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The bylaws of a society are the documents which contain its own basic rules that relate to itself as an organization and prescribe how the society functions. These are the rules that the society considers so important that they cannot be suspended or changed without previous notice to the members and a specified positive vote.

The bylaws of The Garden Club of Georgia, Inc. may be amended as outlined in Bylaws, Article XI, found in the following section of this GUIDE. Any proposed change should be sent in writing to the Bylaws Chairman with a copy to the State President, Recording Secretary and the committee affected. Any revision for improving operation and functions of the organization will be considered and presented to the Executive Committee. Upon recommendation of this committee, the proposal is presented to the Board of Directors. If approved, the membership is notified of the changes and they are presented for vote at the annual meeting.

Each member should read and review periodically the contents of the bylaws of the State Garden Club as shown on the following pages of this GUIDE, especially the stated objectives which govern all activities of the organization.

The General Policies of The Garden Club of Georgia, Inc., listed in a separate document in the on-line GUIDE, refer to accepted methods of management, continuing procedures and plans for action. They may be amended or rescinded without previous notice by a majority vote of the Board of Directors and may be suspended temporarily for a specified time. Financial Policies of the Garden Club of Georgia, Inc. are also listed in a separate document in the on-line GUIDE.

All member clubs and councils adopt their own bylaws and policies (or Standing Rules) in support of the principles of the State Garden Club. The Bylaws and Policies Chairman may be contacted for assistance in interpreting procedures or drafting these important rules of order.

The Garden Club of Georgia, Inc.

Organized 1928, Incorporated 1947

Bylaws

Adopted June 8, 1928

(Revised 1967; Amended 1969, 1973, 1975, 1984, 1985, 1987, 1988, 1991, 1993, 1994, 1995, 1996, 1997, 1999, 2001, 2004, 2005, 2007, 2008, 2009, 2011, 2012, 2015 and 2016)

ARTICLE I

Title

The name of this organization shall be The Garden Club of Georgia, Incorporated.

ARTICLE II

Objects

The object of this organization, as provided in its charter, shall be to coordinate the interests of the garden clubs of Georgia and to bring them into closer relation of mutual helpfulness by association, conference and correspondence, to promote the love of gardening among amateurs, to promote the study of horticulture, to protect our native trees, wildflowers and birds, to encourage civic planning, and to include engaging in activities which are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, specifically:

A. To further the education of members and the public in the fields of gardening, horticulture, botany, landscape design, conservation of natural resources, civic beautification and litter control, nature studies, garden therapy and historic preservation;

B. To provide scholarships for students majoring in any garden related subject in an accredited college or university in Georgia;

C. To encourage the erection of memorials to veterans of the United States Armed Forces;

D. To coordinate the interests of the member garden clubs in the State of Georgia to the extent such coordination represents a furtherance of the activities which are within the scope of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III

Membership

Qualifications and Privileges

Section 1. A. The membership shall consist of garden clubs of Georgia, garden sections of other clubs of Georgia, plant societies, affiliates, subscribing members, honorary members, Life Members, corporate members, Georgia Association of Gardening Consultants, Landscape Design Consultants of Georgia, Environmental Consultants Council of Georgia, councils of garden clubs and organized judges' councils of Georgia.

B. The membership shall be divided into seven or more districts.

Section 2. To be and remain eligible for membership, a club must meet the following requirements:

A. It must have an active club membership of not fewer than ten (10) members, and must promote the objects outlined in Article II.

B. If a member club has held membership in The Garden Club of Georgia, Inc. for five (5) or more years, it may retain membership with a minimum of six (6) members.

C. If a member club has held membership in The Garden Club of Georgia, Inc. for fifteen (15) or more years, it may retain membership with no required minimum number of members.

Section 3. A. Garden Clubs. Applications for membership in The Garden Club of Georgia, Inc. for new member garden clubs, and garden sections of other clubs of Georgia shall be made to the Headquarters.

B. A subscribing member shall be an individual who is committed to the purposes and objects of The Garden Club of Georgia, Inc. and desires association without the necessity of becoming a member of a local member garden club. A subscribing member shall be eligible to participate in all programs and events available to the general membership but without the privilege of a vote, shall receive Garden Gateways and other informative membership mailings.

