

BYLAWS
Orange County Geranium Society

Article I

The name of this Society shall be Orange County Geranium Society (OCGS), an Affiliated Garden Club Member of California Garden Clubs, Inc. (CGCI) and The Orange County District of California Garden Clubs, Inc.

Article II: Purpose

The purpose of OCGS shall be to stimulate interest in and culture of the Geranium family (Geraniaceae) and to provide education through lectures, flower shows, and Scholarships.

Article III: Membership

Those interested in the purposes of this organization may become Members of OCGS by payment of dues to the Treasurer, and will thereby support the educational purposes of OCGS. Visitors may attend up to two (2) meetings, gratis, prior to payment of the dues for membership.

Article IV: Dues

The annual dues shall be set by the membership and are payable in January.

Article V: OCGS Officers

Section 1. The elected officers of OCGS shall be, President, Vice President, Secretary, and Treasurer.

Section 2. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Members of OCGS. In the event of any question as to the duties of any officer or chairman, the decision of the President shall be final. The President at his/her discretion may assign additional duties to any officer or make changes in the regular duties of the officers. The President shall establish such committees, as he/she deems necessary for the good of OCGS and appoint the chairman of each committee.

Section 3. Duties of the Officers

President shall preside at all meetings, approve the minutes of all meetings, appoint all Standing Committee Chairmen, and is authorized to write checks for the benefit of OCGS.

Vice President shall take a Standing Committee chairmanship or chair a special project, and shall preside in the absence of the President.

Secretary shall keep minutes for both the regular meetings and the Board meetings and keep records pertinent to OCGS and submit them for approval. When there is a change of OCGS President, the Secretary shall be responsible for notifying the appropriate chairmen of CGCI by the end of October of the current year.

Treasurer shall handle all funds of the Society and shall prepare a brief report due both at the January regular meetings and Board meetings. The Treasurer is authorized to write checks for the benefit of OCGS.

Section 4. A Nominating Committee of two members will be appointed by the President. It shall be the duty of this committee to report at the August regular meeting and to publish their slate of officers in the September Newsletter. Voting shall take place at the September meeting. Before the election, additional nominations can be made from the floor provided the nominee has consented to serve if elected.

Section 5. The officers shall be elected to serve one year or until their successors are elected with their term of office beginning at the close of the October meeting.

Exception: The Secretary and Treasurer will continue their duties through 31 October to close their books/records. Then they shall pass all documents to their successors.

When there is more than one candidate for office, elections shall be by ballot. When there are no contests, the ballot may be by voice vote. A simple majority shall elect.

Section 6. No elected officer shall hold more than one elected office at a time, nor shall any officer be eligible to serve more than two consecutive terms in the same elected office.

Section 7. In the event of a vacancy in any office, the unexpired term shall be filled by appointment of the President with the approval of the Executive Board.

Article VI: Executive Board

Section 1. The Executive Board shall be composed of the elected officers and the chairmen of Standing Committees.

Section 2. Duties of the Executive Board: The Executive Board shall perform duties as are usually performed by representative bodies. The Executive Board shall hold a minimum of three (3) meetings per year. The Executive Board shall have no authority to levy assessments upon the membership. The Executive Board is limited to the expenditure of one hundred fifty dollars (\$150.00) without the approval of the membership of OCGS.

Section 3. Special meetings of the Board may be called by the President or by the Executive Board. The purpose of the meeting shall be stated in the

call. Except in cases of emergency, at least three (3) days notice shall be given.

Section 4. A majority of members of the Executive Board shall constitute a quorum but must include two (2) elected officers.

Section 5. The Executive Board shall have general supervision of the affairs of OCGS between its business meetings, fix the hour and place of meetings, make recommendations to the members, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of OCGS, and none of its acts shall conflict with actions taken by OCGS.

Section 6. The Executive Board may conduct business using USPS, e-mail, Real Time Internet Meetings, FAX or phone.

Article VII: Committees of OCGS

Appointed by the President, Standing Committees and voting members of the Executive Board shall be: Programs, Newsletter/Communications, Hospitality, Library, major plant sale chairman, monthly meeting plant table chairman. Ad hoc committees shall be budget, audit, membership, nominating, and any other deemed necessary to carry on the business/projects of the Society. The President shall be an *ex officio* member of all committees except the Nominating Committee.

Article VIII: Parliamentary Authority

The latest edition of Robert's Rules of Order Newly Revised (RONR) shall be the Parliamentary Authority and shall govern unless otherwise provided in OCGS Bylaws.

Article IX: Amendments of OCGS Bylaws

These Bylaws may be amended at any regular meeting of OCGS by a two-thirds vote provided that the amendment has been submitted in writing at a previous regular meeting or by written notification one week prior to a regular meeting.

Article X: Requirements to be Exempt as an Organization Described in Section 501(c)(3) of the Internal Revenue Code

Section 1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under

section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purpose clause hereof.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. Upon the dissolution of the 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 the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Standing Rules

1. Regular meeting of OCGS shall be held the second Saturday of each month with the exception of November and December unless otherwise determined by the membership.
2. All materials and records shall be transferred to newly elected officers prior to the first meeting in January.
3. Quorum for OCGS regular meetings shall be at least 25% of the Membership and include at least two elected officers.
4. The OCGS bank account will be kept in an insured bank to be determined by the Executive Board. There may be three (3) or four (4)

authorized signatures two of which shall be elected officers but only one is necessary on checks. Fund disbursement requires a check request form to be approved by any two officers.

5. An 'audit' committee shall be appointed by the President in October. This report shall be due at the January meeting of both the Executive Board and the membership.
 6. All expenses incurred during the year by any member must be submitted to the Treasurer within 90 days, but in any event, no later than October 31 of the same year for reimbursement. All expenses incurred by any member in previous years cannot be paid.
 7. OCGS members assume an annual, household, membership dues to cover expenses.
 8. OCGS will be a member of CGCI in order to participate in their 3rd party liability group insurance.
 9. OCGS shall be a member of CGCI in order to participate in its Internal Revenue Service IRC 501(c)(3) Group Exemption.
 10. The OCGS fiscal year (accounting period) shall be the same as CGCI (July 1 - June 30).
 11. Duties of the Treasurer include keeping a record of the sources of income and the nature of expenditures; submission of the CGCI Annual Group Exemption Renewal Form by February 1st of each year; submission of financial reports to CGCI of the most recently ended fiscal year by November 1st of each year; and filing tax statement forms with the IRS by October 31st of each year.
-

These Bylaws/Standing Rules have been Adopted and Effective on 9/11/2010.