

**ARTICLES OF INCORPORATION OF  
THE GAINESVILLE GARDEN CLUB, INC.  
(A Corporation not for profit)**

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed Charter:

**Article I- NAME** The name of this corporation shall be the Gainesville Garden Club, Inc.

**Article II - OBJECT AND PURPOSE**

The general nature of the object of this corporation shall be to stimulate a knowledge and love of gardening and to disseminate the knowledge of gardening wherever possible; to aid in the protection of birds, native plant material and other natural resources; to encourage civic beautification through all available agencies.

**Article III – MEMBERSHIP**

Membership shall be divided into five classes: active, associate, honorary, emeritus, and life.

**Article IV - OFFICERS**

The Officers of the Gainesville Garden Club, Inc. shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and a Treasurer.

**Article V - BOARD OF DIRECTORS**

**Section 1** The Board of Directors of the Gainesville Garden Club, Inc. shall consist of the Officers, Chairmen of Circles, Chairmen of Standing Committees, Chairman of the Board of Trustees, and the immediate past President.

**Section 2** The Board of Directors shall be empowered to transact all business of the Gainesville Garden Club, Inc.

**Section 3** Appointments to fill vacancies among Officers and Standing Committee Chairmen for the unexpired term shall be made by the President

**Section 4** The term of office for Officers and Committee Chairmen shall be one year, but they may be eligible for this same office or chairmanship.

**Article VI - MEETINGS**

Both the Board of Directors and Circles shall meet once a month, except during the months of June, July and August.

**Article VII - FISCAL YEAR**

The fiscal year shall cover the period from July 1 through June 30 of the next year.

**Article VIII - PARLIAMENTARY GUIDE**

Roberts Rules of Order, Newly Revised, shall be the Parliamentary guide for this organization.

**Article IX - FIRST OFFICERS**

The names of the Officers who are to manage all of the affairs of this Corporation until the first election under this Charter are as follows:

Mrs. Hugh C. Simmons, 904 E. Univ. Avenue  
Mrs. J. T. Hudson, Jr., 118 NW 36th Drive  
Mrs. M. A. Brooker, Jr., 924 NW 18th Terrace

State of FL

County of Alachua

BEFORE ME, the undersigned authority, personally appeared Mrs. Hugh C. Simmons, Mrs. J. T. Hudson, Jr., and Mrs. M. A. Brooker, Jr., to me well known to be the subscribers described in the foregoing Articles of Incorporation, who after being by me first duly sworn, acknowledged the same to be their free act and deed and that it is their intention in good faith to carry out the purpose and object set forth herein.

Henry L. Gray/. Jr. (Signed) Notary 12-3-62  
Public State of Florida At Large  
My Commission Expires: May 7, 1967

**Article XIV - DISSOLUTION**

Upon dissolution of this corporation all of the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

**Article XV – INDEBTEDNESS**

The highest amount of indebtedness or liabilities to which this corporation may at any time subject itself shall never be greater than 2/3 of the value of the property owned by the corporation.

# **GAINESVILLE GARDEN CLUB, INC. BYLAWS**

## **ARTICLE I -NAME**

The name of this Corporation shall be THE GAINESVILLE GARDEN CLUB, INCORPORATED; hereinafter referred to as GGC.

## **ARTICLE II-OBJECT AND PURPOSE**

The general nature of the object of this corporation shall be to stimulate a knowledge and love of gardening and to disseminate the knowledge of gardening and design wherever possible; to aid in the protection of birds, native plant material and other natural resources; and to encourage civic beautification through all available agencies, as stated in the Articles of Incorporation.

## **ARTICLE III – MEMBERSHIP**

The seven types of membership are:

1. Active
2. General
3. Emeritus
4. Honorary
5. Life Memberships
6. Couple
7. Immediate Family Member
8. Patron
9. Community Partner

### **Section A -ACTIVE MEMBERSHIP**

Active members shall be General Members or members of the Circles now existing or hereinafter organized by GGC.

### **Section B - REQUIREMENTS FOR ACTIVE MEMBERSHIP**

1. Persons eligible for membership must take an active interest in horticulture and other garden club activities, pay required dues, and share in the responsibilities as members of GGC. Membership is open to all persons, without discrimination on the basis of gender, age, religious affiliation, sexual orientation, or ethnicity.
2. Membership of a Circle shall consist of not less than ten (10) members. A Circle that resigns in good standing may be reinstated upon payment of current dues.
3. No member shall belong to more than one Circle at any one time.
4. When resigning from a Circle or from the GGC, a Letter of Resignation
5. must be sent to the Circle and the GGC Treasurer. When transferring between Circles, notify both Chairmen and the GGC and Circle Treasurers. In the absence of a letter, all appropriate parties are notified by the Circle Chairman.
6. To maintain active membership, and be listed on the Circle roster, a member must pay annual dues on or before April 30<sup>th</sup>.
7. Life Membership in GGC may be conferred upon any active member in recognition of valuable service to GGC upon payment of the required fee by their Circle. They may hold office and vote provided they continue to meet the requirements of active Circle membership

### **Section C - GENERAL MEMBERS**

A General member is an active member in the GGC who is interested in garden club activities but is not a member of a circle. General members shall pay the required dues. General members shall be privileged to attend all general meetings of GGC, fun with flowers, community service projects and other activities held by the club; they shall be entitled to have a copy of the Annual GGC Yearbook and receive a subscription to The Florida Gardener as a member of the FFGC. General members shall be entitled serve on committees; the President may appoint a General member to be chairman of a Standing Committee.

