



Albuquerque GardenCenter

COUNCIL OF ALBUQUERQUE GARDEN CLUBS, INC.
10120 Lomas Blvd. NE Albuquerque. NM 87112 (505) 296-6020

**2018 BYLAWS
FOR THE COUNCIL OF ALBUQUERQUE
GARDEN CLUBS, INC. (CAGC)
AS AMENDED AND RESTATED
JUNE 11, 2026**

**APPROVED BY VOTE AT THE
June 11, 2026, MEETING OF THE
CAGC BOARD OF DIRECTORS**

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**2018 BYLAWS FOR THE COUNCIL OF
ALBUQUERQUE GARDEN CLUBS, INC. (CAGC)
AS AMENDED AND RESTATED
JUNE 11, 2026**

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**2018 BYLAWS FOR THE COUNCIL OF
ALBUQUERQUE GARDEN CLUBS, INC. (CAGC)
AS AMENDED AND RESTATED
JUNE 11, 2026 (CAGC)**

ARTICLE I. NAME

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

ARTICLE II. OBJECT AND PURPOSE

The purpose of CAGC is to:

1. 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.
2. 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.
3. Provide guidance and assistance, other than financial, in community beautification projects.
4. Render assistance and advice, when requested, to all garden clubs and plant societies.
5. Promote good fellowship among garden clubs and plant societies.
6. Encourage the formation of new garden clubs and plant societies.
7. Manage the Albuquerque Garden Center at 10120 Lomas Blvd NE, Albuquerque, NM 87112 under an agreement with the City of Albuquerque.

ARTICLE III. MEMBERS

A. Membership Classes

Membership classes for the CAGC are:

1. Sustaining Member Organizations (SMOs)

- a. Garden clubs located in the greater Albuquerque area, or within a reasonable commuting distance, which are affiliated with National Garden Clubs, Inc. (NGC).
- b. Plant, floral or horticultural societies located in the greater Albuquerque area, or within a reasonable commuting distance; and
- c. Garden-related educational or service organizations located in the greater Albuquerque area, or within a reasonable commuting distance.

2. Affiliate Member Organizations (AMOs)

National, regional, state and district parent organizations of SMOs, and other organizations that have a commonality of interests with CAGC, support its goals and purposes, and do not qualify for sustaining membership. AMOs shall be approved by CAGC's Board of Directors (BOD).

B. Application for Membership

Application for organization membership in CAGC shall be presented in writing to the President, accompanied by the following documents:

1. An agreement to accept and abide by CAGC Bylaws.

2. A copy of the Bylaws and/or Constitution of the applying organization, to be reviewed by CAGC's Executive Committee (EC) for purposes of determining eligibility for membership in CAGC.
3. A list of officers and individual members of the applying organization and their contact information.

Upon receipt of all required documents, the President shall present the application to the EC for approval and to the BOD for acceptance.

C. Dues and Fees

1. CAGC organization members shall pay annual sustaining fees and per capita dues as prescribed by the BOD and as published in the Standing Rules. Fees and dues must be paid by January 31st of each fiscal year. Failure to pay applicable fees and dues may result in the delinquent organization member being denied membership privileges until fees and dues are current.
2. CAGC organization members shall pay a percentage of net revenues realized from member organization fundraising events held at the Garden Center, or from participation in a CAGC-sponsored event regardless of the location at which the CAGC-sponsored event is held. The percentage of net revenues due to CAGC, and the method for calculating same, is prescribed in the Standing Rules.

D. Membership Obligations and Privileges

1. Member organizations may use the Garden Center for a specified number of meetings and events each year, without incurring rental fees and charges according to the terms of their membership class and/or Annual Membership Contract. Member organizations eligible to use the Garden Center must be current in all fees and dues and must make reservations to use the Garden Center in compliance with CAGC's governing documents.
2. Member organizations must be in full compliance with all of CAGC's governing documents. Failure to do so may result in revocation of the organization's membership.

E. Voting Rights

Only SMOs shall have voting rights. AMOs shall not have any voting rights. No individual member of an SMO shall have any voting rights except by virtue of holding a seat on CAGC's BOD.

