

BYLAWS PACIFIC REGION GARDEN CLUBS, INC.

ARTICLE I - NAME

The name of the organization shall be Pacific Region Garden Clubs, Inc.

ARTICLE II – OBJECT

- Section 1. To operate on a non-profit basis and solely for benevolent, charitable, scientific and education purposes, conducive to the well being of the community and useful to the public.
- Section 2. To cooperate with National Garden Clubs, Inc (NGC) and other organizations in furthering the interests of conservation, civic beautification and roadside beautification.
- Section 3. To advance the fine art of gardening and landscape design, civic development, the study of horticulture and the art of flower arranging.
- Section 4. To coordinate and facilitate and advance/further the work of the member state federations of garden clubs within NGC.
- Section 5. To do and engage in all lawful activities that are in the furtherance of one or more of the general purposes or objectives of Pacific Region and NGC.

ARTICLE III - MEMBERSHIP

- Section 1. The state garden clubs of (NGC) are grouped into eight (8) Regions.
- Section 2. The state garden clubs, of **Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon and Washington**, that are members of NGC, comprise the **Pacific Region**.

ARTICLE IV - EXECUTIVE COMMITTEE

- Section 1.
- a. Elected officers: Region Director and Alternate Director,
 - b. Appointed officers: Corresponding Secretary, Recording Secretary, Treasurer, Historian, Parliamentarian, WACONIAH Editor and Website Chairman
 - c. Advisor - the immediate former Region Director/Advisory Council Chairman.
 - d. State Presidents in the Pacific Region.

ARTICLE V – EXECUTIVE COMMITTEE DUTIES

The Executive Committee posses and exercise all of the powers, duties and responsibilities of the Board of Directors between meetings of the Board: will keep minutes of its meetings and report its actions to the Board of Directors at the next meeting of the Board; approves resolutions before presentation to the Board of Directors. The committee may transact urgent business by electronic device with prior approval of the Director.

Section 1 – Region Director

- a. NGC Bylaws Article IX -- DUTIES OF OFFICERS, Section 9. -- REGION DIRECTORS shall be adhered to.
- b. Appoint region officers as follows: Corresponding Secretary, Recording Secretary, Treasurer, Historian, Parliamentarian, WACONIAH Editor and Website Chairman.
- c. Notify states next in order for Region Director, Alternate Director, NGC Nominating Committee Members and Alternate Members prior to September 1 in odd-numbered years. States must elect candidates prior to the Pacific Region Annual Convention in even-numbered year.

Section 2. – Alternate Director

- a. Perform the duties of the director in the absence of the director or at the request of the director.
- b. Compile a list of state chairmen under each chairmanship title.
- c. Send lists of state chairmen to each corresponding region chairman.
- d. Assume other duties at the request of the Region Director.
- e. In the event of a vacancy in the office of Region Director, assume that office.

Section 3. – Corresponding Secretary

- a. Send letters as requested by the Region Director.
- b. Send notes relaying the Region Director's wishes regarding those to preside, give invocations, introduce speakers, etc., during Annual Conventions or other events.
- c. Maintain the embosser and seals. Provide embossed seals when requested.

Section 4. Recording Secretary

- a. Record minutes of all Executive Committee meetings, the Annual Conventions and other meetings.
- b. Send draft copy of minutes of all meetings to the committee to approve the minutes within thirty (30) days, with a copy to the Region Director and Parliamentarian for approval.
- c. Transmit by electronic means the minutes of all Executive Committee meetings to members of the Executive Committee. Hard copy available on request.
- d. Transmit by electronic means the approved pre-convention Board of Directors meeting minutes, and approved annual Convention minutes, with names and dates of those approving, to all members of the Board of Directors and have them available on the website. Hard copy available on request.
- e. Transmit by electronic means copies of all minutes to the incoming Region Director and Alternate Director after they are elected.

Section 5. Treasurer

- a. Maintain a checking account with the Treasurer and the Region Director as signers. Only one signature is required.
- b. Open savings accounts, with the approval of the Executive Committee, as necessary.
- c. Receive and deposit all Pacific Region monies.
- d. Issue checks as budgeted and authorized by the Region Director.
- e. Prepare a Financial Report for each Executive Committee and Board of Directors meeting.
- f. Prepare records for the annual PR financial review by July 31 of each year.
- g. File 990 by October 15 of each.
- h. File list of officers by the last day of February each year with the Nevada Secretary of State.

Section 6. Parliamentarian

- a. Assist on points of Parliamentary procedure when requested.
- b. Fulfill required duties as outlined in *Robert's Rules of Order Newly Revised*.
- c. Attend committee meetings at the request of the Director.

Section 7. Historian

- a. Request reports from each state garden club regarding accomplishments and main events of each term.
- b. Compile a report of Region accomplishments and events for the term.
- c. Submit reports on state garden club and Region activities as requested by the NGC Historian.