### **Section D - EMERITUS MEMBERS**

Circles may honor members who cannot continue to be active after 10 years or more of creditable service by electing them Emeritus members. No Circle shall have more than five such members. Emeritus members shall not be entitled to vote or hold office, but shall be privileged to attend all general meetings of GGC.

**Section E-HONORARY MEMBERS**

Honorary members shall be those whose membership is conferred upon them by the GGC Board of Directors, by reason of their outstanding service. Honorary members are not entitled to vote or hold office, but shall be privileged to attend the General Meetings of GGC. GGC members are ineligible for this membership.

**Section F –COUPLE**

This membership consists of no more than (2) adults. Members will have the same privileges as active members.

**Section G – IMMEDIATE FAMILY MEMBER**

Immediate family member is a mother, father, daughter or son of an active member

**Section H – PATRONS**

A Patron is a special classification for those interested in supporting the club purposes either financially or through personal activities. Those paying \$100 or more will be entitled to a half page ad in the yearbook and mention in other publications.

**Section H: COMMUNITY PARTNER**

A Community Partner is a special classification for plant societies and organizations whose mission complements those of GGC. A discount for rentals will be allowed for these organizations. Those paying \$25 or more will also receive mention in GGC publications and have contact information in the yearbook.

**ARTICLE IV - DUES AND FEES**

**Section A -MEMBERSHIP DUES**

1. All dues for membership are due and payable to Circle treasury at the April circle meetings. Checks are made payable to the Circle; the Circle treasurer in turn makes payment to the GGC Treasurer before May 31.
2. Annual dues are listed below:

Member Type	FFGC Dues	GGC Dues	Total
Active member	\$ 12	\$ 37	\$ 49
General member	\$ 12	\$ 37	\$ 49
Spouse member	\$ -	\$ 2	\$ 2
Immediate Family member	\$ 12	\$ 2	\$ 14
GGC Life member	\$ 12	\$ 16	\$ 28
FFGC Life member	\$ -	\$ 37	\$ 37
NGC Life member	\$ 12	\$ 37	\$ 49
Emeritus member*	\$ 12	\$ -	\$ 12
Patron	\$ -	\$100 minimum	
Community Partner	\$ -	\$35 minimum	

\*Emeritus member dues are to be paid by their Circle.

3. For members joining after January 1<sup>st</sup>, during the middle of the year, the dues shall be prorated to \$25, \$12 of which will be paid to FFGC.

**Section B– FEES**

1. Life Membership fees are listed below and are onetime payments to the appropriate entity.
2. Fees by type:

Member type	Fee
GGC Life member	\$ 150
FFGC Life member	\$ 300
NGC Life member	\$ 200

## **ARTICLE V - OFFICERS**

### **Section A - ELECTED OFFICERS**

1. The elected Officers of GGC shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.
2. Officers, except the Treasurer, shall serve a two year term. The Treasurer shall be elected for a two-year term and shall be eligible to serve a second term or until a successor is elected.
3. A member filling an unexpired term may be eligible for a full two years of elected office.

### **Section B - PARLIAMENTARY ADVISOR**

The Parliamentary Advisor shall be an appointed officer.

### **Section C - VACANCIES**

In case of presidential vacancy the First Vice-President shall succeed at once to the office of President until the next annual election. The Second Vice-President shall become the First Vice-President. Vacancies in other offices shall be filled for the unexpired term by the President, subject to Board approval.

## **ARTICLE VI - DUTIES OF OFFICERS**

### **Section A - PRESIDENT**

The President shall:

1. Preside at all regular meetings of the Board of Directors, and at the General Meetings of GGC.
2. Appoint the Chairman and two members of the Audit Committee, and the Chairman of the Budget and Finance Committee, with approval of the Board of Directors.
3. Serve as an official member of the Board of Trustees and of all Standing and Special Committees except the Nominating Committee.
4. Appoint the Chairmen of Standing and Special Committees, with approval of the Board of Directors. As nearly as possible, the same number from each Circle shall be placed on the Board of Directors. The nominating committee may assist the president.
5. Make as many official visits to Circles during the year as possible.
6. Appoint the Parliamentary Advisor.
7. Appoint Nominating Committee Chairman in September.
8. Shall approve all bills except general operating expenses before they are submitted to the Treasurer.
9. Be authorized to sign checks.
10. Fill all vacancies as they occur subject to Board approval.
11. Make a written report of the year's work to be included in the club files.
12. Shall be the official GGC representative at FFGC and District V Meetings.
13. Shall be the legal authority of the GGC and authorized to sign all contracts on behalf of the GGC.

