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BYLAWS
Revised June 2, 2022

Article I
Name

The name of this organization shall be The Garden Club Federation of Massachusetts, Inc. (GCFM) to be referred to in these bylaws as the Federation.

Article II
Mission Statement

The Federation is organized exclusively for charitable, scientific and educational purposes and all activities shall be in furtherance of such purposes.

The objectives of the Federation are:

- A. To coordinate the interests of garden clubs of the Commonwealth of Massachusetts and to bring them into closer relations of mutual helpfulness by association, conferences and correspondence.
- B. To aid in the protection and conservation of natural resources.
- C. To promote civic beauty, roadside improvements and historic preservation.
- D. To advance the art of gardening and flower arranging, and to encourage education in the areas of ecology, horticulture and landscape design.
- E. To cooperate with other organizations and agencies in furthering these interests.
- F. To aid worthy students pursuing the study of horticulture, conservation, ecology, landscape design and related subjects through scholarship funds maintained by the Federation.
- G. To restrict the activities of the Federation so that it shall not be used or operated for private profit of any member or special group or be used for purposes other than those enumerated above.
- H. The Federation shall otherwise conduct its activities in a manner which is consistent with Section 501(c)(3) of the Internal Revenue Code, as amended.

Article III
Members

Section 1. Membership in this organization shall be open to any garden club in Massachusetts, and any non-profit, tax-exempt society or organization whose activity promotes the objectives of the Federation. Under special circumstances individuals may become members.

Section 2. Any garden club in Massachusetts shall be eligible for membership provided it has been in existence for at least one (1) year and has a minimum of ten (10) members.

- A. An application by a garden club for Federation membership shall be accompanied by a copy of its bylaws and Articles of Organization or Charter, and submitted to the Membership Chairperson.
- B. Upon approval by the Membership Chairperson, the application, together with bylaws, and Articles of Organization or Charter, shall be submitted to the Board of Directors for final vote. A two-thirds (2/3) vote of those present and voting is required for election to membership.
- C. Garden clubs, as members of the Federation, are referred to in these bylaws as member clubs.

Section 3: Individual membership shall include two (2) classes: honorary and life.

- A. **Honorary:** By vote of the Board of Directors, "Honorary Member" may be conferred upon any person who has rendered distinguished service to the Federation, or whose unselfish achievements in garden club work have been outstanding. Honorary members shall be exempt from payment of dues and shall have all privileges except the right to vote and/or hold office.
- B. **Life:** Life membership is available to a member of a Federated club and upon payment of fees shall have all privileges of membership except the right to vote. An individual may be presented with Life Membership as an honorarium.

Section 4. Affiliate membership in the Federation shall be open to any non-profit, tax-exempt horticultural society, plant society or similar organization in active existence for at least one (1) year with a membership of at least twenty-five (25), wherever residing, upon approval of application and payment of dues.

Affiliate members shall have all privileges except the right to vote and/or hold office. All applications for Affiliate memberships shall be in writing and sent to the Membership Chairperson for approval. The Membership Chairperson shall submit a report to the Board of Directors for its vote. A two-thirds (2/3) vote of those present and voting is required for election to membership.

Section 5. The Board of Directors, by a two-thirds (2/3) vote of those present and voting, may suspend from membership in the Federation any board member, member club, and affiliate member whose conduct has been found to be detrimental to the best interests of the Federation.

Article IV Fiscal Year

The fiscal year of the Corporation shall begin July 1st and end on June 30th of the following year.

Article V Fees

The annual dues of all member clubs and affiliate organizations are due and payable on May 1st. A portion of these dues shall be paid to National Garden Clubs, Inc. (NGC)..

Section 1. -Member clubs shall compute dues on the basis of their total membership as of January 1st of each year. (The amount shall be listed in the Standing Rules.)

Section 2. Fees of affiliate and life members shall be established by the Board of Directors; a two-thirds (2/3) vote of those present and voting is required for passage. Fees for Life members shall be established as a one-time contribution, payable upon acceptance into membership. A portion of this amount shall be applied to the member's area of interest. (The amounts shall be listed in the Standing Rules.)

Section 3. A member club or affiliate member organization whose dues are not paid before June 30th of each year may be dropped from membership by majority vote of the Board of Directors.

Section 4. A member club or affiliate member elected to membership after February 1st of any year shall be exempt from dues for the remainder of that fiscal year.

Article VI Officers

Section 1. Officers of the Federation shall be a president, first vice president, second vice president, recording secretary, corresponding secretary, treasurer, and parliamentarian.

