

Plum Beach Garden Club
Established 1927
By-Laws as Amended November 9, 2021

Article I
Name, Affiliations and Legal Status

Section 1

The name of the club shall be the Plum Beach Garden Club (PBGC). We are Members of the Rhode Island Federation of Garden Clubs, Inc. and the National Garden Clubs, Inc. Meetings shall be held eight (8) times a year.

Section 2

The Plum Beach Garden Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 3

In the conduct of all aspects of its activities, the PBGC shall not discriminate on the grounds of race, color, religion, national origin or gender, or participate in any political campaigns. In matters of conflict of interest, PBGC members may not promote a personal interest in a vendor of goods or services to the Club.

Article II
Objectives

Section 1

PBGC's purpose is to promote the beautification and environmental interests of the community, contribute to the preservation of the natural environment, and to participate in community service projects in the field of education while also encouraging gardening for the enrichment of the lives of community residents.

Section 2

The PBGC will foster relationships with other garden clubs to promote horticultural and conservational efforts.

Article III
Officers

Section 1

The officers of the club, shall constitute the Executive Committee with full power to act for the club.

Section 2

The Executive Committee shall be a President or Co-Presidents, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer and two (2) Members-at-Large.

Section 3 A majority of the Executive Committee shall constitute a quorum.

Section 4

Regular meetings of the Executive Committee shall be held at the discretion of the President.

Section 5

A vacant office will be filled by the Executive Committee.

Section 6

The officers shall be voted on biennially at the November meeting, installed at the December meeting, and shall serve one term of two (2) years. Officers may serve in the same office for more than one two-year term, unless otherwise stipulated during the nominations announcement.

Section 7

Any officer who fulfills an unexpired term shall be eligible for a term of two (2) years.

Article IV Membership

There shall be three (3) classes of membership consisting of Active, Associate and Honorary members. Total club membership will fall within the National Federation of Garden Club's Category II Medium category, of 30-59 members. The PBGC Executive Committee shall, at its discretion, recommend the maximum membership size within this range. The membership maximum must be approved with a two-thirds (2/3) vote of the club membership. Honorary members will not be included in the count.

Section 1 Active Membership

Active membership shall be open to any person interested in the objectives (reference Article II) for which this club is formed. He or she shall be interested in service to the club and community, be willing to hold office, serve on a committee, and share in the work of the club. It shall be required that he or she attend at least five (5) regular meetings yearly. If an Active member cannot attend the required number of meetings, it is their responsibility to contact the Membership Chair, who will in turn report to the Executive Committee. Extenuating circumstances can be reviewed by the Executive Committee. A former Active member of the club who wishes to return may request to be reinstated and will be placed at the top of the wait list, if one exists.

Section 2 Associate Membership

Associate membership may be granted by the Executive Committee upon application by any member who is unable to fulfill the requirements of Active membership and has been a club member for seven (7) or more years. Associate membership may not exceed fifteen percent (15%) of total Active membership. An Associate member is expected to participate in club activities. Each year he/she must participate in a club fundraiser and attend a minimum of two (2) meetings in order to maintain Associate membership. An Associate member may vote, but only when in attendance at a regular club meeting when the vote is taken. An Associate member may remain in this category as long as they wish. An Associate member may request to be transferred to Active membership at any time by notifying the Membership Chair in writing. Extenuating circumstances will be reviewed by the Executive Committee.

Section 3 Honorary Membership

Longstanding club members may be offered Honorary membership status for their outstanding service to the club. An Honorary member is invited to attend meetings and to participate as desired in all activities of the club and is not subject to dues. The highest distinction the Executive Committee may bestow is Honorary membership.

Section 4 Resignations and Membership Status Change

Request for change in membership status and/or resignations must be in writing and include reason for the change. A Change of Membership form is available from the Membership Chair. Requests should be sent to the Membership Chair for review by the Executive Committee.

Section 5 Sponsorship of New Members

A candidate for active membership must attend at least two (2) meetings and become familiar with club activities via the club website. The candidate may then be proposed for membership only by an Active member who has at least two (2) years of membership in the PBGC.

Section 6 Application for Active Membership

A candidate for Active membership must submit a completed application form and a letter of recommendation from their sponsor to the Membership Chair, and must be willing to fulfill requirements stated in Article V, Section 1.

It is the responsibility of the club member who proposes a new candidate for membership to discuss admission requirements with that candidate.

Section 7 Approval of New Members

A majority vote of the Executive Committee shall be necessary for the election of new members.

