



COUNCIL OF ALBUQUERQUE GARDEN CLUBS, INC.

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

**2018 BYLAWS
FOR THE
COUNCIL OF ALBUQUERQUE GARDEN CLUBS,
INC. (CAGC)**

OCTOBER 11, 2018

**APPROVED BY VOTE AT THE
OCTOBER 11, 2018, MEETING OF THE
CAGC BOARD OF DIRECTORS**

THIS PAGE INTENTIONALLY BLANK

**2018 BYLAWS OF THE
COUNCIL OF ALBUQUERQUE GARDENS CLUBS, INC. (CAGC)**

TABLE OF CONTENTS

ARTICLE I. NAME (pg 1)

ARTICLE II. OBJECT AND PURPOSE (pg 1)

ARTICLE III. MEMBERS (pg 1-2)

- A. Membership Classes
 - 1. Sustaining Member Organizations
 - 2. Affiliate Member Organizations
- B. Application for Membership
- C. Dues and Fees
- D. Membership Obligations and Privileges
- E. Voting Rights

ARTICLE IV. NOMINATIONS AND ELECTIONS (pg 2-3)

- A. Nominations
 - 1. Nominating Committee
 - 2. Chairperson
 - 3. Report
- B. Election of Officers
- C. Installation of Officers and Beginning of Term
- D. Term of Office
- E. Vacancy in Office

ARTICLE V. OFFICERS (pg 3-5)

- A. Classification
- B. Qualifications
 - 1. Office of the President and First Vice President
 - 2. Other Officers and Directors
- C. Duties
 - 1. General
 - 2. Transition Period
 - Officers-Elect
 - President-Elect
 - President
 - First Vice President
 - Second Vice President
 - Recording Secretary
 - Treasurer

Assistant Treasurer
Executive Committee Directors
Corresponding Secretary
Archivist
Parliamentarian

ARTICLE VI. BOARD OF DIRECTORS (pg 5-7)

- A. Composition
- B. Qualifications
- C. Designated Representatives
 - 1. Number of Allowed Representatives
 - 2. Changes and Modifications to Designated Representatives
 - 3. Substitution of Designated Representatives
- D. Credentialing
- E. Duties
- F. Meetings
 - 1. Regular Meetings
 - 2. Special Meetings
- G. Voting
- H. Quorum

ARTICLE VII. EXECUTIVE COMMITTEE (pg 7-8)

- A. Composition
- B. Duties
- C. Meetings
 - 1. Regular Meetings
 - 2. Special Meetings
 - 3. Emergency Meetings
- D. Quorum

ARTICLE VIII. STANDING AND AD HOC COMMITTEES (pg 8-10)

- A. Standing Committees
- B. Ad Hoc Committees
- C. Committee Membership
- D. Committee Meetings
- E. Committee Reporting Requirements

ARTICLE IX. FINANCE (pg 10-11)

- A. Fiscal Year
- B. Authorized Accounts
- C. Unbudgeted Expenditures

ARTICLE X. LIABILITY OF THE BOARD OF DIRECTORS, INDIVIDUAL DIRECTORS AND OFFICERS (pg 11)

- A. Corporate Obligations

- B. Act in Best Interest of Council
- C. Reliance on Factual Information
- D. Liability for Breach of Fiduciary Duty
- E. Liability for Damages From Negligent Acts or Omissions

ARTICLE XI. REMOVAL OF DIRECTORS AND OFFICERS (pg 11-12)

ARTICLE XII. HEADQUARTERS (pg 12)

ARTICLE XIII. OFFICIAL SEAL (pg 12)

ARTICLE XIV. DISSOLUTION (pg 12)

ARTICLE XV. GOVERNING DOCUMENTS, PARLIAMENTARY AUTHORITY, DEFINITIONS AND ABBREVIATIONS (pg 12)

- A. Governing Documents
- B. Parliamentary Authority
- C. Definitions and Abbreviations

ARTICLE XVI. AMENDMENT OF BYLAWS (pg 13)

THIS PAGE INTENTIONALLY BLANK

2018 BYLAWS - CAGC

OCTOBER 11, 2018

BYLAWS OF THE COUNCIL OF ALBUQUERQUE GARDEN CLUBS, INC.

