



COUNCIL OF ALBUQUERQUE GARDEN CLUBS, INC.

10120 Lomas Blvd. N. E. Albuquerque, N M 87112 (505) 296-6020

2016 BYLAWS

ARTICLE I. NAME

The name of this corporation shall be Council of Albuquerque Garden Clubs, Inc., hereinafter, for convenience, referred to as Council.

ARTICLE II. OBJECT

The object and purposes of this nonprofit organization are as follows:

- A. To provide an established and functioning group which can act on matters of interest and importance to the garden clubs and plant societies of the greater Albuquerque area
- B. To provide educational courses and activities for garden clubs, plant societies and the general public toward the promotion of good gardening practices in the greater Albuquerque area
- C. To provide guidance and assistance, other than financial, in community beautification projects
- D. To render assistance and advice, when requested, to all garden clubs and plant societies
- E. To promote good fellowship among garden clubs and plant societies
- F. To encourage the formation of new garden clubs and plant societies.

ARTICLE III. MEMBERS

Section 1. Classification of Members

Provided that the requirements for membership, as described in these Bylaws are met, the following shall be members of Council:

A. Sustaining Member Organizations

1. Any garden club located in the greater Albuquerque area, or within a reasonable commuting distance, which is affiliated with the National Garden Clubs, Inc.
2. Any plant society, floral or horticultural society, garden related, educational or service organization distinguished in its field while signifying adherence to the objectives of Council and a desire to assist Council and to cooperate with its aims.

B. Associate Member Organizations

Garden-related organizations approved by the Executive Committee.

C. Affiliate Member Organizations

Parent organizations (national, regional, state, or district) of Sustaining Member Organizations of Council.

Section 2. Admission to Membership

Application for membership in Council shall be presented in writing to the President, accompanied by

- (a) an agreement to accept and abide by the Council Bylaws;
- (b) a copy of the Bylaws and /or Constitution of the applying organization, to be approved by the Executive Committee.

In the absence of such approval, the application may be denied; and

- (c) a list of officers and members of the applying organization and their contact information.

Upon receipt of all required documents, the President shall present the club to the Executive Committee for approval.

Section 3. Dues and Fees

A. Council per capita dues for Sustaining Member Organizations, as set by the Executive Committee, must be paid to the Council Treasurer not later than January 1 and updated quarterly. Delinquent member organizations will have all privileges revoked until dues are paid.

B. Garden Center sustaining fees for Sustaining Member Organizations must be paid to the Council Treasurer by January 1. Delinquent member organizations will have all privileges revoked until fees are paid.

C. Sustaining Member Organizations will pay to Council 25% of net profits from any event held at the Garden Center and at any Council sponsored event whether held at the Garden Center or elsewhere. Payment will be made to Council no later than 60 days after the event. Delinquent member organizations will be denied participation in that event the following year.

D. Associate Member Organizations pay rental rates and sustaining fees as set by the Executive Committee. Fees shall be paid to the Treasurer by January 1.

E. Affiliate Member Organizations shall pay annual fees, as set by the Executive Committee, to the Council Treasurer by January.

F. Affiliate Member Organizations will pay to the Council Treasurer 25% of net profits from any event held at the Garden Center, as defined in Section 3. Payment from any event held at the Garden Center will be paid no later than 60 days after the event. Delinquent member organizations will be denied participation in that event the following year.

G. Profit From Member Sales:

The 25% profit due to Council from sales by member organizations is determined from gross income less the actual cost of the sale or income event if no sale is held. A financial statement will be submitted with the 25% payment. No payment is due the Council if profit for event amounts to less than \$25.00. The Executive Committee is empowered to interpret this rule and settle any dispute concerning the calculation of 25% profit and its decision is final.

Section 4. Albuquerque Garden Center Membership

Sustaining Member Organizations of Council are automatically granted membership in the Garden Center upon payment to Council of per capita dues and sustaining fees, and by submitting completed documents required of all member organizations.

Privileges

Membership provides for use of the Garden Center by Sustaining and Affiliate Member Organizations by reservation without a rental fee, but in compliance with established regulations including payment to Council of 25% of the net profit from fundraisers, as stipulated in Article III, Section 3F.

Reservations

1. Requests for reserving the Garden Center for events sponsored by Council and Member Organizations should be made to the office by January 1, two years prior with final contracts signed by January 31st in order to receive priority for dates desired. In accordance with Article VIII, Section 2, para. C, the Executive Committee will have priority in selecting dates for Council sponsored events.
2. In the event of conflicting requests for the same date, the matter will be referred to the Executive Committee, whose decision will be final.

Exception to Rental Policy

An individual member of a Sustaining Member Organization who rents the Garden Center for private use will be charged the same rates as non-members but may be entitled to use the facilities on an hourly basis upon approval of the Executive Committee.

Section 5. Responsibilities of Sustaining Member Organizations

Sustaining Member Organizations shall:

- A. Provide the names of Board Members promptly to Council and the Office Manager, especially when there are changes.
- B. Supply volunteers to and provide assistance for all Council fund raising events.
- C. Cooperate in the presentation of regular activities such as programs, events and shows for the public.
- D. Supply volunteers to staff the various departments of the Garden Center
- E. Supply volunteers for Garden Center related work days.