### **Section B - FIRST VICE-PRESIDENT**

The First-Vice President shall:

1. Perform all duties of the office of President in the absence of or upon request of the President.
2. Compile and edit the yearbook.
3. Chair the Membership Committee made up of 1st Vice Presidents of each Circle who will assist in hosting an Open House each year.
4. Serve as a member of the Budget & Finance Committee and as an official member of the Board of Trustees.
5. Be responsible for purchasing with GGC funds, the Club Past President's pin and a gift not to exceed \$100.00.
6. Give a written report to the President at the May meeting of the Board of Directors, with a copy to the incoming First Vice-President.
7. Transfer to the incoming First Vice-President all material pertaining to the office.

### **Section C - SECOND VICE PRESIDENT**

The Second Vice-President shall:

1. Perform all duties of the office of President in the absence of the President and First Vice-President.
2. Chair the Program Committee which is made up of 2nd Vice Presidents of each circle; meet before April Board meeting to decide on programs and to schedule meetings dates.
3. Be responsible for at least three general meetings per year, including the installation meeting. Shall give an appropriate gift to speakers.
4. File a written report to the President at the May meeting of the Board of Directors, with a copy to the incoming Second

Vice-President.

5. Transfer to the incoming Second Vice-President all material pertaining to the office.

#### **Section D - RECORDING SECRETARY**

The Recording Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and send out said minutes electronically to all members.
2. Have charge of all official documents pertaining to the office. Place all minutes in a permanent file in a designated secure location as soon as possible after the term of office.
3. Transfer to the incoming Recording Secretary all material pertaining to the office.

#### **Section E - CORRESPONDING SECRETARY**

The Corresponding Secretary shall:

1. Attend to all correspondence of GGC.
2. Send GGC yearbook to Associate Members.
3. Give a written report to the President at the Annual Meeting of the Board of Directors, with a copy to the incoming Corresponding Secretary.
4. Transfer to the incoming Corresponding Secretary all material pertaining to the office.

#### **Section F - TREASURER**

The Treasurer shall:

1. Be responsible for all monies.
2. Be responsible for the Official Seal of GGC.
3. Be accountable for receipts and disbursements; pay all bills when approved by the President.
4. Serve as a member of the Finance Committee and an official member of the Board of Trustees.
5. In the absence of the Treasurer, Treasurer will brief the President on any outstanding items and leave checks with the President, who is authorized to sign checks in case of an emergency.
6. Present a financial statement at each meeting of the Board of Directors.
7. Remit appropriate dues to FFGC by June 1.
8. Submit accounts for audit at the close of the fiscal year.
9. Maintain a correct list of all Circle members and officers of each Circle.
10. Advise the Florida Federation of Garden Clubs of names of new members, names dropped, and changes in name, address, or class of membership.
11. Order Florida Flower Arrangement calendars after receipt of Circle requests.
12. Notify General members of appropriate dues in April.

#### **Section G - PARLIAMENTARY ADVISOR**

The Parliamentary Advisor shall:

1. Assist the President on points of parliamentary procedure when requested.
2. Fulfill the required duties as outlined in the current edition of Robert's Rules of Order, Newly Revised.

#### **ARTICLE VII - NOMINATING COMMITTEE**

##### **Section A –SELECTIONS**

The Nominating Committee Chairman shall be appointed by the President in September. This Chairman shall have been a member of the Board of Directors at some time during the past four years.

The elected officers of GGC will be a president, first vice-president, second vice-president, recording secretary, corresponding secretary, and treasurer. These offices comprise the executive committee of GGC. The president shall appoint the standing and special committee chairmen. Serving with the Chairman shall be the Nominating Committee Chairman of the Circles and General Membership Chairman appointed by their respective Circle Chairmen in September.

At the discretion of the Nominating Committee Chairman, up to three Past Presidents shall serve as advisors.

##### **Section B - DUTIES**

The Nominating Committee shall present a slate of officers at the February meeting of the Board of Directors and shall assist the President when vacancies occur if requested.

## **ARTICLE VIII – ELECTIONS**

### **Section A - OFFICERS AND CHAIRMEN**

The Officers of GGC shall be elected in March and shall assume their duties after the last May meeting. The Chairmen of all Standing and Special Committees shall be appointed by the President and approved by the Board of Directors. As nearly as possible, the same number from each Circle shall be placed on the Board of Directors. All Circle Chairmen are automatically members of the Board of Directors. The incoming Board of Directors shall assume their duties after the last meeting, except the Treasurer who will assume new duties at the beginning of the fiscal year, July 1st.

### **Section B - VOTING**

Elections shall be by acclamation if there are no nominations from the floor; otherwise the election shall be by ballot. A majority vote of those present shall elect. The newly elected Officers shall take office at the close of the Annual Meeting.

### **Section C - VACANCIES**

A vacancy on the Board of Directors shall be filled by Presidential appointment, subject to the Executive Board of Directors approval.

## **ARTICLE IX – BOARD OF DIRECTORS AND EXECUTIVE BOARDS**

### **Section A**

The Board of Directors of GGC shall consist of the elected Officers, the immediate Past President, Circle Chairmen or designee, Chairman of the Board of Trustees, Audit, Budget & Finance, and Chairmen of Standing Committees and Special Committees. Members of GGC currently serving on district, state or national boards are ex-officio members.

### **Section B**

The Board of Directors shall be empowered to transact all business of GGC.

