

RESTATED BYLAWS – McMinnville Garden Club

ARTICLE I – NAME

The name of this organization shall be the McMinnville Garden Club.

ARTICLE II – OBJECTIVES

The objectives of this Club are to study and advance the fine art of gardening, landscape design, conservation, and horticulture; to aid in the protection of plants and wildlife; and to encourage civic beauty.

ARTICLE III – MEMBERSHIP

Sec. 1. The Club maintains open membership to those who take an active interest in gardening and who participate in Club activities.

Sec. 2. Members are expected to refrain from conduct injurious to McMinnville Garden Club or its purpose. Membership may be terminated by the Board of Directors after giving the member 15 days written notice. The member shall have one week to appeal the Board of Directors' decision. The Board of Directors' decision shall be final.

Sec. 3. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, including amendment of the Bylaws, amendment of the Standing Rules and approval of the annual budget.

Sec. 4. There shall be no voting by proxy.

ARTICLE IV – DUES

Sec. 1. Dues for the Club shall be payable annually on July 1 and delinquent September 1. Dues may be raised by membership vote without changing the Bylaws.

Sec. 2. New members joining the Club after January 1 shall pay one-half of the annual dues.

Sec. 3. The fiscal year shall be from July 1 to June 30, inclusive.

ARTICLE V – POLICY

Sec. 1. This Club shall be non-profit. By virtue of membership in the Oregon State Federation of Garden Clubs, Inc., and National Garden Clubs, Inc., the Club is a non-taxable 501(c)3 organization.

Sec. 2. This Club shall make no contributions to drives or community solicitations unless related to the Club's objectives.

Sec. 3. The affairs of the Club shall be managed by the Board of Directors. The number of Directors shall not be less than 3 nor more than 5. The Board will include, but not be limited to, the elected officers.

ARTICLE VI – OFFICERS

Sec. 1. The elected officers shall be President, Vice-President, Secretary and Treasurer. The immediate Past-President shall be a non-voting advisor on the Board of Directors for one year.

Sec. 2. All officers shall be nominated in April, elected in May for a one-year term, installed in June, and take office July 1. An officer may serve no more than two consecutive terms. An interval of one year shall elapse before a member is eligible for the same office.

Sec. 3. Vacancies may be filled by the Board of Directors.

Sec. 4. For duties of officers, refer to the Standing Rules.

ARTICLE VII – MEETINGS

Sec. 1. The annual meeting of the members shall be held on the third Monday of September at 10:00 a.m.

Sec. 2. The regular meetings of the Club shall be held on the third Monday of each month (unless otherwise designated) at a time and place listed in the yearbook.

Sec. 3. The Board of Directors shall meet at a time and date specified by the President, prior to a regular meeting, to take care of any urgent business.

ARTICLE VIII – QUORUM

The members present, plus a majority of the Board of Directors, shall constitute a quorum at any meeting.

ARTICLE IX – COMMITTEES

The Board may establish such committees as it deems desirable and necessary.

ARTICLE X – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern this Club when they are not inconsistent with these Bylaws.

ARTICLE XI – 501(c)3 Information

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the

purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Amended: October 2013