

**WELLINGTON GARDEN CLUB**  
**Articles of Association**  
**Approved April 1, Effective June 1, 2019**  
**Article 1: Name, Logo and Memberships**

**Section 1.1 *Name***

This organization shall be known as “Wellington Garden Club” (the Club or WGC).

**Section 1.2 *Logo***

The Club has the flower Allamanda (*Allamanda cathartica*) as its logo.

**Section 1.3 *State, Regional and National Memberships***

The Club is an independent garden club, a member of Florida Federation of Garden Clubs (FFGC), Deep South Region (DSR) and National Garden Clubs (NGC).

**Article 2: Mission Statement and Motto**

**Section 2.1 *Mission Statement***

The mission of the Club, a 501(c)(3) nonprofit organization, is to further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, and to instill in our youth the love of gardening and the respect and protection of the environment.

**Section 2.2 *Motto***

The Club’s motto is “Gardening Makes a World of Difference.”

**Article 3: Membership**

**Section 3.1 *Eligibility***

Membership eligibility shall be open to all interested persons. There shall be no limit to the number of members, and any individual shall be eligible for membership on a non-discriminatory basis without regard to race, color, national origin, religion, ancestry, sex, age, marital status, sexual orientation or disability.

**Section 3.2 *Guests***

Guests are welcome at all times. Non-members may attend only two meetings as a guest.

**Section 3.3 *Active Members***

Only **active** members may vote. An **active** member is one whose dues are paid and who takes an active part in various activities of the Club.

**Section 3.4 *FFGC Life Membership***

An honorary Life Membership in FFGC may be conferred on an active member who upholds the principles and promotes the purposes of the Club and FFGC in an outstanding way. Such individuals are recommended to the Board of Directors for consideration.

**Article 4: Dues**

**Section 4.1 *Fiscal Year***

The fiscal year begins on June 1st and runs to the following May 31st.

**Section 4.2 *Annual Dues***

The Club dues shall be forty-five dollars (\$45.00) for an individual and sixty-five dollars (\$65.00) for a couple. Paid dues shall be for the fiscal year. Dues are broken down as follows:

	Individual	Couple
Wellington Garden Club	\$32.50	\$50.00
District X	.50	\$ 1.00
Florida Federation of Garden Clubs	\$12.00	\$14.00

#### **Section 4.3 Full and Partial Dues**

Incoming members must pay full membership dues (WGC, District X, and FFGC) if they join the Club between the months of April through December. New members joining during the months of January through March only pay FFGC and District X portion of the total dues.

#### **Section 4.4 Payment**

Dues shall be submitted to the Treasurer for the upcoming fiscal year beginning April 1st and no later than April 30.

#### **Section 4.5 Delinquency**

Members whose dues are delinquent as of June 1st, and who have been duly notified, shall be automatically dropped from the membership rolls of the Club, District X, and FFGC. A delinquent member shall be reinstated only after complying with Section 4.2 of this article.

### **Article 5: Meetings**

There shall be one general membership meeting on the first Monday of the month, September through November and January through April, unless otherwise notified. The holiday luncheon shall be a social event with no business meeting. The spring luncheon may include approval of the budget. The President may call a special meeting of the membership. Business may be conducted by majority rule at a meeting at which there is a quorum.

### **Article 6: Quorum**

A quorum of a membership meeting shall be one-third (1/3) of the paid membership.

### **Article 7: Parliamentary Authority**

The Parliamentarian shall be appointed by the President. "Robert's Rules of Order, Newly Revised 11th Edition" shall be the authority, and govern the Club in the business procedures on all points not covered by these Articles of Association.

### **Article 8: Officers**

#### **Section 8.1 Officers**

The Officers shall include the President, the First Vice President, the Second Vice President, the Treasurer, the Assistant Treasurer, the Recording Secretary, the Corresponding Secretary, the Parliamentarian, and the immediate Former President, *ex-officio*.

#### **Section 8.2 Election and Term of Office**

Officers shall be elected in the odd year by the membership at the regularly scheduled April meeting. To hold office, one must have been an active member for at least one year. Officers shall be elected for a term of two (2) years, with the exception of the Treasurer and Assistant Treasurer, whose terms shall be limited to two (2) consecutive terms. No other officer may be elected for more than one (1) consecutive

term in the same office. At the expiration of their terms of office, the Executive Officers shall turn over to their successors all records of their Offices.