Failure to comply with these requirements will result in a fine against the offending organization and could result in revocation of membership with fines to be established by the Executive Committee but not to exceed the sustaining fee.

Section 6. Voting Rights

Except for members of a Sustaining Member Organization who are elected to Council's Board of Directors as provided for in Article VII, Section 1 hereof, no member of a sustaining, associate or affiliate organization shall have any voting rights.

ARTICLE IV. OFFICERS

Section 1. Classification

The elected officers of Council shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Treasurer, a Corresponding Secretary, and three Directors. The President with approval of the Executive Committee will appoint an Assistant Treasurer.

Section 2. Qualifications: President, First Vice President, And Second Vice President.

A. For regular elections, the First Vice President may be given first consideration for the office of President. The Second Vice President may be given first consideration for the office of the First Vice President or be considered for the office of President if that office has not been filled. Otherwise, nominees for President or First Vice President must have served, by the time of election, in some capacity as follows: The Executive Committee, Chair of a Standing Committee; President of a Sustaining Member Organization or Plant Society or be a Past President of Council who is still an active member.

B. Second Vice President, Recording Secretary, Corresponding Secretary and the Treasurer may be selected from the entire voting membership of the present year or the immediate past year.

C. The Immediate Past President may automatically serve as a Director. Otherwise, Directors nominated shall be Past Presidents who are currently functioning in Council's activities or other active, experienced, contributing members who possess a broad interest in and perspective of Council and gardening affairs.

Section 3. Term of Office

Officers shall be elected for a term of one year or until their successors are installed. Officers may serve up to 3 consecutive terms in any one position.

Section 4. Vacancy in Office

An unexpected vacancy in the office of President occurring during his or her term shall be filled by the First Vice President. The Second Vice President shall fill the vacancy thus created in the office of First Vice President. Any other vacancy shall be filled by a majority vote of the Executive Committee.

Section 5. Duties

The officers shall perform the duties provided in this section and such other duties as are prescribed for their offices in these Bylaws, Council and Garden Center policies and procedures approved by the Executive Committee, and the current edition of the ROBERT'S RULES OF ORDER, Newly Revised.

The President-elect shall:

- A. Immediately, upon election in October, assume the interim title of President-elect and be empowered to appoint the Parliamentarian, the Standing Committee Chair, the Archivist, and an Assistant Treasurer, with the provision that ratification by the Executive Committee will be necessary after election in October, except for the Parliamentarian.
- B. Send a letter of introduction to the City and County Joint Advisors, and issue an invitation for them to send representatives to certain meetings per Article IX, Section E.

The President shall:

- A. Be the chief executive officer and official spokesman of Council.
- B. Be an ex officio member of all committees excepting the Nominating Committee.
- C. Cosign contracts with the Recording Secretary when necessary.
- D. Appoint *ad hoc* committees by direction of the Executive Committee and the Board of Directors.
- E. Be responsible for the continuity of the administration by encouraging written reports and prompt exchange of files and records between officers and chairmen and communication with Presidents of Member Organizations.
- F. Cosign bank cards with the Treasurer and Assistant Treasurer.
- G. Prepare and distribute via email a written agenda for each Executive Committee Meeting and Board of Director Meeting. The agenda will include any committee or other reports digitally submitted within one week of any scheduled meeting of the Executive Committee or Board of Directors as per **Article IX, Section 3**. The agenda will be sent out by the end of the business day, on Monday of the week of any meeting.
- H. Make requests no later than November 1 for reserving the Garden Center for Council sponsored events for the year after next.
- I. Appoint a co-chair of the Council Flower Show and State Fair Flower show.
- J. Prepare, with the assistance of the Office Manager and the Executive Committee, an annual set of documents to be sent to each Sustaining, Associate and Affiliate Member President which will include annual contracts, Garden Center Reservation Forms, Dues Invoices, the Calendar of Council Events for the ensuing year and the year after next, Board Member Credentialing Forms and any other documents deemed necessary to provide information or obtain information of a pertinent nature related to membership in Council, to be delivered no later than December 1.

- K. Upon election contact the city and county Joint Advisors as well as the current City Councilor for the District in which the Garden Center is located and the provide a current calendar of Garden Center events and review mutual projects that could impact Los Altos Park and/or the Garden Center.
- L. Act as the immediate supervisor of the Garden Center Office Manager.

The First Vice President shall:

- A. Assume duties assigned by the President, and the Executive Committee.
- B. Succeed to the office of President for the unexpired term in the event of a vacancy in that office.
- C. Serve as chair of the Budget-Finance Committee per Article X, Section 1, upon assuming the title First Vice President-Elect, and after installation until a successor has been elected.
- D. As chair of Budget-Finance, supervise the finances of Council, subject to Executive Committee approval.
- E. Assist the First Vice President-Elect in preparing a combined Annual budget for Council and the Garden Center.
- F. Submit the Budget to the Executive Committee in January, according to Bylaws, Article X, Finance.
- G. Upon election, assume the title of First Vice-President Elect and serve as Chair of the Budget-Finance Committee.
- H. When a successor has been elected, serves as a mentor to the First-Vice President Elect, to ensure successful oversight and understanding of Council Finance.