C. Honorary membership in The Garden Club of Georgia, Inc. shall be accorded only to such persons as are outstanding in the state for horticultural knowledge or garden activities. Honorary members must be proposed by one member of the Board of Directors and endorsed by two (2) other members of the Board of Directors. Nominees shall be elected by a two-thirds (2/3) vote of those present of the Board of Directors in regular meeting assembled.

D. Life Members. A person, either member or non-member, interested in the work of the organization may become a Life Member upon payment of the Life Membership Fee and the approval of the Life Membership Chairman. Life Membership provides those privileges as outlined in the General Policies.

E. A Council of Garden Clubs shall be composed of member clubs of The Garden Club of Georgia, Inc. who have united to give strength to their community projects. Applications for admission to The Garden Club of Georgia, Inc. shall be submitted to the State Garden Club Councils Chairman.

F. State Member Organizations: Georgia Association of Gardening Consultants, Landscape Design Consultants of Georgia, Environmental Consultants Council of Georgia and the organized judges' councils of Georgia may become members of The Garden Club of Georgia, Inc. by application to the State Garden Club Councils Chairman.

G. A corporate member shall be a commercial entity that is committed to the purposes and objects of The Garden Club of Georgia, Inc. and desires association with the State Federation. The Garden Club of Georgia, Inc. may refuse the corporate membership application of a commercial entity that is deemed to be incompatible with the mission of the State Federation. A corporate member shall have no voting rights, shall not participate in the awards programs, shall be eligible to participate in all other programs and events available to the general membership, and shall receive Garden Gateways.

H. Plant societies and affiliates may become members of The Garden Club of Georgia, Inc. by application to the State Plant Societies and Affiliates Chairman.

Section 4. Membership in The Garden Club of Georgia, Inc. for garden clubs and for subscribing members shall include membership in the National Garden Clubs, Inc. and the dues thereof shall be paid by GCG.

Section 5. A garden club or council having forfeited its membership shall be reinstated, provided it meets all requirements stated in Article III, Section 2, and pays reinstatement fee established by the Board of Directors. Such fee shall not be applied on current dues.

ARTICLE IV

Officers and Duties

Section 1. A. The elected officers of this organization shall be a President, a First Vice-President, a Second Vice President, a Third Vice President, a Fourth Vice President, a Recording Secretary, a Treasurer, an Assistant Treasurer and seven (7) District Directors.

B. The appointed offices shall be a Corresponding Secretary, a Parliamentarian, an Advisor, an Advisory Council Liaison, and a Finance Officer. These officers shall be appointed by the President.

Section 2. A. The President shall preside at all meetings of The Garden Club of Georgia, Inc., of the Executive Committee and of the Board of Directors, and shall perform all other duties consequent upon the office. The President shall have power to appoint all chairmen of committees, and shall be ex-officio member of all committees, except the Nominating Committee.

B. In the absence of the President, the First Vice President shall perform all the duties of that office. The First Vice President shall be designated President-elect at the close of the Fall Board meeting in the even-numbered year.

Each Vice President shall serve as Chairman of one of the standing committees, when appointed by the President, with the exception of the Fourth Vice President whose specific assignment is that of Membership Chairman and whose duties will include maintaining a working knowledge of membership records as processed at State Headquarters.

C. The Recording Secretary shall keep an accurate record of the proceedings of the corporation, the Board of Directors, the Executive Committee and the Finance Committee, shall keep the corporate seal of the corporation and shall affix said corporate seal to all papers requiring a seal, shall maintain an accurate continuing list of those attending each National Convention and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

D. The Treasurer shall have charge of all monies belonging to the corporation specified by the Board of Directors. The Treasurer shall pay by check all bills and give all receipts including bills authorized by the President and approved by the State Officer or Chairman incurring them. The accounts and vouchers shall be open to the inspection of the Board. A financial statement shall be presented at each Board meeting and at the Annual Meeting.

The Assistant Treasurer shall perform the duties of the Treasurer in the event of the absence or disability of the Treasurer and such other duties as shall be assigned by the President. Expenditures authorized by the President and approved by the State Officer or Chairman incurring them shall be paid by check from the accounts which this office handles.