ARTICLE I. NAME

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

ARTICLE II. OBJECT AND PURPOSE

The purpose of the organization is 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.
- 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.
- Provide guidance and assistance, other than financial, in community beautification projects.
- Render assistance and advice, when requested, to all garden clubs and plant societies.
- Promote good fellowship among garden clubs and plant societies.
- Encourage the formation of new garden clubs and plant societies.

ARTICLE III. MEMBERS

A. Membership Classes

Membership classes for the Council of Albuquerque Garden Clubs are:

1. Sustaining Member Organizations

- a. Garden clubs located in the greater Albuquerque area, or within a reasonable commuting distance, which are affiliated with National Garden Clubs, Inc.;
- 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

National, regional, state and district parent organizations of Sustaining Member Organizations, and other organizations that have a commonality of interests with Council, and that support its goals and purposes, and that do not qualify for sustaining membership. Affiliate members shall be approved by Council's Board of Directors.

B. Application for Membership

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

1. An agreement to accept and abide by Council Bylaws;
2. A copy of the Bylaws and/or Constitution of the applying organization, to be reviewed by Council's Executive Committee for purposes of determining eligibility for membership in Council; and
3. 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 application to the Executive Committee for approval and to the Board of Directors for acceptance.

C. Dues and Fees

Council members shall pay annual sustaining fees and per capita dues as prescribed by the Board of Directors 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 member being denied membership privileges until fees and dues are current.

Council members shall pay a percentage of net revenues realized from member organization fundraising events held at the Garden Center, or from participation in a Councilsponsored event regardless of the location at which the Councilsponsored event is held. The percentage of net revenues due to Council, 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 Council's governing documents.
2. Member organizations must be in full compliance with all of Council's governing documents. Failure to do so may result in revocation of the organization's membership.

E. Voting Rights

Only Sustaining Member Organizations shall have voting rights. Affiliate members shall not have any voting rights. No individual member of a Sustaining Member Organization shall have any voting rights except by virtue of holding a seat on Council's Board of Directors.

ARTICLE IV. NOMINATIONS AND ELECTIONS

A. Nominations

1. **Nominating Committee.** A 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 may 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, 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 Sustaining Member Organization.
2. **Chairperson.** The President shall appoint the chair of the Nominating Committee no later than the March Executive Committee 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 chairperson at the October meeting of the Board of Directors. 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 Board of Directors. 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 Board of Directors representatives. If there is more than one candidate for an office, voting by Board of Director representatives shall be by ballot.

C. Installation of Officers and Beginning of Term

Installation of Council officers shall occur at the December annual Membership and Board of Directors meeting. 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

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 created in the office of First Vice President. Any other vacancy shall be filled by a majority vote of the Executive Committee and affirmed by the Board of Directors.

ARTICLE V. OFFICERS

A. 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 Executive Committee Directors. The President, with approval of the Executive Committee, will 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 a Sustaining Member Organization. It is the responsibility of the Sustaining Member Organization to certify a candidate's status and to advise Council of any change in that status. Officers and the Assistant Treasurer may not be related to one another, and no more than one may come from the same household.

- 1. Offices of President and First Vice President.** For regular elections, candidates for the offices of President or First Vice President must have served, by the time of election, in some capacity as follows: on the Executive Committee; as the Chair of a Standing Committee; as President of a Sustaining Member Organization; or be a Past President of Council 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 Council officers shall perform the duties of their respective office as provided in Council's governing documents (See Article XV). All decisions and actions taken by a Council officer on behalf of Council, unless provided for elsewhere in Council's governing documents, must be approved by either the Board of Directors or the Executive Committee.
- 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, Council-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.

Officers-Elect

Officers-elect shall familiarize themselves with Council'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.

