

The Garden Center, Inc.

Bylaws

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The Garden Center, Inc.

Bylaws

Article I

Name

This organization shall be incorporated under the laws of the State of Georgia under the name of The Garden Center, Inc.

Article II

Object

The object and purpose of The Garden Center, Inc. shall be as follows: to unite all members of eligible garden clubs in Valdosta and Lowndes County in the objectives for which these clubs have been formed, to obligate themselves to be responsible for assignments in all activities of The Garden

Center, Inc to further the cultural interest of the city and communities of the county to preserve and maintain the Garden Center, Inc. properties, to exchange ideas which are beneficial to the members of the garden clubs, enabling them better to plant, propagate, hybridize, grow, and cultivate the plants, herbs, shrubs, vines, and vegetables which are used in so doing, to promote programs of interest in and helpful to matters botanical, horticultural, environmental, and agricultural in engaging in activities which are religious, charitable, scientific, and literary of educational within the meaning of 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article III

Membership

Section 1. Any garden club in Valdosta and Lowndes County which qualifies for membership in The Garden Club of Georgia, Inc and National Council if State Garden Clubs, Inc., may, upon payment of required dues and upon approval of the Board of Trustees, become a member of The Garden Center, Inc.

Section 2. All of the members of the member clubs shall be eligible to attend and participate in the annual meetings and all special or called meetings of The Garden Center, Inc. and shall have such privileges of the house and grounds, and other properties of The Garden Center, Inc. as provided in the Standing Rules adopted by the Board of Trustees.

Section 3. In the event a member club becomes inactive or has forfeited its membership it will no longer be a member club of The Garden Center, Inc. It must immediately surrender all keys, equipment, and properties of The Garden Center, Inc. and the club's records and funds, to the Garden Center Board of Trustees along with a statement of its action.

Article IV

Dues

Section 1. Each garden club which is a member shall pay annually to The Garden Center, Inc. as its membership dues, the sum established and by date set by the current Board of Trustees, for each of its members in good standing. The names and addresses of these members shall be included and retained in the Treasurer's records.

Article V

Board of Trustees

Section 1. This organization shall be governed by a Board of Trustees. This Board of Trustees shall consist only of two elected trustees of each member club, together with the elected officers of The Garden Center, Inc. and the Honorary Life Members, all of whom shall have the privilege of the vote, with the exception of the president, who may not vote except in the event of a tie or when voting by ballot and the appointed parliamentarian. Each club is entitled to one elected alternate trustee. This elected alternate may represent either of the two trustees, with the privilege of a vote in the absence of said trustee. Ex-officio members of the Board of Trustees shall be immediate past president and the chairman of the Endowment Trust, each with a vote. All trustees and alternates are elected by their club for a two-year term.

Section 2. The Board of Trustees shall have general charge of all the properties of The Garden Center, Inc., shall make all rules affecting these properties and their use by Garden members and non-members, and shall conduct all the business of The Garden Center, Inc.

Section 3. The Board of Trustees may select and employ an accountant and/or retain an attorney and a historical consultant by vote of the Board. In the event of an emergency, the president of two (2) trustees may consult the attorney and/or the accountant and must report back to the Board.

Section 4. The Board of Trustees shall be empowered to employ such help as it may deem necessary for the maintenance and operation of the properties and/or projects of The Garden Center, Inc. and to fix or authorize the payment for such services.

Article VI

Officers

Section 1. The officers of The Garden Center, Inc. shall be a president, a first vice president, a second vice president, a third vice president, a fourth vice president, a secretary, and a treasurer.

Section 2. President: The president shall be the Chief Executive Officer and shall preside at meetings of the membership and/or Board of Trustees. She shall maintain and decide all questions of order and appoint the chairman of all committees deemed necessary that are not already provided. She shall appoint a parliamentarian and carry out all orders of the Board of Trustees. She shall be an ex-officio member of the Endowment Trust Fund and all committees except the Nominating Committee. She shall perform such other duties applicable to the office of President as prescribed by the parliamentary authority adopted by The Garden Center, Inc. The president shall be limited to two (2) consecutive terms.

Section 3. First Vice President: The First Vice President shall perform the duties of the President in the absence of the President. Should the office of the President become vacant, the First Vice President shall become President for the unexpired term. She shall assist the President in every way possible and act as her representative when requested. She shall be chairman for any Standard Flower Show sponsored by The Garden Center, Inc.

Section 4. Second Vice President: The Second Vice President shall chair the committee responsible for only maintenance, care, and repair of all The Garden Center, Inc. facilities, including the Crescent, the auditorium, the chapel, the arbor, the kindergarten, and the Eileen Langdale building. Any expenses above \$500.00 must have the approval of the Board of Trustees. Changes or improvements to existing holdings must have the approval of the Board before implementing. Three (3) estimates are necessary. All changes, improvements, and additions must maintain the integrity of the historical period of the Crescent and must have the approval of the historical consultant and the Board of Trustees before implementing.