### **Section C**

The meetings of the Board of Directors of GGC shall be held on the third Thursday, September through May. Whenever the meeting conflicts with some generally observed holiday of a state, district, or local event, another meeting time shall be set with the majority consent of the members.

### **Section D**

Members of GGC who so desire may attend the meetings of the Board of Directors, but they shall have no vote in the proceedings.

### **Section E**

The Annual Meeting of the Board of Directors shall be held in May. The retiring and incoming Board of Directors shall attend this meeting.

### **Section F**

A quorum shall consist of not less than 15 members of the Board of Directors.

### **Section G**

Special meetings of the Board of Directors may be called by the President, or by a written request of three members of the Board of Directors, provided all members of the Board have been notified at least 24 hours prior to such a meeting.

### **Section H**

The Executive Board of GGC shall consist of the President, the First and Second Vice-Presidents, Corresponding Secretary, Recording Secretary, and Treasurer.

### **Section I**

A meeting of the Executive Board may be called by any members of that Board upon notification of all its members. Any action is subject to ratification by the Board of Directors at its next meeting.

## **ARTICLE X - STANDING COMMITTEES AND BOARDS**

### **Section A - TYPES OF COMMITTEES AND BOARDS**

There shall be the following Standing Committees:

1. Awards; Birds and Butterflies; Civic and Community Service; Clubhouse Rentals, Clubhouse Inventory, Clubhouse Facilities; Clubhouse Grounds; Conservation/Roadside Beautification/ Antilitter; Floral Design; Flower Show; Fun with Flowers; Garden Therapy; Historian; Horticulture, Wildflowers and Native Plants; Memorials; Newsletter; Publicity; Social Media; Ways and Means and Youth Gardeners.
2. Other Committees may be appointed by the President to carry on local and state work, such as Flower Show School, Ikenobo Ikebana, Bonsai, Landscape Design Study School, Gardening Study School, Environmental Study School, and Spring Garden Festival.
3. Special Committees and Boards shall include Audit, Budget and Finance, Board of Trustees, and Bylaws.

### **Section B - MEMBERSHIP OF COMMITTEES AND BOARDS**

1. Standing Committee Chairmen shall be appointed by the President and approved by the Board of Directors for a term of two years or until their successors are elected. The President may replace any Chairman for cause to be ratified at the next regularly scheduled Board of Directors meeting.
2. The Circle Chairmen shall appoint members to represent the Circle on each Standing Committee. Special Committee appointments may be made at the discretion of the Circles.
3. The Audit Committee shall consist of a chairman and two members appointed by the President with approval of the Board of Directors. Members of the Budget & Finance Committee are not eligible to serve on this committee.
4. The Budget & Finance Committee shall consist of the Treasurer, First Vice-President, a member elected by and from the Board of Directors at its May meeting, and a chairman appointed by the incoming President.
5. The Board of Trustees shall be composed of nine voting members of GGC as follows: The President, First Vice President, Treasurer, Clubhouse Rentals Chairman, Clubhouse Facilities Chairman, Clubhouse Grounds Chairman, and 3 Members-at-Large. The three Member-at-Large trustees shall be nominated by the Nominating Committee and elected by the Board of Directors in March as follows: Two in the odd numbered years and one in the even number years, both for a term of two (2) years. The immediate past Chairman, Board of Trustees, shall serve as advisor for a period of one (1) year.
6. The President is authorized to accept resignations. The President will appoint a member to fill a vacancy, to be ratified at the next scheduled GGC Board of Directors meeting.
7. The Immediate Past President shall serve as an Advisor.
8. Ways and Means: This committee shall consist of the elected Officers of the Club and the Circle Chairmen.

### **Section C - DUTIES OF COMMITTEES AND BOARDS**

1. The Chairman or designee of each committee and board or representative thereof shall attend all meetings of the Board of Directors of GGC.
2. Each Chairman shall present a financial request to the Chairman of the Budget & Finance Committee before April 1.
3. Committee Chairmen, after consultation with Circle counterparts, shall present plans to the Board of Directors for approval.
4. At the April meeting of the Board of Directors, all out-going Chairmen shall give a written report of their year's work to the President. A copy of this report shall be included in the files that are transferred to their successors.
5. Each Chairman of a Standing Committee having a counterpart on FFGC Board of Directors shall perform the duties pertaining to the committee as outlined by the FFGC Chairman.
6. The Audit Committee shall approve accounts at the close of the fiscal year and report at the September meeting of the Board of Directors.
7. The Awards Committee shall be conversant with National, Deep South, FFGC, District, and local awards, and shall encourage participation. The Awards Committee shall obtain requested forms and keep a record of all awards for which an entry has been submitted.
8. The Birds and Butterflies Committee shall be responsible for Butterfly Gardens and the GGC Bird Sanctuary. They shall educate the community regarding plants that will attract birds and butterflies through the establishment of backyard wildlife habitats. They may select a school and promote butterfly gardening by working with children.
9. The Board of Trustees shall have general supervision over maintenance, use, furnishing and grounds of the Garden Center, and subject to the approval of the Board of Directors, shall formulate rules and regulations for the operation of the Garden Center.
10. The Budget & Finance Committee shall be conversant with the financial status of GGC and shall prepare a budget based on receipts and requests from Standing and Special Committees. Chairmen to provide expenses for the ensuing year. The Chairman shall present said budget to the Board of Directors in April for approval, and shall prepare a balance sheet



showing all assets and liabilities of GGC at the close of the fiscal year. The Budget & Finance Committee Chair- man shall attend the Board of Trustees meeting when requested.