The Second Vice President shall:

- A. Assume duties assigned by the President and the Executive Committee.
- B. Succeed to the office of President for the unexpired term not filled by the First Vice President or to the office of First Vice President in the event of a vacancy in that office.
- C. Serve as chair of the Ways and Means Committee by:
 - 1. Directing special fund raising projects adopted and approved annually by the Board of Directors.
 - 2. Exploring new methods of fund raising in keeping with our goals and policies.
 - 3. Recommending to the Executive Committee ideas for fund raising and persons suitable to carry them out.
 - 4. Deciding if volunteer workers or others are entitled to discounted tickets to any Council Event.
- D. Serve as an ex officio member of all Council fund raising committees.

The Recording Secretary shall:

- A. Have a record of the voting membership of Council.
- B. Assist the President in the preparation of the Agenda, providing copies of submitted Committee reports. The Agenda along with submitted reports will be distributed to all members of the Executive Committee and Council Board of Directors. Only reports submitted within one week of any meeting will be included with the Agenda per **Article IX, Section 3**.
- C. Prepare the Credentials Report, or Sign-In Sheet for each meeting and file this document in Council Files immediately following each meeting.
- D. Record the proceedings of the Board of Directors, Executive Committee, Budget and Finance meetings and any other meetings as requested by the President. The President of the Council, one Director, and one other Officer shall review the minutes of all meetings of the Executive Committee and Board of Directors. Once approved by the President, copies will be distributed via email to members of the Executive Committee and Board of Directors.
- E. File a copy of approved minutes for any meeting in the Garden Center Office in Council Files within one week of approval, and verify that a digital copy is retained on the Garden Center Office Computer.
- F. Provide copies of minutes as required for execution of documents such as contracts, bank signature cards and/or other filings required of a 501 (c) (3) non-profit organization.
- G. Have available at meetings of the Executive Committee and the Board of Directors a current copy of the Bylaws, Special Rules of Order of the Albuquerque Garden Center, Standing Rules, and documents of Agreement and Assignment binding the Council, City, and County.
- H. Co-sign contracts with the President as required.
- I. Prepare and submit a report for each Board of Directors meeting, summarizing actions taken by the Executive Committee since the last Board of Directors Meeting.

The Treasurer shall:

- A. Be the custodian of all Council and Garden Center funds.
- B. Keep a record of all receipts and authorized disbursements and report at each meeting of the Executive Committee and of the Board of Directors.
- C. Co-sign Council bank signature cards and sign all Council checks.
- D. File such reports as may be required by government agencies and to ensure good standing as a 501 (c) (3) non-profit organization.
- E. By January 15, submit financial records to the Financial Review Committee for the fiscal year ending December 31 so that they can prepare the annual report as per Article X, Section 2.
- F. In February, submit the above financial review report to the Executive Committee.
- G. Attend meetings of the Budget-Finance Committee as a voting member.

The Assistant Treasurer shall:

- A. Assist the Treasurer as requested by the Treasurer and sign checks in the absence of the Treasurer.
- B. Co-sign bank cards with the President and Treasurer.

The Executive Committee Directors shall:

- A. Attend all meetings of the Executive Committee and the Board of Directors.
- B. Assist the President and Standing Committees as requested by the Executive Committee.
- C. Assist the President in reviewing all meeting minutes.

The Corresponding Secretary shall:

- A. Handle correspondence as requested by the President.
- B. Send a letter of welcome to new clubs and plant societies.
- C. Send acknowledgments to all Fund donors, and acknowledge all gifts and donations to Council and the Garden Center in a format compliant for the documentation of contributions to a 501 (c) (3) organization.
- D. Monitor Memorial, Honorary, and other Fund donations and order a memorial plaque when a donation of at least \$500 has been received.

The Archivist shall:

- A. Record the noteworthy achievements of each term.
- B. Submit the report to the outgoing President for approval and collect items of interest before the end of December. This report, for the previous year, will be read by the new Executive Committee at its first meeting in January, and may be accepted for inclusion in a Council History Book.
- C. In the event of a vacancy of this position, these duties may be temporarily assigned by the President to another officer with the approval of the Executive Committee.

The Parliamentarian shall:

- A. Attend all meetings of the Executive Committee and the Board of Directors and advise on points of order as provided in Robert's Rules of Order, current edition and advise Committee and Member Organizations upon request.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall be responsible for nomination of Council Officers. Five members for this Committee shall be elected at the February meeting of the Board of Directors. Nominations for the Committee shall be made from the floor. No person shall be nominated without the consent of the nominee. If only five are nominated, election may be viva voce. If more than five are nominated, election shall be by ballot with a majority vote required to elect. No member may serve two consecutive terms on the committee and no two members may represent the same club or plant society.

A. Chair of Nominating Committee

At its April meeting, the Executive Committee shall appoint the Chair of the Nominating Committee from among the five elected members of the Nominating Committee.

B. Duties of the Nominating Committee

The committee will meet within 30 days after the appointment of a chair and ample time shall be allowed for subsequent meetings in order to give careful consideration to qualifications of all candidates proposed by the membership or by members of the committee.

C. Report of the Nominating Committee

At least one name for each office shall be submitted. The report shall be read at the October meeting of the Executive Committee and will be published in the minutes.

D. Election

Officers shall be elected by ballot at the October meeting of the Board of Directors. A majority vote shall constitute election. If there is only one nominee for an office, election shall be viva voce.

