

**KEY WEST GARDEN CLUB
BYLAWS**

ARTICLE I: NAME

The name of this organization shall be the Key West Garden Club at West Martello Tower, Joe Allen Garden Center in Key West, Florida, hereafter referred to as the Club.

ARTICLE II: MISSION & ACTIVITIES

SECTION 1: Mission. The mission of the Club is to provide educational opportunities for the community relating to tropical gardening and to the West Martello Tower, a historical facility where the Club is located.

ARTICLE III: MEMBERSHIP

SECTION 1: Eligibility. Any person who subscribes to the purpose and activities of the Club shall be eligible for membership.

SECTION 2: Types of Membership:

A. Active. Individual(s) who pay dues promptly.

B. Honorary. An individual who is not an active member but who notably promotes the mission of the Club. An honorary membership may be recommended at the discretion of the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: Number & Terms of Office. The Board of Directors shall consist of the elected officers, the elected directors, the immediate past president, and appointed committee chairs. New Board members assume their duties at the first Board meeting following an election.

SECTION 2: Qualifications. No person shall be elected, appointed, or serve on the Board unless an active member of the Club.

SECTION 3: Vacancies. Should a vacancy occur in a Board position it may be filled by a majority vote of the remaining members of the Board of Directors; a member so elected shall serve until the end of the term.

SECTION 4: Authority. The Board of Directors shall study and review all current business matters pertaining to the Club and its membership, with subsequent recommendations to the general membership.

SECTION 6: The Executive Committee. The Executive Committee shall be composed of the President, the three Vice-Presidents, the Recording Secretary, the Corresponding Secretary, and the Treasurer. The Executive Committee may act for the Board to transact necessary business or in the case of an emergency.

SECTION 5: Meetings. The Board of Directors shall meet at a date prior to the general membership meeting. The President may call a special Board of Directors and/or an Executive Board meeting at any time.

SECTION 6: Quorum. Six members shall constitute a quorum of the Board of Directors. Three members shall constitute a quorum of the Executive Board.

ARTICLE V: DUTIES OF OFFICERS AND BOARD MEMBERS

SECTION 1: Enumeration. The officers of the Club shall be: President, three Vice-Presidents, Recording Secretary, Corresponding Secretary, and Treasurer. All officers and four directors shall be elected every two years (on the odd years) at the April general membership meeting of the Club of said year, to serve for two consecutive years. The President may be elected to two consecutive terms and may not be nominated for a third consecutive term, except by special vote of the Board.

SECTION 2: President. The President shall preside at all meetings of the general membership and of the Board of Directors. The President shall appoint all Committee Chairs and be an ex-officio member of all committees, except the Nominating Committee. The President shall have such usual powers as pertain to the office of the President and perform such duties as designated by the Board.

SECTION 3: Vice Presidents. The three Vice- Presidents shall perform such duties as the President and Board may designate.

SECTION 4: Recording Secretary. The Recording Secretary shall keep minutes of all meetings of the Board of Directors and the general membership. The Secretary shall be custodian of official papers of the Club and perform such duties as the President and Board may designate.

SECTION 5: Corresponding Secretary. The Corresponding Secretary shall conduct the Club's correspondence and perform such duties as the President and Board may designate.

SECTION 6: Treasurer. The Treasurer shall be custodian of the Club's funds. The Treasurer shall keep an accurate account of all monies and shall present statements to the Board of Directors at their meetings. The Treasurer may appoint an Assistant with the approval of the Board of Directors.

SECTION 7: Directors. There shall be four Directors who do not serve as officers but who participate in the deliberations of the Board of Directors and perform such duties the President and Board may designate.

SECTION 8: Immediate Past President. The immediate past-President, although not elected to serve an additional term after service as President shall serve as a member of the Board of Directors and perform such duties as the President and Board may designate.

SECTION 9: Committee Chairs. The President may appoint committee chairs to the Board of Directors. Appointed chairs shall participate in the deliberations of the Board and perform such duties as the President and Board may designate.

ARTICLE VI: FINANCIAL ADMINISTRATION

SECTION 1: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.

SECTION 2: Dues: Dues shall be payable annually in January and are delinquent by March. To remain in good standing active members shall pay dues promptly.

A. Active membership dues shall be set by a majority approval vote of the Board of Directors followed by majority approval of the general membership.

B. Family membership dues may reflect fiscal reductions as set by majority approval of the Board of Directors.

SECTION 3: Budget. The President shall designate a committee to prepare an annual budget that shall be approved by the Board of Directors.

ARTICLE VII: MEETINGS

SECTION 1: Membership Meetings. General membership meetings of the Club shall be held on the first Thursday of each month from October through April of the following year. Any business requiring attention shall be placed on the agenda prior to the meeting. The Board of Directors shall determine the time and the location of these meetings.

SECTION 2: Special Meetings. A special meeting of the members of the Club may be called by the President upon request of the Board of Directors or upon the written request of five or more members of the Club. Notice of these special meetings shall be provided to Club members by mail, telephone, and/or electronically.

SECTION 3: Quorum. Fifteen members of the Club shall constitute a quorum at any general membership meeting.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

SECTION 1: Nominating Committee. By January of each odd numbered year, the President shall appoint a nominating committee consisting of three members in good standing of the Club. At least (30) thirty days prior to the election, the nominating committee shall present a slate of nominees to the Board of Directors for majority approval. No nominee shall be placed on the ballot unless he or she has signified willingness to serve if elected.

SECTION 2: Report of the Nominating Committee. Following approval by the Board, written notice of the slate for Officers and Directors shall be posted in a prominent place in the Garden Center. The Nominating Committee shall present the slate of nominees for election at the April general membership meeting.

SECTION 3: Elections. The President shall call for nominations from the floor. If nominations are made from the floor, the election must proceed by ballot. If there are no nominations from the floor, a Club member shall make a motion for the voting to be closed. The motion must receive a second, whereby the President shall ask for a vote on the motion. If the motion receives majority approval by the Club members present at the meeting, the slate shall be accepted.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE X: AMENDMENTS

The bylaws may be amended by additions, deletions, or corrections. Following majority approval by the Board, written notice of Bylaw change(s) shall be posted in a prominent place in the Garden Center and orally presented at a general membership meeting for majority approval by Club members present at the meeting.

ARTICLE XI: DISSOLUTION

In the event of dissolution, the residual assets of the Club will be turned over to one or more exempt organizations as described in sections 501c (3) of the Internal Revenue Code of 1954, or corresponding sections of any future law.

ARTICLE XII: ENDORSEMENTS

The Club shall not endorse any political candidate.

Last Amended June 1, 2015