

Blackstone and Millville Garden Club



Minutes of Meeting:

Date: December 9th 2021

Location: Chestnut Hill Center, Millville MA

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Election of officers

- Kate Donovan- Blackstone, MA-President
 - Lisa Foster-Millville MA-Vice President
 - Cindy Barrett- Blackstone MA-Treasurer
 - Marcia Rullie - Millville MA- Secretary
- **Yea**—7 Members
 - **Nay**—0 Members

Accepting the Bylaws



Bylaws (1).docx

- **Yea**—7 Members
- **Nay**—0 Members

Blackstone and Millville Garden Club



Accept the calendar for 2022



Garden Club
Calendar.docx

- **Yea**—7 Members
- **Nay**—0 Members

Bylaws

Blackstone and Millville Garden Club Bylaws

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Article I: Name

This organization shall be known as the Blackstone and Millville Garden Club (aka BMGC)

Article II: Purpose

The Blackstone & Millville Garden Club is a welcoming, diverse and inclusive group dedicated to improving our communities through all types of horticulture initiatives from food growing to landscape design, community beautification and education. We are environmentally conscious and operate with respect for the natural beauty of our communities.

Article III: Membership

Section 1. Requirements of Membership

Shall pay annual dues of \$35.

Section 2. Application for Membership

Membership is open to anyone with an interest in gardening and civic beautification. Those interested in joining shall submit a completed application form to the Treasurer. The form shall be accompanied by payment of dues. The Treasurer shall provide the new member with the group bylaws and introduce the new member at the next General Membership meeting.

Section 3. Resignation from Membership

Members planning to resign from the club shall notify the Board. Dues are not refundable



Section 4. Loss of Membership

A member who does not comply with membership requirements may be removed from membership by a majority vote of the board.

Article IV: Finances

Section 1. Fiscal Year

The fiscal year shall be January 1st – December 30th.

Section 2. Dues

Section 2a. Dues shall be thirty-five dollars (\$35) per year for all members.

Section 2b. Dues are payable at the membership meeting by Feb 1st. If payment is not received by then, the membership ends.

Section 2c. For late joiners, membership dues will be prorated by month.

Section 3. Projects, Donations and Gifts

The board may authorize payment of up to \$100 for expenses not included in the budget; expenditures over \$100 are presented for approval to the membership. Proposals made by a member at General Meetings may be approved on the spot for up to \$100; proposals for expenditures over \$100 are referred to the board for a recommendation at the following board meeting and if approved shall be brought to the next General Membership meeting for a vote. Two officers must sign the check for \$100 or more

Section 4. Donations

Donations made by the club shall reflect its mission and its commitment to gardening and conservation, with priority given to local causes. The board may consider a request for a donation at any time.

Section 5. Reserve Fund

Whenever possible, the club shall maintain a reserve fund equal to 25 percent of the prior year's budget

Section 7. Tax Status

Federal: The Blackstone and Millville Garden Club is a nonprofit, 501(c)(3) tax exempt organization, falling under the umbrella of the Garden Club Federation of Massachusetts. As

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such, it is exempt from paying federal taxes on income related to the club's charitable purpose. The Club is required to file an annual information return with the Internal Revenue Service.

To maintain its umbrella status with the GCFM, the club shall file a renewal form and financial statements with the GCFM by October 1st of each year and shall also file a form 990N with the IRS. The Club shall comply with these requirements or with changed requirements as made by the GCFM or other circumstances.

State: *The Blackstone and Millville Garden Club is granted tax exempt status by the Commonwealth of Massachusetts. As such, it does not pay income tax or sales tax. The club is required to file an annual information return (forms PC and 990-EZ) with the Commonwealth of Massachusetts Attorney General's Office.*

In addition, Massachusetts tax law allows for casual and isolated sales to occur free of charging sales tax. The Treasurer and other Board members shall be aware of this rule and comply with state tax laws.

Article V: Officers

Section 1. Officers

The officers shall be the President, Vice President, Secretary, Treasurer. They shall perform duties usual to their offices and as outlined in these bylaws.

Section 2. Election of Officers

The officers shall be elected by the membership for a one-year term. There are no limits on the number of terms that may be served. If an officer cannot fulfill the obligations of office, the President may appoint a replacement until the 1-year term ends.

Section 3. Duties of Officers

President: *The President shall preside at the meetings of the Club, shall cast the deciding vote in case of a tie, shall appoint the chairs of all committees and be a member of all committees except the Nominating Committee, shall call for the reports of the committees, and shall perform such other executive functions as are not delegated to the other officers of the club. The President keeps the file of annual reports, club correspondence, and club membership in other organizations. The President is authorized to sign checks in the Treasurer's absence.*

Vice President: *In the absence of the President, the Vice President shall preside at all meetings and shall exercise all the powers of the President. The Vice President shall review the bylaws and policies at least once in a one-year term. If the President is unable to complete a term, the*

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Vice President shall assume the role of President. The President and Vice President, together, may establish other goals and duties for the Vice President.

