

**BY-LAWS OF
ORINDA GARDEN CLUB
(as amended September 24, 2020)**

ARTICLE

Name

The name of this organization shall be Orinda Garden Club.

ARTICLE II

Structure, Purpose and Policies

Section 1. Structure

Orinda Garden Club is a California non-profit public benefit corporation. The corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or assets of the club shall inure to the benefit of any director, officer or member.

Section 2. Purpose

The purpose of Orinda Garden Club is educational and charitable and shall be: to stimulate the knowledge and love of gardening, to cooperate in the protection and conservation of our natural heritage and to encourage and assist in the beautification of the community.

Section 3. Policies

The policies of Orinda Garden Club shall be in harmony with the policies of The Garden Club of America, Inc. (GCA).

ARTICLE III Corporate Powers and Location

The corporate powers of Orinda Garden Club shall be vested in the Executive Committee (Article VI). The corporation shall maintain its principal location in Orinda, County of Contra Costa, State of California.

ARTICLE IV Membership

Section 1. Classes of Membership

Membership shall consist of four (4) classes: Active (to include up to ten (10) Active Non-Resident members), Associate, Sustaining and Honorary. No member shall at any time be a member of more than one class of membership.

- a. *Active members* shall be residents of Orinda. The number of Active members and Active Non-Resident members shall collectively be limited to eighty (80). The number of Active Non-Resident members shall be limited to ten (10).

i) Non-Resident members shall be those members who, at the time of application have completed a total of five (5) or more years of Active membership, no longer reside in Orinda and are in good standing. They shall have the same privileges of membership and responsibilities as an Active member. The Active Non-Resident member is referred to as Active in the By-Laws and Standing Rules.

ii) Subject to Board approval and the eligibility requirements of this Article IV, any member in good standing of another GCA club may transfer to and become an Active member of the Orinda Garden Club. The Board of such other GCA club must submit a letter to the Orinda Garden Club Membership Chair stating that the applicant has served satisfactorily in such other GCA club. She shall be granted full credit for her previous years in her prior GCA club. In her first year as an Active in Orinda Garden Club, she shall be appointed co-sponsors and she shall carry out the obligations and responsibilities of membership as determined by the By-Laws and Membership Committee.

- b. *Associate members* shall be those Active members who, at the time of application, have completed a total of ten (10) or more years of Active membership and are residents of Orinda. Except as provided in Article VI and VII, they shall have all the privileges of membership other than the right to hold office or vote, sponsor or co-sponsor new members, or be required to attend meetings. Associate members shall be required to pay dues pursuant to Article V.
- c. *Sustaining members* shall be those members who, at the time of application, no longer reside in Orinda and have completed a total of five (5) years of Active membership. Except as provided in Article VI and VII, these members may attend meetings but shall not hold office or vote, sponsor, co-sponsor or write letters of endorsement for new members. Sustaining members shall be required to pay dues pursuant to Article V.
- d. *Honorary members* shall be those members of the community who have made outstanding contributions to projects and interests of Orinda Garden Club and the GCA. Such persons shall be recommended by the Awards Committee and approved by

the Board. Such Honorary members may not vote and may not sponsor or endorse candidates for membership. Honorary members are not required to attend meetings or pay dues.

Section 2. Admission to Membership

a. Eligibility

The candidate shall be: a resident of Orinda; an active participant in the work of a garden; willing to hold office; willing to cooperate in committee work; and, willing to meet the obligations of membership as defined in Article V.

b. Proposal of Members

1. Each candidate shall have two (2) Active members as equal sponsors and the required letters of endorsement as determined by the Standing Rules for the Membership Committee. Candidates may not be sponsored or endorsed by the President, Membership Committee members, or Active members on leave of absence. No Active member may sponsor more than one candidate per year.

2. Letter of Endorsement: Active and Associate members may write a letter of endorsement for more than one candidate

per year. Sustaining members may not write letters of endorsement.

3. In the event a proposed member declines the invitation to membership, or there is a valid objection to a proposed member, the Vice President-Membership may submit the name of another candidate for approval.

