.
3. Their principal residence shall be in Seattle or the surrounding environs.

2.2 Election. Candidates for Provisional Membership shall be reviewed by the Membership Committee. The recommendation of the Membership Committee shall be presented to the Governing Board for approval. Provisional Members shall be elected by the Governing Board at any Annual, Regular, or Special meeting of the Governing Board.

2.3 Term. Provisional Members are on a provisional basis for a minimum of two (2) consecutive years and no longer than three (3) years unless approved by the Governing Board.

2.4 Voting and Privileges. Provisional Members may vote on SGC matters, with the exception of changes to by-laws. However, they may neither hold office, nor be a Member of the Governing Board, nor propose or second a new Member, nor vote, nor participate in the privileges of Garden Club of America (hereinafter referred to as "GCA"). They may serve on any committee and may be chair of a special committee.

2.5 Dues and Fees. Provisional Members shall pay a one time initiation fee plus annual dues and other required fees.

2.6 Compliance. Failure to comply with requirements means forfeiture of Membership, including initiation fees and dues.

Section 3. Active Members.

3.1 Qualifications. Nominations for Active Membership shall be presented to the Governing Board by the Chair of the Membership Committee from the Provisional Members having the following qualifications:

1. At least two (2) years of Provisional Membership, with regular attendance at Horticulture and General meetings and other SGC events.
2. Their principal residence shall be in Seattle or the surrounding environs.
3. Active participation in the work of a garden or demonstrated knowledge of and interest in horticulture, conservation, floral design, photography, or landscape design.
4. Demonstrated ability and willingness to cooperate in committee work and in the advancement of civic, cultural, horticultural, charitable, scientific and educational interests of the community.

3.2 Election. Nominated candidates for Active Membership shall be reviewed by the Membership Committee. The recommendation of the Membership Committee shall be presented to the Governing Board for approval. Active Members shall be elected by the Governing Board at any Annual, Regular or Special meeting of the Governing Board.

3.3 GCA Membership. Active Members shall also be Members of GCA.

3.4 Voting and Privileges. Active Members shall be qualified to hold office, to be a Member of the Governing Board, to vote on all SGC matters at meetings, to propose or second new Provisional Members, and to participate in matters pertaining to GCA.

3.5 Dues and Fees. Active Members shall pay annual dues and other required fees.

Section 4. Sustaining Members.

4.1 Qualifications. Active Members who have completed ten years of satisfactory service as Members may, upon written request to the Membership Chair, be granted Sustaining Membership.

4.2 GCA Membership. Sustaining Members shall retain their Membership in GCA.

4.3 Voting and Privileges. Sustaining Members may vote on all SGC matters at meetings, may serve on committees and may exhibit at flower shows. They may not be an officer or serve on the Governing Board. They may propose or second candidates for Membership.

4.4 Dues and Fees. Sustaining Members shall pay annual dues and other required fees.

Section 5. Non-resident Members.

5.1 Qualifications. Any Member in good standing whose principal residence is no longer Seattle and surrounding environs may become a non-resident Member.

5.2 GCA Membership. Non-resident Members shall retain their Membership in GCA.

5.3 Voting and Privileges. Non-resident Members may vote on all SGC matters at meetings, may serve on committees and may exhibit at flower shows. They may hold an office or serve on the Governing Board. They may propose or second candidates for Membership.

5.4. Dues and Fees. Non-resident Members shall pay annual dues and other required fees.

5.5 Reinstatement. A Non-resident Member, upon returning to Seattle, may be reinstated to her previous classification, with the approval of the Governing Board and without payment of an acceptance fee.

Section 6. Honorary Members

6.1 Qualifications. Honorary Members may be chosen from within or without the Membership of SGC in recognition of outstanding service to SGC or the community.

6.2 Election. Honorary Members shall be nominated by the Membership Committee. The Chair of the Membership Committee shall present the nominations to the Governing Board for approval. Honorary Members shall be elected by the affirmative unanimous vote of the entire Governing Board at any Annual, Regular, or Special meeting of the Governing Board.

6.3 Dues and Fees. Honorary Members shall be exempt from dues and required fees and shall not have Active Membership responsibilities or status.

Section 7. Honorary Life Membership.

