

**BYLAWS**  
**of the**  
**GARDENERS OF GREATER AKRON, OHIO, INCORPORATED**  
Affiliated with The Gardeners of America

**ARTICLE I – NAME**

This organization is known as the Gardeners of Greater Akron. The organization was founded as Akron Men's Garden Club in September 1937, and was incorporated as a non-profit organization on May 11, 1956, in the state of Ohio.

**ARTICLE II – PURPOSE**

The club shall operate exclusively for educational, scientific and charitable purposes: to promote gardening as a desirable hobby for adults and youth, to develop those skills, to encourage the use of gardens as a means for the beautification of communities and other appropriate areas, to cooperate with other organizations and persons interested in gardening and to encourage qualified members to share their knowledge and abilities.

**ARTICLE III – MEMBERSHIP**

All persons interested in gardening who reside within the greater Akron, Ohio area are eligible for membership upon submitting an application and paying the amount of annual dues then in effect. The following classes of membership are available with dues payable as set forth in Article IX – Annual, Life, Associate and Honorary. All members of the club shall also become members of The Gardeners of America and the Central Great Lakes Gardeners.

**ARTICLE IV – OFFICERS**

The elected officers of the club shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. An Assistant Secretary and/or Assistant Treasurer may be appointed by the board of directors whenever deemed necessary. Officers shall be elected in October of each year and installed in December to serve during the succeeding year. Any vacant offices which may occur between annual elections shall be appointed by the board of directors

**ARTICLE V – BOARD OF DIRECTORS**

The board of directors shall consist of the current elected officers, the past presidents for the previous three years and the chairmen of standing committees as set forth in Article VIII. The board of directors shall meet on the fourth Monday of each month and determine all policies and activities, and have a general management of the club. Five board members must be present at any meeting to constitute a quorum.

**ARTICLE VI – MEETINGS**

General membership meetings shall be held on the third Monday of each month if possible, wherein the activities shall be devoted to appropriate programs on gardening subjects, new developments and techniques, exhibits, general discussions and necessary announcements. Meetings shall be conducted in accordance with the rules set forth in the latest edition of Robert's Rules of Order.

## **ARTICLE VII – ELECTIONS**

In August of each year, the President shall appoint a nominating committee consisting of the immediate three past presidents or any others deemed necessary and qualified. All members are requested to indicate to such committee their desire to hold an office in the club.

Such committee shall contact and select those members who are considered to be qualified and will accept the responsibility as an elected officer. A slate of those selected shall be submitted to the general membership meeting in October of each year for election. More than one name may be offered for the office of Second Vice President since the offices of President and First Vice President are normally filled by the progressive method. If a second name is proposed an election by ballot shall be held.

## **ARTICLE VIII- COMMITTEES**

The desired and necessary committees shall be appointed annually by the President with the concurrence of the board of directors. Standing committees shall consist of: Telephone, Advertising, Publicity, Youth, Membership, Endowment Fund, Editor of *The Garden Gabber* and such others as appointed by the President.

## **ARTICLE IX – DUES**

The amounts of dues shall be determined by the board of directors and if raised or lowered shall be submitted to the general membership for approval by a majority affirmative vote of the members present at a regular meeting. The amount of annual dues is based on three factors: (a) the portion to be remitted to The Gardeners of America; (b) the portion to be remitted to the Central Great Lakes Gardeners; and (c) the portion to be retained by the local club. Types of membership are:

- (1) Annual Membership – Amount of dues payable annually is based on all three factors.
- (2) Life Membership – Requires payment of an amount to The Gardeners of America as determined by The Gardeners of America with factors (b) and (c) above applicable to the amount of dues payable annually.
- (3) Associate Membership – Available only to annual and life members of other affiliated clubs with factor (c) above applicable to the amount of annual dues.
- (4) Honorary Membership – Available only by action of the board of directors in recognition of services rendered to the club.

New members joining between January and June shall pay the full annual rate indicated by (1) above while those joining between July and September shall pay one-half thereof, and those joining in or after October shall pay the full annual rate which will cover the next calendar year also. In succeeding years, all dues will become payable on September 30. All dues must be paid by January 1 of each year in order to be included in the club roster for that calendar year.

## **ARTICLE X – DUTIES OF OFFICERS**

Section 1 – President. The President shall be the principal executive officer of the club and shall in general supervise and control all business, activities and affairs of the club. The President shall preside at all meetings of both the general membership and the board of directors and may call special meetings if deemed necessary. The President may sign with any other officer any instruments which the board has authorized to be executed. The President shall perform any other duties designated by the board.

Section 2 – First Vice President. In the absence of the President, the First Vice President shall perform the duties of the President. The First Vice President shall be responsible for and provide the programs which are presented each month. The nominating committee shall consider him eligible to assume the Presidency in the following year.