Section 3. Change of Status

- a. Changes of Classification of Membership
Any member in good standing desiring to change classification of membership may do so by submitting a letter requesting the change to the President or Vice President-Membership as provided in the Standing Rules.
- b. Leaves of Absence
 - 1. Any Active member in good standing may, upon written request to the President or Vice President-Membership, apply for a leave of absence not to exceed one year. Such leave shall be granted by the Executive Committee. Consecutive leaves may not be granted. If a leave is not granted by the Executive Committee, the request shall then be reviewed at the next regular meeting of the Board. Such member granted leave shall continue to pay regular dues as

well as her per capita share in any Ways and Means project. However, such member is not eligible to give written endorsement of any new candidate for membership. The duration of a leave of absence shall not be included in the number of years of membership.

2. At the end of a leave of absence and upon notification by the President or Vice President-Membership, a member shall automatically be reinstated as an Active member.

c. Resignations

Any member in good standing may resign by submitting a letter of resignation to the President or Vice President-Membership as provided in the Standing Rules. Otherwise, members shall be liable for dues for the coming year.

d. Reinstatements

A resigned Active, Associate or Sustaining member in good standing shall be reinstated to membership by submitting a written request to the President or Vice President-Membership. Such request shall take precedence over any newly proposed candidate. When a vacancy exists, she may upon a payment of regular dues be

reinstated at any time. If the number of requests for reinstatement exceeds the space available, the written request for reinstatement will be determined by the earliest postmark.

e. **Removal**

Any member who fails to meet the obligations of membership as defined in Article V may be subject to removal upon consideration of the Board.

ARTICLE V

Obligations of Membership

Section 1. Dues

- a. All members except Honorary members shall pay annual dues to Orinda Garden Club and to The Garden Club of America, Inc.
- b. Dues shall be payable on an annual basis as specified in the Standing Rules. Members shall be billed according to their membership status as set forth in the Standing Rules. Members whose dues are not paid by June 15 shall be notified by the Treasurer.
- c. The annual dues for all classes of membership shall be determined and fixed

by the Board and approved by a two-thirds (2/3) vote of the membership.

Section 2. General Meeting Attendance

- a. Active members shall be required to attend General meetings. The time for the General meetings shall be determined by the Board. Notice of time and place of meetings shall be given to the membership for General meetings at least one week in advance. Roll shall be taken at meetings.
- b. Active members are entitled to three (3) absences per year. Absences may be excused by the Executive Committee as provided by the Standing Rules. After the third absence a notice shall be given to the member by the President or Vice President-Membership stating that a fourth absence may constitute removal from Orinda Garden Club, subject to review by the Board.

Section 3. Participation

Each year each Active member shall be required to serve on a Standing Committee as listed Article VIII and is expected to participate in the activities of the Special Committees as described in Article VIII.

Section 4. Fundraising

Active members shall be responsible for a per capita share in any Fundraising activity undertaken by Orinda Garden Club in an amount to be determined at a General meeting by a two-thirds (2/3) vote of the membership present.

ARTICLE VI

Officers

Section 1. Executive Committee

The Executive Committee shall consist of the following Officers: President, President-Elect, Vice President - Membership, Vice President-Communications, Secretary, Treasurer, and Past President (ex-officio). Any of these offices may be shared by more than one individual (e.g., Co-President, Co-Treasurer).

Section 2. Nomination and Election

- a. The Officers shall be elected in alternate years: The President and Vice President-Membership shall be elected in odd numbered years; and the President-Elect, Vice President-Communications, Treasurer, and Secretary shall be elected in even numbered years.
- b. The Officers shall be nominated by a Nominating Committee, which shall consist of a Past President as Chairman and at least

two members approved by the Board. A slate of nominations shall be sent to each Active member at least two (2) weeks before the election meeting. Additional nominations may be made from the floor.

- c. The dates of the election meetings for the President-Elect and all the other Officers shall be set forth in the Standing Rules. With the exception of the President-Elect, the new Officers shall be installed July 1 and shall serve two years. The President-Elect shall be installed January 1 in odd number years and shall serve six (6) months. The President-Elect shall be elected for a six (6) month term and she shall be a member of the Executive Committee and Board.

Section 3. Eligibility

Officers shall have been Active members for at least one (1) year. If they wish, Associates or Sustainers may serve as Officers. During their term of office, they shall have the right to vote but they will retain all other privileges and responsibilities of their Associate or Sustainer status.