11. The Civic and Community Service Committee shall cooperate with the City Parks Department and other organizations to assist in every way possible in the public activities for the beautification of Gainesville. The Chairman of this committee shall represent GGC in any conference with the officials of all organizations relative to planning and improvement. At least one civic project shall be undertaken each year.
12. The Conservation, Roadside Beautification and Anti-Litter Committee shall plan programs and projects that will promote conservation, preservation, and protection of the environment and natural resources. It shall be cognizant of legislation pertaining to conservation and make this information available to members. This Committee shall encourage projects that add beauty and cleanliness to our streets and roads. It shall work with government agencies to improve parks and recreation areas.
13. The Fun with Flowers Committee shall plan workshops throughout the year to promote interest in floral activities.
14. The Floral Design Committee shall plan programs and workshops to stimulate interest in the art of floral design.
15. The Flower Show Committee shall plan for and make all arrangements for any flower show, including the site. The Flower Show Chairman shall appoint sub- committees that are necessary to carry out the flower show project.
16. The Clubhouse Committee will be comprised of the following Chairman:
  - a. Rentals Chairman shall maintain a calendar for the use of the Garden Center, will manage rentals of the facility, will supervise custodian and attendants for events. The Rental Chairman will serve on the Board of Trustees.
  - b. Clubhouse Facilities Chairman shall be responsible for the furnishing and equipment of the Garden Center and for the upkeep of the building. The Board of Trustees shall approve repairs, capital improvements and the purchase of capital equipment. This Chairman will Chair the Clubhouse Committee. The Clubhouse Facilities Chairman will serve on the Board of Trustees.
  - c. Inventory Chairman shall maintain the inventory of all furniture, dishware, flatware, and tablecloths.
17. The Grounds Chairman and Committee shall be responsible for landscaping, maintenance and execution of all Grounds contracts. Significant landscape changes are subject to approval by the Board of Trustees.
18. The Garden Therapy Committee shall implement gardening activities in the area of geriatrics, handicap, and penal therapy.
19. The Historian shall complete a supplement to the History each year.
20. The Horticulture, Wildflowers and Native Plants Committee shall promote at least two free plant distributions per year. The plants shall be labeled with the proper name and be pest free. T he Committee shall alert the membership as to development in areas where native plants may be obtained; shall serve as a consultant to members and circles for plants suitable to this locality; and shall identify plant material and encourage the introduction of new plants.
21. The Memorials Chairman and Committee shall handle all types of memorials to include the Memorial Tree, and the purchase and engraving of the leaves. Memorials that require prior approval from the Board of Trustees are ones that pertain to plantings, memorial benches, etc., that affects the grounds of the Garden Club. Circles shall consult with the Board of Trustees prior to purchasing/ planting any Garden Memorial for GGC. Circle representative are responsible for reporting required memorials to the Chairman. The Memorial Chairman shall report all memorials for the year to the Yearbook Chairman for inclusion into the coming Memoriam Section of the Yearbook.

#### **Section D - COMMUNICATIONS**

The Communications Committee promotes the Gainesville Garden Club. Communications by Publicity, Newsletter and Social Media shall be sent electronically. Communication of minutes, newsletters, etc. should be via email when possible.

The Committee is comprised of the following Chairmen:

1. Publicity: This Chairman will Chair the Communications Committee; scheduling meetings and seeing that all the chairman are aware of current and future events and projects at GGC. The Publicity Chairman works with local media outlets (TV, radio and all forms of print) to educate the public about GGC, its programs and activities. A press book will be maintained.
2. Yearbook: This Chairman will review and update the contents of the yearbook annually and prepare the copy for the printer. The content for the yearbook should come from the circles, other committees and from the Executive Board.
3. Newsletter: This chairman will prepare and email the newsletter with input of the President and other Committee Chairman.
4. Social Media: This Chairman will maintain the Website, Facebook and any other communication sites with information about GGC, its programs and activities.
5. Historian: The Historian shall complete a supplement to the History each year.
6. Rentals Chairman: This chairman will advise committee about renting GGC facilities and assist committee in seeking ways to increase rentals throughout the year.

## **Section E**

The Chairman of additional committees shall perform duties of the office with the approval and assistance of their Circle counterparts.

## **ARTICLE XI - MEETINGS**

### **Section A - GENERAL**

There shall be at least three general meetings of GGC a year, which may include an installation meeting.

### **Section B - SPECIAL**

Special meetings of GGC may be called by the President, or by a written request of three members of GGC, provided members have been notified through their Circle Chairmen at least ten days prior to such a meeting.

### **Section C - QUORUM**

At general meetings, a quorum shall consist of not less than 25 members eligible to vote.