Section 8. State Presidents

- a. The incoming state president shall send the state roster to the incoming Region Director and the incoming Alternate Region Director as soon as available.
- b. Attend all Pacific Region Executive Committee meetings and the Annual Convention.
- c. Advise State Treasurer to send Region Dues of \$30 per delegate, as in NGC Bylaw Article XII, Section 2.B, to the Region Treasurer. (See Article VIII, Section 7) Dues are due June 1, delinquent November 1 each year.

.ARTICLE VI - BOARD OF DIRECTORS

Section 1. Duties – The Board of Director shall:

- a. Transact the business of the region except as otherwise provided for by the Articles of Incorporation or by these Bylaws.
- b. Act on matters presented by the Executive Committee.
- c. Consider recommendations of the Director.
- d. Authorize publications to advance the objectives of the region.
- e. Keep minutes of meetings and report actions to the next region convention.

Section 2. Composition

- a. Executive Committee
- b. Former Directors of the Pacific Region
- c. All committee chairmen
- d. NGC Officers, NGC Chairmen and NGC Nominating Committee members who reside in the Pacific Region.

ARTICLE VII - MEETINGS

Section 1. Executive Committee

- a. The regular meeting shall be held immediately preceding the Annual Meeting of the Board of Directors. Nine (9) members shall constitute a quorum.
- b. Special meetings may be held during the NGC Convention and Fall Board Meeting at the Call of the Director. Other region members may attend with no vote.
- c. The incoming Executive Committee shall meet during or immediately following the Region Annual Convention in the odd numbered year.
- d. The committee may conduct business by electronic means, mail or telephone conference when the need is urgent with prior approval of the Director. See Email Voting Guidelines in the Standing Rules.

Section 2. Board of Directors

- a. The Board of Directors meeting shall be held immediately prior to the Annual Convention. One-third (1/3) of those registered and eligible to vote shall constitute a quorum.
- b. In the odd-number years, the incoming Board of Directors shall meet during the convention or immediately following.
- c. The Board of Directors (including all committees) may conduct business by electronic means, mail or telephone conference when the need is urgent with prior approval of the Director. See Email Voting Guidelines in the Standing Rules.

ARTICLE VIII – ADVISORY COUNCIL

Section 1. All former Pacific Region Directors shall comprise the Advisory Council.

Section 2. The chairman shall be the immediate former Pacific Region Director. If unable to serve, a chairman pro tem shall be elected from the former Directors present.

Section 3. The Advisory Council functions at the request of the Region Director or by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IX - ELECTIONS

REGION DIRECTOR AND ALTERNATE DIRECTOR

Section 1. The offices of Region Director and Alternate Region Director shall be filled by rotation among the region's states. See Standing Rules for rotation list.

Section 2. Eligibility: NGC Bylaws shall be adhered to.

NGC Bylaws Article VIII -- OFFICERS - ELIGIBILITY, Section 1D. -- Elected Officers (pertaining to Regional Directors) See Standing Rules

Section 3. State's duties in providing a Director and an Alternate Director include:

- a. The candidates for Region Director and Alternate Region Director are elected by the governing body of that state garden club whose turn it is to provide the Region Director and Alternate Director.
- b. The Director and the Alternate Director are to be elected at a state garden club session in the even-numbered year.
- c. Competition may be held within a state, however only one (1) nominee for Director and one (1) nominee for Alternate Director may be submitted to the Region Director six (6) weeks prior to the Annual Convention in the even-numbered years for presentation to the Region Board of Directors.
- d. In the event the state whose turn it is to furnish a Region Director does not have an eligible candidate for Director, the Region Director shall be notified immediately and will then notify the state following in rotation, asking this state to fill the position.
- e. A state without an eligible or willing candidate may present rationale to the Executive Committee for approval to exchange its place in the rotation with the next state in rotation. (provided that state is in agreement). Following any switch, states will return to the original rotation.
- f. A state that cannot fill the position of Director loses its turn and shall wait for the next rotation to fill the position.
- g. In the event a state that provides a Region Director cannot provide an Alternate Director, the next state in the rotation may fill the Alternate Director position, but does not lose its turn in the rotation.

Section 4. NGC Bylaws Article XI -- ELECTION OF OFFICERS, Section 2 -- ELECTION OF REGION DIRECTORS AND ALTERNATE DIRECTORS

ARTICLE X - NGC NOMINATING COMMITTEE MEMBERS AND ALTERNATES

Section 1. The Nominating Committee Member and Alternate Member shall be filled by rotation among the states. See Standing Rules for rotation list.

Section 2. Eligibility: NGC Bylaws shall be adhered to.