Section 2. The president shall:

- A. Preside at all meetings of the Federation and of the Board of Directors.
- B. Be chairperson of the Executive and the Advisory Committees.
- C. Be a member ex officio of all committees except the Nominating Committee.
- D. Appoint ad hoc committees as needed.
- E. Appoint chairpersons of the standing and ad hoc committees with the approval of the Board of Directors unless otherwise specified herein.
- F. Approve all bills drawn against the funds of the Federation.

- G. Call special meetings as needed with the approval of the Executive Committee.
- H. Present a condensed report at the Annual Meeting.
- I. Prepare and deliver to their successor a written list of suggestions by the June board meeting of the odd-numbered years.
- J. Appoint members of committees as required within these bylaws.

Section 3. The first vice president shall:

- A. Assist the president in the work of the Federation.
- B. In the absence of the president, perform all duties of the office.
- C. Upon resignation of the president, become president and hold office for the unexpired term.
- D. Assist and coordinate the work of the district directors.
- E. Serve on the Investment Committee.
- F. Submit a brief report at the Annual Meeting.
- G. Prepare for their successor a written list of suggestions by the May Board of Directors meeting in the odd-numbered years.
- H. Perform such other duties as assigned by the president.

Section 4. The second vice president shall:

- A. In the absence of the president and first vice president, perform all duties incumbent upon the office of the president.
- B. Serve as coordinator for the 501(c)(3) member clubs.
- C. Serve on the Investment Committee.
- D. Prepare for their successor a written list of suggestions by the May Board of Directors meeting in the odd-numbered years.
- E. Perform such other duties as assigned by the president.

Section 5. The recording secretary shall:

- A. Be a resident of Massachusetts.
- B. Record the minutes of the Board of Directors meetings, Advisory Committee meetings, and any other official Federation meeting.
- C. Immediately notify the banks and financial institutions where Federation funds are on deposit, the name of the newly elected treasurer.
- D. Perform such other duties as assigned by the president.

Section 6. The corresponding secretary shall:

- A. Be responsible for all correspondence of the Federation.
- B. Send notices of all annual and special meetings and Board of Directors meetings.
- C. Notify new garden clubs, and affiliate organizations of their election to membership.
- D. Keep a list of officers, directors, chairpersons, past presidents, member clubs, youth clubs, life, honorary, and affiliate members.

- E. Submit a list to National Garden Clubs, Inc. (NGC) of all member clubs and newly elected presidents within one month following election.
- F. Notify NGC and the New England Region Director of newly elected officers. Send names and addresses of chairpersons to each corresponding NGC chairperson.
- G. Attend to all other correspondence that may be assigned to them by the president or the Board of Directors.
- H. Submit a brief report at the Annual Meeting.
- I. Perform such other duties as assigned by the president.

Section 7. The treasurer shall:

- A. Collect and hold all fees and funds of the Federation and deposit these in a bank (or banks) as determined by the president and the Executive Committee.
- B. Serve on the Investment Committee.
- C. Be the custodian of all scholarship funds and securities of the Federation including, with the Board of Directors' approval, the delivery of such funds and securities as recommended by the Investment Committee to the designated institutional custodian(s).
- D. Prepare an annual report for the Annual Meeting of the Federation.
- E. Upon completion of the term of office, remain as advisor to their successor for an additional six (6) months.
- F. Perform such other duties as assigned by the president.

**Article VII
Board of Directors**

Section 1. The Board of Directors shall consist of the elected officers of the Federation, the district directors, nominating committee members, chairpersons of standing and ad hoc committees, chairpersons of respective councils, chairpersons of respective schools, Federation members of the board of NGC, former presidents of the Federation and the parliamentarian..

The Board of Directors shall conduct the business of the Federation and administer its affairs between meetings of the Federation.

- A. It shall have power to create and dissolve any standing committees by a two-thirds (2/3) vote. This vote must be ratified by the Federation membership.
- B. It shall have power to create and dissolve any ad hoc committees by a simple majority vote..
- C. It may fill any vacancy in an elective office, except that of the president, for the unexpired term.

Section 2. Meetings of the Board of Directors

- A. Regular meetings shall be held in September, October, December, March,

- B. April, and May. A June meeting will be added in an Installation year. The time and place are to be determined by the Executive Committee.
- C. Special meetings may be called by the president or upon a written request of five (5) members of the board, accompanied by a statement of the business to be considered.
- D. **Section 3. Quorum:** Twenty (20) members shall constitute a quorum of the Board of Directors.

Article VIII
Districts, District Directors and Board of Directors

Section 1. The membership of the Federation shall be divided into districts as follows: Berkshire, Central North, Central South, Middlesex, Metro, Northeastern, Northern, Southeastern and South Shore.