President-Elect

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 Presidentelect is installed in office in December. Confirmation of the Presidentelect's appointments will occur at the first Executive Committee meeting held after the Presidentelect assumes office and shall be affirmed by the Board of Directors at the first Board meeting held after the election.

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 Building Maintenance Committee and the Grounds Committee.

President

The President is responsible for assuring continuity in Council's administration by encouraging written reports and the prompt exchange of files and records between officers, committees and committee chairpersons, and through communication with the Board of Directors and the presidents of Council's member organizations.

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. He/she may not unilaterally override the committee's actions.

The President is responsible for assuring that adequate damage and liability insurance policies, covering Council's buildings, grounds and assets are current and in force.

The President is the chairperson of the Executive Committee, is the official spokesperson for Council, presides at meetings of the Executive Committee and the Board of Directors, is a signatory on Council bank accounts, and performs other duties as may be requested or assigned by the Board of Directors.

First Vice President

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 his/her duties, the First Vice President will serve as President until the sitting president can resume his/her duties. In the absence of the President, the First Vice President presides over meetings of the Executive Committee and the Board of Directors.

The First Vice President is the chairman of the Budget and Finance Committee, directs preparation of the combined budget for the upcoming fiscal year, and chairs the Long Range and Strategic Planning Committee.

The First Vice President shall assume other duties as may be assigned by the President, the Executive Committee or the Board of Directors.

Second Vice President

The Second Vice President shall succeed to the office of First Vice President in the event of a vacancy in that office. 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. The Second Vice President presides over meetings of the Executive Committee and the Board of Directors in the absence of the President and First Vice President.

The Second Vice President chairs the Ways and Means Committee and the Publicity Committee and is a member of the Budget and Finance Committee. The Second Vice President is an ex officio member of all Council fundraising committees. As an ex officio member of a committee, the Second Vice President's role is the same as any other committee member. He/she may not unilaterally override the committee's actions.

Recording Secretary

The Recording Secretary is the custodian of Council's records except as may be otherwise

specified in Council's governing documents.

The Recording Secretary prepares the minutes of the meetings and proceedings of the Board of Directors, Executive Committee, Budget and Finance Committee meetings, and of the meetings and proceedings of other Council committees as requested by the President, or the Executive Committee or the Board of Directors.

The Recording Secretary assists the President in the preparation of the agenda, distributes the finalized agenda and maintains a record of the voting membership of the Board of Directors and the Executive Committee.

Treasurer

The Treasurer is the custodian of all Council funds, is a signatory on Council bank accounts, signs all Council checks, and maintains all of Council's financial records, receipts, bills and invoices. The Treasurer shall be the official liaison between Council and Council's accounting services, tax preparation and any other financial services provider.

The Treasurer is a member of Council's Budget and Finance Committee and assists in preparing the combined budget for the upcoming fiscal year.

The Treasurer reviews and assures reports required by government agencies to maintain Council's good standing as a 501(c)(3) nonprofit organization are prepared and submitted in a timely manner by Council's professional accounting and tax service provider(s).

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.

Executive Committee Directors

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

Corresponding Secretary

The Corresponding Secretary shall send letters of welcome to new Council members, and letters of appreciation, condolence, or other letters as may be required or directed by the President or the Executive Committee. The Corresponding Secretary shall acknowledge all gifts and donations of money or materials made to Council and the Garden Center.

Archivist

The Archivist shall record the noteworthy achievements of each year and submit a report to the outgoing President for submission to the Executive Committee. The report shall be accepted for inclusion in Council's history records. In the event of a vacancy in this position these duties may be assigned by the President to another officer with approval of the Executive Committee.

Parliamentarian

The Parliamentarian attends all meetings of the Executive Committee and the Board of Directors and advises on points of order as provided in Robert's Rules of Order Revised current edition.

The Parliamentarian may advise other committees and member organizations upon request. In the event of a vacancy in this position, these duties may be assigned by the President to another officer with approval of the Executive Committee.