7.1 Qualifications. Honorary Life Members are those Active, Sustaining or Non-resident Members who have been dues paying Members of SGC for forty-five (45) years. Such Honorary Life Members shall retain the privileges of the class of Membership from which they were transferred.

7.2 Election. The Membership Chair shall notify the Governing Board of the transfer of those to Honorary Life status.

7.3 Dues and Fees. They shall be exempt from dues and required fees.

Section 8. Inactive Membership.

8.1 Qualifications. The Inactive Membership shall consist of any Member who has been in good standing but due to ill health or physical disability is unable to participate in SGC activities.

8.2 Election. To remain on the roster that person, or her representative, may request permission in writing to become an Inactive Member.

8.3 Dues and Fees. An Inactive Member shall pay no annual dues to either SGC or to GCA. If attending an SGC event, the SGC Inactive Member shall pay the required fee for the event.

Section 9. Resignation and Reinstatement.

9.1 Notice of Resignation. The resignation of any Member shall be made to the Membership Chair in writing and shall, at the discretion of the Governing Board, take effect only upon the discharge of all indebtedness to SGC by the resigning Member.

9.2 Reinstatement. Members who have resigned in good standing may be reinstated with an affirmative vote of ten (10) Members of the Governing Board. They shall resume their previous classification of Membership.

ARTICLE IV GOVERNING BOARD, OFFICERS, AND COMMITTEES

Section 1. Governance. All affairs of SGC shall be managed by the Governing Board consisting of the Officers and the Chairs of the following Standing Committees:

- Club Communications
- Community Projects
- Conservation
- Finance
- Floral Design
- Horticulture
- Meeting Arrangements
- Membership
- Nominations
- Photography
- Policy and Planning
- Program
- Provisional
- Ways and Means

Section 2. Officers. The Officers of SGC shall consist of President, President-Elect, Immediate Past President, Corresponding Secretary, Recording Secretary, and Treasurer. No two offices may be held by the same person.

2.1 President. The President shall preside at all General, Governing Board, and Executive Committee Meetings. The President shall consult with the President-Elect on all appointments from the Active Membership, including but not limited to: (1) a Chair for each Special Committee; (2) as needed, ad hoc committee chair(s) and members; (3) delegates to GCA Annual and Zone Meetings; and (4) delegates to other garden-related meetings. The Governing Board shall approve all appointments.

2.2 President-Elect. The President-Elect shall be nominated by the Nominating Committee. She shall preside at meetings in the absence of the President and shall assist as requested by the President. The President-Elect shall chair the Policy and Planning Committee.

2.3 Immediate Past President. The Immediate Past President shall assist as requested by the President.

2.4 Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence of the Club under the direction of the President and serve as the Yearbook Chair.

2.5 Recording Secretary. The Recording Secretary shall record minutes at all Board and Executive Meetings and shall send said minutes to Board Members and appropriate GCA and Zone Officers. She shall send to the Membership any information deemed necessary. She is responsible for maintaining the permanent records of SGC.

2.6 Treasurer. The Treasurer shall be the Chair of the Finance Committee and shall have custody of all operating funds, properties and securities of SGC. She shall act as liaison to The Seattle Foundation who will manage the SGC Endowment Fund and any additional SGC Endowment Funds. The Treasurer's duties shall be subject to regulations as may be imposed by the Governing Board. Yearly budget requests shall be submitted by the Committee Chairs to the Treasurer who, with the Finance Committee, is responsible for preparing the budget and presenting it to the Board in the month prior to the Annual Meeting each year.

Section 3. Committees. The Governing Board may designate and appoint other committees of the board. Any such committee shall consist of two (2) or more Members of the Governing Board and shall have and exercise such authority of the Governing Board as may be specified in said resolution. However, no such committee shall have the authority of the Governing Board to amend, alter, or repeal the Bylaws; elect, appoint or remove any Member of any such committee or any Member of the Governing Board or officer of SGC; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of SGC or revoke proceedings therefore; adopt a plan for the distribution of the assets of SGC not in the ordinary course of business; or amend, alter, or repeal any resolution of the Governing Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Governing Board or any individual Member of the Governing Board of any responsibility imposed on it or her by law.

3.1 Executive Committee. There shall be an Executive Committee composed of Officers of SGC. It shall have all the powers of the Governing Board between meetings. Any action taken by the Executive Committee shall be reported to the Governing Board at the next meeting.