The books of the Treasurer and Assistant Treasurer, including those of the State Headquarters Fund, and any other designated project shall be examined by a certified public accountant. For the purpose of preparing our annual tax returns by a certified public accountant, there shall be sent to the Treasurer by June 1 each year, the books and papers of each person charged by the Board of Directors with handling of funds belonging to the corporation. If, in the opinion of the certified public accountant, it is indicated that any accounts need to be audited, such action should be taken, with the approval of the State President. The fiscal year of the State Treasurer for auditing purposes shall be May 1 to April 30.

The Treasurer, the Assistant Treasurer, and such others as deemed necessary shall be bonded in whatever sum the Board of Directors may require. The cost of the bond shall be paid by the corporation.

E. The District Director shall have supervision over all clubs in the District and shall preside over the District Meetings. The nominee for Director may suggest the name of a nominee for Co-Director to assist with the work in the District and to preside at District meetings in the

absence of the Director. The District Director may appoint sub-chairmen corresponding to the state chairmen of committees, should promote projects approved by the State Board of Directors, aid in planning projects in the District and help the member clubs in any way possible. The District Director shall send an official form report of the activities of all clubs in the District to the State President before annual meeting and shall give this as the yearly report. The Directors shall attend all State Board Meetings and send via email a typed, double spaced report as requested.

Section 3. A. The Corresponding Secretary is appointed by the President and shall conduct the correspondence of the corporation, shall have charge of the stationery, send out all notices, and maintain the official date register. In the absence of the Recording Secretary, shall perform the duties of that office.

B. The Parliamentarian shall be appointed by the president and shall attend all meetings of The Garden Club of Georgia, Inc., of the Executive Committee and of the Board of Directors as a consultant without the privilege of a vote.

C. The Advisor is appointed by the President and shall serve in an advisory capacity to the President and as a voting member of the Executive Committee.

D. The Advisory Council Liaison shall be a former president of The Garden Club of Georgia, Inc., shall be appointed by the President, shall preside at all meetings of the Advisory Council and shall attend meetings of the Executive Committee without the privilege of a vote.

E. The Finance Officer shall be appointed by the President and shall serve as chairman of the Finance Committee.

Section 4. Each officer shall immediately upon the expiration of term of office deliver to successor all books, records and properties pertaining to the office.

ARTICLE V

Nominations and Elections

Section 1. A. There shall be a Nominating Committee consisting of a chairman, appointed by the President without the privilege of a vote and seven Board members elected by the Board of Directors at the fall Board Meeting in the even numbered years. The President shall call upon each District Director for their District's nominee and alternate, having been selected by the District Board at the fall District Board Meeting. If a member or alternate is unable to serve, the President may select from the Board of Directors a replacement from the same District to assume the designated duties.

B. To be able to serve as a member of the Nominating Committee, a Board member must have completed a minimum of three (3) years' service on the Board of Directors of The Garden Club of Georgia, Inc. and must have attended two (2) out of the last three (3) meetings of the Board of Directors. A Board member who has served on the last Nominating Committee is ineligible to serve as a member of the next Nominating Committee. If Alternate did not serve, eligibility shall be renewed.

C. The Nominating Committee shall submit at each Annual Meeting in the odd numbered years nominations for all officers and District Directors to be elected by the membership. All officers to be elected, with the exception of District Directors, Treasurer, and Assistant Treasurer, shall be selected from those who have previously served on the Board of Directors for a minimum of four (4) years, not necessarily consecutively. The Districts have sole authority on the selection of a District Director. A minimum of two years' service on the GCG Board of Directors is required for the Treasurer and Assistant Treasurer and they shall have accounting experience and shall have a working knowledge of sound financial procedures.

D. Nominations may be made from the floor with the consent of the nominee.

District Nominations and Elections

Section 2. At the Annual Meeting each odd numbered year, a Nominating Committee shall be formed, the Director appointing the chairman, and the other two (2) members and two (2) alternates being elected from the floor. The current Director is ineligible to serve on the Nominating Committee of the District.

At the Annual District Meeting in the even numbered year, the Nominating Committee shall submit a ticket of candidates for District officers for the approval of the clubs in the District. The name of the person selected as District Director shall be sent to the State Nominating Committee at least three (3) months before the Annual Meeting of The Garden Club of Georgia, Inc. All District Directors will be elected at the Annual Meeting each odd numbered year along with the state officers and will become members of the State Board of Directors.