### **Section 8.3 *Installation***

Officers shall be installed in May, and begin their term as of June 1st. It is intended that during the period of time after installation until June 1st, the outgoing officers shall assist the newly elected officers in assuming their positions.

### **Section 8.4 *Officers Duties and Responsibilities***

#### **Section 8.4.a *President***

The President shall preside at all membership and Board of Directors meetings, shall appoint the Parliamentarian, shall appoint Standing Committee Chairs and shall be authorized to sign checks in the absence of the Treasurer and the Assistant Treasurer. The President shall be a member *ex-officio* of all committees, except the nominating committee, and shall work closely with the appointed chairs. The President shall call special meetings of the Executive Officers, Board of Directors, committee chairs, and the membership when deemed necessary. The President shall be responsible for all legal documents that shall be kept in the Club files and shall maintain the list of duties and responsibilities pertinent to committees.

#### **Section 8.4.b *First Vice President***

The First Vice President shall work with the President in all matters pertaining to the operating efficiency of the Club, and conduct business of the Club in the absence of the President. The First Vice President shall assist the Second Vice President in the selection of programs for the fiscal year. The First Vice President shall report directly to the President. It is intended that the First Vice President shall succeed the President. It shall be the duty of the First Vice President to order a Past President's Pin to be given to the President at the end of his/her term of office. The pin shall be presented to the President at the May meeting at the expiration of the President's term of office, and the President's Pin shall be given to the incoming President.

#### **Section 8.4.c *Second Vice President***

The Second Vice President shall chair the Program Committee. The Second Vice President shall arrange for the upcoming club year's programs before July 15th, being careful not to repeat topic programs in consecutive years. Confirmation letters are mailed or sent electronically immediately after a speaker has been invited and scheduled, with a reminder phone call or electronic notification two weeks prior to the scheduled date. A small gift or honorarium is presented to the speaker (or the organization the speaker represents) on the day of his/her appearance and a thank you note is provided. The Second Vice President assists in duties related to the office of the President as requested, and assumes the duties of the President and the First Vice President in the simultaneous absence of both of these officers. The Second Vice President is not obligated to succeed to First Vice President.

#### **Section 8.4.d *Treasurer***

The Treasurer shall keep an accurate account of all money received. All money coming into the Club shall go to the Treasurer, unless otherwise stipulated by the President. The funds of the Club shall be deposited in such banks as may be designated by the Board of Directors. All monies to be disbursed shall be transacted by the Treasurer and in agreement with the Board of Directors. The Treasurer shall sign warrants and contracts. The Assistant Treasurer followed by the President shall act as alternates in the absence of the Treasurer and have instruction on how to withdraw funds. The Treasurer shall chair the Finance Committee. All checks drawn upon the funds of the Club shall require the signature of the Treasurer or the Assistant Treasurer or the President. The books of the Treasurer shall be reviewed by the CPA within 60 days of the close of the fiscal year. Receipts must accompany a request for reimbursement, unless approved by the President. Any expenditure within a given budget account that exceeds the budgeted amount by more than \$75, must receive prior Board approval. At the expiration of the Treasurer's term(s), all funds, assets, and records of the Club shall be turned over to the successor.

#### **Section 8.4.e *Assistant Treasurer***

The Assistant Treasurer shall serve at the direction of the Treasurer. The Assistant Treasurer and President shall act as alternates in the absence of the Treasurer. All checks drawn upon funds of the Club shall require one signature of the Treasurer or the Assistant Treasurer or the President. He/she shall send dues notices by March 15th via USPS, electronic notice or inclusion in the Allamanda News.

#### **Section 8.4.f *Recording Secretary***

The Recording Secretary shall keep records of the meetings of the Club, be custodian of all records and papers pertaining to this office, and present any recommendations from the Board to the membership. The Recording Secretary shall collect and attach to the minutes of the monthly meetings written reports submitted by officers and committee chairs who addressed the meeting. The minutes shall be forwarded to the webmaster for posting and shall be held on file for five fiscal years.