ARTICLE VI. BOARD OF DIRECTORS

A. Composition. The Board of Directors is composed of: (1) voting members of the Executive Committee; (2) current presidents of Sustaining Member Clubs; and (3) authorized representatives from each Sustaining Member Organization. Affiliate member organizations may not name representatives to the Board of Directors.

B. Qualifications. All members of the Board of Directors must hold and maintain active current membership in their Sustaining Member Organization, 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 Council. Sustaining Member Organizations shall advise Council in writing of the names of the person(s) authorized to represent them at Board of Director meetings no later than January 31 of each year.

C. Designated Representatives

- 1. Number of Allowed Representatives.** Sustaining Member Organizations are allowed one representative for each 25 members (or portion thereof), holding membership in their organization.

If the members of the Sustaining Member Organization 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 Council's Board of Directors. Sustaining Member Organizations may only claim one seat per paid membership for purposes of naming designated representatives to Council's Board of Directors.

- 2. Changes and Modifications to Designated Representatives.** If designated representatives are changed, it is the duty of the Sustaining Member Organization to notify Council before the next regular Board of Directors meeting. This would include notifying Council of eligibility for additional designated authorized representatives; loss of eligibility of any designated representative; or of any other change impacting their participation on the Board of Directors.

When eligibility for additional representatives on the Board of Directors occurs, it is the Sustaining Member Organization's obligation to notify Council and to pay any additional dues or fees owed Council before the additional representative can be seated.

- 3. Substitution of Designated Representatives.** If the Sustaining Member Organization's authorized representative is unable to attend a meeting, the organization may designate another member to attend in his/her 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 Council sign-in sheet for the Board of Directors 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 Board of Directors are required to complete the credentialing forms with pertinent information as is required of 501(c)(3) nonprofit organizations.

E. Duties

The Board of Directors is the final authority in all matters concerning Council and is legally required to direct and exercise oversight over all Council activities and actions. No Council member organization or individual member of a Council member organization, may commit Council to any activity or expenditure, or take any unilateral action on behalf of Council without the approval of the Board of Directors or the Executive Committee. The Board of Directors:

- 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 Council's property and assets; authorize dissolution of the organization or dissolve, revoke or adopt a plan for distribution of Council's assets; amend, alter or repeal any resolution of the Board of Directors which specifies such action cannot be taken by any entity other than the Board of Directors; 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 Board 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 Council-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 Executive Committee shall be responsible for investigating its practicality. It shall be responsible for preparing a complete report to include describing advantages and disadvantages. The report, with the Executive Committee's recommendations, shall be submitted to the Board of Directors. If authorized, the chosen provider will work in cooperation with Council's appointed chairperson under the supervision of the Executive Committee.
6. May authorize the Executive Committee to act in its stead, between Board meetings or in order to facilitate the daytoday operation of the Garden Center and conduct of Council's business, except in those cases where the Board of Directors 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 Board of Directors, or any individual director, of responsibilities imposed on the Board or the individual director by law. (NM State Statute Section 53-8-21).

The delegation authorization shall be granted by majority vote of the Board of Directors at the December annual Membership and Board of Directors meeting and shall be renewed each year. In the event a quorum is not present at the December meeting, the previous years' authorization may continue in effect. The delegation of authority may be withdrawn in whole or part at the discretion of the Board of Directors.

F. Meetings

1. **Regular Meetings.** Council's Board of Directors meetings shall be held at the Garden Center during the months of February, June and October. An annual Membership and Board of Directors meeting will be held in December and will include the installation of officers and the Annual Volunteer Appreciation Luncheon.
2. **Special Meetings.** A special Board of Directors meeting may be called by the President or by a majority of the Executive Committee or by a minimum of ten percent (10%) of credentialed Board members, each from a separate Sustaining Member Organization. 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 Board 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.

G. Voting

Only eligible Board of Directors members, as defined in Article VI. A. of these Bylaws, may vote. Individual Council members often belong to more than one Sustaining Member Organization and/or hold more than one Council position that causes them to be eligible for, or automatically appointed to the Board of Directors. No Board member may serve or vote in more than one capacity.

