

GARDEN CLUB OF THE UPPER KEYS, INC.

TAVERNIER, FLORIDA APPROVED 4/15/15

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ARTICLE I NAME AND LOCATION

Section 1 The Garden Club of the Upper Keys, Inc. (hereafter referred to as GCUK) was incorporated as a not-for-profit corporation on September 1, 2012 in the State of Florida.

Section 2 Offices for the transaction of business shall be at the Francis Tracy Garden Center, 94040 Overseas Highway, Tavernier, Florida, 33070 or at such places as the Board of Directors (hereafter referred to as The Board) may from time to time determine. The mailing address shall be P.O. Box 373, Tavernier, Florida 33070. Keys to the GCUK post office box and clubhouse shall be issued at the discretion of the President.

ARTICLE II MISSION

Section 1 Our mission is to develop, promote, protect and conserve the natural beauty of the Upper Keys. We accomplish these through education of and in cooperation with our members, residents and visitors.

ARTICLE III MEMBERSHIP

Section 1 Membership in GCUK is open to all regardless of gender, age, race, ethnicity, sexual orientation, or religious affiliation. Individuals are considered members of the GCUK if they are in good standing (dues are paid in full) and interested in the objectives and mission of the organization (available at the Clubhouse or on the Garden Club of the Upper Keys website at www.gardenclubupperkeys.org).

Section 2 The membership year of the GCUK shall be from September 1 to August 31 of each year. A member shall be classified as: Active (individual [1 person] or family membership [2 people]), or

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Honorary.

Section 3 Each Active Member should commit to volunteering at least ten (10) hours annually, submit a membership application, and pay annual membership dues that are decided by The Board based on projected expenses.

Section 4 An Active Member shall enjoy all of the rights and privileges of the GCUK, including the right to vote. If dues are not paid by December 1, a member will be automatically be suspended. A suspended member shall return to good standing once dues are paid.

Section 5 Any member may be expelled from membership by a two-thirds vote of The Board, for just cause or conduct unbecoming a member, after due notice, and an opportunity for that member to be heard. After expulsion, dues will be forfeited.

Section 6 Honorary membership may be conferred by the GCUK upon any person (member or non-member) who has notably promoted the interests of the GCUK. The name of such person must be recommended by The Board and voted on by the GCUK membership. Honorary members shall be exempt from GCUK dues.

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ARTICLE IV THE BOARD OF THE CORPORATION (Officers and Directors)

Section 1 The officers of the GCUK shall be President, Vice-President, Secretary, and Treasurer. The check writing restrictions are: \$1,000 or less requires only one signature and over \$1,000 requires two signatures. The Executive Committee may act with authority on behalf of The Board to transact necessary business or in the case of an emergency. The office of Secretary and Treasurer shall not be combined and held by one member. The Immediate-past President (IPP) is an ex-officio member of The Board, shall serve as an advisor and has a voting right. These aforementioned officers, together with the IPP and 6 elected directors shall constitute the governing board of 11 members of the GCUK, whose recommendations as to supervision, management, and direction, shall be reported at the next membership meeting of the GCUK.

Section 2 The officers (4) and directors (6) shall be elected by the members of the GCUK, for One-Year terms, at the April meeting.

Section 3 The Board shall have the power to fill any and all vacancies of The Board, remove any Board member at any time, by two-thirds vote, for just cause or conduct unbecoming a member of the Board. Members of The Board are expected to participate in all Board meetings. Board members with three or more unexcused absences from meetings will lose membership on The Board.

Section 4 Officers and Responsibilities

Sub 1. The President shall preside at all meetings of the GCUK and The Board. The President

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shall perform all duties pertaining to this office and advise such action as is deemed necessary, including but not limited to: encouraging membership participation at all levels, preparing a written annual report of GCUK activities to be presented at the Annual Meeting, appointing a Parliamentarian, appointing a Historian, assigning directors to Standing Committees, signing checks in the absence of the Treasurer, and preparing an annual budget with the assistance of the Treasurer and Directors. The President shall be a member ex officio of all committees except the Nominating Committee. The President shall be responsible for assigning all keys belonging to the organization e.g. P.O. Box (2 keys), Bank's Safety Deposit Box (2 keys), Clubhouse locks.

Sub 2. The Vice-President shall be mentored by the President and by that, act in the absence of the President. He/She shall also be responsible for the club's community service outreach.

In the absence or disability of the President and Vice-President, a member of The Board shall be chosen by The Board to act temporarily in these capacities

Sub 3. The Treasurer shall have charge of all monies belonging to the GCUK. The Treasurer's duties include but are not limited to the following: preparing bills and giving receipts for their payment, paying for bills authorized by The Board, presenting a financial statement at each meeting of The Board, preparing and submitting any tax forms, and assisting the President in preparing an annual budget. The Treasurer's books should be made available to the Audit Committee (made up of 3 members in good standing) for inspection in June. The Audit Committee will report their findings annually at the September meeting of The Board. The Treasurer shall have charge of all items pertaining to finances, mortgage and deed. The Treasurer shall also be responsible for the GCUK bank deposit box. Within thirty (30) days after the Annual Meeting, the audited books of the outgoing Treasurer shall be turned over to his/her successor, with all money, vouchers, books, keys, and financial items of the GCUK. Should the Treasurer resign before the end of his/her term, all books must be audited immediately before passing onto a successor.