ARTICLE IV. NOMINATIONS AND ELECTIONS

A. Nominations

1. **Nominating Committee.** A Nominating Committee shall be responsible for nomination of CAGC officers. Five members for this committee shall be elected at the February meeting of the BOD. Nominations for the committee may be made from the floor. No person shall be nominated without their consent. If only five are nominated, the election may be viva voce. If more than five are nominated, the election shall be by ballot with a majority vote required to elect. No member may serve two consecutive terms on the committee, and each member shall be from a different SMO.
2. **Chair.** The President shall appoint the chair of the Nominating Committee no later than the March EC meeting. The chair will be selected from among the five elected members of the Nominating Committee. The committee will meet within 30 days after the appointment of a chair. 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.
3. **Report.** At least one name for each office shall be reported. The report shall be presented by the Nominating Committee chair at the October meeting of the BOD. Qualified nominations from the floor may be accepted at this meeting.

B. Election of Officers

Officers shall be elected at the October meeting of the BOD. A majority vote shall constitute election. If there is only one nominee for each office, voting shall be by a show of hands, using voting cards issued to BOD representatives. If there is more than one candidate for an office, voting by BOD representatives shall be by ballot.

C. Installation of Officers and Beginning of Term

Installation of CAGC officers shall occur at the December BOD Business Meeting and Volunteer Luncheon. Officers-elect shall assume office immediately upon installation. Outgoing officers and directors shall relinquish office at this time.

D. Term of Office

Officers and directors are elected for a term of one year and may serve up to three (3) consecutive terms in any one position.

E. Vacancy in Office

1. An unexpected vacancy in the office of President, occurring during his or her term, shall be filled by the First Vice President.
2. The Second Vice President shall fill the vacancy created in the office of First Vice President. Any other vacancy shall be filled by a majority vote of the EC and affirmed by the BOD.

ARTICLE V. OFFICERS

A. Classification

The elected officers of CAGC shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Treasurer, a Corresponding Secretary, and three Directors. These elected officers shall comprise the EC. The President, with approval of the EC, and BOD may appoint an Assistant Treasurer.

B. Qualifications

All candidates for office and elected officers, and the appointed Assistant Treasurer, must hold and maintain current membership in an SMO. It is the responsibility of the SMO to certify a candidate's status and to advise CAGC of any change in that status. EC candidates may not be related to one another, and no more than one may come from the same household. Candidates cannot be employees of the CAGC, nor can they profit by being on the EC.

1. **Offices of President and First Vice President.** For regular elections, candidates for the offices of President and First Vice President must have served, by the time of election, in some capacity as follows: on the EC; as the Chair of a Standing Committee; as President of an SMO; or be a Past President of CAGC who is still an active member. 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 First Vice President or may be considered for the office of President if that office has not been filled.
2. **Other Officers and Directors.** Candidates for the offices of Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and the Directors may be selected from the entire voting membership.

C. Duties

1. **General.** All CAGC officers shall perform the duties of their respective office as provided in CAGC's governing documents (See Article XV). All decisions and actions taken by a CAGC officer on behalf of CAGC, unless provided for elsewhere in CAGC's governing documents, must be approved by either the BOD or the EC. Additionally, CAGC Officers, with a familial relationship with CAGC employees or contractors, will recuse themselves from any discussion/decision making regarding compensation.

2. Transition Period. The period after the election of officers in October, until the incoming officers take office at installation in December, is designated the Transition Period. During the Transition Period, incumbent officers shall mentor and support officers-elect and shall prepare to promptly hand over all facility access keys, information, documents, CAGC-provided materials, and any other documents and materials related to their respective offices on the day the officers-elect assume office. Failure to perform these duties may result in the individual being precluded from holding future elected or appointed positions for a period of three years.

3. Duties of Specific Positions

a. Officers-Elect

Officers-elect shall familiarize themselves with CAGC's governing documents. They have no authority to act in an official capacity until they are installed and take office in December except as may be provided elsewhere in these Bylaws.

b. President-Elect

1. The President-elect is immediately empowered to appoint Standing Committee chairs, the Archivist, the Parliamentarian, and the Assistant Treasurer, each to assume those positions when the President-elect is installed in office in December. Confirmation of the President-elect's appointments will occur at the first EC meeting held after the President-elect assumes office and shall be affirmed by the BOD at the first Board meeting held after the installation.
2. The President-elect shall send a letter of introduction to the City and County Joint Advisors and issue an invitation for them to send representatives to meetings of the Facility Maintenance Committee and the Grounds Committee.