E. Installation and Beginning of Term

Installation of the Council Officers will occur at the December meeting of the Board of Directors and duties shall be assumed January 1 unless otherwise specified herein.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings

Board of Directors meetings shall be held at the Albuquerque Garden Center at least twice a year.

Section 2. Annual Meeting

The annual meeting of the membership and Board of Directors will be held in December on the date and time specified by the Executive Committee, and officers for the forthcoming year will be installed. Officers and committee chairmen shall submit written reports at this time, with copies for the Secretary and the President unless previously presented.

Section 3. Special Meetings

A special meeting may be called by the President or by a majority of the Executive Committee or by a minimum of four credentialed Board Members of separate Sustaining Member Organizations. The exact purpose for which the meeting is called shall be stated in the call and no other business may be transacted. At least four days notice shall be given except in the event of an emergency. A special meeting of the Executive Committee or the Board of Directors may be held by email and/or telephone. Minutes of any Special Meeting shall be recorded, distributed and filed as described otherwise herein and the Recording Secretary shall print all email messages that document a vote or action.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition

- A. Voting members of the Executive Committee.
- B. Presidents of Sustaining Member Clubs.
- C. Representatives of Sustaining Member Organizations: Sustaining Member Organizations are entitled to one voting representative for the first twenty-five paid members or portion thereof. For each additional twenty-five paid members or portion thereof, another voting representative may be added. No later than January 31 of each year Sustaining Member Organizations will send to Council in writing the names of the persons authorized to represent them at meetings of the Board of Directors. Should designated representatives be changed, it is the responsibility of Sustaining Member Organizations to notify Council before the next regular Council meeting.
- D. All members of the Board of Directors are required to complete credentialing forms with pertinent information required of 501 (c) (3) non-profit organizations. Additional documents may be required as approved by the Executive Committee.
- E. When a number of additional members are gained throughout the year which would affect the number of authorized voting representatives to the Board of Directors, it is the responsibility of the Sustaining Member Organization to so notify Council and to pay dues for those additional members in accordance with Article III, Section 3A. Non-dues paying members of Sustaining Member Organizations, such as family members, will not be counted as paid members for ascertaining the number of representatives authorized to represent the Sustaining Member Organization. If a Sustaining Member Organization wishes family members to be counted for representative purposes, they must pay dues to the Council for each family member.
- F. If an authorized representative is unable to attend a meeting he/she may designate another member of his/her organization to attend in his/her place and that designated member will sign the Credentials Report and will have all rights of the authorized member. The Council Sign in Sheet for the Board of Directors Meetings, which indicates the number of authorized representatives per organization, will serve as the Credentials Report.

Section 2. Duties

The Board of Directors shall:

- A. Have the final authority in directing the operation of Council and the Garden Center.
- B. Adopt administrative policies, Bylaws, Special Rules of Order for the Garden Center, and Standing Rules.
- C. Delegate to the Executive Committee the responsibility for formulating and implementing Council policy and such authority as advisable, subject to approval of the Board of Directors. A summary of actions taken by the Executive Committee will be prepared and submitted as a report by the Recording Secretary for the two regular meetings of the Board of Directors.
- D. Require that no person shall commit Council to any activity without prior sanction of the Board of Directors or the Executive Committee.
- E. Make the final decision in authorizing a professional audit, if, in the Board's sole discretion, an audit is deemed appropriate or necessary.

Section 3. Voting

No designated representative shall vote in more than one prescribed capacity.

Section 4. Meetings

Council Board of Directors meetings shall be held at the Albuquerque Garden Center during the months of February and October on the second Thursday at 9:30 a.m. An Annual Membership and Board of Directors meeting will be held in December at a date and time to be announced by the Executive Committee. Installation of Officers and the Annual Volunteer Appreciation Luncheon will follow this meeting.

Section 5. Quorum

Twenty Board members shall constitute a Quorum.

Section 6. Removal of Director

Any Board Director or Officer may be removed, with or without cause, by a 2/3 vote of the Board of Directors, with at least two-thirds of the directors present and voting.

This includes failure to fulfill responsibilities of the office prescribed in the bylaws, unresolved Conflict of Interest, conduct determined to be injurious to the organization or its purposes, any action or behavior that is not in the best interests of the organization, and failure to maintain membership in Council.

(Recommended Procedure: The President or 1st VP of the Council should speak privately with the individual to be removed, explaining the reasons for removal and offering them an opportunity to resign. If this fails, the President or 1st VP may call a meeting of the Board of Directors and proceed with a formal vote.)

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition

The President, Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer, three Directors, the Building Maintenance Supervisor, the Grounds Supervisor, the Shop Manager and the Librarian will compose the Executive Committee. The Parliamentarian attends all meetings.

