The Federated Garden Clubs of Connecticut, Inc.

BYLAWS

As amended April 19, 2023

TABLE OF CONTENTS

		Page
ARTICLE I:	NAME	2
ARTICLE II:	PURPOSE	2
ARTICLE III:	CORPORATE SEAL AND OFFICIAL LOGO	2
ARTICLE IV:	HEADQUARTERS	2
ARTICLE V:	PUBLICATIONS	2
ARTICLE VI:	MEMBERSHIP AND DUES	3
ARTICLE VII:	DIRECTORS	5
ARTICLE VIII:	COMMITTEES	6
ARTICLE IX:	MEETINGS	8
ARTICLE X:	ELECTRONIC MEETINGS	9
ARTICLE XI:	PARLIAMENTARY AUTHORITY	9
ARTICLE XII:	FINANCES	9
ARTICLE XIII:	CONFLICTS OF INTEREST	10
ARTICLE XIV:	INDEMNIFICATION	10
ARTICLE XV:	NON-DISCRIMINATION	10
ARTICLE XVI:	DISSOLUTION AND DISPOSITIONS OF ASSETS	10
ARTICLE XVII:	AMENDMENTS	11
APPROVAL AND ADOPTION		11

ARTICLE I: NAME

The name of this organization shall be The Federated Garden Clubs of Connecticut, Incorporated, hereinafter known as The Federation.

ARTICLE II: PURPOSE

1. To operate exclusively on a nonprofit basis for charitable and educational purposes, and for the well-being of the community and public benefit.
2. To coordinate and further the interests and activities of garden clubs and similar organizations.
3. To aid in the conservation of natural resources, to preserve our heritage, to promote civic beauty, and to encourage improvement of public spaces including roadsides and parks, and to raise awareness of environmental concerns.
4. To advance the art of floral design, landscape design and horticulture.
5. To provide scholarships to further conservation, environmental, and horticultural education.
6. To encourage the well-being of those whose lives have been affected by illness, injury, social and economic problems, or psychological and developmental disorders through the healing process of Garden Therapy.
7. To assist in educating the youth of our State through garden club activities.

ARTICLE III: CORPORATE SEAL AND OFFICIAL LOGO

1. The Corporate Seal of The Federation shall be circular in form and shall have inscribed upon it the following: The Federated Garden Clubs of Connecticut, Inc. and 1929, the incorporation year. It shall be affixed by authority of the Executive Committee to official documents as required.
2. There are two Official FGCCT Logos, both having the green circular form with the Charter Oak tree featured in the center. The full logo has The Federated Garden Club of Connecticut, Inc. to the right, and the badge logo has The Federated Garden Clubs of Connecticut, Inc. around the circular form. Download and usage information for both logos shall be available on the FGCCT website.

ARTICLE IV: HEADQUARTERS

The principal office and FGCCT Headquarters shall be located at 5 North Main Street, Office #8, Wallingford, CT 06492. Mail should be directed to P.O. Box 902, Wallingford, CT 06492. Auxiliary offices may be established in any other area as deemed necessary by the Board of Directors.

ARTICLE V: PUBLICATIONS

1. The official publication of The Federation shall be *The Connecticut Federation News* (*CFNews)* newsletter, delivered bi-monthly to all members via e-mail. Archived issues are available on The Federation's website in the "Members Area." The *CFNews* is designed and created by the News Chair.

2. The official website of The Federation shall be: https://ctgardenclubs.org. Content and updates are managed by the Website Chair.

3. The Federation is active on social medial platforms Facebook: https://www.facebook.com/ctgardenclubs/ and Instagram: https://instagram.com/_garden_clubs_of_ct?igshid=MDM4ZDc5MmU= for the purposes of highlighting the work of The Federation, Member Clubs, and Affiliates. Posts are managed by the Social Media Chair.

ARTICLE VI: MEMBERSHIP and DUES

Section A – Classes of Membership

1. Garden Club: A club or "garden department" of another nonprofit organization: A club shall have and maintain an active membership for at least six months and shall be willing to uphold the purpose of The Federation. Two representatives from The Federation's Board of Directors, hereinafter known as the BOD, must have attended one of the regular meetings of the club. The club name, a report of its program, and a copy of its bylaws must be submitted to the BOD for approval. Upon acceptance into The Federation, the club shall be responsible for remitting dues in an amount set by the BOD, to The Federation Office. A copy of the club's official membership list, including addresses, phone numbers and email addresses must be provided to The Federation Office. The club shall submit an Annual Report of the club's activities to The Federation President by March 31 of each year.