Section 4. Duties

- a. President

The President shall preside at all meetings. She shall appoint all committee chairmen

and shall fill all such vacancies. She shall be an ex-officio member of all committees, except Nominating and Membership.

b. President-Elect

The President-Elect shall familiarize herself with the operations of Orinda Garden Club, select her Standing and Special Committee chairmen as provided in the Standing Rules and prepare the programs and activities for the next year. She shall also perform such other duties and responsibilities as prescribed by the President or the Board of Directors from time to time.

c. Vice President-Membership

She shall assist the President and shall assume all duties of the President in her absence. She shall serve as Membership Committee chairman and shall perform this role as provided in the Standing Rules. The Vice President-Membership shall be responsible for new member orientation and, together with new member sponsors, shall oversee first year Actives' membership obligations. She also shall keep a list of names, addresses and General meeting attendance of all members.

d. Vice President-Communications

The Vice President-Communications shall be responsible for coordinating, integrating and streamlining club communications. She shall chair the Communications Committee composed of the committee chairs who are involved in communication activities such as the website, newsletter, etc. The Vice President-Communications shall evaluate, develop strategies for and strive to improve the club's communications system. She shall assist the President and shall assume all duties of the President in the event both the President and Vice President-Membership are absent.

e. Secretary

The Secretary shall keep the minutes of all General and Board meetings. She shall assist the President with correspondence as needed. In the absence of the President and both Vice Presidents from a meeting, she shall call the meeting to order.

f. Treasurer

The Treasurer shall collect dues and shall pay all bills that are authorized by the Board. She shall keep full and accurate accounts

and shall prepare financial statements for the General meetings. She shall be responsible for the filing of federal and state tax returns. She shall communicate with each committee chair in order to prepare the yearly budget and present it to the Board for approval prior to July 1. The budget shall then be presented to the membership for a vote prior to July 1. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board, unless they shall exceed the sum of \$1,000.00, in which case they must be approved by the membership.

g. Executive Committee

It shall have all the powers of the Board between meetings including the power to grant leaves of absence, grant excused absences as provided in the Standing Rules, select delegates to the Annual, Zone, National Affairs and Legislation and Shirley Meneice Horticulture Meetings and fill any vacancies on the Board. Meetings of the Executive Committee may be held electronically and voting may be conducted electronically as provided in Article XII. Any decisions made by the Executive Committee shall be reported to the Board at its next regular meeting.

Section 5. Vacancies

A vacancy in any office shall be filled by the President with the approval of the Board.

ARTICLE VII Board of Directors

Section 1. Composition of Board

The Board of Directors shall be composed of the Executive Committee and Standing Committee Chairmen. The President, or President-Elect, as the case may be, shall appoint the Standing Committee Chairmen subject to the approval of the Board of Directors. With the exception of the President-Elect, the new Board members shall be installed July 1 and shall serve two years. The President-Elect shall be installed January 1 and shall serve six months.

Section 2. Voting

a. The Executive Committee, together with the Standing Committee chairmen, shall be the voting members of the Board of Directors. Voting may be conducted electronically as provided in Article XII. If they wish, Associates or Sustainers may serve as Standing Committee chairmen. During their term on the Board, they shall have the right to vote but they will retain all other privileges and responsibilities of their

Associate or Sustainer status. If a Board position is held by more than one individual (e.g., co-chairs or co-officers), such individuals shall count as one Board director and shall have one vote.

- b. Special committees may be appointed by the President as deemed necessary. The Chairmen of these committees may attend meetings of the Board at the President's request, but shall have no vote.

Section 3. Meetings

The Board of Directors shall hold regular meetings from September through June as needed. Meetings of the Board may be held electronically as provided in Article XII.

Section 4. Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum. A quorum being present, questions shall be decided by a majority of the voting members present.

ARTICLE VIII

Committee Structure

Section 1. Committees

There shall be the following Standing Committees: Bouquets, By-Laws, Community Affairs & Beautification, Conservation & National Affairs, Flower Show, Fundraising, Horticulture,

Hospitality, Nominating, Photography, and Program. Any of these committees may be co-chaired by more than one individual.

Section 2. Special Committees

Special Committees are all other committees as appointed by the President.

ARTICLE IX

Meetings of Orinda Garden Club

Section 1. General Meetings

The General meetings of the members shall be held the fourth Thursday of the month beginning in September and ending in May. The Board, at its discretion, may omit a meeting or may substitute a different date. General meetings may be held electronically as provided in Article XII.

