

# CONSTITUTION AND BYLAWS

Adopted at meeting held 5 May 1964. Revised by vote of membership  
in subsequent meetings 11/73,11/78,11/84,1/97,11/99, 11/02, 02/03, 04/04, 11/04, 05/07, 10/08

## CONSTITUTION

Article I. NAME The name of this organization shall be the MEN'S GARDEN CLUB OF ASHEVILLE and its logo shall be MGCA.

Article II. OBJECTIVES The objectives of this organization are:

Section 1. To operate solely on a nonprofit basis for educational, charitable, scientific, community beautification, and literary purposes.

Section 2. To promote wide, well informed and effective interest in gardens and gardening, both food producing and ornamental.

Section 3. To engage in and promote any activities in harmony with these objectives which the club may approve.

Section 4. To promote fellowship and friendship among all members.

Article III. MEMBERSHIP

Section 1. Any man of good character interested in the objectives of the club may be elected to membership.

Section 2. Any man from another men's garden club, may join the Men's Garden Club of Asheville by simply stating that he wishes to transfer his membership. Upon payment of dues, he shall receive from the membership recruitment director a copy of the Constitution and ByLaws, club directory, orientation booklet and club pin at the next general meeting.

Section 3. Membership shall be active, honorary. and corporate.

Section 4. Active members shall pay an annual membership fee, may participate in all club activities and be eligible to vote and hold office.

Section 5. Honorary members may be elected to the club by the Board of Directors as recognition for outstanding performance in promoting the objectives of the club. They may participate in all activities of the club without payment of membership fees, but will not be eligible to vote or hold office.

Section 6. CORPORATE MEMBERSHIP

For an annual contribution of \$100, a corporate institution in the general Asheville region will be established as a Corporate Member of the Men's Garden Club of Asheville. This will be a voting membership, but these corporations will be encouraged to send a Corporate Representative to our meetings, social gatherings and projects. These corporate members will be credited in our publications and in publicity releases circulated to commercial and community publications in the Asheville area.

Article IV. OFFICERS The officers of the club shall consist of President, President Elect, Secretary, Past President and Treasurer.

Article V. BOARD OF DIRECTORS The Board of Directors shall consist of the officers (see Article IV), and ten elected directors.

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## Article VI. MEETINGS

Section 1. There shall be regular monthly meetings of the members for promoting the objectives of the club and fellowship among its members.

Section 2. There shall be an annual meeting for the purpose of electing officers and directors and for reports of the year's activities.

Section 3. Rules governing these meetings shall be contained in the bylaws.

Article VII. CLUB OPERATIONS The affairs of the club and its operation shall be governed by this Constitution and ByLaws.

## Article VIII. AMENDMENTS

Section 1. Amendments to the constitution may be presented in writing for acceptance by the club as follows: a) By any member in good standing to the Constitution and ByLaws Committee, b) By the Constitution and ByLaws Committee, c) By the Board of Directors.

Section 2. Method of amending: a) A vote of two thirds of the members present at a club meeting shall be necessary to approve proposed amendments to the Constitution and ByLaws, provided a quorum is present. b) A notice of any proposal to amend shall be published in The Seed Pod issued prior to the meeting at which the proposals for amendment are to be considered.

## Article IX. DISSOLUTION OF THE CLUB

Section 1. A majority of the total membership of the club shall be required to approve a resolution for the dissolution of the club.

Section 2. A notice in writing shall be sent to all members of the club at least thirty days prior to the date when a resolution for dissolution shall be considered.

Section 3. In the event the resolution for dissolution is approved, the residual assets of the club will be turned over to one or more organizations which themselves are exempt organizations as described in sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

# BYLAWS

## Article I. MEMBERSHIP

Section 1. Applicants for membership in the club shall be sponsored by an active member and the application and dues shall be presented by the chairman of the membership committee to the Board of Directors for their approval or disapproval. If no sponsor is indicated, the Board of Directors shall provide one. The applicant shall be advised by the President of the action of the Board of Directors. If the application is accepted, the chairman of the membership committee will present to the new member, a copy of the Constitution and ByLaws, club directory, orientation booklet and club pin at the next general meeting. In case an application is not accompanied by dues, a bill for dues shall be sent to the applicant by the Treasurer.