The out-going District Director may not serve as Co-Director for the incoming administration. The other District candidates for office are elected at the District Meeting when the ticket is read, but do not take office until the new District Director's term begins.

Election of Officers

Section 3. All officers and District Directors of the corporation, except the Appointed Officers, shall be elected and installed at the Annual Meeting each odd numbered year for a term of two (2) years and shall serve until their successors are elected and qualified. Term of office is limited to two (2) years with the exception of the Treasurer, Assistant Treasurer and Finance Officer.

Section 4. If a vacancy occurs in the office of President, the First Vice President shall succeed to the office. All vacancies among other elected offices shall be filled for the unexpired term by the Executive Committee subject to confirmation by the Board of Directors.

Section 5. The Corresponding Secretary, Parliamentarian, Advisor and Advisory Council Liaison shall be appointed by the President to serve for a term of two (2) years, with the privilege of reappointment in the same capacity for an additional two year term - with the exception that the Parliamentarian shall not be subject to term limits. Vacancies occurring among the appointed officers shall be filled by the President.

ARTICLE VI

Governing Boards

Section 1. Advisory Council. All former presidents of The Garden Club of Georgia, Inc. shall constitute an Advisory Council to serve the Board of Directors in an advisory capacity and shall have voting privileges.

Section 2. In the event of the absence of an officer or chairman at two (2) consecutive Board meetings, unless excused by the Executive Committee, the Corresponding Secretary shall give that Board Member's name to the President who will contact the Board Member and then determine if a replacement will be made.

Section 3. The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Immediate Past President, Chairman of Trustees of State Headquarters, and Advisor. The Advisory Council Liaison and the Parliamentarian attend meetings of the Executive Committee without the privilege of a vote. This committee shall have the power of the Board of Directors during the interim between meetings of that body.

In case of an emergency, email voting shall be allowed, but only the President shall call for a vote by email on a motion presented to the Executive Committee. If approved, the vote shall be ratified at the next Board of Directors Meeting.

Section 4. The District Coordinating Committee shall be composed of the State First Vice President as Chairman and all District Directors.

Section 5. Trustees of State Headquarters. A Board of Trustees shall be elected to oversee State Headquarters and its activities, subject to the approval of the Board of Directors. A Chairman, Vice Chairman and Recording Secretary shall be elected by the Board of Trustees at the first meeting in each odd numbered year. An annual fall meeting shall be held in Athens, Georgia, the date to be at the discretion of the Chairman.

A. The Garden Club of Georgia, Inc. Trustees for State Headquarters shall be the appointed House and Operations Chairman, the appointed Headquarters Insurance Chairman, Director of the State Botanical Garden (non-voting member); six (6) members elected by the Board of Directors; the State President, First Vice President, GCG Treasurer and Assistant Treasurer as ex-officio members.

B. Three (3) Trustees shall be elected by and from the State Board of Directors by secret ballot in the Fall of each even numbered year for a four (4) year term to run concurrently with the incoming administration. The President shall notify all Board Members of this election in the notice of the Fall Board Meeting.

Of the three being newly elected, only one (1) Trustee shall be a former president of The Garden Club of Georgia, Inc. and two (2) shall be members of the State Board of Directors. The latter two shall be and remain active members of the Board of Directors for the duration of their terms. A Trustee shall not be elected for two (2) consecutive terms, but may continue to serve as a Trustee in an appointed chairmanship, and an appointed Trustee may be elected a Trustee immediately upon completion of chairmanship. The Executive Committee of the State Board of Directors shall fill any vacancy among the elected Trustees for the unexpired term.

C. The Assistant Treasurer is to attend Trustees Meetings and act as Liaison between the Trustees and Finance Committee.

Section 6. That The Garden Club of Georgia, Inc. hereby indemnifies, individually, the Board of Directors and Officers for any loss sustained in the performance of their duties on behalf of the organization.

ARTICLE VII

Committees

Section 1. Committees and chairmen necessary for the execution of the program of The Garden Club of Georgia, Inc. may be appointed by the President. Committee Chairmen shall be selected from members of garden clubs currently listed on the official membership list at State Headquarters.