## **ARTICLE XII - FFGC CONVENTIONS & DISTRICT MEETINGS**

### **Section A - FFGC CONVENTION DELEGATE**

1. Representation at the Annual Convention shall be as outlined by FFGC. A delegate and an alternate shall be selected at the March Meeting of the Board of Directors.
2. Delegates shall submit a report of the Convention at the next regular meeting of the Board. Circle delegates shall likewise give a report of the Convention to their respective Circles.

### **Section 8 - DISTRICT MEETING DELEGATES**

1. Convention delegates shall also serve as delegates at District meetings.
2. The GGC shall cooperate as far as possible with the District Director in promoting District meetings. GGC shall serve periodically as host.

## **ARTICLE XIII - CIRCLES**

### **Section A - NAME**

Each Circle when organized shall adopt a name by majority vote. The Circle shall be known as \_\_\_\_\_ of GGC.

### **Section B - OBJECT**

The general nature of the object of this corporation shall be to stimulate a knowledge and love of gardening and to disseminate the knowledge of gardening wherever possible; to aid in the protection of birds, native plant material and other natural resources; and to encourage civic beautification through all available agencies, as stated in the Articles of Incorporation.

### **Section C - MEMBERSHIP**

Refer to **ARTICLE III - Section B.**

### **Section D - ELECTIONS**

1. A Nominating Committee of three members shall be selected in September. The Circle Chairman shall appoint the Chairman and the two remaining members shall be elected by a majority vote of the Circle.
2. Election of Officers shall be in January by acclamation if there are no nominations from the floor. Otherwise the election shall be by ballot.
3. Circle officers shall be elected for a two-year term or until their successors are elected.
4. The newly elected Officers shall assume their duties at the close of the last May meeting, except for the Treasurer who will assume new duties at the beginning of the fiscal year: July.

### **Section E - EXECUTIVE BOARD**

The Executive Board of the Circles shall consist of the Circle Chairman, the First and Second Vice-Chairmen, the Secretary and Treasurer.

## **Section F - DUTIES OF OFFICERS AND CHAIRMEN**

### **1. The Chairman shall:**

- a. Preside at all Circle meetings.
- b. Coordinate Circle activities.
- c. Appoint committee chairmen.
- d. Serve on the Board of Directors as liaison between GGC and the Circle.
- e. Approve bills for payment.
- f. Give written report to the President at the April meeting of the Board of Directors with a copy to the incoming Chairman.

### **2. The First Vice-Chairman shall:**

- a. Perform all duties of the Chairman in the absence of or upon request of the Chairman.
- b. Compile material for yearbook and mail to GGC First Vice President (Yearbook Chairman).
- c. Serve as Membership Chairman.

### **3. The Second Vice-Chairman shall:**

- a. Perform all duties of the Chairman in the absence of the Chairman and the First Vice-Chairman.
- b. Serve as Program Chairman. This Chairman shall provide the dates of the programs, meeting places, and hostesses names to the GGC First Vice-President (Yearbook Chairman) and the Publicity Chairman.

### **4. The Recording Secretary shall:**

- a. Act as Corresponding Secretary.
- b. Keep minutes of the Circle meetings and file the Board of Directors minutes as part of the record.
- c. Maintain a correct list of Circle members, Officers, and committee chairmen.
- d. Notify in writing, the Corresponding Secretary, Secretary, and Treasurer and Membership Chairman of GGC at the next Board of Directors meeting, names of new members; names dropped; and changes in name, address, or class of membership. A check for dues of new members shall accompany the Treasurer's copy.

### **5. The Treasurer shall:**

- a. Have charge of all Circle funds and shall disburse same as authorized by the Circle.
- b. Notify members of arrears in dues.
- c. Remit to the GGC Treasurer amounts to cover dues and fees of GGC and FFGC.
6. **Circle Committee Chairmen** duties shall correspond to the duties as outlined for the Chairmen of Standing and Special committees.
7. **Other Circle Officers** and committee chairmen may be added as deemed necessary for Circle activities.

## **Section G - DUES**

Circle dues, in addition to annual GGC dues, may be assessed by the Circle (cf., Article IV. Section A, #1.).

## **Section H - MEETINGS**

1. Circle meetings of GGC shall be held on the fourth Thursday, September through May. Whenever the meeting conflicts with some generally observed holiday of a state, district, or local event, another meeting time shall be set with the majority consent of the members.
2. The Annual Circle meeting shall be held in April or May and may include installation of Officers.
3. A majority of the Circle membership shall constitute a quorum.

## **Section I - NEW CIRCLES**

Upon approval of the Board of Directors, the President shall appoint three members to organize a new Circle and serve as advisor for a period of one year. Upon completion of its organization, the Circle shall be admitted to full membership with all privileges and responsibilities.

## **Section J - DISSOLUTION OF CIRCLES**

1. Action to disband a Circle may be taken after an affirmative vote of two-thirds of the membership, written notice of the intention to disband having been given to all Circle members and to the Board of Directors at least one month prior to such action.
2. Upon dissolution of any Circle, all monies in the treasury and any other tangible assets shall become the property of GGC.

## **ARTICLE XIV - AMENDMENTS**

The Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of those present, provided

written notice of the proposed amendment has been previously presented to the Board of Directors and in turn read to each of the several Circles at least one month prior to the time of desired action.