Sub 4. The Secretary shall record minutes of all meetings and shall have charge of all corporate documents. He/She shall keep a copy of the current bylaws, Charter, and

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incorporation documents, in the bank deposit box. He/She shall distribute the current bylaws to each new member of The Board. He/She should maintain a correct list of all officers and directors. The Secretary will file a copy of the approved minutes, and Treasurer's Report, after every meeting, and will distribute a copy of the minutes to each Board member before the beginning of each meeting. Within thirty (30) days after the Annual Meeting, the outgoing Secretary shall turn over to his/her successor any and all items, as noted above, that relate to the GCUK.

Section 5 * Directors and Responsibilities

Each elected Director is elected to and responsible for one Standing Committee. The Vice-President is responsible for the Community Service Standing Committee. Each Director coordinates various functions of a specific Standing Committee including but not limited to appointing any necessary chairpersons for subcommittees and working with individuals volunteering to help with the efforts of the Standing Committee. Each Director shall report to The Board on the activities of the Standing Committee. Each Director of a Standing Committee is responsible for preparing a budget for their committee, which is to be incorporated into the GCUK annual budget, by July 31st.

Sub 1. The Community Service position shall be chaired by the Vice-President who shall be responsible for activities related to the outreach community services of the GCUK such as researching and analyzing community needs in order to determine program directions and goals as well as establishing and maintaining relationships with other agencies and organizations in the community in order to meet community needs.

* *Sub 2.* The Fundraising Committee Director is responsible for the fundraising events held by the GCUK. This includes but is not limited to the Garden Walk. The chairpersons of fundraising events report directly to this director.

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Sub 3. The Hospitality Committee Director is responsible for conducting outreach/in reach activities, welcoming new members, and promoting camaraderie throughout the organization. The Director also oversees social correspondence from The Board and the GCUK as well as the hosts/hostesses responsible for table decorations, food preparations, greeting, and other communications.

Sub 4. The Membership Committee Director is responsible for recruiting and retaining members, maintaining a record of the GCUK membership, providing an annual list of members to the Secretary each June, working with the Webmaster to update membership information on the website, and providing new and existing members with membership/renewal (yearly) applications and collecting their annual membership dues. He/She is responsible for providing communications from The Board to the membership electronically. He/She also provides The Board with a list of members eligible to vote at the April meeting.

Sub 5. The Program Committee Director is responsible for bringing information of interest to the membership, either as programs held in conjunction with general meetings or events such as field trips or other happenings that are held at times remote from general meetings. The Director maintains records of speakers and contact persons in the community who have been resources for these events.

Sub 6. The Property Committee Director is responsible for the GCUK Clubhouse and grounds. The Director oversees efforts of the person(s) responsible for managing the Clubhouse and person(s) responsible for the maintenance and repair of the Clubhouse. The Director is responsible for any maintenance issues and improvements related to the gardens and grounds of the GCUK property.

Sub 7. The Publicity Committee Director is responsible for public relations and advertising that relate to promoting the GCUK and its mission and activities. The Director also oversees the activities of the Webmaster, who maintains and modifies the GCUK website.

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ARTICLE V COMMITTEES

Section 1 The Board and President shall authorize and define the powers and duties of all Committees.

Section 2 Standing Committees are each managed by a Director or Officer (Article IV, Section 5). Committee chair/co-chairs are not required to attend Board Meetings but may be asked to attend as needed.

Section 3 The need for an Ad Hoc Committee is determined by and assigned by the President. Ad Hoc Committee chairs are responsible to the President and/or The Board. Ad Hoc Committees include but are not limited to:

- Audit Committee
- Bylaws Committee
- Disaster Recovery Committee
- Finance Committee
- Nominating Committee
- Practices and Procedures Committee

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ARTICLE VI MEETINGS AND VOTING

Section 1 A General Meeting of the members of the GCUK shall be held on the third Tuesday of the months of September through May or an alternative date as agreed upon by The Board and of

Which the membership is notified at least one month prior. The Board shall designate the place where general meetings are to be held.

Section 2 Special meetings of the members of the GCUK shall be held subject to the call of The Board. All members shall be notified of such a meeting at least 10 calendar days in advance.

Section 3 Thirty percent (30%) of the voting membership shall constitute a quorum at any membership meeting.

Section 4 The Board shall meet not less frequently than every two months, except during summer hiatus (June-August). Board meetings, except Executive Sessions, are open to members.

