

# Allen Garden Club Bylaws

## Article I – Name

1.01 Name: The name of the organization shall be Allen Garden Club.

## Article II – Purposes and Powers

2.01 Purpose: The Allen Garden Club is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.

The mission of the Allen Garden Club is to educate the people in Allen and surrounding areas about natural gardening practices and the benefits of gardening, encouraging people to conserve our natural resources and exemplify public spirit by participation in community service projects.

Our programs include, but are not limited to providing horticultural based information such as native plants, annuals, trees, shrubs, soil preparation, composting, insects, and natural resource conservation for our members and guests from our community.

To maximize our impact on our efforts, we may seek to collaborate with other like-minded non-profit organizations which fall under Section 501(c)(3) of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board and membership, we may provide volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact on the environment in our community.

2.02 Powers: The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### 2.03 Non-profit Status and Exempt Activities Limitation

(a) Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions which are deductible under Section 179(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member or other private person except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization and these Bylaws.

(c) Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## Article III – Membership

3.01 Membership: Membership is open to any resident of Allen and surrounding areas who has an interest in our mission, learning about gardening, and community service to help beautify our community.

3.02 Dues: Dues are paid when the member joins the Allen Garden Club and will be due on an annual basis. Annual dues are \$20 but may change with a majority approval of the Allen Garden Club membership.

## **Article IV – Board of Directors**

4.01 Number of Directors: The Allen Garden Club shall have a board of directors consisting of at least 4 and no more than 6 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers: All corporate powers shall be exercised by or under the authority of the board and the affairs of the Allen Garden Club shall be managed under the direction of the board except as otherwise provided by law.

4.03 Terms:

(a) All directors shall be elected to serve a term whose length is two (2) years, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors: In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a member of the Allen Garden Club for at least one year. Directors may be elected at any board meeting by the majority vote of the existing members. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies: The board of directors may fill vacancies due to the expiration of the director's term of office, resignation, death, or removal of the director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Unexpected vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors: A director may be removed by two-thirds vote of the membership of the Allen Garden Club, if:

(a) the director is absent and unexcused from 3 or more regular meetings in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have to excuse him/herself from the board meeting attendance and in that case, the board vice-president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

(a) Regular Meetings: The board of directors' meetings will be concurrent with the general monthly business meetings. Notification of meetings will be by electronic mail and the notice shall be deemed to be delivered upon its deposit in the transmission system.

(b) Special Meetings: Special meetings of the board of directors may be called by the president, vice-president, secretary, treasurer or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose of the meeting.

(c) Waiver of Notice: Any director may waive notice of any meeting in accordance with state laws.

4.08 Voting

(a) Quorum: A majority of the members shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board or membership at which a quorum is not present.

(b) Majority Vote: Except as otherwise required by law or by the articles of Organization, the act of the majority of the members and directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions: On the occasion that the membership is unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation: Except as required otherwise by law, the Articles of organization, or these Bylaws, members and directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, email or by telephonic conference call.

4.09 Compensation for Board Service: Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities such as purchases made for community service projects, fees for the maintenance of the website, and any speakers fees if necessary.

## **Article V - Committees**

### 5.01 Committees

The board of directors may designate one or more committees to serve as needed for the purpose of planning projects. Any committee shall have all the authority with the following exceptions:

- (a) Take any final action on matters which also requires board/membership approval of a majority.
- (b) Fill vacancies on the board of directors of any committee which has the authority of the board
- (c) Amend or repeal Bylaws or adopt new Bylaws
- (d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable
- (e) Appoint any other committees of the board of directors or the members of these committees
- (f) Expend funds to support a nominee for director; or
- (g) Approve any transaction to which the organization is a party and one or more directors have a material financial interest or between the organization and one or more of its directors or between the organization or any person which one or more of its directors have a material financial interest.

### 5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept at each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### 5.3 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members and membership gives consent.

## Article VI – Officers

6.01 Board Officers: The officers of the organization shall be a board president, vice-president - membership, secretary, and treasurer, all of whom shall be chosen by the membership of the Allen Garden Club. Each officer shall have the authority and shall perform the duties set forth in these Bylaws. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the organization, each of whom shall have such authority and shall perform such duties as prescribed in these Bylaws.

6.02 Term of Office: Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the membership at the end of his/her two (2) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation: The board of directors/membership may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is party. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President: The president shall be the chief volunteer officer of the organization. The president shall:

1. Preside at all meetings of the Allen Garden Club.
2. Coordinate the work of other officers and committees in order that the mission of the Allen Garden Club may be promoted.
3. Assist in fundraising activities
4. Promote teamwork within the organization as a whole.
5. Maintain website – [www.allengardenclub.org](http://www.allengardenclub.org)
6. Write and distribute monthly newsletter to current members.
7. Delegate responsibilities for community service projects to members.
8. Schedule monthly speakers.

6.05 Vice President - Membership: The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors/membership. The vice-president shall normally accede to the office of president upon the completion of the president's term of office. The Vice-President – Membership shall:

1. Perform the duties of the president in the absence of, or inability of the president to serve.
2. Be responsible for the membership drive and roster.
3. Be responsible for creating announcements about membership for the Allen Garden Club.

Committees / activity chairman may be appointed by this officer and approved by the board of directors.

6.06 Vice President – Fundraising Responsibilities:

1. Be responsible for all the Allen Garden Club fundraisers which consists of a garden tour every 2-3 years and helping promote North Texas Giving Day.
2. Committees or activity chairman may be appointed by this officer and approved by the board of directors.