#### **Section 8.4.g *Corresponding Secretary***

The Corresponding Secretary shall conduct all correspondence as instructed by the President, keep all letters on file, and read incoming correspondence at membership meetings.

#### **Section 8.4.h *Parliamentarian***

The Parliamentarian shall assist the President on points of parliamentary procedure and fulfill the required duties as outlined in "Robert's Rules of Order, Newly Revised 11th Edition".

#### **Section 8.5 *Officers Duties and Responsibilities***

It shall be the duty of the Officers to transact business requiring immediate action, either in session or by electronic polling between meetings of the Board of Directors in accordance with the guidelines detailed in the NGC Standing Rules entitled Electronic Mail Voting Guidelines, Oct 2009, excluding section 1. The President shall make every effort to contact all members of the Officers. The Officers shall submit a full report at the next regular meeting of the Board of Directors for ratification.

#### **Section 8.5a *Meetings***

The Officers become the Execution Committee (EC) when the President calls a special meeting of the Officers.

#### **Section 8.6 *Quorum***

Officers business may be conducted by majority rule at a meeting at which there is a quorum consisting of five (5) voting officers.

#### **Section 8.7 *Vacancy and Resignation***

##### **Section 8.7.a *Vacancy***

An Officer's position shall be declared vacant if the member is unable to perform the duties outlined above. If a vacancy occurs in the office of the President, the First Vice President shall succeed to the office. All vacancies among other Officers shall be filled for the unexpired term by appointment by the President and shall be submitted for ratification at the next regular meeting of the Board of Directors.

##### **Section 8.7b *Resignation***

A letter of resignation must be submitted in writing to the President as soon as the Officer becomes aware that he/she must resign. A resignation vacancy shall be filled for the unexpired term by appointment by the President with the approval of the Board of Directors.

## **Article 9: Board of Directors**

### **Section 9.1 Board Members**

#### **9.1.a. Board Membership**

The Board of Directors shall consist of all the officers of the Club, committee chairs and two (2) members at large elected by the Board of Directors by majority vote at their first meeting of the club year. The President shall be the Chair.

#### **9.1.b. Duties and Responsibilities**

Ensure that the organization's mission is carried out in an efficient manner, assure adequate fundraising to accomplish the organization's mission, provides fiduciary oversight, sets policy, creates and periodically updates the organizations strategic objective.

### **Section 9.2 Management**

The management of the Club shall be vested with the Board of Directors. The Board transacts the general business of the Club and considers all questions of policy.

### **Section 9.3 New Major Projects/Activities**

Major policy matters or new major projects and/or activities shall be presented as a recommendation by the Board of Directors. Approval by a two-thirds (2/3) vote of the membership present at any general membership meeting is required before further action by the Board of Directors. Any commitment involving non-budgeted disbursements from the Club of more than three hundred dollars (\$300.00) shall be classified as a major project or activity.

### **Section 9.4 Meetings**

There shall be a monthly meeting of the Board of Directors preceding the general membership meeting unless otherwise notified.

### **Section 9.5 Quorum**

A quorum at any Board of Directors meeting shall consist of one-third (1/3) of the members of the Board. A majority of such quorum shall decide any question that comes before the meeting.

### **Section 9.6 Reports & Transition**

Each officer and chair of each committee must submit a written annual report to the President by May 1st or upon resignation. Each officer and chair shall turn over to his/her successor or to the President such books or reports pertinent to his/her office upon expiration or within two weeks of the completion of his/her term or resignation.

## **Article 10: Committee Chairs**

### **Section 10.1 Committee Chairs**

The President appoints committee chairs. Committee chairs who wish to address the membership at the monthly general membership or Board of Directors meetings shall submit a written report to the Recording Secretary for attachment to the minutes of the meeting. Each committee chair shall submit a year-end written report to the President, a current or updated list of duties and responsibilities and may make recommendations to the Board of Directors. All chairs shall receive a copy of the current budget to determine the maximum amount of Club funds each committee can spend. The chairs are responsible for keeping accurate records and not exceeding the budgeted amount. Receipts along with expense forms must be submitted to the Treasurer for member reimbursement. Each committee chair shall provide an estimate of their budgetary needs to the Finance Committee by March 15th for the following fiscal year.