3.2 Committee Chairs. Each Standing, Ad Hoc or Special Committee Chair shall report to the Governing Board at its monthly meetings or as the President may request.

3.3 Committee Membership.

1. **Membership Committee.** The Membership Committee consists of six Active Members serving staggered three-year terms and the Provisional Chair. In consultation with the President-Elect and the Membership Chair and with the approval of the Governing Board, the President shall appoint Active Members to serve on the Membership Committee to fill any vacancies.

2. Nominating Committee. The President shall invite the Immediate past President to chair the Nominating Committee. In the event of a vacancy, the President in consultation with the President-Elect shall select a member to chair the Nominating Committee. In consultation with the President-Elect and with the approval of the Governing Board, the President shall appoint four Active Members to serve on the Nominating Committee.
3. Committee Membership. Signup sheets will be provided to SGC Members to use to express their committee preferences for the forthcoming year. The Chairs of both Standing Committees and Special Committees may select their committee Members from among those indicating an interest in their committee on the signup sheets.

Section 4. Chairs of Standing Committees. The Chair of each Standing Committee shall hold a meeting as they deem necessary. Their responsibilities are to adhere to the committee guidelines as established by SGC.

ARTICLE V ELECTION OF THE OFFICERS AND THE GOVERNING BOARD

Section 1. Election of Officers and Chairs of Standing Committees.

1.1 Nominations. The Nominating Committee shall nominate from the Active Membership, the Officers and the Chairs of the Standing Committees. In addition, the Nominating Committee shall nominate the Treasurer-Elect to serve a one-year term concurrently with the 2nd year of the Treasurer's 2-year term; and further to provide that the Treasurer-Elect shall assume the position of SGC Treasurer for the two years following her one-year term as Treasurer-Elect. Members of the Nominating Committee are not barred from becoming nominees for office.

1.2 Governing Board Approval. The Nominating Committee shall make its recommendation for approval to the Governing Board. The Governing Board shall approve the slate of officers that shall be presented to the Members.

1.3 Notice to Members. A copy of the slate of officers, approved by the Governing Board, shall be provided to each Member of SGC at least two weeks prior to Annual Meeting.

1.4 Nomination by Members. Active Members may nominate additional candidates for the offices of President-Elect, Secretary, Corresponding Secretary, Treasurer-Elect, or any Standing Committee Chair, providing that in each case the nomination, endorsed by ten Active Members, has been presented in writing to the Recording Secretary not less than seven days before the Annual Meeting.

1.5 Election by Members. Members shall elect the Officers and the Chairs of the Standing Committees at the Annual Meeting. All elections shall be held at the Annual Meeting and shall be by 2/3 majority vote of the Members present.

Section 2. Term. The President will serve a one (1) year term and then automatically assume the office of Immediate Past President the following year for a one (1) year term. The President-Elect will serve a one (1) year term and then automatically assume the office of President the following year, for a one (1) year term. The Treasurer-Elect will serve a one (1) year term and then automatically assume the office of Treasurer the following year, for a two (2) year term. All other Members of the Governing Board shall serve for two (2) years unless special arrangements are agreed upon by the Nominating Committee.

Section 3. Removal. Removal of the President or any Member of the Governing Board may take place at any time by a 2/3 vote of the Members whenever it is in the best interest of SGC.

Section 4. Vacancies. Vacancies in offices or on the Governing Board shall be filled for the remainder of the term by the Governing Board.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting of the Membership, on a date to be specified by the Governing Board. At such meeting, SGC Members shall vote for Officers and Chairs of Standing Committees; the election results shall be announced; awards shall be presented and the new Provisional Members shall be introduced to the Club.

Section 2. General Business Meeting. Annually, there shall be a Business Meeting of the Membership. The General Business Meeting shall be in lieu of the General Meeting in the month in which it is held.

Section 3. General Meetings. There shall be monthly General Meetings of the Membership unless otherwise directed by the President.

Section 4. Quorum. There shall be a Quorum at any meeting of the Membership in order for any vote(s) taken by the Membership to be valid. A quorum is one-fourth (1/4th) of the votes entitled to be cast at any meeting. The passage of any vote requires a two thirds (2/3rds) majority of those present.

