

**MILWAUKEE DISTRICT GARDEN CLUBS, INC.
BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be Milwaukee District Garden Clubs, Inc. hereinafter referred to as MDGC.

**ARTICLE II
PURPOSE**

The purpose of this non-profit organization shall be:

1. To coordinate and promote the interests and activities of the member clubs of MDGC.
2. To operate on a non-profit basis solely for charitable, educational and scientific purposes conducive to the well-being of the community and the public at large.
3. To aid in the conservation of all natural resources and to participate in public movements for the protection of the environment.
4. To promote civic beauty and to stimulate interest in the improvement of roadsides, parks, landmarks and the scenery incidental thereto.
5. To advance the fine art of gardening, of floral design, of landscape design and the study of horticulture through education and example.
6. To further horticultural education, conservation, landscape design and related fields through the gift of scholarships.
7. To cooperate with other organizations in the promotion of the foregoing objectives and activities as may be determined by the Board of Directors. To remain absolutely nonpolitical.

**ARTICLE III
MEMBERSHIP**

The membership of MDGC shall be categorized as follows:

Section 1. **CLUB MEMBERSHIP:**

- a. Any garden club or garden section of an organization whose objectives are those of MDGC is eligible for membership without regard to race, sex, religion or economic background upon application and payment of annual per capita dues. Such club shall be known as a federated garden club and members therein known as federated garden club members.

Section 2. **JUNIOR, INTERMEDIATE, AND HIGH SCHOOL GARDEN CLUBS:**

- a. May be organized under guidelines from National Garden Clubs, Inc. (NGC) and upon payment of \$1.00 dues per club to the Wisconsin

- Garden Club Federation (WGCF) Treasurer be members of NGC, WGCF and MDGC.
- Section 3. Voting members shall consist only of the official delegates of federation garden clubs and members of the MDGC Board of Directors. Delegates of federated garden clubs and the President or individual representing the President according to the club bylaws.
- Section 4. Upon payment of per capita dues MDGC are members of National Garden Clubs, Inc., Central Region and Wisconsin Garden Club Federation.

ARTICLE IV DUES

- Section 1. The fiscal year shall begin on June 1 and end of May 31 in each year.
- Section 2. Member clubs shall pay annual per capita dues of \$2.00 to the MDGC Treasurer by June 1.
- Section 3. Dues shall not be prorated for parts of the fiscal year
- Section 4. Any club failing to pay dues before July 30 shall be classed as delinquent: shall be suspended from all membership activities and shall not be listed in the official Directory Issue of WISCONSIN GARDENS.

ARTICLE V OFFICERS, ELIGIBILITY AND METHOD OF ELECTION

- Section 1. Elected officers of MDGC shall be a Director, First Vice Director, Second Vice Director, Recording Secretary, Corresponding Secretary and Treasurer.
- Section 2. The appointed officer of MDGC shall be the Parliamentarian.
- Section 3. To be eligible for any MDGC office, the candidate must be a member of a Milwaukee District Garden Club.
- Section 4. To be eligible for the office of Director or Vice Director of MDGC a member shall have served a minimum of two years as an elected officer or a committee chair in the member's own garden club or have served a minimum of two years on the Board of Directors of MDGC. If there is a candidate who does not meet these criteria, the Nominating Committee may request information on the member's work background to determine if they have had equivalent experience. If the Nominating Committee determines they have had leadership experience, that candidate may be added to the slate of nominees.
- Section 5. Officers shall be elected by ballot at the Fall District Meeting in the even-numbered years; however, in the event that there is only one nominee for any office, a viva voce election may be held. Before the election additional nominations from the floor shall be permitted.
- a. A plurality vote shall constitute an election.
 - b. Officers shall be elected for a term of two years or until their successors are elected. No elected officer shall serve multiple consecutive terms in the same office except the Treasurer and Corresponding Secretary. An

officer who has served more than half a term is considered to have served a full term in that office.

- c. The newly elected First Vice-Director shall be designated Director-Elect until installation at the Annual Spring District Meeting.
- d. The term of office shall begin at the close of the Annual Meeting at which the officers are installed with the exception of the Treasurer who shall assume that office at the end of that fiscal year.
- e. The Director-Elect shall present the Parliamentarian to the Board of Directors for ratification at the Annual Spring District Meeting prior to installation.

Section 6. Vacancies in Office

- a. In the event of the absence of any officer at two consecutive meetings, unless excused by the Executive Committee, the position shall automatically become vacant.
- b. Should a vacancy occur in the office of Director, the First Vice-Director shall assume the duties of the office until the next Annual Spring District Meeting when a successor shall be elected to fill the unexpired term.
- c. Should a vacancy occur in the office of the First Vice-Director, the Second Vice-Director shall assume the duties of the office until the next Annual Spring District Meeting when a successor shall be elected to fill the unexpired term.
- d. In the event a vacancy in the office of the Treasurer, the Director shall appoint a qualified person to serve as Acting Treasurer until a new Treasurer has been elected.
- e. All vacancies occurring among other offices, shall be filled by appointment of the Director with the approval of the Executive Committee.