6.07 Secretary: The secretary shall:

1. Record the minutes of the Allen Garden Club meetings and file all written reports to the Allen Garden Club board of directors and membership.
2. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
3. Retain all historical documents, meeting minutes, approved changes to bylaws, committee rules, current membership and committee listing for the Allen Garden Club.

4. Have a thorough knowledge of parliamentary procedures and the organization's bylaws.
5. Follow record retention guidelines.

6.08 Treasurer: The treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. The treasurer shall:

1. Receive and disburse all monies indicated in the budget and prescribed in the bylaws or as authorized by an action of the Allen Garden Club membership and board of directors.
2. Make timely deposits.
3. Maintain accurate and permanent financial records including all receipts and disbursements of the Allen Garden Club.
4. Email monthly financial statements to the members of the Allen Garden Club.
5. Provide documentation for audit as necessary.
6. Committees or activity chairman may be appointed by this officer and approved by the board of directors.
7. Present a current financial report including bank statements, bank reconciliation, and financial statements to the Allen Garden Club members and board of directors at the monthly meetings.
8. File annual IRS form 990 via e-postcard or manually using form 990, 990-T, 990-N or 990-EZ at the end of the fiscal year or at the end of tenure of this office.

6.09 Non-Director Officers: The board of directors/membership may designate additional officer positions of the organization and may appoint and assign duties to other non-director officers of the organization.

#### **Article VII – Contracts, Checks, Loans, Indemnification and Related Matters**

7.01 Contracts and other Writings: Except as otherwise provided by resolution of the board or membership, all contracts and other agreements of the organization shall be executed on its behalf by the treasurer or other persons to whom the board/membership has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts: All checks, drafts or other orders for payment of money or other evidence of indebtedness issued in the name of the organization shall be signed by the treasurer.

7.03 Deposits: All funds of the organization not otherwise employed shall be deposited in a timely manner to the credit of the organization in the bank as designated by the board of directors/membership.

7.04 Loans: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name.

#### 7.05 Indemnification

(a) Mandatory Indemnification: The organization shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was party because he or she is or was a director of the organization against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification: The organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of (1) a written affirmation from the director, officer, employee, or agent of his or her good faith believe that he or she is entitled to indemnification as authorized in this article, and (2) an undertaking by or on behalf of the director, officer, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization in these Bylaws.

(d) Indemnification of Officers, Agents and Members: An officer of the organization who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The organization may also indemnify and advance expenses to a member or agent of the organization who is not a director, consistent with the laws of Texas and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

#### **Article VIII – Miscellaneous**

8.01 Books and Records: The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings, a record of all actions taken by its members without a meeting, and a record of all actions taken by committees of the board. In addition, the organization shall keep a copy of the organizations Articles of Organization and Bylaws as amended to date.

8.02 Fiscal Year: The fiscal year of the organization shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest: The board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy: The officers, directors, committee members and general membership served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, ex, race, religion, national origin, and sexual orientation. It is the policy of the Allen Garden Club not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment: These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board/membership at a meeting provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors or members. An amendment that does affect the voting rights of directors or members further requires ratification by a two-thirds vote of a quorum of board/members at a meeting.

(c) that all amendments be consistent with the Articles of Organization.

#### **Article IX – Documentation Retention Policy**

9.01 Purpose: The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Allen Garden Club records.

##### 9.02 Policy

(a) General Guidelines: Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

From time to time, Allen Garden Club may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Exception for Litigation Relevant Documents: Allen Garden Club expects all officers and directors to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors and members should note the following general exception to any stated destruction schedule. If you believe or the Allen Garden Club informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

(c) Minimum Retention Periods for Specific Categories

1. Organization Documents: organization records include the organization's Articles of Organization, Bylaws, IRS Form 1023 -Application for Exemption, and IRS letter of determination (when applicable). IRS regulations require that the Form 1023 be available for public inspection upon request.
2. Tax Records: Tax records include, by may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures and other documents concerning the organization's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.
3. Board and Committee Materials: Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other board and committee materials should be kept for no less than three (3) years by the organization.
4. Press Releases/Public Filings: The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.
5. Legal Files: Legal documents should generally be maintained for a period of ten (10) years.
6. Marketing and Sales Documents: The organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years.
7. Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials and supplies and any invoices should be kept for seven years.
8. Audit Records: External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

(d) Electronic Mail that needs to be saved should either: be printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk/flash drive as a separate file. The retention period depends on the subject matter of the email as covered elsewhere in this policy.

**Article X – Transparency and Accountability – Disclosure of Financial Information with the General Public**

10.01 Purpose: By making full and accurate information about its mission, activities, finances and governance publicly available, Allen Garden Club practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the organization are presumptively open to members and/or the public
- (b) Indicate which documents and materials produced by the organization are presumptively closed to members and/or the public
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details are as follows:

10.02 Financial and IRS Documents (Form 1023 and 990): Allen Garden Club shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy and financial statements to the general public for inspection free of charge.

10.04 IRS Annual Information Returns (Form 990): Allen Garden Club shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the organization's Form 990 shall be submitted to the board of directors via email at least 10 days before the Form 990 is filed with the IRS.

10.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

10.04 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned.
- (b) No donor records shall be made available to any person outside the organization except the authorized governmental agencies.
- (c) Within the organization, donor records shall be made available only to those persons with responsibilities for dealing with those donors except that donor records shall be made available to the board when requested.

Article XI – Amendment of Articles

11.01 Amendment: Any amendment to the Articles of Organization or Bylaws may be adopted by approval of two-thirds of the board and members of the Allen Garden Club

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of the Allen Garden Club were approved by the Allen Garden Club board of directors and members on \_\_\_\_\_.  
Day, Month, Date, Year

Secretary: \_\_\_\_\_

Date: \_\_\_\_\_