***Secretary:** The Secretary shall keep a record of all the minutes, take attendance at meetings, and such other records as are necessary. In the absence of the President and Vice President, the Secretary shall preside and exercise all the powers of the President. The Secretary maintains a file of annual reports plus all the board and club minutes. The minutes and annual reports shall be retained for historical purposes.*

***Treasurer:** The Treasurer shall:*

- *Have charge of all funds of the club, collect dues and shall send out and pay all bills.*
- *Prepare an annual budget for review by the board and to be voted on by the membership at the annual meeting.*
- *Renew coverage under the Garden Club Federation of Massachusetts 501(c)(3) umbrella, file Form 990N with the IRS and Forms PC and 990EZ with the Commonwealth of Massachusetts, Department of Revenue (DOR), or file such other forms as shall be required under a change in law or circumstance.*

Article VI: Board

Section 1. Board Members

The Board shall be comprised of the officers and any committee chairs that we appoint

Section 2. Board Responsibilities

The Board shall have control and management of the affairs and property of the Club.

Section 3. Board Meetings

Board meetings shall be scheduled by the President and shall be held at least quarterly, a week before the General Membership meeting. Board meetings can be held in person or online.

Section 4. Cancellation of Board Meetings

The President and Vice President decide whether to cancel or reschedule a board meeting due to weather or other conditions and communicate this information to the Board.

Section 5. Quorum



The presence of one-half of all board members shall constitute a quorum

Article VII: Committees

Section 1. Committees

Committees shall reflect the interests and commitments of the club. New committees shall be formed, or existing ones disbanded by a vote: first, of the board, and second, of the membership. Records of disbanded committees shall be retained for an indefinite period.

Section 2. Committee Chairs

Committee chairs shall be appointed by the President, who may seek the advice of the board. Committee chairs shall serve for a one-year term, from January 1st to December 30th. Any committee chair may serve consecutive terms with no limits on the number of terms served.

Section 3. Committee Chair Responsibilities

Each committee chair shall maintain a committee file with notes on activities and expenditures and prepare an annual report that shall be due by the last Board Meeting of the year.

Section 4. Committee Mission

The committee chair and members shall define the mission of each committee each year.

Section 5. Committee Transitions

Outgoing and incoming committee chairs shall meet at the transition of a term. The committee file and records shall be given to the new committee chair at this meeting.

Section 6. Committee Expenses

Committee Chairs may be reimbursed for expenses by the treasurer by submitting receipts.

Article VIII: Membership Meetings

Section 1. Frequency of General Meetings

Meetings will be held on the 2nd Thursday of each month.

Section 2. Annual Meeting

The Annual Meeting shall be held in January to hear the officers' annual reports of the prior year and to approve the budget for the coming year. Committee annual reports shall be collected by the Secretary at the December Board Meeting and emailed to the membership



Section 3. Membership Quorum

A quorum of a meeting or email vote shall be 50% of the club members

Section 4. Meeting Cancellations

The President and Vice President decide whether to cancel or reschedule a General Meeting due to weather or other conditions and communicate this information via the Website, Facebook or by Phone.

Section 5. Special meetings

The President may call a special meeting if necessary. In addition, if a vote is needed on an item before the next scheduled meeting, the President may poll the board or membership via email.

Article IX: Nominating and Elections

Section 1. Selection of Nominating Committee

Section 1a. A Nominating Committee of three members shall be chosen biennially in October.

Section 1b. The President shall appoint the Nominating Committee Chair who shall select two additional committee members from the general membership. The Board shall approve this selection at their October meeting.

Section 2. Nomination of Candidates for Office

Section 2a. The Nominating Committee shall prepare a slate of candidates for each office.

Section 2b. The Nominating Committee shall present the slate of candidates no later than the November board and December membership meetings. Nominations from the floor shall be solicited at the December General Meeting.

Section 2c. The Nominating Committee shall submit its final ballot at the December General Meeting.

Section 3. Election of Officers

The election of officers shall be held at the January General Meeting. If all offices are uncontested, the election shall be by voice vote. If more than one person is nominated for an office, the vote shall be by secret ballot. A quorum must be present during the entire election process.

Section 4. Installation of Officers



Elected officers shall be installed at the January Annual Meeting.

Section 5. Nominating Committee Eligibility for Office

A member of the Nominating Committee, including the Committee Chair, is not prohibited from being nominated for an office. In the event such nomination is proposed, that committee member shall be recused from further discussion related to filling that office. The committee member may participate in discussion regarding nominations for other offices.

Article X: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the club may adopt.

Article XI: Amendments to Bylaws & Policies

The bylaws and policies shall be reviewed at least once every two years by the Vice President to ensure they reflect current and best practices. Any proposed amendments shall be reviewed at a Board Meeting and then presented to the membership. The vote shall take place at the next General Meeting at which there is a quorum.

Article XII: Dissolution Clause

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 organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law or to the Federal Government, a state or local government for public purpose, subject to the approval of a court or competent jurisdiction within the Commonwealth of Massachusetts.

Upon dissolution, all remaining assets of the Club shall be distributed to one or more organizations having purposes similar to those of the Club, to be selected by the then-existing Board.

Article XIII: Non-Discrimination Clause

The Blackstone and Millville Garden Club shall not permit, in their conduct of club affairs, any restriction or limitation whatsoever based upon race, gender, national origin, sexual preference or religion