Section 2. Any member may be suspended or removed from membership by action of the Board of Directors at a regularly scheduled Board meeting.

Section 3. The club President shall explain in person to the member the reason or reasons for the Board action.

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## Article II. MEETINGS

Section 1. The regular monthly meetings of the club shall be held on the first Tuesday of each month at a time and place designated by the Board of Directors, except the Board may authorize different meeting days as needed.

Section 2. The annual meeting of the club shall be held on the first Tuesday of November.

Section 3. In the event that it is impossible or impractical to hold the regular or annual meeting on the day specified, the Board of Directors shall set another day.

Section 4. Special meetings may be called at any time by the President or shall be called by him upon request of six members of the Board of Directors or by twenty active members of the club. The object of such a meeting, its location, date and time shall be published in the Seed Pod unless the urgency of matters in the meeting agenda precludes awaiting preparation and distribution of the Seed Pod. In such case, notification of the meeting and its purpose shall be made by mail to all club members.

Section 5. Thirty members in good standing shall constitute a quorum at any regular or special meeting of the club.

Section 6. The Board of Directors shall meet usually on the second Tuesday of each month or at the discretion of the President. Seven voting members of the Board shall constitute a quorum at Board meetings.

## Article III. MEETING PROCEDURE

Section 1. At all regular meetings of the club the order of business shall be determined by the presiding officer.

Section 2. At all regular meetings of the Board of Directors the order of business shall be:

- a) Reading of minutes of the previous meeting,
- b) Report of the Secretary,
- c) Report of the Treasurer,
- d) President's report,
- e) Past President's report,
- f) Presidentelect's report,
- g) Reports of the Directors,
- h) Reports of committees,
- i) old business,
- j) new business.

## Article IV. ELECTION OF OFFICERS AND DIRECTORS

Section 1. A nominating committee of a minimum of three active members, selected by the President and approved by the Board, shall report its nomination of officers and directors at the October club meeting. The election shall take place at the annual meeting in November.

Section 2. Nominations shall also be submitted from the floor by any active member during the October meeting and or at the November meeting prior to the election

Section 3. Where a contest for any office appears probable, the secretary shall furnish the members with ballots for a secret ballot. The nominating committee shall count the ballots.

Section 4. Newly elected officers and directors shall take office at the December meeting.

Section 5. The President, President elect, Secretary, and Treasurer shall serve for one year or until their successors are duly elected. The immediate Past President shall serve for one year.

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Section 6. The club directors shall be elected for a two year term on a rotating basis. The Executive Committee is charged with determining which Directors would rotate off the Board at the end of year 2004.

Section 7. No officer or director of the Men's Garden Club of Asheville shall serve for more than two successive terms in the same office except at the discretion of the Board of Directors

## Article V. DUTIES OF THE OFFICERS.

Section 1. The President shall be the executive officer of the club; he shall preside at all meetings of the club and shall act as chairman of the Board of Directors. For each meeting of the Board, he shall prepare an agenda, which shall be distributed to Board members at least one week prior to the meeting. He shall be an exofficio member of all committees and shall perform such other duties as usually pertain to the office of President. He is responsible for selecting specific committees identified in ByLaw Article VII, Section 2.

Section 2. The President elect shall, in the absence of the President, assume the duties of the President. He shall be the chairman of the program committee of the club and shall be exofficio member of certain committees as directed by the President. He shall perform other functions as requested by the President

Section 3. The Secretary shall record the minutes of club and Board meetings and shall read them at meetings as directed by the President. He shall turn over all records to the historian at the end of the year and shall perform other duties as directed by the President.

Section 4. The Treasurer shall receive all monies due to the club and deposit them in a bank approved by the Board of Directors. He shall pay all bills of operational expenses as approved in the budget and pay other bills which are out of the ordinary following approval by the Board of Directors. His accounts and books shall at all times be open to inspection by the President and the Board of Directors and they shall be audited annually by the auditing committee. The Treasurer shall make a financial report at the annual meeting of the club and at such times as the President or the Board of Directors may require. He shall be responsible for the maintenance of the club's mailing list with information as required by the club's membership directory. He may have an assistant of his own choice subject to approval by the Board of Directors. The Treasurer and his assistant shall be appropriately bonded.

