

ARTICLE I: NAME

Section 1. The name of this organization shall be the Valley Garden club, hereinafter referred to as "Club".

Section 2. The Corporation is organized under the General Nonprofit Corporation Act of Alaska. No part of any net earnings and no dividends or other profits shall inure to the benefit of any member or Officer. This association is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. The principal office and location of the Corporation shall be at Wasilla, Alaska. The Board, by majority vote, may designate a new principal office and location.

ARTICLE II: PURPOSE

The purpose of this Club shall be to:

- educate and promote the art of gardening and the study of floriculture and horticulture
- cooperate with other agencies in furthering the interest of conservation, civic beauty, and roadside beautification

ARTICLE III: MEMBERSHIP AND VOTING

Section 1. Regular Member: All persons in good standing (with dues paid or bestowed membership as listed herein) are eligible to vote and take part in the Club.

Section 2. Life Member:

The Board may nominate a recipient to be approved by the majority of those voting at the Annual meeting. The Board shall be mindful of the significance of this award. Guidelines are:

- Long-standing member
- Distinguished service to the Club
- Previously a committee chair or officer of the Club

Rights carried with this honor include a membership in perpetuity. The life member will have his/her photo included in the yearbook in perpetuity.

Section 3. Honorary Member of the Year:

The Board may select a recipient to be announced at the December Club meeting. This complimentary title may be bestowed annually by the Board on a non-member to recognize and honor that individual for outstanding service to the Club and/or the community. Rights carried with this honor include membership for the following calendar year.

Section 4. Member of the Year: At the October Club meeting, each member present may submit, in writing, up to three members' names for consideration for this award. Members not in attendance may provide their suggestions of three members to the president by other means before the October Board meeting. The submissions will be tallied by the Board to form a ballot consisting of the top three names. General membership will vote by written ballot at the November meeting. The Member of the Year will be announced at the December meeting. Rights carried with this honor include membership for the following calendar year.

Section 5. Voting: Approval of a motion or ballot requires an affirmative vote of members present in person, by remote communication, or by written proxy executed by the member or by the authorized attorney-in-fact of the member. Voting by mail or e-mail is reserved for important issues on which a vote of the full membership is desirable as determined by the membership on a case-by-case basis.

ARTICLE IV: BOARD OFFICERS AND DUTIES

Section 1. Officers: The Officers of the Club shall be President, Vice-President, Secretary, Treasurer, and Member-at-Large. Except for the Office of Treasurer, two members may be nominated and elected to serve in any one Office and share the vote and duties of the office as Co-officers. Each Office shall have one vote at Board meetings. A tie vote in any one Office is a negative vote. For quorum purposes, only one Officer in each office shall be counted for a quorum.

President:

- Preside at all Board and membership meetings
- Prepare a proposed agenda for each regular membership meeting to be published on the club website and via email at least three days prior to said meeting.
- Oversee all Standing Committees and chairs
- Assist with the monthly review of the Treasurer's books and with the annual internal audit
- Work with Treasurer to complete and submit necessary 501(c)(3) and 990 IRS paperwork, Alaska State business license and biennial corporate report, Borough business license, and City of Wasilla business license
- Get quotes and procure necessary insurance policies for the Club

Vice President:

- Conduct the business of the organization in the absence of the President
- Schedule the programs for the monthly meetings
- Confirm the meeting place and arrange for publicity of the monthly meeting
- Send thank-you notes and honoraria as appropriate to guest speakers

Secretary:

- Record the minutes of the Board meetings and forward to Social Media committee for inclusion on Club website and email along with membership meeting agenda
- Record the minutes of all membership meetings and forward to Social Media committee for inclusion on Club website and email
- Archive and maintain all club records and communications

Treasurer:

- Outgoing treasurer must assist incoming treasurer in transitioning accounts with setting up new signers on bank accounts once the new board members have been posted at a membership meeting. Such transition should be completed no later than January 31 each year.
- Chair the budget committee to draft next year's budget to be introduced to the membership no later than the October meeting
- Collect all monies.
- Pay all duly submitted bills
- Keep a ledger showing the breakdown of the receipts and expenditures
- Publish a Treasurer's report and make an oral report at the monthly meeting
- Provide necessary documents at monthly Board meetings to verify expenses
- Check mail or appoint a designee and keep P.O. Box registration up to date
- Maintain current membership list, including method of payments, amount, and date received
- Forward member names to committee chairs of Social Media, Membership, Sunshine, Newsletter, and Yearbook
- Be present or appoint a designee at events where money is taken in
- Write plant sale checks to member sellers for distribution at the next regular meeting
- Work with President to complete and submit necessary 501(c)(3) and 990 IRS paperwork, Alaska State business license and biennial corporate report, Borough business license, and City of Wasilla business license, and complete the annual internal audit