2. Clubs which have resigned from The Federation in good standing and have not been revoked of non-profit status by the IRS may request in writing to the BOD to be reinstated. Upon re-acceptance into The Federation, the club shall be responsible for remitting dues in an amount set by the BOD, to The Federation Office. A copy of the club's official membership list, including addresses, phone numbers and email addresses must be provided to The Federation Office. The club shall submit an Annual Report of the club's activities to The Federation President by March 31 of each year.

3. Members-at-Large: A member currently in good standing of a Member Club of The Federation who wants to remain a member of The Federation and National Garden Clubs, Inc. but no longer wants to belong to a club, may submit a written request to become a Member-at-Large to the Executive Committee for review. Upon acceptance, the Member-at-Large: may participate in activities of The Federation but may not serve as a member of the BOD; shall receive the *CFNews*; and shall have access to the Members area of the website.

4. Connecticut Life Member: Membership may be applied for by a club member, a garden club on behalf of a club member, or presented as a gift to honor an individual who is a club member. Information about the individual being honored with a Life Membership must be submitted to The Federation Second Vice-President/Membership Chair along with the fee in an amount set by the BOD. No further dues to The Federation shall be required for that member.

5. Affiliate Members: Any nonprofit organization in Connecticut adhering to the purpose of The Federation shall be eligible for a non-voting Affiliate Membership. Application shall be submitted to The Federation Second Vice President/Membership Chair with the dues in an amount set by the BOD. Affiliate Membership shall be conferred following approval of the application by the BOD.

6. Gardeners Under 18: Junior, Intermediate and High School Gardeners: These groups must be sponsored by and maintain affiliation with a Member Club of The Federation. Application for membership shall be directed to the Youth Chair.
7. Honorary Board status shall be granted to Former Presidents of The Federation. Those so honored may participate in and enjoy the privileges of the BOD.

Section B – Membership Dues

1. Annual dues for Member Clubs of The Federation shall be an amount set by the BOD plus dues for National Garden Clubs, Inc. Member Clubs shall be notified at least six months prior to the effective date of any change.
2. Member Club dues shall be payable as of January 1 of each year and must be submitted with an updated roster of membership by March 1 for the current fiscal year. Any Member Club in arrears on March 31 shall be considered delinquent and may be removed from The Federation membership at the discretion of the BOD.
3. Updates to club membership including deletions and additions during the year shall be sent to The Federation Office as they occur. Regardless of the club's fiscal year, names and contact information for members added prior to October 1 shall be submitted with a check for dues. New members added during October, November, or December will not owe dues to The Federation until January, but new member contact information shall be sent to the office.
4. Annual dues for Members-at-Large shall be an amount set by the BOD plus dues for National Garden Clubs, Inc. and shall be payable as of January 1 of each year and must be submitted with updated contact information. Any Member-at-Large in arrears on March 31 shall be considered delinquent and may be removed from The Federation and National Garden Clubs, Inc. membership at the discretion of the BOD.
5. Connecticut Life Membership fees are payable at the time of acceptance. The Club of a Connecticut Life Member is no longer required to remit yearly dues to The Federation for that member, identified with a Connecticut Life Member number on the Club's roster. The Federation shall pay dues to National Garden Clubs on behalf of Connecticut Life Members while they are members of a Member Club of The Federation.
6. Annual dues for Affiliate Organizations shall be an amount set by the BOD and shall be payable as of January 1 of each year. Any member in arrears on March 31 shall be considered delinquent and may be removed from The Federation Membership at the discretion of the BOD. New Affiliate Organizations added prior to October 1 shall pay dues for the entire year. Those added in October, November, or December shall pay dues at that time but not owe dues again in January.
7. Gardeners Under 18: There shall be no dues for Junior, Intermediate and High School Gardener Groups.
8. Dues for Club Members, including Connecticut Life Members and Members-at-Large, shall include an electronic subscription to the *Connecticut Federation News* (*CFNews*) and membership in National Garden Clubs, Inc. The *CFNews* will be electronically distributed to the designated contact for each Affiliate Organization.

ARTICLE VII: DIRECTORS

Section A – Directors

1. The Directors of The Federation shall be the Officers and Chairs of Standing, Appointed and Special Committees, and shall constitute the BOD.
2. Members of the BOD must be members in good standing of a Federated Garden Club in Connecticut.