Article V Fiscal Year, Dues and Fees

Section 1

The PBGC fiscal year is January 1-December 31.

Section 2

Yearly dues for all categories of members shall be reviewed annually by the Executive Committee with recommendations from the Finance Committee. Any changes must be proposed by the Executive Committee and approved by a majority vote of the membership.

Section 3

All dues are payable on or before the first meeting of the calendar year. Any member failing to pay dues within sixty (60) days of this date may be dropped from the club membership at the discretion of the Executive Committee.

Section 4

Honorary members are exempt from annual dues.

Section 5

As a member in good standing with the Rhode Island Federation of Garden Clubs (RIFGC), our membership dues shall be paid yearly before May 1.

Article VI Elections

Section 1

The officers shall be elected by the membership every two (2) years by a majority vote.

Section 2

A Nominating Committee of three (3) shall be appointed every two (2) years before the September meeting, with at least one selected from the membership at large, to nominate officers for the ensuing term. The Executive Committee shall appoint the Chair. The names of the nominees shall be sent to the membership prior to the November meeting at which point nominations from the floor may be proposed.

Section 3

In the event that an elected officer shall be unable to complete their term of office, the Executive Committee shall appoint a member of the club to carry out the duties of the vacated office during the leave of absence or the unexpired term.

Article VII Duties of the Executive Committee

Section 1

The President or Co-President shall preside, using Robert's Rules, at all meetings of the club and of the Executive Committee and shall perform all duties as regularly pertain to the Office. She/he shall appoint all Committee Chairs, for a term of two (2) years. The Chair, in turn, must select assistant(s) as required.

Section 2

The First Vice President shall perform all the duties of the President in their absence and shall serve as Chair of the Finance Committee. She/he shall represent the club at the Rhode Island Federation of Garden Club meetings or obtain a substitute. She/he shall report back to the President of the club.

Section 3

The Second Vice President shall assist the President in all aspects of the club and shall serve as Program Chair and perform all duties in the absence of the President and First Vice President.

Section 4

The Corresponding Secretary shall conduct all correspondence of the club and shall serve as the Sunshine Chair.

Section 5

The Recording Secretary shall record minutes of all membership meetings and Executive Committee meetings of the Club and distribute the same, respectively. She/he shall record attendance for each meeting.

Section 6

The Treasurer shall collect dues, record financial transactions of the club, and present a yearly report at the December Annual Meeting. The Executive Committee shall appoint two (2) persons to conduct a simple audit prior to this meeting. She/he will also account for any PBGC funds held by any bank or financial institution for the purpose of any PBGC project. The Treasurer shall also prepare a finance report for the Finance Committee and obtain its approval prior to sending it onto the Executive Committee and presenting an oral report of the finances at each regular meeting. As a tax-exempt organization, IRS 501(c)(3), she/he shall file the appropriate state and federal forms.

Section 7

The two (2) Members-at-Large are the membership's representatives at the Executive Committee meetings and may be called upon to assist or advise that group in any way possible.

Article VIII

Duties of Standing Committee Chairs

Section 1

Standing Committees are those necessary to fulfill the purpose of PBGC. Ad Hoc Committees may be formed as need arises, the Chair to be appointed by the President.

Section 2

The President shall be an ex-officio member of all committees, with the exception of the Nominating Committee.

Section 3

All Committee Chairs shall appoint a minimum of one (1) PBGC Active member to serve on their committee.

Section 4

The Awards Chair shall be consultant to the club on award procedures and shall be responsible for filing of awards that the club may be eligible to receive.

Section 5

The Birds and Conservation Chair shall take charge of all conservation work done by the club and bring to the notice of the club all outstanding state or local conservation work. She/he shall present to the club information from the Audubon Society, Wildlife Federation or any item(s) of interest to the club.

Section 6

The Civic Beautification Chair shall present material to the club from statewide beautification projects and encourage the membership to participate in them. She or he shall be an ex-officio member over all civic beautification projects performed by the club.

Section 7

The Design Chair shall propose opportunities to participate in local and Federation-sponsored flower shows, design classes and horticultural or floral design events. She/he shall also coordinate any donation and design

of the wreaths or floral arrangements for North Kingstown's community and municipal buildings, parks or PBGC-adopted gardens.

Section 8

The Finance Committee shall be composed of the First Vice President as Chair, the current Treasurer, Ways & Means Chair, Past Treasurer, and one Active member. The Finance Committee shall oversee expenses, set a budget, and investigate any classification changes, modifications or additions to any financial accounts and report their findings to the Executive Committee.