c. President

1. The President is responsible for ensuring continuity in CAGC's administration by encouraging written reports and the prompt exchange of files and records between officers, committees and committee chairs, and through communication with the BOD and the presidents of CAGC's member organizations.
2. The President is an ex officio member of all committees except the Nominating Committee. As an ex officio member of a committee, the President's role is the same as any other committee member. The President may not unilaterally override the committee's actions.
3. The President is responsible for ensuring that adequate damage and liability insurance policies, covering CAGC's buildings, grounds and assets are current and in force.
4. The President is the chair of the EC, is the official spokesperson for CAGC, presides at meetings of the EC and the BOD, is a signatory on CAGC bank accounts, and performs other duties as may be requested or assigned by the BOD.
5. The President oversees hiring, performance management, evaluation, and termination of employees as documented in CAGC governing documents.

d. First Vice President

1. The First Vice President shall succeed to the office of President, for an unexpired term, in the event of a vacancy in that office. In the event the President is temporarily unable to perform their duties, the First Vice President will serve as President until the sitting president can resume their duties. In the absence of the President, the First Vice President presides over meetings of the EC and the BOD.
2. The First Vice President chairs the Budget and Finance Committee, directs preparation of the combined budget for the upcoming fiscal year, and is a member of the Long Range and Strategic Planning Committee.
3. The First Vice President chairs the annual budget review.
4. The First Vice President shall assume other duties as may be assigned by the President, the EC or the BOD.

e. Second Vice President

1. The Second Vice President shall succeed to the office of First Vice President in the event of a vacancy in that office.

2. In the event of a vacancy in the office of the President that the First Vice President cannot fill, the Second Vice President will succeed to the office of the President.
3. The Second Vice President presides over meetings of the EC and the BOD in the absence of the President and First Vice President.
4. The Second Vice President chairs the Ways and Means Committee and is a member of the Publicity Committee and the Budget and Finance Committee.
5. The Second Vice President is an ex officio member of all CAGC fundraising committees. As an ex officio member of a committee, the Second Vice President's role is the same as any other committee member. The Second Vice President may not unilaterally override the committee's actions.

f. Recording Secretary

1. The Recording Secretary is the custodian of CAGC's records except as may be otherwise specified in CAGC's governing documents.
2. The Recording Secretary prepares the minutes of the meetings and proceedings of the BOD, EC, Budget and Finance Committee meetings, and of the meetings and proceedings of other CAGC committees as requested by the President, the EC or BOD.
3. The Recording Secretary assists the President in the preparation of the agenda, distributes the finalized agenda, prepares sign-in sheets for BOD and EC meetings, and maintains a record of the voting membership of the BOD and EC.

g. Treasurer

1. The Treasurer is the custodian of all CAGC funds, is a signatory on CAGC bank accounts, signs all CAGC checks, and maintains all of CAGC's financial records, receipts, bills and invoices.
2. The Treasurer is a member of CAGC's Budget and Finance Committee and assists in preparing the combined budget for the upcoming fiscal year.
3. The Treasurer reviews and ensures reports required by government agencies to maintain CAGC's good standing as a 501(c)(3) non-profit organization are prepared and submitted in a timely manner.
4. The Treasurer shall ensure deposits and income from all sources are completed within two (2) weeks.
5. The Treasurer is responsible for determining which, if any, external financial services are needed and for obtaining those services following approval by the EC and BOD.
6. The Treasurer shall be the official liaison between CAGC and CAGC's accounting services, tax preparation and any other financial services provider.

h. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer as requested by the Treasurer. The Assistant Treasurer is a signatory on bank account cards and may sign checks in the absence of the Treasurer.

i. Executive Committee Directors

EC Directors attend all meetings of the EC and the BOD and assist the President and standing and ad hoc committees as requested by the President, the EC and/or the BOD.

j. Corresponding Secretary

- i. The Corresponding Secretary shall send letters of welcome to new CAGC members, and letters of appreciation, condolence, or other letters as may be required or directed by the President or the EC. The Corresponding Secretary shall acknowledge all gifts and donations of money or materials made to CAGC and the Garden Center.
- ii. In the event of the absence of the Recording Secretary, the Corresponding Secretary will assume those responsibilities.

k. Archivist

The Archivist shall ensure that CAGC's history is preserved by recommending documents, photos, and other items to be retained by CGAC.

I. Parliamentarian

The Parliamentarian shall ensure that rules of order are followed in meetings; advise President on procedure; assist in training BOD members on appropriate meeting conduct to ensure fairness, efficiency, and clear organizational decision making.

m. Previous President

The Previous President may sit on the EC in an advisory capacity for one year.