Section B - Officers

1. There shall be a President, two or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, a Finance Officer, and a Parliamentarian.
2. The President shall preside at meetings of The Federation; shall perform other duties pertaining to the office; shall fill vacancies occurring in offices with the assistance of the Nominating Committee and with the approval of the BOD; shall be authorized to sign checks; shall be an ex officio member of all committees except Nominating; and shall represent The Federation at New England Garden Clubs and National Garden Clubs meetings.
3. The First Vice President shall perform the duties of the President when necessary; and shall serve as Headquarters Director, overseeing the operation and activity of The Federation Office Administrator.
4. The Second Vice President shall perform the duties of the President in the absence of the President and the First Vice President; shall serve The Federation as Membership Chair; and shall maintain up- to-date records of Connecticut Life Members and Affiliate Organizations.
5. The Recording Secretary shall create and maintain custody of the minutes of the Annual and Awards Meetings of The Federation; meetings of the BOD and its Executive Committee; and shall create and maintain electronic copies for archiving; shall assist the President in the preparation of the Annual Report; and shall serve as Historian.
6. The Corresponding Secretary shall be the official liaison with venues for scheduling The Federation Meetings, Schools and Councils; shall have responsibility for correspondence on behalf of the BOD; and shall assume other duties as assigned by the President.
7. The Treasurer shall record all financial transactions of The Federation; shall be authorized to sign all checks and financial statements; shall pay all requests for payment which have been properly verified; shall oversee all deposits to The Federation accounts; shall be a member of the Finance Committee; shall present a financial report at each meeting of the BOD; shall prepare the annual budget with the Assistant Treasurer and propose the budget to the Finance Committee for approval prior to the November Board meeting; and shall be responsible for handling all matters pertaining to the Internal Revenue Service and the Connecticut Department of Revenue Services and for hiring a CPA to review the books and prepare the annual tax return.
8. The Assistant Treasurer shall assist in the collection and deposits of funds to The Federation accounts; shall serve on the Finance Committee; shall be authorized to sign checks and financial statements; and shall assume the duties and exercise the powers of the Treasurer at the request of or in the absence or disability of the Treasurer.

9. The Finance Officer shall chair the Finance Committee; shall periodically review the financial state of The Federation, including investments; and shall oversee The Federation's insurance requirements.
10. The Parliamentarian shall assist in the interpretation of bylaws, parliamentary procedure and rules of order and the planning and conducting of meetings.
11. Directors shall execute the duties of their position as detailed in the Manual of Duties of The Federation. Documents relating to each Director's position are the property of The Federation. Prior to the expiration of a Director's term of office, the Director shall meet with their successor to turn over books and records that belong to the position.

Section C – Elections

1. Elections shall be held at the Annual Meeting each spring. The President and one or more Vice Presidents shall be elected and installed in the odd-numbered years.
2. When a vacancy occurs in the Office of the President, the First Vice President shall automatically assume the Office of President. Each Vice President assumes the next highest office. Officers who have served more than half a term are considered to have served a full term in that office. Officers serving less than half a term would be eligible to complete their term in original succession.
3. When a vacancy occurs in the Office of the Second Vice President, the Nominating Committee shall present the name of an eligible candidate currently serving on the BOD, or an individual who has previously served on the BOD, to the BOD at its next meeting, for election to fill the vacancy for the balance of the term.
4. Terms of office for the BOD shall be two years. The Recording Secretary, the Treasurer, the Assistant Treasurer, and the Standing Committee Chairs shall serve no more than three terms, not to exceed six consecutive years in the same office, with the exceptions of Appointed Board Positions (Article VIII, Section C,) who shall have no defined term. Directors shall assume their duties immediately following the close of the Annual Meeting.
5. The Nominating Committee shall present to the BOD the names of those recommended to serve for the following term. This includes Officers and open Committee Chairs not appointed by the President. The slate, upon approval of the BOD, shall be announced with the Call to the Annual Meeting.
6. The Nominating Committee shall present the approved slate to the membership at the Annual Meeting. Nominations may be made from the floor with the consent of the nominee. If there are no additions to the slate, the slate is declared to be elected. For any position with more than one candidate, a majority vote shall constitute election to that position.

