

Article I: NAME

The name of this organization shall be Sacramento River Valley District of California Garden Clubs, Inc.

Article II: OBJECTIVES

The objective of this organization a non-profit, shall be to carry out the aims and purposes of the State Organization; and to give all possible assistance to member clubs within the District.



Article III: MEMBERSHIP

Section 1. Classification: The membership shall consist of five classes: garden clubs, associate plant societies, affiliates, life members and all categories of youth gardeners.

Section 2. Qualification: To be eligible for membership in this organization garden clubs, associate plant societies, affiliates, and all categories of youth gardeners shall be affiliated with California Garden Clubs, Inc., and shall have their meeting places within the boundaries of Sacramento River Valley District except by special permission of California Garden Clubs, Inc., hereinafter referred to as CGCI.

Section 3. Youth Clubs: Each youth organization must be sponsored by a garden club or district, and the member shall have the privilege of the district except the right to vote and hold office.

Section 4. Application: Unless otherwise provided in the Bylaws of CGCI, application for members shall be made with the assistance of the District Membership Chairman in writing on a form prescribed by the CGCI. The completed form, together with the remittance payable to CGCI, shall be sent to the district Director who shall sign it and forward it to the State Membership Chairman at least ten days prior to the state Board Meeting at which time action will be taken. Upon approval, the State Chairman will notify the applicant, and forward a copy of the State yearbook, membership certificate and club members cards to the applicant's president.

Section 5. Dues: The dues of this organization shall be based on per capita membership as paid to CGCI as follows:

Adult Clubs	\$2.25/capita
Affiliates (regardless of size)	\$50/year

Dues are payable on June 1 of each year, and become delinquent on October 1 of the same year. Clubs affiliated after August 1, shall pay dues pro-rata on a quarterly basis. If dues are not paid by November 1, clubs and associate plant societies become ineligible for insurance and participation in the awards program.

Articles IV: OFFICERS

Section 1. Designation: The officers of this organization shall be District Director, Assistant Director, Secretary, Treasurer and Parliamentarian, all of who shall be elected or as set forth in article VII, Section 4 of these Bylaws.

Section 2. Qualifications: To be eligible of r election or appointment to office, a person shall be a member of a club in good standing and shall be a member of the Sacramento River Valley District.

Article V: DUTIES OF THE OFFICERS

Section 1. District Director's Duties: The District Director shall preside at all regular and special meeting s of the membership, the Board of Directors ad the Presidents' Conferences; sign checks; sign contracts and other written instruments authorized or approved by CGCI, the District Board of Directors or the voting body; and appoint the Parliamentarian all Committee Chairmen and Committees. The District Director shall perform such other duties as set forth in these Bylaws or as may be properly prescribed by CGCI or the District Board of Directors including serving as a member of the Board of Directors of CGCI, interpreting State programs to the district an attending all regular meetings and business sessions of the State Board of Directors. Permission for non-attendance to State meetings must be obtained from the President. By June 1, the Director shall file with the State Membership Chairman a legible list of all clubs, affiliates and youth gardeners in the district, with names, addresses, email and telephone numbers of club presidents and treasures, affiliate presidents and treasurers and youth gardeners leaders. The list shall follow the format of the State roster.

Section 2. Assistant Director's Duties: The Assistant Director shall be the aide to the Director and in the absence of, or at the request of the director, shall perform the duties of the Director and such other duties as may be prescribed by the board of Directors.

Section 3. Secretary's Duties: The Secretary shall keep complete and accurate minutes of all membership meetings, Board of Directors' meetings and president's conferences, sign her/his name thereto, and provide a duplicate for the Director. The Secretary, along with the Director shall sign all authorized contracts; maintain a current copy of the Bylaws which shall be available for inspection by any member; Keep a current list of the names and post and email addresses of member clubs, presidents, classes of membership and committee chairmen; furnish the Chairman of the Nominating Committee and list of clubs not in good standing; and perform such duties as may be properly prescribed by the Director, Board of Directors or the voting body.

Section 4. Treasurer's Duties: The Treasurer shall receive all money collected for this organization; keep complete and accurate accounts of receipts, retain and disburse all funds; deposit all funds in a bank or banks authorized by the Board of Directors; disburse funds of this organization only by checks signed by the Treasurer and the Director; present a current report on the receipts and disbursements at each membership meeting and an audited report in full detail at the first meeting of the fiscal year. The Treasurer shall present a financial report at each Board meeting and audited report at the first meeting of the Board; close the books and have them ready for audit at the close of the fiscal year; maintain a current list of member clubs and their standing and shall notify all clubs when their dues are delinquent.