Section 2. Quorum

A quorum shall consist of a majority of the Active members.

Section 3. Voting

A quorum being present, a majority of those active members present shall decide all questions except in the case of any By-Laws amendments, Ways and Means approval and financial assessment which shall require a two-

thirds (2/3) vote of the Active membership present. Any member may request a secret ballot.

ARTICLE X

Fiscal Policies

Section 1. Fiscal Year

The fiscal year shall be from July 1 to June 30.

Section 2. Dissolution

This organization may be dissolved by a majority of the Board. If dissolved, the Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all its assets, if any, exclusively for the purposes of the organization as set forth in Article II, Section 1 of these By-Laws, in such manner as the Board shall determine; or the Board shall distribute such net assets exclusively to such charitable or other organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) and shall be described in section 509 (a)(2) of the Internal Revenue Code of 1954 (or any corresponding successor provisions), in such manner as the Board shall determine.

Section 3. The Garden Club of America, Inc.

Obligations and procedures, as determined by The Garden Club of America, Inc. and deemed binding on all member clubs, shall be found in the GCA Policies.

ARTICLE XI

Delegates to GCA Meetings

Section 1. Annual Meeting

Two (2) delegates shall attend the GCA Annual Meeting. Registration fees and, with Board approval, some or all travel expenses of these delegates shall be assumed by Orinda Garden Club. Selection of these two delegates and the filling of any vacancies shall be made by the Executive Committee.

Section 2. Zone Meetings

At least two (2) delegates shall attend GCA Zone Meetings. Registration fees, and, with Board approval, some or all travel expenses of those delegates, shall be assumed by Orinda Garden Club. Selection of these delegates and the filling of any vacancies shall be made by the Executive Committee.

Section 3. National Affairs and Legislation (NAL) & Conservation Meeting

Two (2) delegates may attend the GCA NAL & Conservation meeting. Registration fees shall be assumed by Orinda Garden Club and with Board

approval, some or all travel expenses of those delegates shall be assumed by Orinda Garden Club. Selection of these delegates and the filling of any vacancies shall be made by the Executive Committee.

Section 4. Presidents' Council

The President, and either the President-Elect or Vice President-Membership, shall attend the GCA Presidents' Council. Registration fees and, with Board approval, travel expenses for those officers shall be assumed by Orinda Garden Club.

Section 5. Shirley Meneice Meeting

Two (2) delegates may attend the Shirley Meneice Horticultural meeting.

Registration fees, and with Board approval, some or all travel expenses for the delegate shall be assumed by Orinda Garden Club.

Selection of these delegates and the filling of any vacancies shall be made by the Executive Committee.

ARTICLE XII General Provisions

Section 1. Notice

At any time in these By-Laws where it is stated that “notice” or “a written statement” is required, it may be given or sent to each member by U.S. mail or any electronic means to the most recent address on record of the Orinda Garden Club.

Section 2. Attendance and Presence

Any reference in these By-Laws to “attendance”, “to attend”, “presence”, “present” or “in person” shall include being at a meeting physically or electronically.

Section 3. Electronic Meetings and Voting

At any time in these By-Laws where electronic meetings or electronic voting is authorized, electronic meetings or voting may be conducted via tele-conferencing, video-conferencing or any other such meeting or voting method (other than by proxy).

Section 4. Robert's Rules

The rules contained in Robert's Rules of Order shall govern Orinda Garden Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the Standing Rules of this organization.

Section 5. Standing Rules

In order to comply with these By-Laws, the Board may from time to time establish Standing Rules upon a majority vote, which shall have the same force and effect as the By-Laws. Standing Rules may be amended or rescinded by a two-thirds (2/3) vote without previous notice or by a majority vote with such notice of the Board of Directors present and voting.

Section 6. Amendments to By-Laws

The By-Laws may be amended by a two-thirds (2/3) vote of the Active members present and voting at any General or special meeting of Orinda Garden Club, provided that the proposed amendment has been submitted in writing to each member at least two weeks (2) prior to the date of the meeting.

Section 7. Non-Discrimination Policy

Orinda Garden Club does not discriminate on the basis of race, color, national origin, gender, disability, religion, sexual orientation or age in its programs, activities, membership or in its hiring and employment practices.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Orinda Garden Club, a California nonprofit corporation, that the above By-Laws are the By-Laws of this corporation as adopted by the Board of Directors in 1980 and amended by the Active members in September 2008, October 2012, April 2015, March 2018, and May 2019.