H. Quorum

Twenty Board (20) 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 Executive Committee.

B. Duties

The Executive Committee shall:

Act on behalf of the Board of Directors as prescribed in Council's governing documents. All of its actions are subject to review by the Board of Directors which may approve, amend or disapprove them.

Ratify the President's appointments and provide oversight of all standing and ad hoc committees and all Council employees.

Review and approve financial reports, and perform other tasks as assigned to it by the Board of Directors as enumerated here and elsewhere in Council's governing documents.

The President and Recording Secretary will prepare a written summary report of the Executive Committee's activities and decisions to be presented at each Board of Directors meeting.

C. Meetings

- 1. Regular Meetings.** The Executive Committee shall meet monthly, at least ten (10) times a year, with dates and times to be established by the Executive Committee.
- 2. 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 and no other business may be conducted at the specially called meeting. Four days' notice shall be given all members of the committee. Minutes of any special meeting shall be recorded, distributed, and filed as is customary for all Board 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 Executive Committee 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 Council'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 Executive Committee of the steps taken and their cost by email report. The Executive Committee 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.

D. Quorum

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

ARTICLE VIII. STANDING AND AD HOC COMMITTEES

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

A. Standing Committees.

There shall be the following Standing committees:

- **Bylaws** reviews Council Bylaws and other pertinent documents annually or as may be requested by the Board of Directors 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.
- **Budget and Finance** is formed no later than October 15th, prepares a consolidated budget for Council for the forthcoming year, and monitors income and expenditures.

- **Building Maintenance** is responsible for upkeep and maintenance of the physical facility and works in coordination with the Garden Center's Office Manager and the Grounds Committee.
- **Council Flower Show** is responsible for staging and oversight of a National Garden Club Standard Flower Show, to be held annually at the Garden Center or as directed by the Board of Directors or Executive Committee.
- **Educational Programs and Workshops** is responsible for developing, conducting, and evaluating all educational programs held under Council's auspices.
- **Garden Shop** is responsible for managing and operating Council's garden shop to include procuring inventory, establishing pricing, and arranging staffing for regular hours and special openings.
- **Garden Tour** is responsible for staging and oversight of a garden tour as a fundraising event for Council on such dates as may be approved by the Board of Directors or Executive Committee.
- **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 Council's properties.
- **Harvest Fair** is responsible for oversight and staging of a fall Council fundraiser to be held at the Garden Center on a date established by the Board of Directors or Executive Committee.
- **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 Board of Directors or Executive Committee.
- **Library** is responsible for operating and maintaining the CAGC Horticultural and Gardening Library.
- **Long Range and Strategic Planning** is responsible for developing a long range (five to ten year) strategic plan to assure Council continues to successfully achieve its goals and purposes and to assure continued viability of the organization and its facilities.
- **Publicity** is responsible for coordinating with the Office Manager and with fundraising committee chairs to publicize Council events.
- **Rummage Sale** is responsible for staging and oversight of an annual fundraising rummage sale to be held on a date established by the Board of Directors or Executive Committee.
- **Spring Plant Sale and Garden Fair** is responsible for staging and oversight of an annual fundraiser held at the Garden Center on a date established by the Board of Directors or Executive Committee.
- **State Fair Flower Shows** is responsible for staging and oversight of standard flower shows each year at the State Fair Grounds.
- **Ways and Means** is responsible for making recommendations to improve and/or enhance existing fundraisers and for exploring new fundraising opportunities in keeping with Council's goals and policies.

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. Council President may appoint other ad hoc committees as needed and/or as directed by the Board of Directors or the Executive Committee.