ARTICLE VI. BOARD OF DIRECTORS

A. Composition. The BOD is composed of: (1) voting members of the EC; (2) current presidents of SMOs; and (3) authorized representatives from each SMO. AMOs may not name representatives to the BOD.

B. Qualifications. All members of the BOD must hold and maintain active current membership in their SMO, which will certify they have met all their membership obligations as required by that organization. Any change in this status must be promptly reported to CAGC. SMOs shall advise CAGC in writing of the names of the person(s) authorized to represent them at BOD meetings no later than January 31 of each year.

C. Designated Representatives

A. Number of Allowed Representatives.

- a. SMOs are allowed one representative for each 25 members (or portion thereof), holding membership in their organization.
- b. If the members of the SMO pay fees or dues on a per couple, family, household or other group membership basis, they may not count the individual members of the couple, family, household or other group for purposes of determining eligible representation on CAGC's BOD. SMOs may only claim one seat per paid or lifetime membership for purposes of naming designated representatives to CAGC's BOD.

B. Changes and Modifications to Designated Representatives.

- a. If designated representatives are changed, it is the duty of the SMO to notify CAGC before the next regular BOD meeting. This would include notifying the CAGC of eligibility for additional designated authorized representatives; loss of eligibility of any designated representative; or of any other change impacting their participation on the BOD.
- b. When eligibility for additional representatives on the BOD, it is the SMO's obligation to notify CAGC and to pay any additional dues or fees owed CAGC before the additional representative can be seated.

- c. **Substitution of Designated Representatives.** If the SMO's authorized representative is unable to attend a meeting, the organization may designate another member to attend in their place for that meeting. The substitute representative must meet the same qualification requirements as the regular designated representative. The substitute representative will sign the Credentials Report and will have all rights of the authorized representative for that meeting. The CAGC sign-in sheet for the BOD meetings, which indicates the number of authorized representatives per organization, will serve as the final Credentials Report for that meeting.

D. Credentialing

All members of the BOD are required to complete the credentialing forms with pertinent information as is required of 501(c)(3) non-profit organizations.

E. Duties

The BOD is the final authority in all matters concerning CAGC and is legally required to direct and exercise oversight over all CAGC activities and actions. No CAGC member organization or individual member of a

CAGC member organization, may commit CAGC to any activity or expenditure, or take any unilateral action on behalf of CAGC without the approval of the BOD or the EC.

The BOD:

1. By law, has sole authority to amend, alter or repeal bylaws; elect, appoint or remove any member of any committee or director or officer; amend or restate articles of incorporation; adopt a plan of merger or consolidation with another organization; authorize the sale, lease, exchange or mortgage of any of CAGC's property and assets; authorize dissolution of the organization or dissolve, revoke or adopt a plan for distribution of CAGC's assets; amend, alter or repeal any resolution of the BOD which specifies such action cannot be taken by any entity other than the BOD; or any other actions the delegation of which is precluded by applicable federal and state statutes and regulations. (New Mexico State Statutes, Section 53-8-21).
2. Has sole authority to set and adopt administrative policies and Special Rules of Order, and to approve Standing Rules.
3. Has sole authority to set, amend, repeal or approve membership fees and dues. Changes in membership fees and dues shall be approved a minimum of one year prior to their effectiveness to allow member organizations time to budget for the change.
4. May authorize a professional audit of financial records if the BOD deems such an audit appropriate and/or necessary.
5. May authorize the use of a compensated qualified service or individual to act as the director or manager of a CAGC-approved fundraising activity or event. Their services may be on a contract, temporary or full-time basis. If such use is to be considered, the EC shall be responsible for investigating its practicality. The EC shall be responsible for preparing a complete report to include describing advantages and disadvantages. The report, with the EC's recommendations, shall be submitted to the BOD. If authorized, the chosen provider will work in cooperation with CAGC's appointed chair under the supervision of the EC.
6. May authorize the EC to act in its stead, between BOD meetings or in order to facilitate the day-to-day operation of the Garden Center and conduct of CAGC's business, except in those cases where the BOD has sole authority to act and/or may not by law delegate its authority (see 1, 2, 3, 4, and 5 above). Delegation of its authority does not relieve the BOD, or any individual director, of responsibilities imposed on the BOD or the individual director by law. (NM State Statute Section 53-8-21).