NGC Bylaws Article X NOMINATING COMMITTEE, Section 1. - STRUCTURE, B. Members See Standing Rules

Section 3. Election

- a. Pacific Region shall provide two (2) members and two (2) Alternate Members to serve on the NGC Nominating Committee.
- b. The two states next in rotation order for providing NGC Nominating Committee Members shall each elect two (2) eligible members to serve as Member and an Alternate.
- c. The names of the persons elected for each position shall be submitted to the Region Director six (6) weeks prior to the Annual Convention in the even-numbered years for presentation to the Board of Directors.

- d. In the event the state whose turn it is to elect a Member and Alternate does not have an eligible candidate, the Region Director shall be notified who will then request the state that follows in rotation to fill the position.
- e. A state without an eligible or eligible candidate may present rationale to the Executive Committee for approval to exchange its place in the rotation with one of the next states in the rotation, provided that state is in agreement. Following any switch, states will return to the original rotation.
- f. A state that cannot fill the position of Member loses its turn in rotation and shall wait until the next rotation to provide a Member.
- g. A state that fills the vacancy of Alternate will not lose its turn in rotation.
- h. No state shall have two (2) members serving on the NGC Nominating Committee at the same time (other than the NGC Nominating Committee Chairman and Alternate Chairman if from Pacific Region).

ARTICLE XI - CONVENTIONS

- Section 1. The Annual Conventions shall be by rotation among the states. See Standing Rules for rotation list.
- Section 2. Conventions shall not conflict with NGC Conventions.
- Section 3. Conventions shall not conflict with member states conventions.
- Section 4. A state that passes its turn to host loses its turn in the rotation and shall wait until the next rotation to host. Switches in rotation may be permitted with reasonable cause and approval of the director.
- Section 5. The voting membership at conventions shall consist of members of the Board of Directors and delegates (or their alternates) from each state. The number of delegates that each state is entitled to is based on membership in NGC as of June 1 of the previous year. See section 7.
- Section 6. A majority of the voting members as set forth in Section 5 above who are registered at the convention with a minimum of six (6) states being represented shall constitute a quorum.
- Section 7. Delegates for each state are determined by the number of members as of June 1 as listed in NGC Bylaws Article XII, Section 2.B. See Standing Rules
- Section 8. Distribution of Revenue
 - a. The net proceeds of the convention shall be split 50/50 between the host state and the Region.
 - b. In case of a deficit, the host state shall be responsible for the first ten (10) percent with the remainder the responsibility of the Region.

ARTICLE XII - FINANCES

- Section 1. Fiscal Year - June 1 to May 31
- Section 2. Dues -Dues for each state shall be determined by the number of delegates allowed for each state as listed in NGC Bylaws Article XII, Section 2.B. Each state shall pay \$30 annually per delegate. Dues are due June 1, delinquent November 1.
- Section 3. Budget - An annual budget for all funded activities shall be prepared by the Director, Treasurer and one other member appointed by the Director in even-numbered years, and by the out-going and in-coming Directors and Treasurers and one other member appointed by the Director in odd-numbered year. The proposed budget shall be presented for approval at the Executive Committee and the Board of Directors meetings immediately prior to the Annual Convention.

ARTICLE XIII – OFFICIAL PUBLICATION

WACONIAH is the official publication of the Region and shall serve as a communication medium for the Region. It shall be made available electronically.

ARTICLE XIV – DISTRIBUTION OF EARNINGS, COMPENSATION AND DISSOLUTION REQUIREMENTS

Section 1. No part of the net earnings of Pacific Region shall inure to the benefit of any private individual or member within the meaning of Section 501c(3) of the U.S. Internal Revenue Code as now enacted or hereinafter amended or re-codified or corresponding section of any future federal tax code.

- a. No compensation shall be paid any member, officer or director of the Region except for reimbursement of budgeted expenses or expenses approved by the Executive Committee and Board of Directors.
- b. No loans shall be made by the Region to any member, officer or director.

Section 2. Dissolution: Upon dissolution of Pacific Region the Pacific Region Board of Directors shall:

- a. Make provision for payment of all liabilities of the organization.
- b. Dispose of all assets of the organization to a charitable, educational or scientific organization as shall at that time qualify as an exempt organization/s under Section 501c(3) of the U.S. Internal Revenue Code of 1954 or as revised or any corresponding section of any future federal tax code.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Pacific Region Garden Clubs in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Pacific Region Garden Clubs may adopt.

ARTICLE XVI – AMENDMENTS

Section 1. These Bylaws may be amended, unless otherwise provided in these Bylaws, at any Annual Convention by the affirmative two-thirds (2/3) vote of the voting members registered and present provided that a copy of the proposed amendments(s) shall have been printed in an issue of WACONIAH at least thirty (30) days prior to the meeting.

Section 2. Without such prior notice, these bylaws may be amended at the Annual Convention by unanimous vote of the voting members registered and present.