- **Financial Review** conducts an annual review of Council Treasurer financial records. Three Council members shall be appointed and a chairperson shall be named by the outgoing President at the October Board of Directors meeting. The committee will submit a report to the Board of Directors at its February meeting. Upon completion of its task, the Financial Review Committee is dissolved.
-

- **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 chairpersons shall be appointed by the Presidentelect. Appointments shall be approved by the Executive Committee at their January Executive Committee meeting. In the event a committee chairperson cannot complete his/her term, the matter will be immediately referred to the Executive Committee for resolution.
2. Chairpersons of committees may recommend the appointment of co-chair(s) to the President. Committee chairpersons 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 chairperson, 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 Building Maintenance, Garden Shop, Grounds, and Library committees. The chair may name additional committee members as may be appropriate.
 - (c) The **Building Maintenance Committee** shall have at least three (3) members in addition to the chairperson, one of whom will be either the First or Second Vice President of Council 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 Executive Committee Director, appointed by the President-elect and confirmed by the Executive Committee. It shall be composed of the First and Second Vice Presidents and at least three (3) other members. It may also include the chairpersons of the Building 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 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.

D. Committee Meetings

Committee chairpersons 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 chairperson, or as specified in Council's governing documents.

E. Committee Reporting Requirements

Committee chairpersons shall attend meetings of the Board of Directors and the Executive Committee 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 Board of Directors and Executive Committee as prescribed in Council's Standing Rules. Upon the end of their service, committee chairpersons shall provide copies of all reports and any other records and information to the incoming committee chair and shall provide a copy for Council'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 Council bank accounts, a separate account may be authorized by the Executive Committee for a specific event, or to meet a requirement that funds not be commingled with Council's general funds. The account shall be set up in a similar manner to other Council 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 Executive Committee. The Treasurer will provide information to the Financial Review Committee for any year in which an account of this type has been utilized.

C. Unbudgeted Expenditures

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

1. All unbudgeted expenditures must be approved by either the Board of Directors or the Executive Committee.
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)

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 Council's officers and members of its Board of Directors 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 Council.

C. Directors are entitled to rely on factual information, opinions, reports or statements prepared or presented by officers or employees of Council, legal counsel, public accountants or other persons, or Board committees of Council, 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 Council 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 his/her 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 his/her duties in good faith.

ARTICLE XI. REMOVAL OF DIRECTORS AND OFFICERS

Any officer or Board of Directors member may be removed by a majority vote of the Board of Directors at a duly called meeting for that specific purpose. No other business may be conducted at that meeting.

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 the officer's or director's SMO, in which they are involved, or for which they are responsible or have oversight; (5) failure to hold member 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

Council, its nonprofit status, its purposes, or that will reflect negatively on the organization directly or indirectly.

The Executive Committee 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 Executive Committee 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 giving the officer or director the opportunity to resign.

If they will not resign, the Executive Committee will present its findings to the Board of Directors with a recommended action. The officer or director may participate at the duly called Board of Directors meeting, except they may not preside over the meeting if holding an office that includes that duty or privilege, and they may not vote during the proceedings. The Board of Directors shall make the final determination by majority vote.

ARTICLE XII. HEADQUARTERS

The Albuquerque Garden Center is the official headquarters for the Council 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 "Council 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 Board of Directors. The seal shall be used/imprinted only as ordered by the Board of Directors or the Executive Committee.

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 Board of Directors and shall be compatible with Council'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) Council 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

B. Parliamentary Authority

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

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

- AMOs** - Affiliated Member Organizations
- BOD** - Board of Directors
- CAGC** - Council of Albuquerque Garden Clubs, Inc.
- Council** - Council of Albuquerque Garden Clubs, Inc.
- GC** - Garden Center - Facility and gardens owned and operated by the CAGC, considered same as "Council"
- EC** - Executive Committee
- Officer-Elect or Officers-Elect** - Council 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 Board of Directors meeting, providing 30 days' notice is given in writing and/or delivered via email prior to the meeting.

#####

As adopted by vote of the Board of Directors, Council of Albuquerque Garden Clubs, Inc. on
October 11, 2018.

Signed: _____

Shirley Tetreault, President, Council of Albuquerque Garden Clubs, Inc.

Signed: _____

Carolyn McCloskey, Recording Secretary, Council of Albuquerque Garden Clubs, Inc.