The delegation authorization shall be granted by majority vote of the BOD at the December Business Meeting and Volunteer Appreciation Luncheon and shall be renewed each year. In the event a quorum is not present at the December meeting, the previous year's authorization may continue in effect. The delegation of authority may be withdrawn in whole or part at the discretion of the BOD.

F. Meetings

1. **Regular Meetings.** CAGC's BOD meetings shall be held at the Garden Center during the months of February, June, October, and December. The December meeting will include the installation of officers and the Volunteer Appreciation Luncheon. Should the Garden Center undergo a required closure of six (6) months or more, the number and/or timing of BOD meetings may be adjusted accordingly.
2. **Special Meetings.** A special BOD meeting may be called by the President or by a majority of the EC or by a minimum of ten percent (10%) of credentialed BOD members, each from a separate SMO. 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. Minutes of any special meeting shall be recorded, distributed and filed as is customary for all BOD meetings. The Recording Secretary shall print all email messages and make them part of the written record that document the special meeting, the special meeting call, the vote or other action.
3. **Virtual Meetings.** Meetings may be held in person or virtually.

G. Voting

1. Only eligible BOD members, as defined in Article VI. A. of these Bylaws may vote. No BOD member may serve or vote in more than one capacity.
2. Voting may take place if meeting is held virtually provided members attending virtually have been certified prior to the meeting. Voting may not take place via email.

H. Quorum

Twenty (20) BOD members shall constitute a quorum.

ARTICLE VII. EXECUTIVE COMMITTEE

A. Composition

The President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Corresponding Secretary, and three Directors shall compose the EC.

B. Duties

The EC shall:

1. Act on behalf of the BOD as prescribed in CAGC's governing documents. All of its actions are subject to review by the BOD which may approve, amend or disapprove them.
2. Ratify the President's appointments and provide oversight of all standing and ad hoc committees and all CAGC employees.
3. Review and accept financial reports, and perform other tasks as assigned to it by the BOD as enumerated here and elsewhere in CAGC's governing documents.

The President and Recording Secretary will prepare a written summary report of EC's activities and decisions to be presented at each BOD meeting.

C. Meetings

1. **Regular Meetings.** The EC shall meet monthly, at least ten (10) times a year, with dates and times to be established by the EC. Should the Garden Center undergo a required closure of six (6) months or more, the number and/or timing of EC meetings may be adjusted accordingly.
2. **Special Meetings** may be called by the President or by any three members of the EC. Notification must include the exact business to be transacted, and no other business may be conducted at the specially called meeting. Four days' notice shall be given to all members of the EC. Minutes of any special meeting shall be recorded, distributed, and filed as is customary for all BOD meetings. The Recording Secretary shall print all email messages and make them part of the records of the special meeting.
3. **Emergency Meetings** of the EC may be called by the President in order to address a situation that threatens the safety or security of the Garden Center's physical facilities; or endangers CAGC's employees, volunteers, visitors and guests; or where action needs to be taken to mitigate damage caused by criminal activity, an accident, natural disaster, or other event. If this occurs, the advance notice requirements may be waived. The President shall try to assemble a quorum to act, but if a quorum cannot be assembled, the President shall take necessary action(s) to address the emergency and will promptly advise the EC of the steps taken and their cost by email report. The EC will meet at a later date to review the steps taken and to determine what, if anything else, needs to be done to address the emergency.
4. **Virtual Meetings** of the EC may be held in the event of a required closure of the Garden Center or to address an emergency to ensure a quorum. Voting may be done. Voting may not be done by email.
5. **Closed Meetings** of the EC may be called by the President but only to discuss authorized Privacy Act matters.

D. Quorum

Five (5) members shall constitute a quorum for the transaction of business at all meetings of the EC.

ARTICLE VIII. STANDING AND AD HOC COMMITTEES

All committees, subcommittees created within any committee, all chairs and co-chairs, and all committee members are subject to CAGC's governance and may not act or perform independently of that governance. They shall comply with and conduct business in accordance with CAGC's governing documents.

A. Standing Committees.

Proposals to add or remove Standing Committees will be reviewed by the EC and findings presented to the BOD for approval.