ARTICLE VIII: COMMITTEES

Section A – Executive Committee

The **Executive Committee** shall be comprised of the President, Vice Presidents, Recording Secretary, Treasurer, Assistant Treasurer, Finance Officer, and Parliamentarian.

Section B – Standing Committees

Standing Committees shall be established as necessary to carry out the purposes of The Federation. Committee Chairs shall be filled by the Nominating Committee, with the approval of the Board. The Committees are:

- Awards
- Civic Development
- Environmental Concerns/Conservation
- Environmental Consultants Council *
- Environmental School *
- Flower Show School *
- Garden Therapy and World Gardening
- Gardening Consultants Council *
- Gardening School *
- Historic/Memorial/Public Gardens
- Horticulture
- Judges Council *
- Landscape Design Council *
- Landscape Design School *
- Legislation/Government Action
- Meetings
- Programs
- Public Relations
- Scholarships
- Youth Activities

a) Each Standing Committee Chair shall be a member of the Board of Directors.
b) Standing Committee Directors shall execute the duties of their position, as detailed in the Manual of Duties of The Federation.
c) Term of Office for Standing Committee Directors shall not exceed three terms of two years each, not to exceed six consecutive years in the same office.
d) Prior to the expiration of a Director's term of office, the Director shall meet with their successor to turn over books and records that belong to the position.
e) Standing Committee Directors shall assume their duties immediately following the close of the Annual Meeting.
f) * Chairs of Councils and Schools originate from within and are recommended to the Nominating Committee.

Section C – Appointed Board Positions

Appointed Board Positions, shall be filled by the President. They are:

- Blue Star Memorial
- Bylaws Review
- *CFNews*
- Corresponding Secretary
- CT Flower Show
- Finance Officer
- National Projects
- Nominating
- Parliamentarian
- Protocol
- Social Media
- State Projects
- Tours
- Website

a) Appointed Board Members shall execute the duties of their position, as detailed in the Manual of Duties of The Federation.
b) Appointed Board Members shall have no defined term.
c) The Director shall meet with their successor to turn over books and records that belong to the position.
d) Appointed Committee Directors shall assume their duties immediately following the close of the Annual Meeting.

Section D - Appointed Non-Board Positions

The *CFNews* Advertising Manager shall be appointed by the *CFNews* Manager; the Yearbook Manager shall be appointed by the Awards Chair; the Flower Show Evaluations, the Flower Show Schedule Advisor, and the Judges Credentials shall be appointed by the Judges Council Chair.

Section E– Nominating Committee

The Nominating Committee shall consist of a Chair, a former President, appointed by the Nominating Chair, a Board member, and three members from the general membership. Committee members appointed shall represent a cross-section of club membership. The Committee shall work to present a Nominating Committee Report of proposed candidates for Officers and Chairs of Standing Committees to the Board for approval at the January or March Board meeting. The Committee will also present a slate of Nominees to be voted upon by The Federation Membership at the Annual Meeting (Pursuant to Article IX.)

Section F – Finance Committee

The Finance Committee shall consist of the Finance Officer, as Committee Chair, the Treasurer, the Assistant Treasurer, the most recent and available former President, and one Board member, appointed by the Finance Officer. The Committee shall develop an Annual Operating Budget for the Federation for approval by the Board. It shall periodically review the financial status of The Federation, including investments and the Federation's Restricted Funds and make recommendations to the Board. The Finance Chair shall also manage The Federation's insurance matters.

Section G – Advisory Council

The Advisory Council is a committee of the five most recent and available former Presidents of The Federation. The Council will act in an advisory capacity to the President. The most recent and available former President shall be the Chair and represent the Advisory Council with one vote on the Board. When voting for the Bronze Medal nominee, all Advisory Council members may vote.

Section H – Special Committees

Special Committees and Chairs thereof shall be appointed by the President, from time to time, when deemed necessary to carry on the work of The Federation.

ARTICLE IX: MEETINGS

Section A – Federation Meetings

1. The Federation shall hold two statewide meetings each year at such time and place as designated by the BOD, conducting such other business as shall come before The Federation.
    a) An Annual Meeting shall be held in the spring for the purpose of electing Officers and Chairs and installing Officers.
    b) An Awards Meeting shall be held in the fall to present National, Regional and State awards.
2. Special meetings may be called by the BOD or upon written request of twenty-five (25) Member Clubs.

