ARTICLE I – NAME This Club shall be known as the NAUSET GARDEN CLUB OF CAPE COD.

ARTICLE II – MISSION The mission of the Nauset Garden Club is to educate and stimulate member interest in gardening, horticulture, design and the environment and to support community activities that advance awareness and knowledge in these areas.

ARTICLE III – MEMBERSHIP SECTION 1. There shall be two classes of membership: Active and Honorary.

SECTION 2. ACTIVE MEMBERSHIPS shall be limited to residents of Barnstable County. ACTIVE MEMBERS shall pay annual dues as designated by the Board. ACTIVE MEMBERS are expected to support all club activities, both financially and as volunteers to the extent they are able.

SECTION 3. The title of HONORARY MEMBER may be conferred on an individual upon the recommendation of the Board and by unanimous vote of Club members at a regular membership meeting. A candidate for HONORARY membership shall have a record of outstanding service to the principles of the Club. HONORARY MEMBERS shall have no dues obligation. HONORARY MEMBERS are invited to participate in all club activities. They shall have all the rights and privileges of Active Members except that they do not have a vote and may not serve on the Board. 21

SECTION 4. Any individual who is a resident of Barnstable County may apply to become a member of the Nauset Garden Club at any time during the year by completing a membership application. Applications for membership shall be presented to the Board for approval. Dues for members joining at various times during the year shall be prorated as determined by the Board. In order to integrate new and transfer members into the Club and to assure a strong vital organization, special activities will be offered to new and transfer members and they will be assigned individual mentors during their first year in the Club.

SECTION 5. With Board approval, a member of another Federated garden club may transfer to the Nauset Garden Club at any time. A transfer candidate must present a letter to the Membership Chair from a Federated club indicating that the candidate is a member in good standing. Transfer members will be assigned mentors and will be included in all activities organized for new members.
SECTION 6. Resignations must be presented in writing to the Membership Chair and reviewed by the Board.

SECTION 7. A request for reinstatement by a former member of the Club shall be directed in writing to the Membership Chair and approved by the Board. ARTICLE IV – DUES SECTION 1. Annual dues for ACTIVE MEMBERS shall be determined by the Board.

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SECTION 2. HONORARY MEMBERS shall be exempt from paying dues.

SECTION 3. Annual dues are payable on July 1, the first day of the fiscal year, and shall be considered delinquent thirty (30) days thereafter. Names of members who are delinquent in the payment of their dues shall be referred to the Membership Committee.

ARTICLE V – OFFICERS AND BOARD SECTION 1. The Board of the Club shall consist of the officers, the immediate Past-President and the Committee Co-Chairs. The officers shall be President, Vice-President, Secretary, Treasurer and Assistant Treasurer. They shall take office immediately following the Annual Meeting in June. The terms of office for officers shall be two years. Terms shall be staggered to the extent possible with the President and Treasurer being elected in alternate years. No officer shall hold the same office for more than two consecutive terms. The same person shall not hold the offices of President and Treasurer simultaneously.

SECTION 2. The President shall preside at all Board and membership meetings of the Club, have general supervision of the affairs of the Club and perform such other duties as are incident to the office or are properly required of the President by the Board. The President shall appoint the chairs and members of all ad hoc committees. The President shall appoint a certified public accountant upon the recommendation submitted by the Treasurer and subject to approval by the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 3. The Vice-President shall assist the President in conducting the business of the Club and shall conduct that business in the absence of the President. If, during the Club year, the office of President becomes vacant, the Vice-President shall become the President. The Vice-President shall be a member of a Committee. The Vice-President shall succeed to the office of President at the conclusion of her two-year term.

SECTION 4. The Secretary shall keep minutes of the meetings of the Club and shall be custodian of all records and papers pertaining to the office. The Secretary shall conduct all correspondence and keep a file of all letters sent. The Secretary shall be a member of a Committee.

SECTION 5. The Treasurer shall chair the Finance Committee. All financial dealings of the Club including membership dues and fundraising activities shall be under the purview of the Finance
Committee. The Finance Committee shall prepare a comprehensive annual budget and a three-year budget projection which shall be submitted to the Board for approval. On behalf of the Finance Committee, the Treasurer shall report monthly on the finances of the Club to the Board and membership. The Treasurer shall keep an electronic account of all monetary transactions and shall submit all records at the end of the fiscal year to a certified public accountant. The selection of a CPA must be approved by the Board and the appointment shall be made by the President. The Treasurer, Assistant Treasurer and the President are the only Club members authorized to sign checks.