**Amended January 20, 1964, May 23, 1983, May 16, 2006,  
October 13, 2011, December 8, 2016, February 15, 2018,  
March 15, 2018, December 8, 2018, April 18, 2019 and  
March 18, 2021.**

**BOARD OF TRUSTEES  
MANUAL FOR THE OPERATION OF THE GARDEN CENTER GAINESVILLE GARDEN CLUB, INC.**

1. The Headquarters of the Gainesville Garden Club, Inc. shall be the Garden Center building located at 1350 NW 75th Street.
2. The Board of Trustees shall be composed as proscribed in the GGC Bylaws, Article X, Section B. 5. The Trustees will elect their chairman at the first meeting of the year for a one (1) year term and a maximum of two (2) years.
3. The President of the Gainesville Garden Club, Inc. shall be authorized to appoint a member to fill any vacancy on the Board of Trustees. The member so appointed shall serve the unexpired term of the Trustee he/she replaces.
4. The Trustees shall have general supervision over maintenance, use, furnishings and grounds of the Garden Center and, subject to the approval of the Board of Directors, shall formulate rules and regulations for operation of the Garden Center. On approval of the Trustees, items requiring an expenditure of over two hundred dollars (\$200) must be presented as a recommendation to the Board of Directors of Gainesville Garden Club, Inc. When approved by the Board of Directors, the project in question may be undertaken. When completed, the bill rendered must be signed by the Chairman or Secretary of the Board of Trustees and must be submitted promptly to the President of the Gainesville Garden Club, Inc. for approval.
5. The Chairman of the Board of Trustees shall be authorized to attend to urgent repairs not to exceed five hundred dollars (\$500). All such repairs shall be reported immediately to the President and at the subsequent meeting of the Board of Directors. In case of an emergency, the Chairman of the Board of Trustees shall call a meeting. A majority of the Board of Trustees shall be authorized to take the action necessary. Any decisions made shall be presented to the GGC Board of Directors at the next GGC Board meeting. Any action taken will need to be ratified at this meeting by the GGC Board of Directors.
6. The Trustees shall meet as necessary to conduct the business of the Board and regularly at four-month intervals in September, January and May. The September and January meetings shall be held the week preceding the Board of Directors meeting. The organizational meeting in May shall be held immediately following the installation of Officers of the Gainesville Garden Club, Inc. The incoming club President shall call the organizational meeting of the Trustees.
7. The following Officers and members of the Gainesville Garden Club, Inc. are to have keys to the exterior doors of the Garden Center Building, Flossie's Closet, the kitchen cabinets and the inside storage room: President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary, Clubhouse Rentals and Inventory Chairman, Clubhouse Committee members who book rentals, Grounds Chairman, and Chairman, Board of Trustees. The Clubhouse Chairman or a Clubhouse Committee member will open the inside storage room as needed.
8. The Garden Center building shall not be used for any purpose that is in violation of City, County, State or Federal Laws.
9. These policies may be amended by the Trustees as the needs of the Gainesville Garden Club, Inc. may require, subject to the approval of the GGC Board of Directors,

**GAINESVILLE GARDEN CENTER  
STANDING RULES**

1. The Gainesville Garden Center is available to members, individuals, Plant Societies and related organizations and other organizations in accordance with the Garden Center Rules.
2. The Garden Center will not be available to others when in conflict with scheduled Garden Club functions. A master calendar shall be established at the beginning of the Garden Club year by the Clubhouse Rentals Chairman.
3. Any donations of the use of the Garden Center for meetings for other organizations must be approved by the Board of Trustees.
4. The Garden Center shall be rented to adult groups at the discretion of the Clubhouse Rentals and Inventory Chairman, but not to student groups except at the discretion of the Clubhouse Chairman.
5. There will be no rental fee required for any project or meeting held at the Garden Center by the Gainesville Garden Club, Inc., the Circles or Committees.
6. All members in good standing after two years of membership including honorary and benefactor members of Gainesville Garden Club, Inc., are allowed a 50% discount once in a calendar year. This pertains only to members and their immediate families.
7. Discounts: a. Plant societies and organizations whose mission parallels that of the GGC shall receive a 25% discount on a weekend rental or a 50% discount on a weekday. b. Military personnel and first responders for their immediate family only shall receive a 25% discount on a weekend rental or a 50% discount on a weekday rental. c. A discount of 15% will be given to individuals, companies and organizations that schedule an event at GGC on a weekday (Monday through Thursday). A 20% discount will be given if two or more events are scheduled on a weekday, and 10% will be given if an additional event is scheduled on Friday, Saturday, or Sunday.
8. All Circles may reserve the Garden Center during the calendar year. Reservations will be made on a first come, first served basis. All arrangements of the above are dependent on availability.
9. Furnishings, equipment and maintenance of the Garden Center shall be under the care of the Clubhouse Chairman. Reservations and use shall be under the care of the Clubhouse Rentals Chairman.
10. No one is permitted to borrow or remove from the Garden Center any Garden Center property, except for a Garden Club activity. When such properties are removed, they must be signed out with the Clubhouse Rentals Chairman.
11. The screen or any audio equipment shall not be removed from the Garden Center.
12. No decorations shall be attached to the walls, moldings, window coverings, ceiling or light fixtures that involve the use of nails, thumb tacks, pins, scotch tape or similar devices.
13. Request for the use of the Garden Center should be made to the Clubhouse Rentals Chairman or those designated by the Rentals Chairman. The Garden Club reserves the right to deny the use of the building and grounds to any group or individuals at any time. Failure to comply with the Garden Center Rules or conduct of any kind that warrants disfavor may cause a group to be barred permanently for the use of the building and property.
14. The Garden Center Rules will be posted in the building at all times for reference. The rules and conditions of the building and grounds will be reviewed with the user by the Clubhouse Rentals Chairman or member of that committee. The user shall assume responsibility for any abuse or destruction of the building or grounds and for any damage costs and person liability incurred.
15. A Custodian will be present at all rented social events and at other events at the discretion of the Clubhouse Rentals Chairman.
16. Deposits: A deposit will be required when a reservation is made. The balance of the fee is due sixty days prior to a scheduled event. This deposit may be returned if cancellation is made sixty (60) days prior to scheduled event. Otherwise the Garden Club is under no obligation to return the deposit.