Executed on September 24, 2020 at Orinda, CA.

/s/ Shand Green/Rhonda Zakskorn. Secretary

**STANDING RULES
OF ORINDA GARDEN CLUB
(as amended April 9, 2015, May 14, 2015, and
March 21, 2018 and May 23, 2019 and
September 24, 2020)**

A. RECORDS OF COMMITTEE CHAIRMEN

All Committee chairmen shall keep an updated job description, complete records and files for the committee. Such committee records shall be given to the incoming Chairman on or before the joint Board meeting in June.

B. USE OF MEMBERSHIP ROSTER

Orinda Garden Club membership roster and contact information are the property of Orinda

Garden Club. Use of the membership roster and contact information shall not be made available to other organizations, commercial ventures or non-members.

C. MEMBERSHIP COMMITTEE

1. The Vice President – Membership as the Membership Committee chairman shall select a committee of four (4) other members subject to the approval of the Executive Committee. No member shall serve on the Membership Committee consecutive years except the Vice President-Membership..
2. Every member of the Membership Committee shall assume the obligations of secrecy in discussion of names before it.
3. Any member wishing to sponsor a new member may obtain a New Member Proposal Form from the Vice President-Membership. Names of candidates for membership may be submitted until March 15 of each year. The deadline for accepting membership shall be no later than June 30.
4. After proposed new members have been selected by the Vice President-Membership, their names shall be sent to each Active member. The Active membership then shall

have five (5) days in which to voice valid objections to the Membership Chairman. There shall be no waiting list of proposed new members carried forward to the next year.

D. CO-SPONSORS OF NEW MEMBERS

1. Co-Sponsors shall have known their candidate for at least one year.
2. A New Member Proposal Form, a letter from each of the two sponsors and two (2) letters of endorsement shall be required for each candidate.
3. Co-Sponsors shall assist their new member in meeting her obligations of membership (as determined by the By-Laws and Membership Committee) during her first year of membership.
4. In the case of a new member transferring from another GCA club, the President shall appoint co-sponsors for such new member who shall carry out their obligations as co-sponsors as provided in the above paragraph.

E. GENERAL MEETING ATTENDANCE

The request for an excused absence must be submitted to the President or Vice President.

Absences may be excused by the Executive Committee in the case of special circumstances including, but not limited to, medical condition of a member or her immediate family, death of an immediate family member, attendance at Garden Club of America meeting or other GCA commitment, jury duty or emergency work situation. A member must request an excused absence as soon as reasonably possible before or after an absence.

F. DEADLINES AND SPECIFIC DATES

1. Change of status and resignation deadline shall be February 1.
2. Dues shall be payable on or before May 1 of each year.
3. Dues shall be based on membership status determined as of February 1.
4. The election of the President-Elect shall be held no later than the November General meeting in even numbered years. The election of all other officers shall be held no later than the February General meeting.

5. Any of the deadlines or specific dates under this Section F may be extended with the approval of the Executive Committee.

G. SELECTION OF COMMITTEE CHAIRMEN

At the discretion of the President or President-Elect, as the case may be, all Committee chairmen shall be selected by a Selection Committee consisting of the President or President-Elect, as the case may be, as Chairman and at least two (2) members appointed by the President-Elect.

H. GCA POLICIES

GCA policies binding all member clubs can be found at gcamerica.org.

I. COMMUNICATIONS COMMITTEE

The Vice President-Communications shall serve as the chair of the Communications Committee. The Communications Committee shall be comprised of those chairs involved in communications as appointed by the President to serve on the Communications Committee. The President may appoint the chairs of the Forget-Me-Nots newsletter, virtual clipboards, website/calendar, weekly announcements or any other member involved in communications.

The Communications Committee shall be responsible for coordinating, integrating and streamlining club communications. The Communications Committee shall evaluate, develop strategies for and strive to improve the club's communications system.

J. ATTENDANCE, QUORUM AND VOTING

In any electronic meeting, attendance, quorum and voting shall be counted by any reasonable means available (other than by proxy) such as by phone number recognition, voice recognition, visual recognition or electronic communications (i.e., email, text, chat, thumbs up image). This provision applies to any meetings of the membership, Board, Executive Committee and any other committee.