Section 2. The Executive Committee shall:

- A. Ratify the President-elect's appointments of the Standing Committee Chairs, Archivist, Parliamentarian, Assistant Treasurer, Supervisors of the Building Maintenance and Grounds Committees and insure that each member receive and become familiar with a current copy of the Bylaws and a copy of the Council Master Calendar.
- B. Approve at the February meeting the annual Financial Review report of the Treasurer.
- C. Adopt a Calendar of Council Events so that the President may reserve the Garden Center for Council activities for the year after next no later than November of the current year.
- D. Initiate, sponsor, support and assist in coordination of fund raising events to benefit Council and its members.
- E. In October, ratify the appointment of a Financial Review Committee of three members of Council to examine the financial records of the Council for the fiscal year ending December 31. See Article X, Section 2.
- F. Have the power to transact business, promulgate and implement policy, and appropriate funds of Council and the Garden Center.
- G. Review and approve the annual budget at the January meeting.
- H. Authorize the investment of surplus funds above operational requirements.
- I. Approve limited unbudgeted disbursements requested by the Chairmen or Supervisors of the following Standing Committees: Building Maintenance, Grounds, Library and Garden Shop, not to exceed 2% of the Annual Budget for that department or committee and provided that at least three bids have been obtained if the Executive Committee so requests or recommends.
- J. In consultation with the Budget-Finance Committee, determine the amount of bonding for personnel for whom coverage is required.
- K. Set up procedures for obtaining and/or dismissing paid personnel and have final authority in the hiring, dismissal and supervision of employees; establish, review and enforce employee policies; participate in annual employee performance and/or salary reviews as requested and/or recommended by the President; approve or revise salary upon the recommendation of immediate supervisors and/or the President.
- L. Review annually at the January meeting, The Amendment to the First Permit Agreement (Lease with the City of Albuquerque) and insure compliance with paragraph 6 of the Permit Agreement.
- M. Review and approve all Council publications prior to release.
- N. Authorize the Office Manager to sign Garden Center event rental agreements. This authorization shall be reviewed and renewed each January at the first Executive Committee Meeting.

- O. Authorize the Supervisors of Building Maintenance and/or Grounds to enter into certain service agreements on behalf of the Garden Center, provided the Executive Committee has approved them, and the action is recorded in the minutes.
- P. Authorize the Chair of the Garden Shop to enter into approved agreements so as to conduct the day-to-day business of operating the Garden Shop. This Authorization is to be reviewed and renewed at the time of re-appointment of the Chair, or annually, as recorded in the minutes of the Executive Committee.
- Q. Approve any un-budgeted expense item. *At least three bids will be required on any un-budgeted item exceeding 2% of the current annual budget income.*
- R. Authorize payment for professional services, such as legal fees, when such services have been deemed necessary for legal matters pertaining to the Council and the Center, provided that all requests for such services have been approved in advance.

Section 3. Meetings

- A. Monthly meetings shall be held at least 10 times a year with dates and times to be established by the Executive Committee.
- B. Special meetings may be called by the President or by any three members of the Committee. Notification must include the exact business to be transacted. Four days notice shall be given all members of the Committee, except in the event of emergency, when the President may issue a call for a meeting twenty-four hours ahead of time.

Section 4. Quorum

Five members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

ARTICLE IX. STANDING COMMITTEES

Section 1. Standing Committees

A. There shall be the following Standing committees: Building Maintenance, Grounds, Library, Garden Shop, Awards, Budget-Finance, Ways and Means, Bylaws, Community Relations, Educational Displays, Educational Programs and Workshops, Garden Center Long Range Planning, Membership, Flower Shows, State Fair Flower Show, Garden Tours, Garden Fair, Rummage Sale, Harvest Fair and Holiday Fair.

B. Unless otherwise stipulated in the Bylaws, Chairs may, in consultation with the Council President, appoint their own committees of a size deemed necessary. Exceptions are

1. The Bylaws Committee, which shall be composed of the Chair and at least four other members including the President and the Parliamentarian, and
2. The Garden Center Long Range Planning Committee, which shall have at least five members and should include Chairmen of the following Standing Committees: Building Maintenance, Grounds, Library and Garden Shop as ex-officio members.
3. The Building Maintenance Committee which shall have at least 3 members in addition to the Supervisor, one of which will be either the First or Second Vice President of Council, as appointed by the President no later than January 1.
4. The Grounds Committee which shall have at least 3 members, one of which will be either the First or Second Vice President of Council, as appointed by the President, no later than January 1.

C. The Standing Committees shall meet as frequently as determined by the Chair, with the exception of the Building Maintenance Committee and the Grounds Committee, which shall meet a minimum of two times per year. All Standing Committees shall file reports that may include minutes if required within that Committee, as outlined below in Section 3.

D. All Standing Committees, as well as any ad hoc committees created within any Standing Committee, are subject to the governance of the Council as outlined in these Bylaws. No committee may act or perform independent of such governance.

E. **Joint Advisors.** In compliance with the Amendment of the First Permit Agreement dated 1994, the City and County are each entitled to appoint three persons who may attend any lawfully called, regularly scheduled or special meetings of the **Building Maintenance** Committee or **Grounds** Committee in a joint advisory capacity.

Section 2. Chairs of Standing Committees

- A. The Chairs and/or Supervisors serving on these committees shall be appointed by the President-elect, as per Article IV, unless otherwise provided in these Bylaws.
- B. The President is an ex officio member of all Standing Committees.
- C. Standing Committees shall be subject to operating guidelines listed in these Bylaws and approved by the Executive Committee.
- D. The Chair of the Building and Maintenance Committee shall be known as the Building Maintenance Supervisor and will be a voting member of the Executive Committee. The Chair of the Grounds Committee shall be known as the Grounds Maintenance Supervisor and will be a voting member of the Executive Committee.
- E. The Chairs of the Shop and Library will be voting members of the Executive Committee.
- F. An unexpected vacancy in this position in any Standing Committee will immediately be referred to the Executive Committee for resolution at the next scheduled meeting or by calling a special meeting.