Section 5 Special meetings of The Board may be called by the President; and in his/her absence, by the Vice-President; or by any four (4) members of The Board. Notice shall be given to each member of The Board at least five (5) calendar days prior to the time set for the meeting or waived in the case of an emergency. All notices of special meetings shall state the purpose thereof, and no other business shall be conducted.

Section 6 A quorum for the transaction of business of any regular or special meeting of The Board shall consist of more than 50% of the filled seats, present or represented by teleconferencing.

Section 7 A quorum for the Executive Committee when transacting business on behalf of The Board shall be more than 50% of the filled seats.

Section 8 The Annual Meeting of the GCUK shall be held at the May General Membership Meeting. The Treasurer's books close on May 31st and are disclosed and available for inspection at the September general meeting.

Section 9 Meetings and communications shall be conducted in person or via electronic means as approved by The Board.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 The Nominating Committee shall consist of 5 members to include: 2 board members and 3 active members from the membership. At the February Board Meeting, the President shall appoint an active director from the Board to be Chairperson of the Nominating Committee. The chairperson will select the other members of his/her committee. The Nominating Committee will submit the Slate of Officers and Directors to the GCUK membership at the March general meeting or in writing at least four (4) weeks before the April general meeting. No member's name may be submitted for nomination unless that member has given his/her consent. At the April general meeting, upon presentation of the Slate, the President shall call for nominations from the floor for each of the officers (Article IV, Section 4), one at a time, and for the directors (Article IV, Section 5). After allowing ample time for a response on each one, he/she will close the nominations. Ballots will be supplied if more than 1 person is nominated per office.

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- Section 2** Elections will be held at the April general meeting, and newly elected officers and directors will be installed at the May Annual Meeting.
- Section 3** Only active members of the GCUK who are in good standing are eligible to vote and only those in good standing on April 1, are eligible to vote in the April election of Officers and Directors.
- Section 4** Voting may occur at a membership meeting or by other means as approved by the Board.

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Signature: _____

A handwritten signature in cursive script, appearing to read "Anna Waldorf". The signature is written in black ink and is positioned above a horizontal line that spans the width of the signature field.

Date: 4/15/2015

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Signature: *Ema Waldorf*

Date: 4/15/2015

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Signature: *Ema Waldorf* Date: 4/15/2015

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ARTICLE VIII FINANCES

- Section 1** The fiscal year of the GCUK shall be from June 1 to May 31 of each year.
- Section 2** The Treasurer's books after being audited by the Audit Committee should be made available for inspection annually at the September meeting of The Board. The Treasurer shall not serve on the Audit Committee.
- Section 3** Dues are due September 1st of each year and are delinquent December 1st.
- Section 4** The positions on The Board are voluntary. No salary shall be paid to an officer or director except for reimbursements of actual out of pocket expenditures.
- Section 5** The Board shall have the power to approve the annual budget. The annual budget must be submitted to The Board by August 31st. Any Director whose Standing Committee exceeds their budget must obtain approval from The Board for additional funds. Should expenditures for the GCUK, in total, exceed those anticipated in the annual budget, any expenditures in excess of \$500 need approval by the general membership.
- Section 6** No part of the surplus of income over expenses of the Club shall inure to the benefit of any Member, Officer or Director of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

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- Section 7** The GCUK shall not endorse any political candidate, be it on city, county, state or national level.
- Section 8** The clubhouse sits on property donated by Dr. Fred Bond who stipulated that it never be sold for commercial use and be named the Francis Tracy Garden Center. Upon dissolution of the corporation, a living heir of Dr. Bond's family shall be contacted by The Board.
- Section 9** Upon dissolution of the Club, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, scientific or educational organizations, interested in the extension of horticultural education and improvement of the community, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations hereunder, and no member of the corporation, or any private individual shall be entitled to share in any distribution of the assets. Decision on the distribution of the corporation's assets shall be made by the majority of the remaining members of the corporation who attend a meeting for which notice of dissolution is given to the full membership at least 30 calendar days prior to the meeting date with full purpose of the meeting given in the notification.

ARTICLE IX PARLIAMENTARY AUTHORITY

- Section 1** The conduct of the meetings of the GCUK shall be guided by Robert's Rules of Order Newly revised, when not in conflict with the Charter and Bylaws of the GCUK.
- Section 2** A Parliamentarian may be appointed by and is a consultant advising the President and The Board on matters of parliamentary procedure according to Robert's Rules of Order Newly Revised when not in conflict with these Bylaws or Club Charter.

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ARTICLE X AMENDMENTS

Section 1 The Bylaws may be amended at any meeting of the membership by a two-thirds vote of the membership, or by other means approved by The Board provided that the proposed amendments shall have been presented to The Board in writing and given to members in writing a minimum of three (3) weeks in advance.

Adopted by The Board on November 13, 2012 and

accepted by President Marilyn Rogers

Amended by Board and Membership 1/21/14 and

accepted by President Marilyn Rogers

Amended by Board and Membership 3/15/14 draft

*Amended by Board and Membership 9/15/14 draft

Adopted by Board And Membership 4/ 15/15