A – Plum Beach Garden Club will sponsor, conduct and support various fundraising events throughout the year for the purpose of promoting the community, educating guests, participants and residents, and funding various civic and charitable efforts.

B – Any expenditure over \$250.00, not budgeted, must be approved in advance by the Finance Committee and benefit the general good of the PBGC, not that of any individual. All documented expense reimbursements paid to individuals must be for activities previously approved by the PBGC. Expenditure for social events may only be made if the event is open to all members of the PBGC.

C – No expenditure or series of expenditures must ever cause the bank account of the PBGC to fall below a balance sufficient to maintain the regular operations of the PBGC for a period of twelve (12) months after the next fundraising event. The annual funds necessary to maintain regular operations of the PBGC shall be defined as: an average of the annual expenditures for the regular yearly operations of the PBGC over the previous two years.

Section 9

The Historian shall keep all minutes, records, clippings and programs of all events of the club, and preserve all material for club member reference. She/he will work closely with the Corresponding Secretary and the Recording Secretary in keeping accurate, chronological archives of club history. Additionally, she/he will coordinate with the club Photographer who shall record all PBGC activities and meetings appropriate for publicity, awards, grants or archival purposes. These images may be in any form and must be catalogued as appropriate at the end of his or her term.

Section 10

The Horticulture Chair may contact authorities and sources in the horticulture fields and provide the club with timely gardening and horticulture tips.

Section 11

The Hospitality Chair shall recruit and schedule the hostesses for regular meetings and see that each month's committee appoints a Chair and RSVP contact person. The Hospitality Chair shall refer each Hostess Committee to the current yearbook for guidelines of their responsibilities and budgets. The Hospitality Chair will send detailed meeting announcements to the membership, including guest policies and fees, if any. She/he shall also maintain control of the hostess box and a hospitality handbook with descriptions of each meeting that have been submitted by the monthly Hostess Chairs, policies procedures, costs, etc.

Section 12

The Membership Chair shall receive new member applications and present same to the Executive Committee. She/he shall notify new members of their election and present them to the membership at the next meeting. She/he will review the attendance records yearly, review the status of Associate members and report to the Executive Committee. The Membership Chair will be responsible for providing a permanent name tag for each new member accepted into the PBGC and a guest tag for visitors. She/he will also be responsible for maintaining accurate membership addresses and for distributing them to any other officer or member in need of them.

Section 13

The Program Chair/Second Vice President will be responsible for planning and organizing the presentations for the eight (8) meetings held during the PBGC year. She/he will make all arrangements with the presenter in regards to finances, time, equipment, travel expenses and any special requirements needed by the presenter. She/he will arrange for payment to the presenter. She/he will also provide members with directions and any special instructions in advance of any off-site meetings or programs.

Section 14

The Publicity Chair shall send notices of PBGC events, civic plantings, charitable activities, monthly meetings and any other item the club shall deem worthy of publication to the local or regional press, radio or television. She/he will also work closely with the PBGC's webmaster and be responsible for posting PBGC news on the Rhode Island Federation of Garden Club's website or any other website determined appropriate by the Executive Committee. Additionally, the Publicity Chair will forward any media notices/clippings to the club Historian.

Section 15

The Special Projects Chair shall solicit suggestions from the membership for civic improvements, determining a budget to submit to the Finance Committee that will be brought before the Executive Committee, then to the members for a vote.

Section 16

The Ways and Means Chair shall provide means to obtain monies for club operating expenses and projects. She/he will also work closely with the Finance Committee in planning and accounting for all PBGC fundraising activities.

Section 17

The Yearbook Chair shall coordinate the efforts of her/his committee to update member contact information, annual program and hostess schedules, and any other pertinent information before publishing the club's annual yearbook. She/he will coordinate with the club webmaster to provide members with the most current and consistent club information.

Section 18

The Youth Education Chair shall identify projects and opportunities which contribute to the promotion of gardening and increase environmental awareness among youth while encouraging membership participation in such endeavors. She/he will bring project plans to the Executive Committee for approval and funding, keep a record of project progress and account for money spent, and provide the membership with updates.

**Article IX
Indemnification**

Section 1

The Plum Beach Garden Club shall indemnify and hold harmless each present and former Executive Committee member, officer, agent and employee of the PBGC against all expenses, including reasonable attorney fees, actually and necessarily incurred or paid by the Executive Committee member(s) in question in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which they are or may be a party by reason of being or having been an Executive Committee member, officer, agent or employee. No such indemnification may be made unless it is determined that the person to be indemnified:

- (a) Was not and has not been adjudicated to have been grossly negligent or guilty of willful or wanton misconduct in the performance of their duty to the PBGC;
- (b) Acted in good faith in what she/he reasonably believed to be in the best interest of the PBGC; and
- (c) In any criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful.