Each committee chairman shall be responsible for the activities of the committee and shall have work conform as far as possible with that of the corresponding NGC chairman. All matters of importance or affecting the general policy of the corporation shall be submitted to the Board of Directors.

Section 2. There shall be a Finance Committee composed of the Finance Officer, who shall serve as the presiding Chairman, First Vice President, Fourth Vice President, Recording Secretary, Treasurer, Assistant Treasurer, State Headquarters House and Operations Chairman, State Headquarters Insurance Chairman, Trustees Chairman, Merchandising Manager, Investment Committee Chairman.

Immediate Past President, and State President as an ex-officio member. Should the Immediate Past President be unable to serve, the President shall appoint a member to fill the place.

The Budget Committee composed of the Treasurer, who shall serve as Chairman, the President, First Vice President, Assistant Treasurer, Finance Officer and Merchandising Manager shall prepare a proposed annual budget to be presented to the Finance Committee for approval prior to the annual spring meeting.

The Finance Committee shall then in turn submit the proposed annual budget including the General Fund Budget and the State Headquarters Trustees Budget to the Executive Committee and the Board of Directors at each annual spring meeting. The Finance Committee shall be responsible for all financial transactions of the corporation.

In case of an emergency, email voting shall be allowed, but only the President shall call for a vote by email on a motion presented to the Finance Committee. If approved, the vote shall be ratified at the next Board of Directors Meeting.

Section 3. Each committee chairman shall prepare a typed, report for each Board Meeting and Annual Meeting and send it via email to the President, Recording Secretary and Listserv Manager who will then distribute it to the full Board. End of Term reports should be typed, double-spaced and contain details for the full two year term, including any financial information or detailed numerical data available. This report should be sent to the President and Recording Secretary via email before May 31st of odd numbered years and will be included in the archived records.

Section 4. No chairman of a committee may give cash awards. Awards other than ribbons may be offered but must be approved by the Board of Directors.

Section 5. A Committee Chairman shall be eligible to serve for a two (2) year term after which each may be reappointed for one additional two (2) year term. This shall not apply to the Garden Gateways staff, Chaplain, and Merchandising Manager and Assistant.

Section 6. Each committee chairman shall immediately upon the expiration of term of office deliver to successor all books, records, and properties pertaining to the chairmanship.

ARTICLE VIII

Meetings and Quorums

Section 1. An Annual Meeting of this corporation shall be held during the spring, the place and date to be fixed by the Convention Coordinator and the President. Notice of the time and place of such Annual Meetings shall be published in the winter issue of Garden Gateways.

A club, council of garden clubs or judges' council shall be entitled to be represented by one delegate each at an Annual Meeting. All duly elected delegates from member clubs and councils, members-at-large, State Board Members, District Board Members and GCG Life Members are entitled to vote.

If space allows, the host District shall have the privilege of allowing registration of additional members other than delegates.

Section 2. The Board of Directors shall meet at least two (2) times during each fiscal year. The meetings shall be held at the call of the President or upon the written request of four members.

In case of an emergency, email voting shall be allowed, but only the President shall call for a vote by email on a motion presented to the Board of Directors. If approved, the vote shall be ratified at the next Board of Directors Meeting.

Section 3. Each District shall hold at least one (1) meeting each year, preferably in the fall. The date

of the meeting shall be set by the State President. The time and place for the meeting shall be decided by the Director and the hostess clubs. The State President shall be the honored guest at each District Meeting. Members of the State Board of Directors are urged to attend. Each club in the District shall have one voting delegate but any member may attend. District Board Members are entitled to vote at their District Annual Meetings.

Quorums

Section 4. Annual Meeting: A majority of the number of registered eligible voters at the Annual Meeting shall constitute a quorum. A two-thirds (2/3) vote of those present shall be controlling.

Section 5. Board of Directors: Thirty-five (35) officers and committee chairmen shall constitute a quorum. A majority vote of those present shall be controlling.

Section 6. Executive Committee: Seven (7) members shall constitute a quorum.

Section 7. Finance Committee: Five (5) members shall constitute a quorum.

Section 8. District Meetings: A majority of the registered eligible voters at a District Meeting shall constitute a quorum. A majority vote of the those eligible voters present shall be controlling.