### **Section 10.2 Resignation of Committee Chairs**

Chairs shall submit a letter of resignation, with advance notice if possible, to the President. Within two weeks of resignation, the chair shall submit a year-to-date written report to the President and a current or updated list of duties and responsibilities.

### **Section 10.3 *Committee Members***

Committee members are selected by the committee chairs for their expertise and interest.

## **Article 11: Standing Committees**

The President shall appoint Standing Committees not provided for in the Articles of Association. The Standing Committee shall remain in existence unless dissolved by the President and ratified by the Board.

### **Section 11.1 *Articles of Association Amendments and Policy Review***

The Amendments and Policy Review Committee shall consist of five members who will meet annually in January. The Chair will be an officer. The Parliamentarian and three members from the Board of Directors will serve as committee members. Willing members of the Board will notify the President of their interest in serving and the Board will vote their approval at the meeting prior to the January membership meeting.

### **Section 11.2 *Finance***

The Finance Committee shall have as its chair, the Treasurer. The President, immediate Former President, First Vice President and Assistant Treasurer will serve as committee members with input from each member of the Board of Directors who has a budget. By March 15<sup>th</sup> each committee chair will provide a Year-To-Date expense report and a forecast for the next fiscal year. The Finance Committee shall prepare a fiscal year budget to be mailed or emailed to members in April and be voted upon at the May luncheon.

### **Section 11.3 *Newsletter***

The title of the Club newsletter is *Allamanda News*, which is derived from the Club's logo. The purpose of the newsletter (published five times per fiscal year) is to keep its members informed of club projects, upcoming events, and other news including those related to District X, FFGC, and NGC, and to provide a link for those who cannot attend meetings. *Allamanda News* helps to expedite the business portion of the monthly meetings by bringing pertinent information to members' attention beforehand.

### **Section 11.4 *Website***

Our website will provide information accessible to the general public, expedite club members receiving information, and provide a link to members unable to attend a meeting. It will also include a link to our Club newsletter, *Allamanda News*. Any proprietary information will be password-protected.

## **Article 12: Nominating Committee**

### **Section 12.1 *Selection***

At the February meeting of an election year, the President shall announce the Nominating Committee consisting of four members. The members shall be chosen as follows: the Chair shall be appointed by the President; three members shall be elected from the membership at large. No Nominating Committee member shall be eligible to serve on this committee for two consecutive terms.

### **Section 12.2 *Candidates***

The Nominating Committee shall prepare a list of eligible candidates, to be read at the March meeting. Nominations shall be in order from the floor at the April meeting, immediately preceding the election of officers. All nominees must have been *active* members (see Article 3, Section 3.3) for at least one year. If there is more than one candidate for the same office, election shall be by ballot and the majority vote shall elect. If there is only one candidate for an office, the election shall be by voice vote.

### **Section 12.3 *Voting Eligibility***

Only members whose dues are paid in full shall be entitled to vote at elections.

### **Section 12.4 *Commencement of Duties***

The new President elected at the April meeting shall be called "President Elect" until installation at the May luncheon. All Officers elected in April will assume their duties of office as of June 1st.

### **Article 13: Amendments**

The Articles of Association may be amended after board of directors approval at any general membership meeting of the Club, where there is a quorum (see Article 6), by two-thirds (2/3) vote of members present. The proposed amendment or amendment change must be submitted in writing to all members at least two weeks in advance of the vote.

### **Article 14: Dissolution**

In the event of termination of the Wellington Garden Club in any manner or for any reason whatsoever, its assets, if any, shall be distributed to one or more civic projects of the Club or to the community government for a public purpose.

### **Article 15: Net Earnings**

No part of the net earnings of this organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the mission statement hereof.

### **Article 16: Restricted Activities**

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on

- a. by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or
- b. by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

### **Article 17: Annual FFGC State Convention and District X Representation**

The President or one alternate shall represent the Club at the annual FFGC State Convention and two District X meetings per fiscal year, with all expenses paid by the Club.