Section B - Board of Directors Meetings

1. The BOD shall meet on a Wednesday in alternate months beginning in January at 10 a.m., date and hour subject to change by majority vote of the BOD.
2. BOD members shall attend every regular meeting of the BOD; shall attend the Annual Meeting; shall attend the Awards Meeting; shall participate in/at the Connecticut Flower and Garden Show. Failure to attend three consecutive BOD meetings without providing valid reason to the President shall be considered a resignation.
3. Additional meetings of the BOD may be called by the President or at the written request of ten (10) members of The Federation Board.
4. One half of the BOD total membership shall constitute a quorum.

ARTICLE X: ELECTRONIC MEETINGS

Meetings of the Board of Directors, all Committees, and the FGCCT Membership may be conducted by telephone and/or through the use of Internet meeting services designated by the President or the Committee Chair 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 Board. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in these Bylaws or rules that a vote be conducted by ballot.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of The Federation in all cases to which they are applicable and consistent with these Bylaws.

ARTICLE XII: FINANCES

1. The **Fiscal Year** of The Federation shall be from January 1st through December 31st.
2. **Financial Policy Guidelines,** adopted by the Board, shall govern the expenditure of the Federation's funds.
3. An **Annual Operating Budget**, developed by the Finance Committee and approved by the Board at the November Board Meeting, shall include all anticipated expenses and projected incomes for the following year.
4. The **General Operating Fund** is derived from the receipt of dues, fees, investments, transfers from other funds and other revenue sources, as authorized by the Board of Directors.
5. **Restricted Funds** are derived from donations where the donor made a specific request for the use of the funds and shall be recorded in accordance with generally accepted accounting principles. These funds shall be accounted for separately from the General Fund and shall include but not be limited to the following funds: Scholarships, World Gardening, Garden Therapy, and Habitat for

Humanity. The Federation may choose not to accept a donation if the restrictions requested by the donor are not acceptable in The Federation's sole discretion.

ARTICLE XIII: CONFLICTS OF INTEREST

1. Whenever an officer or committee chair has a financial or personal interest in any matter coming before the Board, the affected person shall: a) fully disclose the nature of the interest; and b) recuse from lobbying and voting on that matter.
2. Any transaction or vote involving a potential conflict of interest shall be approved at a meeting of the BOD only when a majority of disinterested Board members present determine that it is in the best interest of The Federation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIV: INDEMNIFICATION

1. The Federation shall indemnify directors, officers, and agents of The Federation to the maximum extent permitted by law, including, without limitation, sections 33-1116 through 33-1124 of the Connecticut General Statutes, against any and all reasonable costs and expenses, including reasonable attorney's fees, resulting from or relating to any suit or claim arising out of, or alleged to arise out of, past or future service to The Federation and that they may have taken in good faith and in the reasonable belief that the action was for the benefit of The Federation.
2. No indemnification may be made to or on behalf of any director, officer, or agent of The Federation if a judgment or other final adjudication adverse to the individual establishes that his or her acts were committed in bad faith, were the result of active and deliberate dishonesty, or that the director, officer or agent of the Federation personally gained a financial profit or another advantage to which he or she was not legally entitled.

ARTICLE XV: NON-DISCRIMINATION

The Federation values all members as unique individuals, and we welcome the variety of experiences they bring to our organization. As such, we have a strict non-discrimination policy. We intend to treat everyone equally regardless of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law.

ARTICLE XVI: DISSOLUTION AND DISPOSITIONS OF ASSETS

Upon dissolution of the corporation, the BOD shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the BOD shall determine.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended at any Annual Meeting of The Federation by a two-thirds (2/3) vote of those present, provided a copy of the proposed amendment(s) shall have been sent in writing to each Member Club, "garden department" of another organization, and Members-at-Large at least two weeks in advance of the meeting and that these amendments have prior approval of the BOD.

Bylaws Review Committee:

Nan Merolla, Moderator, 2nd Vice President and Membership Chair
Karin Pyskaty, 1st Vice President
Jean Stetz-Puchalski, Parliamentarian
Arlene Field, Nominating Chair and former President
Kelle Ruden, Social Media Chair
Polly Brooks, President (Ex-Officio)

Previous Amendment:

April 17, 2019

APPROVAL and ADOPTION:

This amendment of these Bylaws was adopted by The Federated Garden Clubs of Connecticut, Inc's membership at its Annual Meeting on April 19, 2023.

Polly Brooks, President

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Kathy Harris, Recording Secretary

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