Section 5. Robert's Rules of Order. All meetings of the Membership shall be conducted according to Robert's Rules of Order.

ARTICLE VII GOVERNING BOARD MEETINGS

Section 1. Annual Meeting of Governing Board. There shall be an Annual Meeting of the Governing Board, held in the Seattle region, within 45 days of the end of the SGC fiscal year.

Section 2. Quorum. A quorum consisting of nine (9) Members of the Governing Board is required for all transactions. All transactions shall be accepted by a 2/3 majority vote.

Section 3. General Meetings. There shall be monthly meetings of the Governing Board, unless otherwise directed by the President.

Section 4. Special Meetings. Special Meetings of the Governing Board may be held at any place and time whenever called by the President, or by any two (2) Members of the Governing Board.

Section 5. Notice of Meetings. No notice of the Governing Board's Annual Meeting shall be required. Notice of the time and place of any special meeting of the Governing Board shall be given by the Secretary, or by the person or persons calling the meeting, by regular or express mail, facsimile, electronic communication, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any meeting of the Governing Board needs to be specified in the notice or any waiver of notice of such meeting.

Section 6. Meetings Held by Telephone or Similar Communications Equipment. Members of the Governing Board or its committees may participate in a meeting of the Governing Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Proxies. Members of the Governing Board may not vote by proxy.

Section 8. Robert's Rules. All meetings of the Governing Board shall be governed by Robert's Rules of Order.

ARTICLE VIII

ACTIONS BY WRITTEN CONSENT

Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Members or the Governing Board (or its committees) may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members or the Governing Board Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE IX

FEES, DUES, FISCAL YEAR AND BUDGET

Section 1. Initiation Fees and Acceptance Fees. Initiation fees for Provisional members and Acceptance fees for Active members shall be determined by the Governing Board.

Section 2. Annual Dues. The amount of SGC annual dues shall be determined by the Governing Board and shall be payable on June 1st or in person at the Annual Meeting. Any Member who is delinquent in the payment of dues on July 1st shall be notified by the Treasurer. If such dues are not paid by August 1st, the Treasurer shall forward her name to the Chair of Membership for further consideration.

Section 3. Forfeiture. If the various assessments levied during a fiscal year are not paid by a member by the end of that fiscal year, membership shall be forfeited.

Section 4. Fiscal Year. The fiscal year of SGC shall be June 1 through May 31.

Section 5. Budget. The budget shall be prepared by the Finance Committee, chaired by the Treasurer, and shall be presented to the Governing Board for approval. Necessary adjustment of, or additions to, the budget may be made by the Governing Board at any time thereafter.

Section 6. Loans Prohibited. The corporation shall make no loans to any Officer or to any member of the Governing Board.

ARTICLE X ENDOWMENT FUNDS

Section 1. There shall be a SGC Endowment Fund, which shall be separate from all SGC operating funds, and shall be placed, for investment purposes, with professional management outside SGC. The Governing Board must approve any new endowments and is responsible for placing them with professional management outside SGC for investment purposes.

ARTICLE XI DELEGATES

Section 1. Appointment. The President and a delegate appointed by the President in consultation with the President-Elect shall attend the Annual Board Meeting of GCA. The Governing Board shall approve the appointment. Should the President be unable to attend, an alternate Member shall be designated by the Governing Board.

Section 2. Reimbursement. The GCA Annual Meeting registration fees, travel expenses and room reservation of the President or her alternate and of one delegate shall be borne by SGC and limited by financial policy.

Section 3. Other Delegates. Delegates for all other purposes – Zone Meeting, Community Meetings, etc. – shall be appointed by the President, in consultation with the President-Elect and with the approval of the Governing Board.

ARTICLE XII AMENDMENTS

Section 1 Recommendations for changes may come from the Governing Board when approved by vote of ten (10) Members of the Governing Board or on the written proposal of not less than twenty-five (25) Active Members.

Section 2. These Bylaws may be altered, amended, or appealed at any meeting of the Membership of SGC by a majority vote (2/3rds) of the Active, Sustaining, and Non Resident Members present, provided that notice of the proposed amendment has been sent to each such Member two (2) weeks prior to the date of the meeting. These Bylaws will be updated annually and thoroughly reviewed every three (3) years.