**ARTICLE VI
DUTIES OF ELECTED AND APPOINTED OFFICERS**

Section 1. MDGC officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by MDGC.

Section 2. The **Director** shall:

- a. Serve as the chief executive officer of MDGC and official representative to WGCF.
- b. Preside at all meetings of MDGC, the Executive Committee and the Board of Directors.
- c. Direct the activities of all officers and chairmen and be ex-officio member of all committees except the Nominating Committee.
- d. Send to the Editor of WISCONSIN GARDENS by August 1st annually a list of MDGC Chairmen and a roster of clubs listing club presidents with day and time of meeting.
- e. Select a district project suitable for the current term to include the purpose of MDGC to be completed within 6 months of the end of the

term. If the project is not completed, the former District Director, the current District Director and the Executive Committee shall determine to grant an extension for a specific amount of time or to rollover the funds to the current district project.

Section 3. The **First Vice Director/Director Elect** shall:

- a. Assist the Director in the work of MDGC. In the absence of the Director this officer shall perform all the duties of that office.
- b. Assume and hold the office of Director until the next election in the case of permanent vacancy of the Director.
- c. Serve as Program Chairman and Workshop Chairman of MDGC, all programs, workshops and luncheons to be self-sustaining.
- d. Become Director-Elect at the close of the Fall Board of Directors Meeting in the election year.
- e. Appoint the Parliamentarian and Chairmen of all Standing and Special Committees.
- f. Present the Parliamentarian and Chairmen for ratification at the Annual Meeting of the Board of Directors prior to installation.
- g. Attend WGCF Board of Directors meeting following WGCF Annual Convention in the odd-numbered years.
- h. Mutually set the date of President's Conference Day with WGCF President-Elect.

Section 4. The **Second Vice Director** shall:

- a. Assume the Chair in the absence of the Director and Vice Director.
- b. Serve as Membership Chairman and present report of membership at the Annual Board of Directors Meeting.
- c. Assist new clubs in their organization and instruct them in procedure for applying for membership.
- d. Serve as Ways and Means Chairman.
- e. Serve as the purchasing agent for all supplies: i.e. stationery, ballots and miscellaneous supplies as warranted by the Executive Committee.
- f. Order the Vision of Beauty Calendars as a service to the MDGC clubs.

Section 5. The **Recording Secretary** shall:

- a. Keep in permanent record form all minutes of MDGC Executive Committee, Board of Directors, Annual Spring District Meetings and Fall District Meetings.
- b. Maintain record books in which the bylaws, special rules of order, standing rules and minutes are entered with any amendments to these documents and to have current record books available at any meeting.
- c. Keep on file the Articles of Incorporation of MDGC and the Treasurer's Bond.
- d. Call the meeting to order and preside until the immediate election of a chairman pro-temp in the absence of Director and Vice Directors.
- e. Ensure all documents are posted on the MDGC Website.

- Section 6. The **Corresponding Secretary** shall:
- a. Keep the official membership roll of MDGC.
 - b. Prepare all MDGC mailings including minutes and notices of all special events.
 - c. Produce other correspondence of the District not pertaining to actual committee work and all correspondence designated by the Director, Executive Committee or the Board of Directors.

- Section 7. The **Treasurer** shall:
- a. Be responsible for the collection of dues, all moneys and the books of accounts.
 - b. Assist the Executive Committee in preparing the biennial budget for approval by the Board of Directors at the Annual Meeting in the odd numbered year.
 - c. Present a current financial report at each Board of Directors meeting.
 - d. Sign all checks for withdrawal.
 - e. Make no payments in excess of the budget without prior approval of the Executive Committee.
 - f. Secure a Position Treasurer's Bond, the document to be filed with the Recording Secretary.
 - g. Present books closed and ready for audit to the Auditing Chairman thirty (30) days after the Annual Spring District Meeting.

- Section 8. The **Parliamentarian** shall:
- a. Act as a consultant to the Director, other officers and members on matters of parliamentary procedure.
 - b. Call the attention of the Chair to any error in the proceedings that may affect the rights of any member and to establish that a quorum is present at all official meetings.
 - c. Assist new or existing clubs in formulating or amending bylaws.
 - d. Bring copies of these bylaws and WGCF bylaws to all meetings of MDGC.
 - e. Serve as chairman of bylaws Revisions Committee.

ARTICLE VII EXECUTIVE COMMITTEE

The Executive Committee:

Section 1. Shall consist of the Director, First Vice Director, Second Vice Director, Recording Secretary, Corresponding Secretary, Treasurer and the Parliamentarian.