SECTION 6. The Assistant Treasurer shall be the Vice-Chair of the Finance Committee and shall assist the Treasurer in the performance of her duties.

SECTION 7. All officers, Co-chairs of Committees and the immediate Past President shall constitute the Board. Each individual on the Board has one vote. The Board shall transact the general business of the Club, consider all questions of policy and present recommendations for action as required to the Club membership.

SECTION 8. If a vacancy occurs in the Board, the Board shall have the right to appoint a Club member to fill the remainder of the unexpired term of that office.

ARTICLE VI – COMMITEES SECTION 1. The various activities and functions of the Club are undertaken and accomplished through the efforts of Committees which work collaboratively and in a coordinated manner, under the supervision of the Board. There shall be the following Committees: COMMUNICATIONS COMMITTEE which shall have responsibility for the coordination and implementation of the following functions: internal communications, website maintenance, creation of an annual directory, external communications/publicity, and the maintenance of historical records. Sub-committees may be established as needed to address any of these functional areas. FINANCE COMMITTEE which shall have responsibility for the coordination and implementation of the functions stipulated in Article V, Section V of these Bylaws. The Finance Committee shall be chaired by the Treasurer with the Assistant Treasurer as Vice-Chair. The members of the Finance Committee shall include the Treasurer, Assistant Treasurer, President, a Co-Chair of the Ways and Means Committee and two members at large to be chosen by the Board from the general membership. The members of the Finance Committee shall serve two year terms that are staggered to the extent possible.WAYS AND MEANS COMMITTEE which shall have responsibility for the coordination and implementation of the following functions: overseeing all fundraising activities, seeking out creative new opportunities to raise funds for the Club and, after consultation with the Finance Committee, recommending fundraising activities, budgets and timetables to the Board. A Co-chair of Ways and Means shall be a member of the Finance Committee. MEMBERSHIP COMMITTEE which shall have responsibility for the coordination and implementation of the following functions: ensuring the recruitment of new members, orientation of new and transfer members, member engagement and retention, maintenance of membership records and roster, changes in member classes and resignations, and member refreshments at all member functions unless
otherwise designated. Subcommittees may be established as needed to address any of these functional areas. The Membership Committee shall appoint a member of the Nominating Committee from among the Club active membership. NOMINATING COMMITTEE which shall have responsibility for preparing a slate of nominees to be elected annually as officers of the Board. The Nominating Committee shall consist of three (3) active members who shall serve two-year terms. The Immediate Past President shall chair the Nominating Committee. One member shall be appointed by the Membership Committee from among the active members and one member shall be appointed by the Board. These two members shall be appointed in alternate years. OUTREACH COMMITTEE which shall have responsibility for the planning, coordination, implementation and evaluation of all community outreach activities sponsored by the Club, including such programs as Mini-Grants for Teachers, College Scholarships, Garden Therapy, and the support of the Lynn Peabody Wildflower Garden at the Brewster Museum of Natural History and recommendations for any additional community sponsorships or donations. Sub-committees may be established as needed to address any of these areas. PROGRAM COMMITTEE which shall have responsibility for the coordination and implementation of the following functions: planning and implementing programs, including speakers at membership meetings, 25 workshops and field trips, to educate the membership in floral and landscape design, horticulture, gardening, the environment and conservation educational programs; all physical arrangements for membership programs, business meetings, workshops or field trips including location, transportation if needed, seating arrangements, and AV equipment. Sub-committees may be established as needed to address any of these functional areas.

SECTION 2. Except for the Finance Committee which shall have a chair and a vice-chair and the Nominating Committee, which is chaired by the immediate Past President, each Committee shall be led by two Co-Chairs. All Co-Chairs shall be selected by the members of their respective committees. Each Co-Chair shall have a vote on the Board. SECTION 3. The Board may establish or dissolve ad hoc committees as the need arises, the members and chair of which shall be appointed by the President.