Section 3 – Second Vice President. In the absence of the President and First Vice President, the Second Vice President shall perform the duties of the President. The Second Vice President shall be responsible for the organization and success of projects of the club as designated by the President and board. When Vice Presidents are acting as President, they shall have all powers and be subject to restrictions of the office of President. Second Vice President shall be responsible for ten minute speaker programs and beautification awards.

Section 4 – Secretary. The principal duties of the Secretary shall be to (1) record the minutes of all meetings of the board and of the general membership, if necessary, (2) act as the Statutory Agent of the club, (3) perform correspondence and other duties normally associated with the office of Secretary, and (4) perform other services as necessary.

Section 5 – Treasurer. The principal duties of the Treasurer shall be to (1) record the receipt and identity of all funds, (2) maintain appropriate bank accounts or investments, (3) issue checks for expenses incurred in the name of the Club and (4) submit a financial statement at each meeting of the board. If funds are received for a specific purpose, separate records are to be maintained. All funds are to be deposited in banks selected by the board. Other duties include maintaining the membership records and soliciting dues from members in arrears, providing lists of members for National and the Region, and publishing an annual roster. The board of directors shall designate other officers who are authorized to sign checks in the absence of or the inability of the Treasurer to act. The Treasurer shall be bonded. Annual financial report and budget shall be prepared by the treasurer with Presidential review and presented to the board in January.

#### **ARTICLE XI – ENDOWMENT FUND**

1. A standing Endowment Fund Committee will be made up of 5 members. The chair will serve as a member of the board of directors.
  - 1.1. Elected officers will not serve on the Endowment Fund Committee.
2. Following are the Committee duties:
  - 2.1. Solicit contributions.
  - 2.2. Review the Quarterly Reports of the Akron Community Foundation (ACF).
  - 2.3. Prepare quarterly reports for our board of directors.
  - 2.4. Recommend to the board of directors, for their decision, uses for the ACF distributions.
3. The Endowment Fund Chairperson will be the contact between the GOGA and the ACF.
4. In the event of any unforeseen contingency by reason of which expenditure of the principal of the fund is necessary to accomplish a specific project that promotes the purposes of GOGA, such invasion of principle shall be permitted after the GOGA board of directors receives approval from the membership. Said approval must be a two-thirds vote in favor taken at a regular monthly meeting. A request by resolution shall be submitted to the ACF by the GOGA board of directors, and said resolution shall state the date, time and location of the meeting at which the vote was taken. The board of directors of the ACF must approve the request. Approval of the ACF's board of directors shall rest on an independent investigation by the staff of the ACF as to whether the proposed expenditure is consistent with the ACF's purposes, and shall not be unreasonably withheld.

## ARTICLE XII – OFFICIAL PUBLICATION

An editor shall be appointed by the President with the approval of the board. The publication shall be known as *The Garden Gabber* and issued each month so that members will receive a copy several days before the monthly meeting. The board shall keep the editor advised as to policies, objectives and programs.

## ARTICLE XIII- AMENDMENTS

The above bylaws may be altered, amended or repealed by a two-thirds vote of the qualified voters present at a regular meeting of the club, provided the proposed amendments and notice of the vote has been sent to each active member at least (10) days prior to the meeting.

## ARTICLE XIV – TERMINATION

Should this club cease to function or be terminated for any reason, any funds of the club that remain will be donated to another organization of like character operating as a non-profit, non-taxable corporation recognized by the Internal Revenue Service.

## ARTICLE XV

The club shall cooperate with The Gardeners of America in its program to promote a full appreciation of gardening, to promote higher ideals among garden devotees, to promote protective laws and higher gardening standards, to promote in the hearts of children the love of growing and enjoying plants, to promote enduring friendships, civic activities and the interest of the public in the individual and private gardens and community plots and parks.

No part of this club's net earnings will inure to the benefit of private individuals. The club will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

There is a reasonable basis in law and in fact that this organization is not a private foundation and that to the best knowledge and belief of the undersigned officers, the information is complete and correct.

The bylaws of the Gardeners of Greater Akron shall be reviewed by the board of directors every four years. The next scheduled review will be conducted during the calendar year of 2015. Any changes or other recommendations will be presented to the club at the September dinner meeting of that year.

These revised bylaws of the Gardeners of Greater Akron were approved by a two-thirds vote of qualified voters at a regular meeting of the club on September 19, 2011 and replace previous bylaws dated April 29, 1998.

President Clark C. Bordner

Secretary Maisha Williams  
Date 10-17-11

### Committee:

Authur Britton – Chairperson

Clark Bordner – President

Andy Bettick