There shall be the following Standing Committees:

1. **Bylaws** reviews CAGC Bylaws and other pertinent documents annually or as may be requested by the BOD and submits a report of its findings along with any proposals for amendments it deems appropriate. It shall be established by no later than October 15th of each year.
2. **Budget and Finance** is formed no later than October 15th, prepares a consolidated budget for CAGC for the forthcoming year, and monitors income and expenditures.
3. **Facility Maintenance** is responsible for upkeep and maintenance of the physical facility and works in coordination with the Garden Center's Administrative Assistant and the Grounds Committee.
4. **CAGC Flower Show** is responsible for staging and oversight of a NGC Club Standard Flower Show, to be held annually at the Garden Center or as directed by the BOD or EC.
5. **Educational Courses, Programs, and Workshops** is responsible for developing, conducting, and evaluating all educational programs held under CAGC's auspices.
6. **Garden Shop** is responsible for managing and operating CAGC's garden shop to include procuring inventory, establishing pricing, and arranging staffing for regular hours and special openings.
7. **Garden Tour** is responsible for staging and oversight of a garden tour as a fundraising event for CAGC on such dates as may be approved by the BOD or EC.
8. **Grounds** is responsible for oversight, development and maintenance of all landscaped areas associated with the Garden Center (collectively known as Los Altos Gardens) and works in conjunction with member organizations who develop and maintain gardens within CAGC's properties.
9. **Harvest Festival** is responsible for staging and oversight of a Fall CAGC fundraiser to be held at the Garden Center on a date established by the BOD or EC.
10. **Holiday Fair** is responsible for staging and oversight of an annual holiday season fundraiser to be held at the Garden Center on a date established by the BOD or EC.
11. **Library** is responsible for operating and maintaining the CAGC Horticultural and Gardening Library.
12. **Long Range and Strategic Planning** is responsible for developing a long range (five to ten year) strategic plan to ensure that CAGC continues to successfully achieve its goals and purposes and to ensure continued viability of the organization and its facilities. This Committee will meet at least two (2) times annually.
13. **Publicity** is responsible for coordinating with the Administrative Assistant, the Web Advisory Committee, and with fundraising committee chairs to publicize CAGC events.
14. **Rummage Sale** is responsible for staging and oversight of an annual fundraising rummage sale to be held on a date established by the BOD or EC.
15. **Spring Plant Sale** is responsible for staging and oversight of an annual fundraiser held at the Garden Center on a date established by the BOD or EC.

16. **State Fair Flower Shows** is responsible for staging and oversight of standard flower shows each year at the State Fair Grounds.
17. **Ways and Means** is responsible for making recommendations to improve and/or enhance existing fundraisers and for exploring new fundraising opportunities in keeping with CAGC's goals and policies.
18. **Web Advisory** is responsible for collaborating with EC members, event chairs, the Publicity Committee, and the Administrative Assistant to provide oversight of CAGC's web pages to ensure these sites are effectively enabling CAGC's mission.

B. Ad Hoc Committees. There shall be the following ad hoc or special committees, which upon completion of their task(s) shall be automatically dissolved. CAGC President may appoint other ad hoc committees as needed and/or as directed by the BOD or the EC.

1. **Financial Review** conducts an annual review of CAGC Treasurer financial records. The Committee will be chaired by the First Vice President and three CAGC members shall be appointed by the outgoing President at the October BOD meeting. The committee will submit a report to the BOD at its February meeting. Upon completion of its task, the Financial Review Committee is dissolved.
2. **Share the Beauty** prepares and distributes small bouquets to elder, veteran and other care facilities on one day of each year. Upon completion of its task the Share the Beauty Committee is dissolved.

C. Committee Membership

1. Committee chairs shall be appointed by the President-elect. Appointments shall be approved by the EC at their January EC meeting. In the event a committee chair cannot complete their term, the matter will be immediately referred to the EC for resolution.
2. Chairs of committees may recommend the appointment of co-chair(s) to the President. Committee chairs generally may appoint their own committee member(s) with the following exceptions:
 - a. The **Bylaws Committee** is composed of the chair and at least four (4) other members including the President and the Parliamentarian (if there is one). The chair may name additional members as may be appropriate.
 - b. The **Budget and Finance Committee** is composed of the current First Vice President as chair, the First Vice President-elect, the current Treasurer, the Treasurer-elect, the current Second Vice President, the Second Vice President-elect and the current chairs of the Facility Maintenance, Garden Shop, Grounds, and Library committees. The chair may name additional committee members as may be appropriate.
 - c. The **Facility Maintenance Committee** shall have at least three (3) members in addition to the chair, one of whom will be either the First or Second Vice President of CAGC who will be appointed by the President no later than January 31st.
 - d. The **Long Range and Strategic Planning Committee** shall be chaired by an EC Director, appointed by the President-elect and confirmed by the EC. It shall be composed of the First and Second Vice Presidents and at least three (3) other members. It may also include the chairs of the Facility Maintenance, Grounds, Library and Garden Shop committees and others as the chair deems appropriate.
 - e. The **Grounds Committee** shall be composed of the committee chair, representatives from each of the member gardens within Los Altos Gardens, and the gardener. The chair may name additional committee members as may be appropriate.
3. In accordance with the agreement between CAGC and the City of Albuquerque, representatives of the City may be invited to any CAGC meeting.