## Article VI. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall direct and control all affairs and activities of the club. It shall fill for the remainder of the term any elective office which becomes vacant, except as provided otherwise in these bylaws (Article V, Sections 2.). It shall authorize, annually, preparation of a budget by the budget and finance committee. This proposed annual budget shall be submitted to the Board of Directors for review and approval. The Board of Directors shall review any item of expenditure which exceeds the budget and approve it before authorizing payment by the Treasurer.

## THE FOLLOWING ARE THE ELECTED BOARD OF DIRECTORS AND THEIR RESPECTIVE DUTIES:

MEMBERSHIP RECRUITMENT DIRECTOR: Presides over a committee of 3 or more members who will be assigned the following various tasks: 1) recruitment of new members 2) recruitment of corporate sponsors, 3) prepare new membership packets and distribute them at the general meetings, 4) submit all information regarding new members to the Publications Director via email or disc and 5) submit a digital photo to Publications Director.

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**MEMBERSHIP RELATIONS DIRECTOR:** Presides over a committee of 3 or more members who will be assigned the following various tasks: 1) responsible for name tags for all members, a name tag box and have tag box at all general meetings, 2) keeps in contact with all members, send out cards and pass information to the Publications Director for inclusion in the club's newsletter, 3) maintains telephone committee, 4) provides greeters to welcome all members, 5) registers attendance to determine member activity and follow up contact, 6) acknowledges member achievements outside of club activities and pass information on to Publications Director.

**GREENHOUSE DIRECTOR:** Chairs Horticulture Center team. Responsible for the general operation and maintenance of the Horticulture Center with a well developed business plan based on assistance and advice of the plant sales director (Plan to include operating and production costs). Recruit the required manpower from the club membership.

**SITES DIRECTOR:** Responsible for all sites maintained by Men's Garden Club of Asheville. With help of his committee, see that all sites are properly manned by club members. Keeps his committee busy looking for potential new sites.

**PLANT SALES DIRECTOR:** Responsible for all plant material sales including Spring and Fall plant sales. Appoints and supervises a manager for each sales event. Explore new and additional ways to sell plants, i.e. tailgate, other garden clubs, etc.. Submit to Seed Pod director a written article of all upcoming events in a timely fashion and make sure adequate publicity is generated with the Publicity Director. Work with Greenhouse Director to determine plants to grow for sales.

**PUBLICATIONS DIRECTOR:** Appoints committees responsible for the production and distribution club's Seed Pod newsletter, Membership Directory and various brochures as needed.

Receives monthly articles for Seed Pod publication from the President, President elect and from each of the directors or from each of the directors' appointed members and committee chairmen. Receives information for publication from Membership, Publicity Director, and any other committee via email or disc.

Appoints a committee responsible for maintaining the MCGA website.

Coordinate with Membership Director, Publicity Director and various other committees the distribution of the Seed Pod and Membership Directory to others outside of the club. Maintains email mailing list and provides snail mailing labels as needed.

Responsible for the annual maintenance and publication of Membership Directory.

**PUBLICITY DIRECTOR:** Responsible for distribution of publicity and public relations to the media of all club programs and activities. Arrange for news media publicity and public relations to acquaint the public with the objectives, ideals and achievements of the Men' Garden Club of Asheville. Stays on continual alert for possible stories and photo opportunities and work closely with Seedpod newsletter director editor for such stories. Develops close relationship with print and electronic media personnel.

**SPECIAL PROJECTS DIRECTOR:** Responsible for overseeing the following special events: garden contests, sunflower contests and special projects as designated by the President or the Board. Maintain club archives.

**EDUCATION SUPPORT DIRECTOR:**

Responsible for developing and managing Club's educational support programs. Chairs a committee of 3 or more members who will be assigned the following tasks: 1.) develop an annual educational support plan and budget, 2.) manage the Club's scholarship program, 3.) select and recommend local high schools for donation of financial aid and equipment, 4.) select and recommend school projects consistent with members' interest, 5.) Report to the Board about how well the educational support program is meeting the Club's objective of support to education (Article II). 6.) Keep the Publicity Director and Publications Director informed as to the Club's involvement in various educational programs.

