

**BY-LAWS OF THE UPPER KEYS GARDEN CLUB, INC. OF TAVERNIER, FLORIDA**

**Adopted in October, 1981   Clarified March, 1983**

**ARTICLE I. NAME AND LOCATION**

- Section 1 The name of this Corporation shall be the Upper Keys Garden Club.
- Section 2 Offices for the transaction of business shall be at the Frances Tracy Garden Center, MM94, Tavernier, Florida, or at such places as the Board of Directors may from time to time determine.

## ARTICLE II. MEMBERSHIP

- Section 1 Membership shall be limited to persons of good standing, and interested in the objects of the Corporation, as set forth in the Charter.
- Section 2 Members shall be classified as: (a) Active Members  
(b) Honorary Members
- Section 3 Active members shall enjoy all of the rights and privileges of the Corporation and of the Federation of Garden Clubs, including the right to vote. Each active member shall pay an annual membership fee of ten dollars (\$10) in advance. This fee is for one year, and shall not be prorated. Upon failure to pay the membership fee before June 1, the member will automatically be suspended from that time until the membership fee is paid, in which event such member shall thereupon return to good standing.
- Section 4 Only active members of the Corporation who are in good standing on April 1, are eligible to receive a ballot for the April election of Officers and Directors.
- Section 5 Any member may be expelled from membership by a majority vote of the Board of Directors, for just cause or conduct unbecoming a member, after due notice, and an opportunity for that member to be heard.
- Section 6 The fiscal year of the Corporation shall be from June 1 to May 31.
- Section 7 Honorary membership may be conferred upon any person who has notably promoted the purpose of Garden Club interests. The name of such person must be recommended by the Board of Directors and voted on by the Club. Honorary members shall be exempt from dues, but only active members (paying dues) may vote, or hold office.

## ARTICLE III OFFICERS

- Section 1 The officers of the corporation shall be President, Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The office of Secretary and Treasurer shall not be combined and held by one member. The immediate past president shall automatically be a director, with full voting rights, for the following term. These foregoing officers, together with 5 elected directors, shall constitute the governing board of 12 members of the corporation, whose recommendations as to supervision, management, and direction, shall be reported at the next regular meeting of the club.
- Section 2 The officers and directors shall be elected annually by the members of the Corporation at the April meeting. No officer, excepting the Treasurer, may hold the same office for more than two years. Club membership of at least one year is required to qualify to become an elected officer.
- Section 2a The Board of Directors shall consist of the eleven (11) elected officers and the immediate past-president. The Board shall have the power to fill any and all vacancies of the board; may remove any officer at any time, by a two-thirds vote of the full board; may adopt rules



and regulations for conducting the business of the Corporation; and shall meet not less frequently than every two months, except by majority vote. Members of the Board of Directors are expected to attend all Board meetings. Board members with three or more unexcused absences from meetings will lose membership on the Board.

- Section 3 Special meetings of the Board of Directors may be called by the president; and in her absence, by the Vice-President; or by any four (4) members of the Board. By unanimous consent of the Directors, special meetings of the Board may be held. Notice shall be given to each member of the Board of Directors at least five (5) days prior to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof, and no other business shall be conducted.
- Section 4 A quorum for the transaction of business of any regular or special meeting of the Board of Directors shall consist of not less than six (6) members.
- Section 5 At each annual May meeting, the President shall submit a statement of the business done during the preceding year, and the Treasurer, a report of the general financial condition of the Corporation, and the condition of its tangible assets.
- Section 6 The President shall preside at all meetings of the Corporation and the Board of Directors. The President shall perform all duties pertaining to this office and advise such action as deemed necessary. The President shall be a member ex-officio of all committees except the nominating committee.
- Section 7 The Vice-Presidents, in order of their rank, shall act in the absence of the President; and in the absence or disability of these three officers above named, a member of the Board of Directors shall be chosen to act temporarily. Each Vice-President shall be chairman of a committee.
- Section 8 The Treasurer shall have charge of all monies belonging to the Corporation as specified by the Board of Directors. The Treasurer shall make out all bills and give receipts for their payment. She shall pay by check, bills authorized by the Board of Directors, and a financial statement shall be presented at each meeting of the Board of Directors. The Treasurer's books shall be audited at the end of the fiscal year. The Treasurer shall have charge of all papers pertaining to finances, mortgage and deed. She shall have a bank deposit box, the keys of which, only she and the President shall have. Within thirty (30) days after the annual meeting, the audited books of the outgoing Treasurer shall be turned over to her successor, with all money, vouchers, books, keys, and papers of the Corporation. The Treasurer shall act as chairman of the Budget Committee.
- Section 9 The Recording Secretary shall keep minutes of all meetings and shall have charge of all papers pertaining to the office. She shall be responsible for and affix the Seal of the Corporation.
- Section 10 The Corresponding Secretary shall attend to all of the correspondence. She should maintain a correct list of all officers, members and committees, as prepared by the Membership Chairman.

- Section 11 Each Director shall take a chairmanship of a major committee.

#### **ARTICLE IV MEETINGS**

- Section 1 A general meeting of the members of the Corporation shall be held on the third Tuesday of every month. The place of meeting shall be designated by the Corporation.
- Section 2 The annual meeting of the Corporation shall be held at the May meeting. The Treasurer's books close on May 31.



- Section 3 Ten (10) members of the Corporation shall constitute a quorum at any membership meeting.
- Section 4 Special meetings of the Corporation shall be held subject to the call of the Board of Directors. All members shall be notified of such a meeting.
- Section 5 The Board of Directors shall meet, whenever it is deemed advisable by a majority of the board.

#### **ARTICLE V COMMITTEES**

- Section 1 The Board of Directors shall authorize and define the powers and duties of all standing committees.
- Section 2 The President shall appoint all standing committees and shall appoint any special committees as may be deemed necessary. All committee members shall be responsible to the president, and shall make such reports as she may direct. Committee members shall be subject to removal by the President, with the approval of the Board of Directors.
- Section 3 The Board of Directors shall have the power to approve expenditures relating to the operation of the Corporation, not exceeding \$100.00.

#### **ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

- Section 1 At the February meeting of the membership, the President shall appoint a nominating committee, which shall consist of three members of the club. The nominating committee will submit the slate of officers and directors to the membership at the March membership meeting. Election will be held at the April meeting of the Corporation, and newly elected officers will be installed at the close of the May meeting.
- Section 2 At the April membership meeting of the Corporation, upon presentation of nominees for officers and directors by the nominating committee, the President shall call for nomination from the floor, for each of the officers (Article III Section I) one at a time. After allowing ample time for a response on each one, she will close the nominations for that office.
- Following the close of nominations the recording secretary shall present the ballot containing the names of all nominees. Voting shall be by ballot, unless a unanimous ballot for the slate has been called for and voted upon by all of the membership present.
- Section 3 No member's name may be submitted for ballot, unless that member has given her consent.

#### **ARTICLE VII SEAL**

- Section 1 The Corporation shall adopt a seal of suitable design, to be agreed upon by the membership (See Article III Section 9).

#### **ARTICLE VIII RULES OF ORDER**

- Section 1 The conduct of the meetings of the Corporation shall be governed by Roberts Rules of Order, when not in conflict with its charter and these by-laws.

#### **ARTICLE IX AMENDMENTS**

- Section 1 The By-Laws may be amended at any meeting of the membership by a two-thirds vote of the members present and voting, provided that the proposed amendments shall have been presented to the Board of Directors in writing and a notice having been given members four (4) weeks in advance.