D. Committee Meetings

Committee chairs shall arrange for and attend all of their committee's meetings and, when applicable, notify the Joint Advisors of scheduled meetings. Committees shall meet as frequently as needed as determined by the chair, or as specified in CAGC's governing documents.

E. Committee Reporting Requirements

Committee chairs shall attend meetings of the BOD and the EC to provide reports, answer questions and/or request approval of proposed actions or expenditures as may be required. They shall provide regular reports and end of year/event reports to the BOD and EC as prescribed in CAGC's Standing Rules. Upon the end of their service, committee chairs shall provide copies of all reports and any other records and information to the incoming committee chair and shall provide a copy for CAGC's permanent files.

ARTICLE IX. FINANCE

A. Fiscal Year

The fiscal year shall be January 1 to December 31.

B. Authorized Accounts

In addition to regular CAGC bank accounts, a separate account may be authorized by the EC for a specific event, or to meet a requirement that funds not be commingled with CAGC's general funds. The account shall be set up in a similar manner to other CAGC bank accounts allowing clear oversight and legal separation. The Treasurer shall keep the financial records of the account. At the close of the event or elimination of the requirement for separate records, the account shall be closed, and remaining funds (if any) shall be disbursed in accordance with the rules of the event, or by action of the EC. The Treasurer will provide information to the Financial Review Committee for any year in which an account of this type has been utilized.

C. Signatories

1. The President is authorized to transact business/sign financial documents on behalf of CAGC. The President, Treasurer, and Assistant Treasurer, if one has been appointed, are signatories on all Council financial accounts.
2. The President and Recording Secretary cosign contracts.
3. The Treasurer is the official CAGC representative to the State of New Mexico and the U.S. Internal Revenue Service.

D. Unbudgeted Expenditures

All CAGC functions, tasks and procedures are expected to be accomplished within approved budget amounts. It is recognized that unplanned expenditures will arise and such expenditures will be handled as follows:

1. All unbudgeted expenditures must be approved by either the BOD or the EC. If approved by the EC the expenditure must be reported to the BOD at their next meeting.
2. Requests for approval must be accompanied by a detailed description of what is needed and a justification for the expense.
3. Requirements for obtaining competitive bids shall be published in the Standing Rules.
4. In the event of an emergency, the President will follow the procedures in Article VII.C.3. Requirements for competitive bids may be waived. (See also Standing Rule No. 5)
5. Additional employees may be authorized for up to 30 days without prior approval as replacements for departing employees to enable cross training and continuity of operations.

ARTICLE X. LIABILITY OF THE BOARD OF DIRECTORS, INDIVIDUAL DIRECTORS AND OFFICERS

The New Mexico State Statute for non-profit corporations provides explicit directives and protections concerning the liability of directors and officers of non-profit corporations. The following information is provided to CAGC's officers and members of its BOD as a convenience. For complete information refer to New Mexico Statute, Article 8, Non-Profit Corporations, Section 53.8.25 through 53.8.25.3.

- A.** Directors, officers, employees and members of the corporation are not personally liable for corporate obligations.
- B.** Directors must perform their duties in good faith and in a manner believed to be in, or not opposed to, the best interests of CAGC.
- C.** Directors are entitled to rely on factual information, opinions, reports or statements prepared or presented by officers or employees of CAGC, legal counsel, public accountants or other persons, or Board committees of CAGC, and are considered acting in good faith when doing so, unless the director has knowledge to the contrary.
- D.** Directors are not personally liable to CAGC or its members for monetary damages, for breach of fiduciary duty for actions taken at Board meetings, unless the Director breaches or willfully and recklessly fails to perform their duty in compliance with applicable laws.
- E.** Directors are not personally liable for damages resulting from negligent acts or omissions of an employee or another director unless the Director fails to perform their duties in good faith.