Section 5. Audit: The accounts of the Treasurer shall be audited annually at the close of the fiscal year by an Auditor or Auditors approved by the Board of Directors.

Section 6. Parliamentarian's Duties: The Parliamentarian shall interpret the Bylaws and advise the presiding officer on parliamentary law and procedures and shall give similar advise to chairmen of the committees, club presidents and members when requested. The parliamentarian shall maintain a record of all standing motions affecting procedures or policies of the organization, identifying each by subject and date and attend all meetings of the Board of Directors as an Advisor. The Parliamentarian shall have the right to vote on all matters except those where she/he is serving as parliamentary law advisor.

Section 7. Officers' Procedures Books: Each officer shall keep a procedure book f activities, and upon expiration of her/his term of office, shall deliver to her/his successor such procedure book and all papers, records and supplies in the officer's possession. The district Director shall deliver to her/his successor, along with the above mentioned items, all copies of *National Gardener*, *Golden Gardens* and *State Yearbooks* together with all materials which have been received from the State President, Officers or State chairpersons and all minute of State Board and Convention meetings.

Article VI: BOARD OF DIRECTORS

Section 1. Designation: The Board of Directors shall consist of the District Director, Assistant District Director, Secretary, Treasurer, Parliamentarian, Junior Past director, Senior Past Director and four Board members-at-large, all of whom except the Parliamentarian and Junior and Senior Past Directors shall be considered members of the Board of Directors and have both voice and vote, a provided for in standing Rule No. 3, which may be revoked at an time. The Parliamentarian shall serve on the board without vote.

Section 2. Quorum: Five voting members of the Board of Directors must be present to constitute a quorum for the Board of Directors to transact business.

Section 3. Duties of the Board of Directors: The Board of Directors shall serve as a Budget Committee, compile the annual budget for presentation at the first regular membership meeting of the fiscal year and make recommendation to members concerning the organization's business and affairs. When necessary, between membership meetings, the Board of Directors shall have the authority to transact all business of the organization and pass on disbursements of money; review and finalize all plan for district meetings; and perform such duties as may be prescribed by the voting body. The Board of Directors shall not modify any legitimate or proper action taken by the voting body at the membership meetings. The Board of Directors shall not take action upon a project which contemplates monetary contributions from member clubs unless the details of such project have been presented at the previous regular meeting.

Section 4. Meetings: Meetings of the Board of Directors may be called at any time by the District Director or by any four of the members of the Board of Directors. The District Director shall give each Board member including club presidents, notice of the time, place and purpose of each meeting. Such notice shall be communicated orally to board members at least two (2) weeks in advance of the time specified for the meeting.

Article VII: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee: The Nominating Committee shall consist of five members composed of a chairman and one other member elected by the board of Directors at their meeting prior to the meeting of the current Nominating Committee, plus three additional members elected by the voting body at the annual meeting each year. Two alternates shall also be elected by the Board and three alternates by the voting body.

Section 2. Qualifications: The two members and their alternates elected by the Board of Directors shall have served on the Board during the past year. No more than two shall be elected from the same club. members and alternates may be selected from the same club as the candidate. All candidates shall be members of clubs in good standing and shall be members of the Sacramento River Valley District.

Section 3. Duties of the Nominating Committee: The Nominating Committee shall, *not less than forty-five days before the annual meeting* , recommend candidates for District Director, Assistant Director, Secretary, Treasurer and Board Members-at-Large. No more than two of these candidates shall be selected from the same club. The Committee shall, at the same time, recommend three candidates and alternates to the incoming Nominating Committee. No more than two of these candidates shall be selected from the same club and none of these candidates shall be selected from the same club as the two members elected by the Board. A candidate's alternate may be selected from the same club as the candidate. *Not less than thirty (30) days prior to the annual meeting* each member club and the members of the Board shall be notified of the names of the nominees. Nomination may be made from the floor by the voting body at the annual meeting and additional names may be added to the ballot providing the candidates are eligible to be nominated and have given their permission.

Section 4. Election: The officers (except the Parliamentarian), the four Board Members-at-Large and the three members of the Nominating Committee shall be elected by the voting body at the annual meeting. When more than one candidate has been nominated for office, elections shall be held by ballot; when only one candidate is nominated for each position, election may be held by voice vote. A plurality shall elect.

Section 5. Term of Office: The term of office for all Officers shall be one year or until their successors are elected or appointed. No Officer shall be eligible for the same office for more than two consecutive terms of one year except when assuming the unexpired term of the duly elected officer. Exceptions may be made at the recommendation of the Board followed by a vote of the membership. These restrictions do not apply to the appointive office of Parliamentarian.

