

BY-LAWS OF GARDENERS OF SOMERSET VALLEY, INC.

ARTICLE I

Name

SECTION I. This organization shall be known as Gardeners of Somerset Valley, Inc., hereinafter referred to as "GOSV".

Section 2. This organization shall be incorporated in the State of New Jersey as a not-for-profit organization and shall be affiliated with whatever state or national organization as shall be approved by the membership.

ARTICLE II Objectives

SECTION I. The objectives of this club shall continue to be: (a) to promote better gardening by instructing the members and public on gardening subjects; (b) to develop natural beauty in homes, community, and the nation; (c) to cooperate with youth to teach appreciation of horticulture and develop gardening skills; and (d) to develop these objectives in the spirit of friendliness for better gardening in the local club, the region, and the nation.

ARTICLE III Membership

SECTION I. Active Membership: (a) The membership shall consist of persons of good character and community standing, who are interested in horticulture directly or indirectly. (b) An Active Member shall pay annual dues and shall be entitled to all the privileges of the GOSV.

SECTION 2. Honorary Membership: (a) Any person who has performed distinguished service in horticulture may be elected as an Honorary Member by the Trustees. (b) An Honorary member shall be entitled to an privileges of the Club and may be exempt from annual dues. The GOSV will pay an honorary member's dues to any national or state organization affiliated with the GOSV.

SECTION 3. New Members; (a) Any person can become a member of the GOSV upon remittance of dues and contact information to the Treasurer.

ARTICLE IV Discipline

SECTION I. Any member who is two (2) months in arrears in the payment of dues will be terminated as a member. Anyone so terminated must immediately return to the Secretary all original records of the GOSV in his/her possession within 30 days.

Any member who resigns from the GOSV must return all original records of the GOSV in his/her possession within 30 days.

SECTION 2. Any member whose membership in the GOSV has been terminated or any member who has resigned shall forfeit all interest in any funds or other property belonging to the GOSV and all right to the use of the Gardeners of Somerset Valley Inc. name, emblem, or other insignia.

#### ARTICLE V Officers

SECTION I. The officers of this Club shall be: a President, the Immediate Past-President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. Each Officer shall be an active member in good standing.

SECTION 3. All Officers shall enter upon their official duties on the first day of April of each year to serve a term of one year, and/or until their successors shall be duly elected and qualified.

SECTION 4. The duties of the Officers will be as follows:

(a) The President will be the Executive Officer of the GOSV and will preside at all meetings of the GOSV and Board of Directors. The President will be an ex-officio member of all committees, and perform such other duties as usually pertain to the office of President.

(b) The Vice-President in the absence of the President will preside at all meetings of the GOSV and the Board of Trustees. The Vice-President will also perform such other duties as usually pertain to the office of Vice President or as may be assigned by the President or Board. In the event that the office of President is vacant, the Vice-President shall succeed to this office.

(c) The Secretary will maintain current, accurate records of membership and meeting attendance: also official minutes of the GOSV and Board meetings and Committee meetings, when requested. The Secretary will submit to pertinent GOSV officials, or to the members as a whole such correspondence, required or desirable for Club objectives and achievements. The Secretary, as the official GOSV correspondent, will submit all official reports required by any state or national organization with whom the GOSV is affiliated.

(d) The Treasurer will collect all funds due the GOSV and deposit the same in the official depository(ies) designated by the Board. The Treasurer will disburse funds only as ordered by the President or Board and will make financial reports at regular

meetings. The Treasurer will prepare and submit all of the fiscal reports required by an state or national organization with whom the GOSV is affiliated. The Treasurer shall be the Chairman of the Finance Committee and the Audit Committee.

SECTION 5. In the event of a vacancy of any of the offices set forth above, other than the office of President, such office will be filled by a member of the GOSV elected at the next monthly meeting of the GOSV.

#### ARTICLE. VI Board of Directors

SECTION I. The Board of Directors (also referred to as the Board) shall consist of the four(4) officers, the immediate past President and three(3) Trustees. All members of the Board shall be voting members. A quorum shall consist of a minimum of six(6) Board members, All actions of the Board shall be approved by a majority of votes of those present.

SECTION 2. Each Trustee shall be a member in good standing.

SECTION 3. One Trustees shall be elected annually and shall enter upon official duties on the first day of April following the election and shall serve for a three-year term or until the successor has been elected and duly qualified. In the event of a vacancy in a Trustee position, the President shall appoint a person to fill the position of such Trustee until the next annual election.

SECTION 4. The Board shall determine the policies and activities of the GOSV, elect and discipline members, approve the budget, approve all bills, take council with committees and have general management of the GOSV.

SECTION 5. The Board shall meet every other month unless, with minor exceptions, there is no need for such frequency of meeting as determined by the President.

#### ARTICLE VII Committees

SECTION I. The President may appoint committees to perform functions such as:  
Attendance, Finance, Fund Raising, House, Inter-Club Relations, Reception, Laws and Regulations, Membership, Program, Publicity, and Scholarship.

SECTION 2. All committees shall be appointed by the President and serve for one year beginning on April 1. Each committee shall be responsible to the President and shall make such reports as the President may direct.

## ARTICLE VIII Duties of Committees

SECTION 1. The Attendance-Committee shall promote full attendance at all GOSV meetings and personally communicate with members who do not attend regularly.

SECTION 2. The Finance-Committee shall prepare an annual budget of estimated income and expenditures and submit it to the Board for adoption, prior to the first GOSV meeting of each year, and such other financial recommendations as may be requested by the Board.