**DIRECTOR AT LARGE:** Responsible for the functions and duties as requested by the President," in Article VI., Duties of the Board of Directors of the Constitution and Bylaws be deleted, effective December 31, 2009.

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## Article VII. COMMITTEES

Section 1. There shall be an executive committee which consists of the elected officers of the club.

Section 2. The President shall announce at his discretion and in a timely manner the personnel of the following committees: a) Constitution and ByLaws, b) Budget and finance, c) Awards, d) Nominating, and Audit.

Section 3. Each committee shall be composed of at least three members and shall serve for one year commencing in January. All committee chairmen shall be responsible to the President and they shall prepare a work schedule as he may direct.

Section 4. The duties of the committees are as follows:

a) The Constitution and ByLaws Committee:

- 1) Shall be responsible for preparing in the proper form any amendment to the constitution or by-laws regardless of the source and submitting same to the Board of Directors and the membership for their consideration and pleasure.
- 2) Annually review the Constitution and ByLaws to determine if the club is being operated in accordance therewith and to determine if revisions appear necessary.
- 3) Advise the President of committee findings immediately after the review.

b) The Budget and Finance Committee:

- 1) Shall annually prepare for the following year a budget of estimated income and expenditures for submission to the Board of Directors at its December meeting for approval and adoption.
- 2) Submit such other recommendations on finance as the Board of Directors may request.

c) The Awards Committee:

- 1.) Receive nominations for recipients of the following award: Bronze Medal, Bronze Special, Bill Krause, and the Ivy Cup award. Selection of recipients for each award shall rest solely with the awards committee subject to the requirement that no current member of the committee shall be eligible to receive either award. Nominations may be generated for each award from within the committee but any nominations originating outside the committee must be given equal consideration with those generated internally. The awards shall be announced and presented by the awards committee at the December meeting.
- 2.) Receive nominations and select recipients for Certificates of Appreciation given annually to club members in recognition of significant service to the club. Nominations may originate within the committee. The committee shall present the certificates to the recipients at the December meeting of the club.
- 3.) Receive nominations and select recipients for any other awards approved by the Board.

d) The Audit Committee shall audit the Treasurer's books annually and present their audit report to the Board of Directors at its February meeting.

e) The Nominating Committee Shall make a thorough and careful search of all members to discover those most qualified to become officers and directors of the club.

Section 5. The President may, at his discretion, appoint other committees to function during his term of office.

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## Article VIII. DUES

Section 1. Dues for the active members shall be set annually. Any proposed change in annual dues shall require approval at a regular meeting of the club by a majority vote of those present, provided at least thirty (30) members are in attendance. Notice of the proposed change shall be published in the SEED POD one month prior to the meeting in which the proposed change is to be voted on.

Section 2. If dues are not paid by January Board meeting, the Treasurer will give names to the Membership Chairman who will contact sponsors of delinquent members. Sponsors will then contact delinquent members about paying dues. The delinquent members will be reminded that they will not be included in the Membership Directory and also dropped from the club if dues are not paid by the February meeting of the Board of Directors.

Section 3. All dues must be paid no later than the February meeting of the Board of Directors. If dues are not paid by the February meeting of the Board of Directors, delinquent members will be dropped from the roster by the Board of Directors. Members who are dropped will then be notified by the President and given an explanation for the action.

The members will be reminded in the SEED POD each month beginning in October of the BYLAWS stipulating the dues requirements as outlined in Section 2 and 3.

## Article IX. RESTRICTION OF EXPENDITURES

The Board of Directors and/or officers shall not spend or obligate the club for payment of monies in excess of the amount on hand in the treasury and available for the specific purpose unless authorized to do so by a majority of members present at any meeting.

## Article XII. AMENDMENTS

Amendments to these ByLaws shall be made in accordance with Article VIII of the Constitution.

## Article XIII. RULES OF ORDER

Robert's "Rules of Order" shall govern the procedure at meetings of the club so far as they are consistent with this Constitution and ByLaws.

Amended October 11, 2008, per vote of the Club Membership.