ARTICLE IX

Dues

Section 1. The GCG Membership year of garden clubs, councils, societies, and affiliates - for the purpose of paying annual dues, shall run from March 1 through the last day of February.

Section 2. The annual dues of The Garden Club of Georgia, Inc. shall be determined by the Board of Directors for each active, inactive, State Life Members or honorary members who pay dues to a member garden club.

Section 3. The annual dues of each council of garden clubs, organized judges' council of Georgia, plant society, affiliates, Georgia Association of Gardening Consultants, Landscape Design Consultants of Georgia, and Environmental Consultants Council of Georgia shall be established by the Board of Directors.

Section 4. A. The annual dues of a subscribing member shall be set by the Board of Directors of The Garden Club of Georgia, Inc. A subscribing member shall pay dues which will fully cover all costs incurred in servicing the membership.

B. The annual dues of the corporate member shall be set by the Board of Directors of The Garden Club of Georgia, Inc. and shall be reviewed periodically.

Section 5. The Life Membership fee shall be established by the Board of Directors. This sum shall be divided between the State Headquarters Fund and the State Scholarship Fund, according to the need.

Section 6. All dues shall be payable March 1, with the exception of Subscribing and Corporate member dues, which shall be due on the anniversary date of their original membership. If unpaid after three (3) months, a subscribing or corporate member shall be considered delinquent, dropped from membership, and subscribing members shall be ineligible for awards competition. The members of garden clubs or garden sections of other clubs of Georgia not having paid dues by August 1, will not receive Garden Gateways after that date.

All other membership categories, not paying dues by December 1, will be declared in arrears and not eligible for awards competition.

All other membership categories, not paying dues by the end of the fiscal year, shall thereby forfeit membership.

Section 7. No dues to the District Treasury shall be accepted from any member, including all categories. No Dues shall be accepted from Honorary Members elected by the Board of Directors.

ARTICLE X

Finances

Section 1. The funds of The Garden Club of Georgia, Inc. shall be derived from the payment of membership dues and from any other sources as the Board of Directors may authorize. This corporation shall not solicit contributions unless expressly authorized by the Board of Directors at a duly held meeting. Unless other provision is expressly made, all funds of the corporation must be kept in the treasury of The Garden Club of Georgia, Inc. and disbursed by the Treasurer and/or Assistant Treasurer upon approval of the President.

Section 2. The President shall not authorize the expenditure of any funds not specified in the budget without the approval of the Executive Committee.

Section 3. A total amount to be established by the Board of Directors may be expended by the Finance Committee during any one year to meet emergencies in the operation of the corporation. What shall constitute such emergencies shall be determined by the Finance Committee.

Section 4. The Garden Club of Georgia, Inc. shall allocate any necessary amount from the General Fund for the publication of Garden Gateways. Each member is entitled to an annual subscription to the magazine.

Section 5. The expenses of chairmen, relevant to the work of the committee, shall be paid by The Garden Club of Georgia, Inc. when within the budget. Itemized accounts with vouchers for such expenses must be presented for approval of the President by April 1 each year.

Section 6. A. A sum to be established by the Board of Directors shall be budgeted annually for the expenses and secretarial allowance of the President.

B. A sum to be established by the Board of Directors shall be budgeted annually for the expenses of the work of each District. An itemized copy of the District Treasurer's Report as of March 1 must be mailed to the President by March 15 each year for review.

Section 7. The cost of the audit of the books and papers of the Treasurer and of all others whose books and papers are required to be audited shall be paid by The Garden Club of Georgia, Inc.

Section 8. The Garden Club of Georgia, Inc. shall pay the registration fee of the president or representative of The Ladies' Garden Club of Athens when attending the Annual Meeting of the National Garden Clubs, Inc. and declared a regular delegate each year.

ARTICLE XI

Amendments

Section 1. These Bylaws may be amended at any GCG Annual Meeting by a two-thirds (2/3) vote of all registered eligible voters present, provided a copy of the proposed amendment, previously approved by the Board of Directors, shall have been sent in writing to each member club at least thirty (30) days before the Annual Meeting.