Section 2. The Board of Directors shall determine the boundaries of these districts, shall establish additional districts as needed, and shall be the final authority regarding the district to which each member club shall belong.

Section 3. Each district shall be under the supervision of a district director whose duties shall be as follows:

- A. To preside at all district meetings.
- B. To promote the Federation and its mission in their districts and assist member clubs in their activities.
- C. To appoint such committees as may be necessary to correlate the work of the district with state and national objectives.
- D. To hold a district meeting of the member clubs of the district, giving all members an opportunity to attend. The president of the Federation shall be a guest of honor at each district meeting.
- E. To submit names and qualifications of prospective candidates from the district for Board of Directors positions.
- F. To submit a summarized report of the clubs in the district to the first vice president, thirty (30) days prior to the Annual Meeting of the Federation.
- G. To prepare and deliver to their successor a written record of duties and helpful suggestions by the June board meeting.
- H. To appoint an assistant director to assist with the work of the district, who shall preside in the absence of the district director, and become district director if a vacancy occurs in this office.

Article IX
Standing Committees

Section 1. Each standing committee chairperson shall be appointed by the president with the approval of the Board of Directors for a term of two (2) consecutive years.

Section 2. There shall be an **Executive Committee** consisting of the president, vice presidents, corresponding secretary, recording secretary, treasurer. and parliamentarian. This committee shall be empowered to transact any necessary business which needs immediate attention between the monthly meetings of the Board of Directors.

Section 3. There shall be an **Advisory Committee** of at least six (6) members consisting of the president as chairperson, three (3) board members to be appointed by the president, and two (2) former presidents to be appointed by the president. It shall be the duty of this Committee to meet at least four (4) or more times each term to consider questions of policy and procedure and make recommendations to the Board of Directors. Consultants, as requested, may attend meetings.

Section 4. There shall be a **Nominating Committee** consisting of the immediate past district directors from each district, whenever feasible, and a past president of the Federation appointed by the president to serve as consultant.

- A. Members of the Nominating Committee shall attend all scheduled committee meetings and attend all Federation board meetings.
- B. The first meeting of the Nominating Committee shall be in September in the odd-numbered year.
- C. There shall be a chairperson elected from the committee at their September meeting in the odd-numbered year.
- D. The chairperson shall schedule meetings as often as necessary to complete the business of the committee.
- E. It shall be the duty of this committee to select nominees for the following elected offices: president, first vice president, second vice president, recording secretary, corresponding secretary, treasurer, district directors, and nominating committee.
- F. Nominees for officers must have been members of the Board of Directors for a minimum of two (2) years.
- G. No officer or district director may be elected to serve more than one (1) term in the same office, with the exception of the treasurer who may serve three (3) consecutive terms; thereafter remaining as an advisor to their successor for an additional six (6) months.
- H. A term of office is defined as two (2) consecutive years and beginning at the Annual Meeting in the odd-numbered year.
- I. The chairperson shall present their slate of candidates to the Executive Committee and subsequently report the slate to the Board of Directors at the March board meeting for information only – no vote is taken until the Annual Meeting. Thirty (30) days prior to the Annual Meeting the call to meeting and proposed slate shall be sent electronically or via first class mail to each board member and member club.

Section 5. There shall be a **Finance and Budget Committee** consisting of the treasurer and additional members to be appointed by the president and approved by the Board of Directors.

- A. This committee shall prepare and present to the Board of Directors the operating budget for the upcoming fiscal year and present it for approval at the May board meeting.
- B. The chairperson of the committee shall oversee and report on the financial condition of the Federation and on special funds whenever requested. The chairperson of the Finance and Budget Committee shall serve on the Investment Committee.
- C. A public accountant appointed by the Finance and Budget Committee, with the approval of the Board of Directors, shall review the treasurer's books at the end of the fiscal year and submit a report for the Annual Meeting of the Federation.

Section 6. There shall be an **Investment Committee**, appointed by the president and approved by the Board of Directors, consisting of the first vice president, second vice president, the treasurer, the chairperson of the Finance and Budget Committee, the chairperson of the Scholarship Committee, and such additional members of the Federation with investment experience as may be needed.

This Committee shall present a report semi-annually for approval by the Board of Directors on the Federation's investments and investment policy.

Section 7 There shall be **Membership Chairperson** appointed by the president. The Membership Committee is responsible for identifying potential new clubs for membership in the Federation, for processing new club applications, and for integrating those new clubs into the Federation. It shall advise clubs who are considering merging or dissolution. It shall review applications for Affiliate and Life members. The Committee also has the responsibility for helping district directors assist existing clubs to recruit new members and for increasing participation among current club members.