Member at Large:

- Attend all Board and membership meetings
- Be an unbiased listener of members concerns
- Be a spokesperson to voice member concerns
- Collect suggestions from members at each meeting and submit to the Board

Section 2. Board's Duties and Responsibilities:

The duties of the Board shall be as follows:

- 1) Direct Club affairs between meetings according to members' directives as voted upon at their regular meetings;
 - 2) Establish a five (5) member annual budget committee consisting of the President, Treasurer and three non-Board members to draft the annual budget proposal;
 - 3) Outline yearly goals and programs for the consideration and approval by the members;
 - 4) Meet for business meetings as necessary after members are given at least three days notice of the date, time, place and purpose of each meeting
 - 5) Respond in writing to any correspondence within 30 days of receipt
 - 6) Review the Bylaws and Standing Rules and submit any suggestions to the appropriate committee
- No monetary-obligation beyond pre-approved budget language is to be arranged in the Club name unless voted on and approved by the membership at a regular or special meeting.

Section 3. Board Meetings: Meetings of the-Board shall be held-monthly and as necessary at a place and time that accommodates member attendance. Three Officers constitute a quorum (3 of 5). A simple majority is needed for approval of an action. Board Offices may vote in person, electronically or by proxy.

Section 4. Nomination Procedure

A nominating committee of at least three members shall be appointed by the President at the August meeting of every year. The nominating committee shall not include any incumbent officers. Failure to appoint a nominating committee shall result in nullification of any election for which there was no nominating committee. This committee shall present a slate of Officers and/or Co-Officers at the October regular meeting. Further

nominations shall be in order from the floor at the Annual meeting. Voting for officers shall be conducted by written ballot except that any vacancy occurring in an Officer term shall be filled by nomination and election at the next regular meeting. page 3 of 3

Section 5. Ballot Election, Term of Office: If more than one person is nominated for an Office, the Officer shall be elected by ballot. If there is only one nominee for an Office, a vote on that nominee can may be taken by show of hands. If there is only one nominee for each of the Offices, the President may ask for unanimous consent and take the vote by show of hands. The Officers shall serve a one-year term. The term of office shall begin the following January.

Section 6. Office-Holding Limitations: No member shall hold more than one Office at a time. The President, Vice-President, Secretary, and Member-at-Large are eligible to serve up to three consecutive one-year terms. The Treasurer is eligible to serve up to four consecutive one-year terms in direct succession. After an Officer is termed out, the member is eligible to run for the same office after one year has lapsed.

ARTICLE V: MEETINGS

Section 1. Regular Meetings: The regular meetings of the Club shall be held on the first Tuesday of each month. No regular meetings will be conducted in July and December.

Section 2. Annual Meetings: The regular meeting on the first Tuesday of November shall be known as the Annual meeting and shall be for the purpose of election of Officers, approval of the annual budget, and for any other business that may arise.

Section 3. Special Meetings: Special meetings may be called by the President or upon written request of-at least twenty (20) members of the Club. The purpose of the meeting shall be stated in the written request. Except in cases of emergency, at least three days notice shall be given. A due and diligent effort by the Board shall be made to reach all members.

Section 4. Quorum: Twenty (20) members of the Club shall constitute a quorum for the annual meeting, regular meetings, or special meetings.

ARTICLE VI: COMMITTEES

Section 1. Standing committees with designated chairs shall be established every January. Standing committees shall consist of volunteers.

Section 2. Special committees are created for a specific task and go out of existence when the task is completed.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Club when applicable and when they do not conflict with these bylaws and any special rules the Club may adopt.

ARTICLE VIII: AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Club by two-thirds (2/3) vote of those members who cast a vote provided any proposed amendment(s) has/have been submitted in writing to the members at least 30 days prior to adoption and introduced at a previous regular meeting. Unless otherwise provided, any Bylaws amendment goes into effect at the close of the meeting in which the amendment is adopted.

ARTICLE IX: DISTRIBUTION OF EXCESS FUNDS, DISSOLUTION OF THE CLUB

Section 1. Excess Funds: Money not needed to meet normal operating expenses of the Club may be used for any of the following purposes as determined by a majority vote of those members who choose to vote:

- (1) to fund scholarships for qualified groups to study horticulture
- (2) to be donated to non-profit organizations for the purpose of furthering horticulture
- (3) to help fund projects that contribute to the beautification of our communities.

Section 2. Dissolution: Dissolution of the Non-Profit Corporation Valley Garden Club shall be conducted in accordance with all current IRS and Alaska Statutes governing Non-Profit Corporations after a majority of members who choose to vote adopt a motion for dissolution.