Section 5. Third Vice President: The Third Vice President shall serve as Rental Chairman for The Garden Center, Inc. The Rental Chairman shall provide the renter copies of the rental agreement which has the approval of the Board of Trustees and the attorney for the Board. This agreement must be signed by the Rental Chairman and the renter on receipt of deposit in order for it to be binding. She shall keep a current calendar of rentals, available to the President, and a schedule of rentals placed in the office of the Crescent.

Section 6. Fourth Vice President: The Fourth Vice President shall serve as The Antiques Show Chairman for The Garden Center, Inc. She shall make a complete consolidated report, including financial, at the December Board meeting following the current year show. She shall be provided with a petty cash fund established by the budget of The Garden Center, Inc.

Section 7. Secretary: The Secretary shall identify voting members and record minutes of all meetings of the membership and Board of Trustees. She shall give notice of meetings when such notice is required by these Bylaws. She shall have general charge and custody of the records of The Garden Center, Inc. She shall attest all contracts, deeds, and other instruments affecting the properties of The Garden Center, Inc. after the same have been authorized by the Board of Trustees and signed by the President. She shall provide the President a working copy of the prior month's minutes or annual meeting minutes at least one (1) week before next such meeting. The minutes should be available to any Board member upon request. She shall be responsible for the keys and official seal of The Garden Center, Inc. She shall tape all meetings.

Section 8. Treasurer: The Treasurer shall have charge of all funds of The Garden Center, Inc. She shall serve as Chairman of the Budget and Finance Committee and shall be a member ex-officio of the Endowment Trust Fund. She shall receive all monies and deposit same in the depository designated by the Board of Trustees. She shall keep accurate accounts of the receipts and disbursements, which shall be available to the President and/or the Board of Trustees at all times. Funds of The Garden Center, Inc. shall be withdrawn and disbursed only by the check signed by the Treasurer and countersigned by the President or by other such officer as may be designated by the Board of Trustees, The Treasurer shall be bonded.

Article VII

Committees

Section 1. The Garden Center, Inc. shall have the following standing committees: Antique Show, Awards, Budget/Finance, Bylaws, Crescent Christmas Open House, Crescent Facilities & Maintenance, Crescent Garden & Grounds, Crescent Rentals, Crescent Tourism, Civic Developments, Education, Eileen Langdale Property, Flower Show, History, Library, Nominating, Publicity, Yearbook.

Section 2. The chairman of committees, with the exception of elected chairman and the nominating committee chairman, shall be appointed by the President as as soon as possible after her election, with the approval of the Board of Trustees. These chairmen may attend Board meetings with all the privileges of the floor, but with no vote.

Section 3. Committee meetings will be chosen by each club, one per club per corresponding committee.

Section 4. No one person shall chair more than one standing committee, nor serve on more than two (2), at a time.

Section 5. Any other committee deemed necessary to carry on the work of The Garden Center, Inc. may be established at any time by the Board of Trustees.

Section 6. Special committees may be appointed by the President with the approval of the Board of Trustees, or by vote of the general membership.

Article VIII

Honorary Life Members

Section 1. Mrs. T.H. Smith, Mrs. Leonard Mederer, and Mrs. R.B. Whitehead were the First Honorary Life Members of the Board of Trustees of The Garden Center, Inc.

Section 2. An Honorary Life Member may be elected at an annual meeting of The Garden Center, Inc. in recognition of years of outstanding services rendered to the cause of gardening and to The Garden Center, Inc. as a member of a member club.

Section 3. The nomination for an Honorary Life Member shall be submitted in writing as information to the Board of Trustees at least thirty (30) days prior to the annual meeting.

Section 4. Honorary Life Members of The Garden Center, Inc. are members of the Board of Trustees with voting privileges. The maximum number of Honorary Life Members shall be eight (8). There shall be no additional Honorary Life Members elected until vacancy occurs.

Article IX

Meetings

Section 1. Meetings of the Board of Trustees shall be on Friday before the third Tuesday in all months with the exception of June, July, and August. Any one of these meetings may be canceled by a majority vote of the members present at the preceding meeting or in the event of unforeseen circumstances.

Section 2. Special Meetings of the Board of Trustees may be called by the President or by a majority vote of the Board, provided that notice thereof, either oral or written, shall be given to the members of the Board at least one (1) day prior to such meeting.

Section 3. A quorum for a Board of Trustees meeting shall consist of at least four (4) voting officers of The Garden Center, Inc., at least one (1) voting Trustee of the Board from a majority of the member clubs, and four (4) other voting Board members.

Section 4. The annual meeting of the general membership of The Garden Center, Inc. shall be held on the third Tuesday in March at the time and place set by the Board of Trustees.