Section 2. Shall establish the major policies of MDGC, make recommendations to MDGC and perform such other duties as are specified by these bylaws. The Executive Committee shall be subject to the orders of the MDGC Board of Directors.

- Section 3. Shall meet at the discretion of the Director.
Section 4. Present a current financial report at each Board of Directors meeting.

ARTICLE VIII BOARD OF DIRECTORS

The Board of Directors:

- Section 1. Shall consist of elected and appointed officers, the chairmen of all Standing and Special Committees and the President of each garden club in the Milwaukee District.
- Section 2. Shall establish the major policies of MDGC and direct the specific duties and operations of all Board members.
- Section 3. Shall meet at least 4 times annually, preferably within two weeks after the WGCF Executive Committee meetings. Two Board of Directors Meetings and two Executive Committee Meetings may comprise these four meetings plus a minimum of one newsletter shall be sent annually.
- Section 4. Shall hold the WGCF President's Conference Day at the Annual Meeting in odd-numbered years. Date shall be set in co-operation with the WGCF President-Elect.
- Section 5. Shall approve the appointed Parliamentarian and Chairmen of Standing and Special Committees at the Annual Spring District Meeting immediately prior to installation.

ARTICLE IX GARDEN CLUB PRESIDENTS

The Garden Club President:

- Section 1. Shall be a member of the MDGC Board of Directors.
- Section 2. Shall attend all Board of Directors meetings including the Annual Spring District Meeting and the Fall District Meeting.
- Section 3. Shall appoint a club representative if unable to attend those meetings.
- Section 4. Shall report to local club of MDGC and WGCF information as presented at the District meetings.
- Section 5. Shall report to local club all proposed MDGC bylaws amendments or revisions prior to the Annual Spring District Meeting.
- Section 6. Shall appoint a club representative for Special District Projects.
- Section 7. Shall represent local club as delegate to WGCF Annual Convention.
- Section 8. Shall return completed Annual Report to District Director as instructed.

ARTICLE X COMMITTEES AND DUTIES

- Section 1. **Standing Committees:**
- a. Shall be such as are necessary to carry out the work of MDGC. These Committees shall conform insofar as possible to those of WGCF and NGC.

- b. Shall be appointed by the Director/Director-Elect with the approval of the Board of Directors.
- c. Chairmen shall be voting members of the Board of Directors.
- d. Shall perform such duties as may be indicated by title, or as directed by the Director, the Executive Committee, the Board of Directors and these bylaws.
- e. Shall keep a record of work accomplished during the year. All materials pertinent to the work of the committee shall be transferred to the new chairman at the Annual Board of Directors Meeting in odd-numbered years.

Section 2. The Advisory Committee:

- a. Shall be composed of all Past District Directors of MDGC. The chairman shall be the immediate Past Director.
- b. Shall advise on all matters of policy and procedure.
- c. Shall go over the records of the District and dispose of all non-essential records, books and documents over six years old and turn over to the Historian anything of historical value.

Section 3. The Auditing Committee:

- a. Shall be composed of two persons who shall audit the books within thirty (30) days after the Annual Spring District Meeting.

Section 4. The Organizational Study Committee:

- a. Shall be composed of the Parliamentarian as chairman, and two additional members, one of whom shall be a Past Director.
- b. Shall study the Bylaws and Standing Rules (which includes Awards) on an annual basis and provide proposed amendments to the Executive Committee/Board of Directors.

Section 5. The Nominating Committee:

- a. Shall be composed of a chairman who shall be appointed by the Director and two additional members elected by the Board of Directors at the Annual Meeting in odd-numbered years.
- b. To be eligible to serve as chairman of the Nominating Committee, the candidate shall have been a member of the Board of Directors for a minimum of two years.
- c. To be eligible to serve as a District representative on the WGCF Nominating Committee, the candidate shall have served as District Director or as a delegate to the Annual Convention.

Section 6. The Historian:

- a. Shall record the noteworthy achievements of the administrative term and shall include any outstanding District club's achievements.

ARTICLE XI QUORUM

- Section 1. Two-thirds of the Executive Committee shall constitute a quorum. A majority vote shall be required to pass a motion unless specified by these bylaws.
- Section 2. Fifteen (15) members of the Board of Directors shall constitute a quorum.
- Section 3. A majority vote shall be required to pass a motion unless specified by these bylaws.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order, Newly Revised shall govern MDGC in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIII AMENDMENTS

These bylaws may be amended at any Annual Meeting by a two-thirds vote of those present and voting. Official notice of a proposed amendment of revision shall be mailed or sent electronically to each member of the Board of Directors at least 60 days prior to the Annual Meeting.

ARTICLE XIV DISSOLUTION

In event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational or scientific purposes, and shall at the time qualify as an exempt organization under Section 501c(3) of the Internal Revenue Code of 1954.

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