ARTICLE XI. REMOVAL OF DIRECTORS AND OFFICERS

- A.** Any officer or BOD member may be removed by a majority vote of the BOD at a duly called meeting for that specific purpose. No other business may be conducted at that meeting.
- B.** Causes for removal include, but are not limited to:
 - 1. Failure to perform the duties of the office.
 - 2. An unresolved conflict of interest.
 - 3. Fiscal misconduct or irregularities.
 - 4. Fiscal or other misconduct within an SMO in which the officer or director is involved, has responsibility, or has oversight.
 - 5. Failure to hold membership in good standing status in their member organization.
 - 6. The officer's or director's term of office has expired.
 - 7. Any conduct deemed to be detrimental or injurious to CAGC, its non-profit status, its purposes, or that will reflect negatively on the organization directly or indirectly.
- C.** The EC shall investigate to include querying the officer or director, giving them the opportunity for input. If the officer or director will not respond to inquiries, the EC will proceed without their input. It shall provide the officer or director an explanation of its findings and, if it is determined removal is to be pursued, will so advise and allow the officer or director the opportunity to resign.
- D.** If the officer or director will not resign, the EC will present its findings to the BOD with a recommended action. The officer or director may participate at the duly called BOD meeting. However, the officer or director may not preside over the meeting if holding an office that includes that duty or privilege, nor can the officer or director vote during the proceedings. The BOD shall make the final determination by majority vote.

ARTICLE XII. HEADQUARTERS

The Albuquerque Garden Center is the official headquarters for the CAGC of Albuquerque Garden Clubs, Inc., and is also known as the Garden Center.

ARTICLE XIII. OFFICIAL SEAL

The official seal, formed in a circle and inscribed "CAGC of Albuquerque Garden Clubs Corporate Seal" shall be kept in the main office at the Garden Center. It may only be changed or renewed upon a majority vote of the BOD. The seal shall be used/imprinted only as ordered by the BOD or the EC.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, all funds shall be disposed of in accordance with IRS Regulations for 501(c)(3) non-profit corporations. Appropriate recipient(s) for any funds resulting from dissolution shall be chosen by a majority vote of the BOD and shall be compatible with CAGC's purposes as stated in Article II of these Bylaws. No funds may be used to the benefit of any member organization or any individual.

ARTICLE XV. GOVERNING DOCUMENTS, PARLIAMENTARY AUTHORITY, DEFINITIONS AND ABBREVIATIONS

A. Governing Documents. The governing documents of the organization shall be:

1. Articles of Incorporation
2. Bylaws
3. Standing Rules
4. CAGC Policies and Procedures (if any)
5. Special Rules of Order (if any)
6. New Mexico State Statute, Section 8, Part 53 et al - Non-Profit Corporations, Current Version
7. Section 501(c)(3) of the Internal Revenue Code

B. Parliamentary Authority

Roberts Rules of Order Revised, most current edition, shall govern the proceedings of CAGC in all cases in which they are applicable and in which they are not inconsistent with CAGC's governing documents.

C. Definitions and Abbreviations. The following abbreviations may appear in CAGC's governing documents.

AMOs - Affiliate Member Organizations

BOD - Board of Directors

CAGC or Council – Council of Albuquerque Garden Clubs, Inc.

EC or ExecCom - Executive Committee

GC - Garden Center - Facility and gardens operated by the CAGC.

Officer-Elect or Officers-Elect - CAGC officers who have been elected to, but have not yet assumed office

SMOs - Sustaining Member Organizations

ARTICLE XVI. AMENDMENT OF BYLAWS

Bylaws amendments shall be proposed by the Bylaws Committee. If a Bylaws amendment is proposed by a party other than the Bylaws Committee, the amendment shall be submitted to the Bylaws Committee for review. If the Bylaws Committee rejects the proposed amendment, or the proposer fails to accept the edits recommended by the Bylaws Committee, and/or subsequent edits by the proposer fail to be approved by the committee, the proposer’s amendment may not be considered.

These Bylaws may be amended by a two-thirds (2/3) vote at any BOD meeting, providing 30 days’ notice is given in writing and/or delivered via email prior to the meeting.

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As adopted by vote of the Council of Albuquerque Garden Clubs, Inc. Board of Directors on June 11, 2026.

Signed: _____

Connie Wenk, President, CAGC of Albuquerque Garden Clubs, Inc.

Signed: _____

Nancy Loper, Recording Secretary, CAGC of Albuquerque Garden Clubs, Inc.