Section 2. These Bylaws may be amended at any GCG Annual Meeting by the unanimous vote of all registered eligible voters present without necessity of any prior notice.

ARTICLE XII

Parliamentary Authority

The Garden Club of Georgia, Inc. shall use as its authority Robert's Rules of Order, Revised, except where anything therein is inconsistent with these Bylaws.

ARTICLE XIII

Tax Exempt Corporation

Section 1. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of General Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE XIV

Indemnification of Officers, Chairmen and Directors

The Organization shall indemnify any and all persons who may serve or who have served at any time as officers, committee chairmen, or directors, their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by said persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made party or which may be asserted against them or any of them by reason of being or having been an officer, committee chairman, or director of the Organization, if such officer, committee chairman, or director acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Organization, and, in criminal action or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful, provided nothing herein contained shall create a right to indemnification inconsistent with or contrary to any statute which may be applicable thereto.

Procedure for Nominating Regional Director and National Nominating Committee Member

All nominees shall meet the requirements of ELIGIBILITY as outlined in National Garden Clubs, Inc. bylaws, Article X, Sections 1 b 1:

A. Served two years as an elected officer of a State Garden Club.

B. Served a minimum of two years as a member of the Board of Directors of NGC.

C. Attended two (2) of the previous three (3) Annual Conventions prior to assuming that position. For this purpose, it is suggested that the Recording Secretary maintain an accurate, continuing list of those attending each NGC Convention.

All requirements as stated in the Procedure of the DSR shall be followed. Candidates shall be presented to the Region one year prior to election year and serve one two-year term.

According to rotation dates, Georgia will provide candidates for Director and Alternate Director for the term 2011-2013. Candidates for Member and Alternate Member and Alternate Member-at-Large from Georgia representing the DSR on the National Nominating Committee are designated for the term 2011-2013. Since the federation's nominees must be presented at the DSR Convention in the year prior to the election year, it is proposed that a nominating committee for these important offices be formed, with one member to be named by the state president and two (or more) members to be selected by the Board of Directors. Members of this committee shall have served at least six years on the Board of Directors. The nominating committee members shall be voted on at the fall state board meeting (example 2009) preceding the DSR Convention at which the nominees must be presented. The committee shall compile a list of those eligible to be nominated and consult these people as to whether they would be willing for their names to be submitted to the board. The Member, Alternate Member and Alternate Member-at-Large shall be elected by the governing board of the State Garden Club during the six month period preceding the DSR Convention in the even numbered year prior to service. The name of the person receiving the greatest number of votes will be submitted as the nominee, the person receiving the second largest number of votes shall be the Alternate Member-at-Large.

It is the responsibility of the current state president to follow approved procedures, as accepted by the Board of Directors, and to be prepared to present the names of nominees to the DSR Convention at the proper time.

Adopted: January 14, 1981 • Callaway Gardens
Amended: April 18, 2001 • Columbus

Procedure for Selection of Nominees for National Officers from Georgia

In order to have qualified nominees from GCG for offices in NGC, the following procedure is proposed:

At the first Fall Board Meeting of each administration, a committee of three members shall be selected, with one member appointed by the State President and two members elected by the Board of Directors. Members of this committee shall have served at least six years on the Board of Directors. The appointed person will serve as chairman of the committee.

The committee shall compile a list of those eligible for National offices, checking all requirements in NGC Bylaws and consulting the Recording Secretary's list of those attending National conventions in the past three years.

The persons meeting all requirements for eligibility shall be consulted to determine willingness to serve, if selected, and to become nominees to be submitted to the National Nominating Committee.

The names of the persons on this list shall be sent, along with qualifying information, to the State President for presentation to the Executive Committee. These names will be voted on at the first Fall Board Meeting of the even numbered year of each administration. The Executive Committee may, by ballot, choose names to be submitted to the Board of Directors and voted on by ballot.

The person receiving the highest number of votes for nomination for a specific office will become the state federation's nominee. The person receiving the second largest number of votes shall be the Alternate Member and the third largest shall be the Alternate Member•at•Large. If there is only the name of one person on the list for any designated office, that selection may be ratified by the Board of Directors. The State President will send the completed form, as directed by NGC, along with one letter of recommendation for each nominee.

Adopted April 17, 1989 -Augusta