ARTICLE VII – ELECTIONS SECTION 1. The Nominating Committee shall present a slate of officers at the April meeting of the membership. Any member of the Club may present an additional name for nomination for any position at this meeting providing the nominee has expressed in writing her willingness to accept the nomination.

SECTION 2. Election of the officers shall take place at the next meeting of the Club membership following the April meeting. If there is more than one candidate for the same office, the election shall be by ballot, and a majority of those present and voting shall elect. If there is only one candidate for each office, election shall be by voice vote. All Board Members, including the elected Officers and Committee Co-Chairs who have been selected by their respective Committees, shall take office immediately following the Annual Meeting in June.
ARTICLE VIII – MEETINGS SECTION 1. The Club activity year shall coincide with the Club fiscal year and shall be July 1 – June 30. The calendar of membership meetings shall be determined by the Board. Special meetings may be called by the Board or upon presentation to the Board of a written request of ten active members.

SECTION 2. The June meeting shall be the Annual Meeting. In June, all members of the Board shall submit an annual written report to be filed with the Recording Secretary. All material pertinent to an office shall be turned over to the succeeding Board member at this time.

SECTION 3. Meetings of the Board shall be held monthly on a date agreed upon by the members of the Board, unless otherwise specified. The President may cancel a board meeting or call a special meeting as needed. Board members may attend in person or electronically, via conference call, so long as all parties are able to hear the proceedings.

SECTION 4. A member may invite guests to any membership meeting of the Club, unless otherwise specified.

ARTICLE IX – QUORUM SECTION 1. A quorum at a regular meeting shall be one quarter of the voting membership. When a timely decision is deemed necessary by the President, or in the event of a lack of a quorum at a membership meeting, the relevant information pertaining to a voting matter shall be sent to all members by email and a request for an e-vote shall be made.

SECTION 2. A quorum of the Board shall be a majority of the Board's membership. When a timely decision is deemed necessary by the President, or in the event of a lack of a quorum at a Board meeting, the relevant information pertaining to a voting matter shall be sent to all Board members by email and a request for an E-vote shall be made.

SECTION 3. A simple majority vote shall carry at a meeting of the Board and at a membership meeting, unless otherwise stipulated in these Bylaws.

ARTICLE X – EXPENDITURES AND DISSOLUTION SECTION 1. The operating budget shall be approved by the Board and passed by a two-thirds majority of the members present and voting at a membership meeting. The Board shall approve any proposed expenses greater than 5% of a line item as designated in the Club’s annual budget prior to those expenses being incurred.

SECTION 2. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses, be distributed to such organizations as shall qualify under Section 501 C (3) 27 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws or to the Federal Government, a State or local government for public purpose, subject to the approval of a court of competent jurisdiction within the Commonwealth of Massachusetts.

ARTICLE XI – GOVERNANCE SECTION 1. These Bylaws, as they exist now or are hereinafter amended, are the Governing Documents that govern the activities of the Club.
SECTION 2. The Bylaws may be amended at any membership meeting of the Club by a two-thirds vote of the members present and voting, provided the proposed amendment has been submitted to the membership for review at least fourteen (14) days prior to the vote.

SECTION 3. Revisions or amendments to the Bylaws become effective when approved.

ARTICLE XII – PARLIAMENTARY AUTHORITY SECTION 1. "Robert's Rules of Order Revised" shall be the authority and guide this Club in business procedures on all points not covered by the Bylaws or stipulated in the Club policy.

ARTICLE XIII CONFLICT OF INTEREST POLICY No Active member of the NGC may receive payment or compensation for services to the club. This includes, but is not limited to, lectures, demonstrations, programs, sale of goods, or any other service that would require payment or compensation. The cost of materials used in a program given by a member may be paid. EXCEPTIONS: A. The most reasonably priced expert in a given field B. The acknowledged expert in a given field. C. If a member volunteers to give a program, the NGC may vote to present an honorarium as long as the honorarium is less than average program costs. 28 All members of the Board shall annually complete and submit a Conflict of Interest statement.

ARTICLE XIV NON-DISCRIMINATION POLICY The Nauset Garden Club of Cape Cod shall not permit any restriction or limitations whatsoever based upon race, color, gender, or national origin in the conduct of club affairs.