Section 3. Committee Reports

- A. The Chair of each Standing Committee will provide the Recording Secretary and Office Manager with a digital report of its activities one week prior to any meeting of the Executive Committee or Board of Directors. Reports submitted after this deadline may be held until the next scheduled meeting. Reports accepted at a meeting will be digitally forwarded to the Recording Secretary and filed with the Agenda for that meeting. Reports will generally not be sent out with the minutes, only with the Agenda. If a Council Board Member or Executive Committee Member wishes to receive a copy of any report, it should be requested of the Recording Secretary. Hand written reports must be submitted well in advance to allow for transcription into digital form for inclusion, filing and distribution by the deadlines listed herein.
- B. Reports requiring action or involving expenditure of Council funds must be sent to the Executive Committee one week prior to the meeting of the Executive Committee.
- C. The Chair of each Committee shall prepare an event budget to be delivered to the Chair of Ways and Means no later than 90 days prior to each fundraising event.
- D. The Chair of each Council Event, fundraising or otherwise will submit a Preliminary Report to the Executive Committee meeting which immediately follows the completion of the event. The Treasurer will provide the Chair of each Event with financial data, so that the Chair can prepare a final report for any completed Council Event. The Final Report will include a detailed list of expenses and income as well as an overview of the event from set up to completion. The report should summarize volunteer hours, need for ancillary services or contractors, publicity, problems, comments and recommendations from the public, membership and workers. This report is to be presented to the Executive Committee within 45 days of any completed event, and filed in Council Files.
- E. The Chair of each Committee will file an Annual Report with the Recording Secretary and Office Manager no later than one week prior to the December Annual Meeting. Upon request, the Treasurer will provide each committee with detailed expense and income reports to assist the Chair in completing their reports. Requests of the Treasurer should be made at least two weeks in advance for this purpose, with the exception of requests regarding the Holiday Fair; as such data may not be complete for the Annual Meeting. Copies of the Annual Reports shall be maintained in the individual Committee Council Files.

Section 4. Funds

Funds derived from activities shall be promptly submitted to the Treasurer.

Section 5. Duties

5a. General responsibilities of the Committee Chair are to:

- A. Arrange and attend committee meetings; if applicable, notify Joint Advisors accordingly.
- B. Attend regular meetings of the Executive Committee, Board of Directors, and/or special meetings as required to answer questions, request approval of publications, request funds or request other actions of the Executive Committee required to assist in fulfilling the assignment.
- C. Maintain a complete record of procedures, decisions, and accomplishments to produce and submit reports as described here in **Section 3**.
- D. Convey the above records, together with recommendations to the next Chair upon his/her appointment, and file a copy in Council Files.
- E. Submit reports to the Executive Committee as outlined above.

5b. Additional Duties of Other Standing Committees and Chairs not Covered Above or Elsewhere:

AWARDS:

- A. Consult with the Executive Committee in January to determine for which awards applications shall be made for the upcoming year.
- B. Be aware of eligibility for awards from City of Albuquerque, District I, New Mexico Garden Clubs, South Central Region, and National Council of State Garden Clubs and any others for which Council may appropriately apply.

BUDGET-FINANCE:

See Duties of First Vice President and First Vice President Elect. as well as **Finance: Article X**

BUILDING MAINTENANCE:

- A. Monitor and assess the upkeep and maintenance of the physical facility and work closely with the Garden Center Office Manager to insure continuous maintenance of the building.
- B. Supervise the security and cleaning of the building.
- C. Interview and recommend individuals for hire as the Garden Center Janitor.
- D. Act as direct Supervisor of the Garden Center Janitor.
- E. Oversee and manage Garden Center Event Rentals in cooperation with the Garden Center Office Manager.

- F. Recommend to the Executive Committee the appointment of a co-chair.
- G. Obtain bids for goods and services required for upkeep, maintenance, cleaning, equipment, insurance of contents, liability insurance, bonding, Security, etc.
- H. Supervise any authorized repairs or renovations.
- I. Recruit committee members as outlined above to assist in obtaining bids, evaluating services, evaluating maintenance needs, supervision of contractors, etc.
- J. Conduct meetings as outlined above.
- K. Notify the Executive Committee immediately if a need for unbudgeted items arise and report to the Executive Committee significant problems and proposals that require action by the Executive Committee.

BYLAWS:

- A. Review Bylaws and other pertinent documents annually or when requested by the Board of Directors.
- B. Submit amendments originated according to the Bylaws to the Executive Committee for approval and to the Board of Directors for final adoption.

COMMUNITY RELATIONS:

- A. Maintain liaison with other community organizations as approved by the Executive Committee.

EDUCATIONAL DISPLAYS:

- A. Maintain continuing educational displays in the Garden Center and other appropriate areas within the city.
- B. Utilize the services of the Office Manager in arranging and maintaining such displays.

EDUCATIONAL PROGRAMS AND WORKSHOPS:

- A. Supervise the conduct of educational activities for Council,
- B. Develop new programs,
- C. Expand existing programs, and
- D. Evaluate all educational programs being conducted for Council.