17. A security deposit shall be paid, by separate check, at the time of payment of the balance of rental fee. This deposit will be returned after the scheduled event, if no damage is incurred.
18. Preparation time: Renters will be granted the right to utilize the premises of the Garden Center prior to the event as per their contract. A fee per hour will be charged for any excess time. All arrangements of the above are left to the discretion of the Clubhouse Rentals Chairman.
19. Flower Shows of Plant Societies and Related Organizations: Use of the Garden Center for three consecutive days is allowed for a Flower Show. A custodial fee will be charged for cleaning and dust mopping floors and putting away tables and chairs.
20. Any damage to the Garden Center or grounds, except as provided for in Rule 12, should be reported to the Clubhouse Rentals Chairman, to the Garden Club President and the Chairman of the Board of Trustees. The Chairman of the Board of Trustees is responsible for reporting damage to the Police Department and the insurance company immediately, filing a claim for damages, and for following through until completed.
21. The Clubhouse Rentals Chairman must be consulted whenever heavy furniture or equipment is to be moved into or removed from the Garden Center buildings.
22. Membership information contained in the GGC Yearbook will not be used for business purposes. The Membership list shall not be sold or given to other organizations for their use.
23. Activities, other than fundraising projects, shall be limited to Garden Club objectives.
24. Each Circle will contribute to GGC \$10 per member to be included as a portion of regular dues for the year. Included are all custodial fees for Circle meetings, as well General and Combined meetings held in the Garden Center, and the use of kitchen, tablecloths and dishes. If a request is made to have the custodian wash the dishes following an event, requestor shall reimburse GGC his/her salary. Circles hosting a fundraising event shall incur a charge of \$50 for electricity and waste management.
25. The GGC Treasury shall maintain at least one year's operating expenses in separate accounts at all times.
26. Application for any District, State or National award in which Gainesville Garden Club is involved shall be processed by the Awards Chairman and Committee.
27. Bills going to the Club Treasurer shall be signed by the member incurring the bill, designating the standing account to be charged.
28. Standing Committee Chairmen and Special Committee Chairmen shall present a budget to the Budget & Finance Committee prior to April 1st. For activities requiring admission fees, the committee concerned shall take into consideration the anticipated income when preparing the budget. No expenditure exceeding the budget shall be incurred until presented to the Board of Directors for approval.
29. Convention Delegates – ARTICLE XII, Section A, #3. The Club shall underwrite registration fees, lodging, meals, and the current IRS per mile rate for travel expenses for the delegate to Convention and District Meetings of FFGC. An itemized bill shall be presented to the Treasurer for payment.
30. Announcements shall be presented in writing to the presiding Officer prior to the meeting of the Board of Directors.
31. Clubhouse Rental Committee Travel Reimbursement – Clubhouse Rental Committee members shall receive mileage reimbursement when meeting clients at the clubhouse for: a tour, booking an event, client dropping off payment or covering a rental when custodian is not available. Members shall keep a travel log and provide a copy to the Treasurer for payment. Mileage reimbursement shall be 25 cents per mile and will be paid quarterly.
32. Electronic Voting Procedure – Any action required by the GGC Board of Directors, Board of Trustees and Committees may, when necessary, be taken without a meeting. Said members must receive notice of said proposed action by electronic transmission or by calling back. Response to the information shall constitute a waiver of notice requirements. The electronic transmission(s) and phone messages shall be filed with the minutes

of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section F.

33. No member may hold more than two positions as an officer or committee chairman, excluding Circle chairman and Board of Trustees. Officers whose position automatically places them as Chairman are also excluded.
34. These Standing Rules may be amended by the GGC Board of Directors, Board of Trustees as may be required. Any revision or addition to the Board of Trustee's Manual shall be submitted first to the Chairman of Trustees, who in turn shall submit change(s) to the Board of Directors of the Gainesville Garden Club, Inc. for approval.

**Amended May 15, 2014, December 11, 2014, May 14, 2015, September 17, 2015, October 8, 2015, June 2, 2016, September 8, 2016, November 10, 2016, October 12, 2017, February 15, 2018, January 17, 2019, March 14, 2019 and March 18, 2021.**