Section 8. There shall be an **Awards Committee** consisting of five (5) members approved by the Board of Directors, three (3) of whom shall have served on the Board of Directors. This committee shall receive and screen all applications for competitive awards. The chairperson shall present at the Annual Meeting and/or Fall Conference such evidence of achievement as has been decided by the committee.

Section 9. The president shall appoint a **Historian** who shall assist in the compilation of the histories of the Federation's member clubs, copies of which are to be submitted to the Federation files.

The Historian shall keep a tabulated record of the Federation's accomplishments and submit an annual report to the Board of Directors.

Section 10. There shall be a **Scholarship Committee** consisting of a chairperson appointed by the president. Six (6) additional committee members shall be appointed by the chairperson, which shall include at least one former president of the Federation. This committee shall be responsible for the administration of the Federation's scholarship program. The committee members shall elect a secretary from among themselves for a term of office concurrent with the term of the state president. The chairperson shall also serve on the Investment Committee. The chairperson shall present a report at any Board of Directors meeting of any recommendations or actions taken by the Scholarship Committee.

Section 11. There shall be a **Bylaws and Standing Rules Committee** consisting of a chairperson and six other members appointed by the Federation president. Their duties shall be to review the Federation Bylaws and Standing Rules on an annual basis for update and compliance with NGC Bylaws; to offer amendments to these bylaws according to established procedure; to review proposed amendments as submitted by Federation Standing and Ad Hoc Committees and/or individual members, and perform any other requests as prescribed by the Board of Directors.

Section 12. Each standing committee chairperson shall:

- A. Submit for the Annual Meeting, in writing, a condensed report of the committee's activities.
- B. Prepare and deliver to their successor a written record of duties and suggestions by the June board meeting.
- C. Serve no more than three (3) consecutive terms in the same capacity.

Article X Ad Hoc Committees

The president, with the approval of the Board of Directors, may create such additional committees as may be deemed necessary for the proper functioning and growth of the Federation which conform as much as possible to the corresponding NGC committees, and with duties as prescribed by the Board of Directors. The president shall appoint the chairpersons of these committees for one year with the privilege of successive reappointment.

Article XI Elections

Section 1. The election of officers, district directors, and nominating committee members shall be at the Annual Meeting of the Federation in the

odd-numbered year. A majority of votes cast is necessary to elect. The newly elected officers will assume their terms of office following the closing of the Annual Meeting.

Section 2. Member clubs may submit recommendations for candidates, together with their qualifications, for any of the elective offices. These shall be submitted to the Nominating Committee for its consideration not later than October 31st of the even-numbered year.

Section 3. No member shall be eligible for the office of president without having served at least four (4) years as a member of the Board of Directors. No member shall be eligible for more than one (1) elective office for the same term.

Section 4. Terms

- A. The officers shall be elected for one (1) two (2)-year term, except the treasurer who may serve three (3) terms.
- B. The district directors shall be elected for one (1) two (2)-year term but may serve until a successor is named, but no longer than one (1) additional term.
- C. The Nominating Committee shall be elected for one (1) two (2)-year term.

**Article XII
Representation and Voting**

At any Annual Meeting of the Federation:

- A. Each member club having fifty (50) members or fewer, shall be represented by the president of that club or alternate, who shall have one (1) vote.
- B. Each member club having fifty-one (51) to one hundred (100) members shall be represented by its president or alternate and one (1) additional delegate; each shall have one (1) vote.
- C. Each member club having more than one hundred (100) members shall be represented by its president or alternate and two (2) delegates, each shall have one (1) vote.
- D. State officers, district directors, nominating committee members, committee chairpersons, and former presidents of the Federation shall each have one (1) vote.

**Article XIII
Meetings**

The Annual Meeting of the Federation, for the purpose of presenting annual reports and the transaction of any other business that may properly come before the meeting, shall be held following the NGC Convention each year when feasible, the date and place to be determined by the Board of Directors.

The election of officers shall be held at the Annual Meeting in the odd-numbered years.

Section 1. A “call” shall be sent to Board of Directors and clubs electronically or via first class mail, announcing time, place, date of Annual Meeting thirty (30) days before meeting.

Section 2. At any Annual Meeting, a quorum is a majority of registered delegates. (Note: above is in accordance with the current edition of Robert’s Rules.)

Section 3. Committee meetings may be held via e-mail. NO e-mail voting is allowed.