FLOWER SHOW:

- A. Conduct a standard flower show according to the current National Council of State Garden Clubs' Handbook for Flower Shows and supplements.
- B. Recommend a co-chair to be appointed by the President.
- C. Maintain complete records to be turned over to the next flower show Chair.
- D. Be responsible for compiling information pertinent to any award for which Council and the show are eligible.

GARDEN CENTER LONG RANGE PLANNING:

- A. Assist with matters relating to the Garden Center upon request of the Executive Committee.
- B. Evaluate the facilities.
- C. Study methods of improvement.
- D. Make recommendations for implementation of policies, procedures and improvements.
- E. Conduct business only when a quorum of three members is present.
- F. Record minutes of each meeting and File copies of committee meeting minutes with the Executive Committee per procedure listed above in Section 3.
- G. Meet at least once a year.
- H. File reports per Section 3 above.

GARDEN SHOP:

The Chair is designated the Garden Shop Manager. The size and frequency of committee meetings will be determined by the Chair of the committee. The committee will be responsible for the complete operations of the Garden Shop with cooperation from the Garden Center Office Manager and will recruit volunteers to serve as cashiers. The chair will promptly report any problems that might require action by the Executive Committee. Credit Card sales will require a minimum \$10 purchase.

GARDEN TOUR:

- A. Select gardens and oversees all tasks for the annual garden tour as outlined in the Garden Tour Timeline. This includes securing advertisers, sponsors, obtaining volunteers, co-chairs, etc.
- B. Procure approval publication of Garden Tour Booklet from Executive Committee.
- C. Procure approval from the Executive Committee to offer discounted tickets for those working a **full** shift.
- D. Document any contracted services and arrange for payment thereof.
- E. Maintain complete records, update the Garden Tour Timeline so that these records can be turned over to the next Garden Tour Committee, with a copy retained in Council files.

GROUNDS:

- A. Be responsible for all landscape areas including patio.
- B. Interview for a Garden Center Gardener when a vacancy exists and make recommendations to the Executive Committee who will have the final decision in hiring.
- C. Supervise the Garden Center Gardener complying with all Personnel Policy and Procedure.
- D. Provide supervision of any landscape contractors hired to perform work on the landscape/garden to insure compliance with contracts for such services.
- E. Propose upgrade and revision of current plantings by utilizing a Comprehensive Garden Calendar, which will also serve as a procedure manual for the Garden Center Gardener.
- F. Work in cooperation with Sustaining Member Gardens or other specially designated garden areas (i.e. Bonnie Lowenstein, Habitat Wildlife Garden, Blue Star Memorial).
- G. Request Garden Care Calendars and Annual Garden Plans of each Sustaining Member and specially designated garden areas.
- H. Schedule quarterly work-days for Council volunteers to participate in garden maintenance.
- I. Submit an Annual Budget.
- J. Submit proposals to the Executive Committee immediately if a need for unbudgeted items arises and which require the action of the Executive Committee.
- K. Submit proposals and bids for Capital Improvements following the guidelines and expense amounts as listed in these Bylaws.
- L. Provide oversight of the following *ad hoc* subcommittees: the Garden Center Landscape Committee and the Marie Torrens Special Committee. The provisions of the Marie Torrens Bequest, which required the creation of the Marie Torrens Committee, shall be retained in Council Files and the Chair of Grounds shall receive and review a copy of this file upon appointment.
- M. Maintains records and other duties as described above in this Section.

HARVEST FAIR:

- A. Provide publicity and a schedule of events of the Harvest Fair and recruitment of vendors.
- B. Order plants for sale at the fair
- C. Procure volunteer workers for the event
- D. Provide for receiving, setting up and pricing plants.
- E. Maintain complete records to be turned over to the next Harvest Fair Committee

HOLIDAY FAIR:

- A. Provide for publicity and a schedule of events for Holiday Fair and recruitment of vendors.
- B. Order plants for the event.
- C. Procure volunteer workers for the event
- D. Provide for receiving, setting up and pricing of plants.
- E. Maintain complete records to be turned over to the next Holiday Fair Committee.

LIBRARY:

Be responsible for maintaining the library in a professional manner, maintain a current list of required reading for National Council Flower Show and Landscape Design schools and have these materials available. The chair will serve as the official Librarian. The size of the committee and frequency of meetings will be determined by the Chair. The Chair may recommend the appointment of an Assistant Librarian.

MEMBERSHIP:

- A. Encourage membership in Council and the Garden Center.
- B. Have a prominent display available at all events where individuals may indicate a desire for membership in a garden club or plant society.
- C. Be responsible for follow-up and placement.

RUMMAGE SALE:

- A. Procure items for sale.
- B. Provide publicity for the event.
- C. Procure volunteer workers for the event.
- D. Set up and price items for sale
- E. Dispose of left over items to a charitable organization.
- F. Maintain complete records to be turned over to the next Rummage Sale Committee.

SPRING PLANT SALE AND GARDEN FAIR:

- A. Order plants for Garden Fair.
- B. Provide publicity for the event.
- C. Provide for receiving, set up and pricing of plants.
- D. Procure volunteer workers for the event.
- E. Maintain complete records to be turned over to the next Garden Fair Committee.