SECTION 3. Fund Raising-Committee shall conduct fund raising events as approved by the membership.

SECTION 4. The House-Committee shall make all arrangements for the place of all meetings, and check the facilities, seating, refreshments, decorations, etc.

SECTION 5. The Inter-Club Relations-Committee shall devise ways and means for developing the spirit of fellowship between this and other Clubs and the members thereof.

SECTION 6. The Laws and Regulations-Committee shall have referred to it all proposed amendments to the GOSV By-Laws and, within 30 days of such referral, submit its recommendations on these to the Board before action is taken by the GOSV. By-Laws shall be reviewed by the committee for current relevance every five(5) years.

SECTION 7. The Membership-Committee shall devise ways and means of maintaining an adequate membership of such standards as provided in these By-Laws.

SECTION 8. The Program-Committee will arrange programs for every meeting of the GOSV as far in advance as possible, cooperating with the Board and other committees of the club toward an end of providing diverse gardening oriented programs of interest to the greatest number of members and/or coordinate with GOSV activities.

SECTION 9. The Publicity-Committee shall concern itself with the materials and the media by which the public will give a true knowledge of the GOSV objectives and ideals.

SECTION 10. Members of the Reception Committee will greet all members and guests, as they arrive at meetings, provide guests with name tags, and make arrangements for the proper introduction of guests.

SECTION 11. Scholarship Committee shall coordinate all information regarding the scholarships awarded by the GOSV including the names of recipients, payments etc. to the Board and members of the GOSV.

#### ARTICLE IX Meetings

SECTION 1. The GOSV will regularly hold monthly meetings beginning at 7:30 P.M. except for the months of July, August and December. The Board or President is authorized to set the date of any monthly meeting. All members will be adequately notified of such changes by mail or telephone, or whichever type of communication the Board judges is best suited to the occasion. The GOSV may hold such other meetings as the Board or the GOSV may desire.

SECTION 2. The Annual Meeting of the GOSV will be the regular meeting held in March of each year. The membership will be given at least two weeks written notice of the place, date, and time of the Annual Meeting. The members present, at this meeting, will constitute a quorum.

#### ARTICLE X Elections

SECTION 1. The election of Officers and Trustees shall be held at the Annual Meeting.

SECTION 2. At a regular meeting of the GOSV, in January. The President shall appoint a Nominating Committee of three (3) active members of the GOSV. The charge of this committee shall be to prepare and present, at the February meeting, a slate of nominations for election as Officers and Trustees. This report shall be included in the March meeting notice so that each member receives notice of nominations one week prior to the election.

SECTION 3. Voting at the March meeting may be by ballot or voice. Members present and in good standing may vote.

SECTION 4. Nominations may be made from the floor prior to voting.

SECTION 5. The nominees for the Office of President, Vice-President, Secretary, Treasurer and Trustees receiving the highest number of votes shall be declared elected.

#### ARTICLE XI State or National Organization Affiliate Obligations

SECTION I. In full recognition of the value of fellowship, and cooperation available to the GOSV and its members through its

privileges and rights of participation in the government and activities of other state or national club organizations, it is hereby declared a major policy of the GOSV to exercise those privileges and rights and to discharge promptly and fully all obligations imposed upon it by the Constitution and By-Laws of any state or national organization with whom the GOSV affiliates.

SECTION 2. Delegates to any annual meetings of any state or national organization in which the GOSV is entitled to be represented, shall be elected by the GOSV at dates sufficiently in advance of such meetings as to comply with the By-Laws of such organization. The Board of Trustees shall also provide the proper representation at any other organization meetings in which the GOSV has a privilege of participation.

#### ARTICLE XII Revenue

SECTION I. The annual dues shall be paid by the first day of January . The amount will be set by the Trustees as approved by the membership.

SECTION 2. Revenue from sources other than dues may be raised as recommended by the Board and approved by the membership of the GOSV.

#### ARTICLE XIII Finance

SECTION I. The fiscal year of the GOSV shall begin on the first day of January of each year.

SECTION 2. No later than the GOSV's January meeting, the Board will adopt a budget of estimated income and expenditures for the year.

SECTION 3. The Board shall, annually, and prior to the April meeting, shall determine the official depository(ies) for GOSV funds and designees to sign checks.

SECTION 4. In case of the inability of persons designated to sign checks, to perform their function, the Board will designate member(s) who shall act as substitutes.

SECTION 5. The financial records of the GOSV shall be audited within 30 days of the end of the fiscal year, December 31st, and be presented to the Board for approval and presentation to the membership. The Audit Committee shall consist of the Treasurer and two(2) additional members of the GOSV.

#### ARTICLE XIV Amendments

SECTION I. Any amendment to these By-Laws, if in conformity with the Constitution and By-Laws of any state or national organization with whom the club may be affiliated, may be adopted by a two-thirds (2/3) vote of the members present at any properly announced meeting of the GOSV, provided written notice of the proposed amendments has been given to the members by mail at least one (1) week prior to the meeting.

#### ARTICLE XV Rules of Order

SECTION I. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

#### ARTICLE XVI Dissolution

Upon the winding up and dissolution of the GOSV, after paying or adequately providing for the debts and obligations of the GOSV, the remaining assets shall be distributed in such a manner as to carry out the objectives for which the GOSV was formed, within the meaning of Section 501(c)(3).

As amended

Approved by Board

January 27, 2014

Approved by members of GOSV

February 12, 2014