Section 5. Special meeting of the general membership may be called by the President with the approval of the majority of the Board of Trustees or by a majority of the Board of Trustees, provided that the notice of the time and place for such meeting and the purpose thereof shall be given by the Secretary of The Garden Center, Inc. to the Presidents of the membership clubs and by them to their membership at least five (5) days before the date of such meeting. The notice may be given written or oral.

Section 6. A quorum for any general membership meeting shall not be less than one-fourth (1/4) of said membership, provided these members represent a majority of member clubs.

Article X

Nominations and Elections

Section 1. Nominating Committee: The Garden Center, Inc. shall have a Nominating Committee which shall consist of one (1) elected member from each member club, one of whom shall be elected Chairman by the Nominating Committee members. The members of the Nominating Committee shall be elected by the membership of their clubs in February of even-numbered years and their names presented to the Secretary of The Garden Center, Inc. the following month. The Committee shall serve for two (2) years from March to March. Vacancies in the committee shall be filled by election by the member club whose member can no longer serve her term.

Section 2. The Nominating Committee shall prepare a slate of nominees for officers and the chairman of the Committee shall present the slate as information to the Board of Trustees at the January meeting in the odd-numbered years. At this time, copies of the slate shall be provided for the president of all member clubs. The slate will then be presented to the general membership and voted upon at the annual meeting in March of this same odd-numbered year. Nominations may also be made from the floor with prior permission of nominee. If there is more than one nominee for any office, the vote shall be by ballot.

Section 3. A nominee from any office of The Garden Center, Inc. shall have been a member in good standing of a member club for at least two (2) years.

Section 4. All officers shall be elected in odd-numbered years by the general membership at the annual meeting of The Garden Center, Inc. and shall hold office for two (2) years or until their successors are elected. Their term of office begins at the close of the annual meeting.

Section 5. All vacancies in elective offices, not otherwise provided for, shall be filled for the unexpired part of the term by the Nominating Committee with the approval of the Board of Trustees.

Article XI

The Garden Center, Inc. Endowment Trust

The Garden Center, Inc. Endowment Trust was set up by a vote of the Board of Trustees of The Garden Center, Inc., and the agreement creating it was executed on September 26, 1987. This Trust shall be governed by the Endowment Trust Fund Agreement which sets forth its powers and duties. Members, and any vacancies to the Endowment Trust, are elected by the Board of Trustees of The Garden Center, Inc. The chairman of said Trust shall be an ex-officio member of the Board of Trustees of The Garden Center, Inc. with the privilege of a vote. A copy of the Endowment Trust Fund Agreement shall be on file with the Secretary of The Garden Center, Inc. and available to all members.

Article XII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern in all cases to which they are applicable and in which they are not consistent with these Bylaws and in any special rules of order of The Garden Center, Inc.

Article XIII

Dissolution

In the event of dissolution of The Garden Center, Inc., assets of the corporation remaining after payment of all just debts shall be distributed to Valdosta Junior Service League of Valdosta, Georgia, Inc., The Lowndes-Valdosta Arts Commission, Inc., The Lowndes County Historical Society, Inc., and the Valdosta Heritage Foundation, Inc. to be used in such manner as will best accomplish the general purposes for which The Garden Center, Inc. was organized, including the exempt purposes within the meaning of the Internal Revenue Code of 1986 or any corresponding section of any future Federal Tax Code. In no event shall any asset of the corporation be distributed to any of its members.

Article XIV

Amendment and Revisions of Bylaws

Section 1. These Bylaws may be amended at any annual, special, or called meeting of The Garden Center, Inc. by a two-thirds (2/3) vote of the general members present, provided there is a quorum and these members represent a majority of the member clubs, and that all proposed amendments were sent from the Secretary of The Garden Center, Inc. to the Presidents of the member clubs at least thirty (30) days prior to the meeting at which the proposed amendments shall be voted on.

Section 2. These Bylaws may be revised by a decision of the Board of Trustees. The President of The Garden Center, Inc. shall appoint a chairman who shall chair a committee of elected representatives, one from each member club. The revision must be approved by the Board of Trustees and voted on by the general membership at a meeting of The Garden Center, Inc.

Most recent Revision – August 14, 1997

Members of the Bylaws Revision Committee:

Betty Samaras	Amaryllis Garden Club
Fran Pennington	Azalea Garden Club
Margaret Cooper	Camellia Garden Club
Madlyn Hightower	Dogwood Garden Club
Elizabeth McLane	Grand Gardeners Garden Club
Janet Robinson	Holly GardenClub
Co-Chairman	Bylaws Revision Committee
Ximena Holcombe	Magnolia Garden Club
Chairman	Bylaws Revision Committee
Mary J. Armstrong	Southern Charm Garden Club
Sybil Bennett	Town and Country Garden Club

Revisions accepted by vote of The Board of Trustees

August 19, 1997

To Be ratified by vote of the General Membership