STATE FAIR FLOWER SHOW:

- A. Conduct standard flower shows according to current National Garden Clubs, Inc. Handbook for Flower Shows and supplements, in cooperation with Sustaining Member Organizations and State Fair officials.
- B. Recommend a co-chair to be appointed by the President.
- C. Obtain supplies within the budget of the Council and any allowable expense reimbursement from the State Fair.
- D. Turn over to the next Chair any supplies or records that will expedite the conduct of the flower show.

WAYS AND MEANS:

See Duties of Second Vice President

ARTICLE X. FINANCE

Section 1. Budgets

A. The Budget-Finance Committee will be established no later than October 15 and shall consist of the Vice President-elect as Chair, the current Treasurer, the Treasurer-elect, the current Second Vice President, the Second Vice President-elect, and the current Chairs of the following Committees: Building Maintenance, Grounds, Library and Garden Shop, and other members, as the Chair of Budget-Finance deems appropriate. If a new Budget Committee has not been established in October, the outgoing Budget Committee will prepare the budget for the forthcoming year.

B. A consolidated budget for the Council and the Garden Center shall be submitted to the Executive Committee for its January meeting.

Section 2. Financial Review

A. In October an ad hoc special Financial Review committee of three Council Members will be appointed and the Chair named by the outgoing Executive Committee. This ad hoc committee will work with the Treasurer who will provide financial records as required and requested for the committee to conduct a review of the financial records of the Council to include any special bank accounts in existence for the fiscal year.

B. The report of the Financial Review Committee will be available to the Executive Committee for its February meeting. With the acceptance of the report, the Financial Review Committee is dissolved.

C. The Executive Committee may recommend to the Board of Directors that it authorize a professional audit, provided this recommendation is supported by a majority vote of the Executive Committee. (See Article VII, Section 2, "E")

Section 3. Authorized Accounts

In addition to the regular Council bank accounts, a separate account may be authorized by the Executive Committee for ~~some~~ a specified event or purpose, which requires it to administer funds that cannot be comingled with the Council Operating Fund. The account will be set up in similar manner to other Council bank accounts, with clear oversight for legal separation. The Treasurer, in the usual manner of all other Council finances will keep financial records of this account. At the close of the event the account will be closed and remaining funds will be disbursed in accordance with the rules of the event, or by action of the Executive Committee. The Executive Committee along with the Treasurer will provide information to the Financial Review Committee for any year in which an account of this type has been utilized.

Section 4. Fiscal Year

The fiscal year shall be January 1 to December 31.

ARTICLE XI. HEADQUARTERS

The Albuquerque Garden Center is Headquarters for the Council of Albuquerque Garden Clubs, Inc. hereinafter known as the Center and the Council. Maintenance and management shall be under the supervision of the following Standing Committees: Building Maintenance, Grounds, Garden Shop, Library and Garden Center Long Term Planning. The Executive Committee and Council Board of Directors provide governance for these committees as described elsewhere in these Bylaws.

ARTICLE XII. OFFICIAL SEAL

The official seal formed in a circle and inscribed "Council of Albuquerque Garden Clubs Corporate Seal" shall be changed or renewed only upon majority vote of the Board of Directors. The seal shall be kept in the main office at the Albuquerque Garden Center and shall be imprinted only as directed by The Executive Committee.

ARTICLE XIII. DISSOLUTION

In the event of dissolution, all funds shall be disposed of in accordance with IRS Regulation 501 (c) (3) and within the object of the Council and by a majority vote of the Board of Directors. None of the funds shall be used to the benefit of any member or members.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the SCOTT, FORESMAN ROBERT'S RULES OF ORDER Newly Revised shall govern the proceedings of Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of order that Council may adopt.

ARTICLE XV. AMENDMENT OF BYLAWS

These Bylaws may be amended by a 2/3 vote at a Board of Directors meeting, provided 45 days notice is given in writing and delivered via email. Revision shall be authorized by a majority of the Board of Directors. Amendments shall have been originated by the Bylaws Committee, the Council Board of Directors, and/or the Council Executive Committee. Members of Council. If originated by a party other than the Bylaws Committee the amendment shall have been submitted to the Bylaws Committee for review and editing, subject to acceptance by the proposer. In the event that the proposer fails to accept the edits recommended by the Bylaws Committee, and subsequent edits by the proposer fail to be approved by the Committee, the proposed amendment shall be withdrawn from consideration.

(This edition of the Council Bylaws was adopted at the Council of Albuquerque Garden Clubs, LLC, Board of Directors Meeting, Thursday, October 9, 2014. 2014 Bylaws Committee, Chair: Ed Davis. Article IV, Section 5; Article VI, Section 1; Article VII, Section 2, Item C and Article VIII, Section 3, Item A were amended at the October 2015 Board of Directors Meeting to be incorporated into the 2016 Bylaws)

STANDING RULES

2016

These Standing Rules may only be amended by a majority vote of the Executive Committee provided 30 days written notice is given.

Associate Member fees for the Botanic Garden are waived indefinitely. (Approved motion, Executive Committee, March 2014)

Per Capita dues are \$7 per member. (Approved motion, Executive Committee November 2013)

THE SPECIAL RULES OF ORDER

As of this revision, there are no Special Rules of Order. If deemed necessary, Special Rules of Order may be adopted and/or amended by a majority vote of the Board of Directors provided 30 days notice is given, or by a 2/3 vote without previous notice.