Section 6. Vacancies: All vacancies in the elective office of this organization shall be filled by a majority vote of the Board of Directors. In event of a vacancy in an elected office the Director shall be empowered to appoint an interim officer, such appointment to be ratified by the Board of Directors at their next meeting. In the event of a vacancy in the office of Director, the Assistant Director shall succeed; If the Assistant Director declines, the vacancy shall be filled by the Board of Directors. After an absence of three consecutive meetings any office shall be declared vacant unless said office was granted a leave of absence by the Board of Directors. All requests for leave of absence shall be submitted in writing to the board of Directors for action. If at any time, a person is unable or refuses to perform the duties of their office, the Board of Directors shall appoint an officer to perform the duties of such office. If the Junior or Senior Past Director shall be unable to serve, the next past Director in line of succession shall be elected to serve.

Section 7. Assumption of Duties: Elected Officers and the board Members-at-Large shall be installed at the annual District meeting and unless otherwise provided in the Bylaws of the CGCI, the District Director shall be installed at the annual meeting of CGCI;. The District Director shall assume the duties of the office immediately after the installation; other district Officers and Board Members-at-Large shall assume their office at the same time, except the Treasurer who shall assume the duty of the office on June 1 each year.

Article VII: MEETINGS

Section 1. Regular Meetings: There shall be at least four meetings in each fiscal year, including President's Conference, Board meetings; Workshops, etc. Meetings shall be held at such time and place as established by the District Director of the Board of Directors. Other meetings and President's conferences shall be held as soon after the annual meeting of CGCI as possible. Notice of the time and place of meetings shall be given to each member club two (2) weeks prior to the time specified for the meeting.

Section 2. Annual Meeting: The annual meeting of this organization shall be held at a time and place as specified by the Director for the purpose of electing and installing Officers; receiving reports of Officers, Club Presidents, Chairmen and any other business that may arise.

Section 3. Quorum: The quorum for transaction of business at any District meeting shall be forty (40) members of the voting body.

Section 4. Voting Body: The voting body at the District membership meetings shall consist of all garden club members from the clubs in good standing within the Sacramento River Valley District. Each member shall have one vote regardless of the number of clubs with which she/he is affiliated. voting by proxy is not permitted,

Section 5. Representation at CGCI Annual Meeting: The voting body at all State annual meeting shall consist of members of the Board of Directors (CGCI); Club Affiliate presidents or their alternates and delegates and alternates of member clubs. member clubs shall be entitled to representation by the club president or alternate and additional delegates as follows:

Clubs of 25 or less	one delegate
Clubs of 26 - 50 members	two delegates
Clubs of 51 - 100 members	three delegates.

Increase one delegate for every fifty (50) additional members or portions thereof. The word "delegate" shall appear on the badges of each delegate to the annual meeting. Alternates in the absence of delegates, shall wear the delegate badge at all voting sessions. Club and Affiliate Presidents shall certify the names, post and email address and identifications to the State Credential Chairman at least 21 days prior to the opening of the annual meeting.

Article IX : COMMITTEES

Section 1. Designation: This organization shall have committees and chairmen appointed by the Director corresponding as nearly as possible to similar committees within CGCI. Special committees may be appointed which the Director may deem necessary.

Section 2. Chairman's Eligibility and Term: All chairmen shall be members of Sacramento River Valley District. No member may serve as chairman of the same committee for more than two consecutive terms of one year except when such chairmen shall have assumed the unexpired term of the previously appointed chairperson. Exceptions may be made at the discretion of the Board of Directors.

Section 3. Duties of Chairmen: Each Committee Chairman shall establish immediate contact with the corresponding State Chairmen to receive information for distribution to club Chairmen. District Chairmen shall assist the Director in providing help and guidance to clubs in the District. Each Chairman shall keep a procedure book of reports and activities for the year, and upon expiration for the term of office, shall deliver to her/his successor such procedure books, papers, records, report and supplies in their possession. All chairmen shall present written progress report at the request of the Director and shall present a final written report at the annual meeting.

Article X: PARLIAMENTARY AUTHORITY

The rules contained the current edition of *Robert's Rules of Order, Newly Revised* shall govern in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the District adopts

Article XI: AMENDMENT

These Bylaws may be amended at any District membership meeting by the affirmative vote of two-thirds of the voting body present, providing that proposed Bylaw changes have been read and discussed at the previous membership meeting. Bylaws may be amended by a two-thirds vote by mail (electronic or postal) ballot if a meeting cannot be held.

Article XII: DISSOLUTION

In the event that SRVD should be dissolved, all remaining assets at the time of dissolution, and after payment of outstanding liabilities, shall dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Sec. 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 of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purpose.