Such determination, if made, shall be made by the Executive Committee at a meeting at which a quorum consisting of all members qualified to vote on the Determination are present. Any Executive Committee member who is not a party to or threatened with any such action, suit or proceeding shall be qualified to vote.

The Executive Committee may obtain any policies of insurance that it may consider appropriate to insure any person who is serving or has served as an Executive Committee member, officer, agent or employee of the PBGC against liability and expense arising out of any claim of breach of duty, error, misstatement, misleading statement, omission or other act done, made or attempted by the Executive Committee member(s) by reason of their being such a member, officer, agent or employee. The cost of such insurance shall be a common expense.

**Article X
Amendments**

Section 1

These by-laws may be amended by a two-thirds (2/3) vote of Active and Associate members present, provided the proposed amendments have been sanctioned by the Executive Committee and read at the previous regular club meeting.

Section 2

These by-laws are subject for review every five (5) years or as deemed necessary by a By-Laws Committee appointed by the Executive Committee.

Section 3

Pursuant to Article X of the PBGC by-laws, the following amendment, Number 7, was agreed to by a two-thirds (2/3) affirmative vote of the Active members present on November 15, 2016.

Amendment Number 1

Dissolution:

The Executive Committee, by a two-thirds (2/3) affirmative vote, may recommend that the club be dissolved. Such recommendation shall be submitted in writing to all members and voted upon at a special meeting called for that purpose. A two-thirds (2/3) affirmative vote of the members present at this special meeting shall result in the dissolution of the club.

After all financial obligations have been paid, the remaining assets shall then be transferred to a Rhode Island non-profit organization dedicated to gardening, education and community beautification in North Kingstown.

Amendment Number 2

Article V, Section 2, amended June 14, 2010.

Amendment Number 3

Article III, Section 2, amended November 8, 2011.

Amendment Number 4

Article III, Section 1, amended April 10, 2012 Article IV, Section 1, amended April 10, 2012 Article X, Section 2, amended April 10, 2012 Article X, Section 7, amended April 10, 2012

Amendment Number 5

Article V, Section 1, amended October 9, 2012 Article V, Section 4, added October 9, 2012 Article V, Section 5, added October 9, 2012 Article V, Section 6, added October 9, 2012 Article V, Section 7, added October 9, 2012 Article IX, deleted October 9, 2012 Article X, renumbered IX October 9, 2012 Article XI, renumbered X October 9, 2012 Article XII, renumbered XI October 9, 2012 Article XIII, renumbered XII October 9, 2012

Amendment Number 6

Article V, Membership, amended December 9, 2014 Article VI, Section 2 Dues, amended December 9, 2014 Article IX, Section 4, Duties of Corresponding Secretary, amended December 9, 2014 Article IX, Section 5, Duties of Recording Secretary, amended December 9, 2014 Article X, Section 6, Hospitality Chair Duties, amended December 9, 2014

Amendment Number 7

Article I, recognition of 2009 change to a non-profit 501 (c) legal status. Approved November 15, 2016.
Former Article III and Article IV combined to redefine the **Executive Committee** members. Approved November 15, 2016.

Article V renumbered Article IV, Membership. Section 4 amended on resignations. Approved November 15, 2016

Article V, amended to identify the PBGC **Fiscal Year, and Fees** . Approved November 15, 2016.

Article VI, amended to **Elections** now includes role of the Nominating Committee. Approved November 15, 2016.

Article VII, amended to **Duties of the Executive Committee**. Approved November 15, 2016.

Former Article VIII deleted and renumbered into Article VII and Article VIII. Approved November 15, 2016.

Article VIII, amended to **Duties of the Standing Committees** includes minimum number of committee members, and the addition of the Design, Finance, Special Projects, Yearbook and Youth Committees. Approved November 15, 2016.

Indemnification renumbered to Article IX; **Amendments** renumbered to Article X Approved November 15, 2016

Amendment Number 8

Article III, Section 2 amended the Executive Committee to say it “shall be a **President or Co-Presidents**” instead of just “President.”

Article III, Section 6 amended to say officers shall serve one term of two (2) years “**unless otherwise stipulated during the nominations announcement**.”

Article VII, Section 1 amended to say **The “President or Co-President”** shall preside....