Section 4. Meetings of the Board of Directors, all Committees, and the Federation Membership may be conducted by telephone and/or through the use of Internet meeting services designated by the president or the chairperson calling the meeting. These Internet services shall support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing or permitting the retrieval of the text of pending motions, and showing the results of votes. These electronic meetings shall be subject to all rules adopted by the Board to govern them, which may include any reasonable limitations on, and requirements for members’ participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Federation. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Article XIV Restricted and General Funds

Section 1. The Federation shall maintain restricted funds and general funds in separate accounts and/or investments at banks and other financial institutions recommended by the Investment Committee and approved by the Board of Directors.

Section 2. The Federation’s scholarship funds shall be accounted for, administered, and disbursed in accordance with the following guidelines and the scholarship section of the Financial Policies.

- A. The principal of all scholarship funds shall be maintained as permanent funds. The annual income on these funds shall provide for the scholarships offered.
- B. Each scholarship must be accounted for separately and presented as such to the Board of Directors annually.

- C. Additional scholarships may be established as the needs arise and as funds become available, subject to the approval of the Board of Directors.
- D. All scholarships shall be administered by the Scholarship Committee with the approval of the Board of Directors.
- E. Requirements for all scholarship applicants shall be: residence in Massachusetts for at least one (1) year, high scholastic standing, good citizenship and financial need.

Section 3. The Federation's Civic Development and Historic Landscape Preservation Grant Fund shall be accounted for separately.

- A. The principal shall be maintained as a permanent fund. Additions to the principal may be made by donations from individuals or other sources.
- B. Any or all of the annual income may be awarded to member garden clubs for deserving projects as determined by the Awards Committee.

Article XV Personal Liability

The Board of Directors, officers, employees, and other agents of the Federation shall not be personally liable for any debt, liability or obligation of the Federation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Federation, may look only to the funds and property of the Federation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Federation.

Article XVI Indemnification of Board Members, Officers, Employees and Other Agents

Section 1. The Federation shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a board member, officer, employee, or other agent of the Federation, or who serves or shall have served at its request as a board member, officer, employee, or other agent of another organization in which it has an interest, or who serve at its request with respect to any employee benefit plan, whether or not in office at the time, against and for any and all claims and liabilities to which they may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which they are made a party by reason of such service, except that this provision shall not eliminate or limit the liability of any such person (i) for any breach of their duty of loyalty to the Federation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation

of law, or (iii) for any transaction from which they derived an improper personal gain. In effecting such indemnity and reimbursement, the Board of Directors of the Federation may enter into such agreements and direct the officers of the Federation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 2. Indemnification of the persons specified in Section 1 of this Article may include payment by the Federation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if they shall be adjudicated to be not entitled to indemnification under this bylaw or under Chapter 180 of the Massachusetts General Laws.

Section 3. The Federation shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, director, officer, employee, or other agent of the Federation, or is or was serving at the request of the Federation as a board member, officer, employee, or other agent of another organization in which it has an interest, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Federation would have the power to indemnify him or her against such liability.

Article XVII Nondiscrimination

The board members, officers, employees, or other agents of the Federation shall not permit in their conduct of the Federation's affairs any restrictions or limitations whatsoever based upon race, color, creed, gender, national origin, or employment status.

Article XVIII Special Appointments

An administrative assistant shall be responsible for the Federation office, under the president or appointee of the president. The amount of office salary shall be decided upon and authorized by the president and the Finance and Budget Committee with the approval of the Board of Directors. In the event of lack of funds, the Board of Directors shall have the right to dispense with this paid position.

Article XIX Dissolution

In the event that The Garden Club Federation of Massachusetts, Inc. should be dissolved, all assets at the time of dissolution shall be administered by National Garden Clubs, Inc., as follows:

- A. All existing memorial scholarships shall be administered as designated in the bylaws of The Garden Club Federation of Massachusetts, Inc.
- B. Remaining assets shall be set up in a scholarship trust fund for Massachusetts applicants.

Article XX Parliamentary Authority

The current edition of Robert's Rules of Order shall govern all proceedings of the Federation to which they are applicable and in which they are not inconsistent with these bylaws.

The president shall appoint a parliamentarian with the approval of the Board of Directors. The parliamentarian advises at Board of Directors meetings and at all other meetings of the Federation.

Article XXI Amendments

Section 1. These bylaws may be amended at any business meeting of the Federation by a two-thirds (2/3) vote of members present and voting, provided that the amendment has been proposed by the Board of Directors, by a Standing or Ad Hoc committee of at least three (3) members, or by one (1) or more member clubs of the Federation, and provided that a copy of the proposed amendment has been submitted in writing to every member club and individual entitled to vote, thirty (30) days prior to the meeting of the Federation.

Section 2. All proposed amendments shall be presented to the Board of Directors for its consideration before distribution.