**THE PROVIDENCE GARDEN CLUB**

**OF PENNSYLVANIA**

**BY-LAWS**

**0ctober 2017**

ARTICLE I. NAME AND PURPOSE

Section 1. The name of this organization shall be The Providence Garden Club of Pennsylvania, Inc. The purpose of The Providence Garden Club of Pennsylvania, Inc. is to bring a greater knowledge of horticulture and conservation to its members and the members of the community and to encourage participation in civic planting and beautification.

 Section 2. This Club shall put aside a sum of money each year to be used exclusively for civic work.

ARTICLE II. MEMBERSHIP

 The membership shall be divided into the following classes:

 Section 1. Active Members

1. The number shall be not more than forty-five.
2. All Active Members must be members of The Garden Club of America.
3. Active Members constitute the working group of the Club, serve as officers of the Club, as chairmen and members of committees, and engage in projects relating to horticulture, conservation, civic planting and other Club activities and benefits. They are expected to attend regular meetings and act as hostesses. Only Active Members may propose new members.
4. Former Active Members in good standing applying for reinstatement shall take precedence over new applicants.

Section 2. Associate Members

1. Members who for good reason cannot serve in active capacity after at least fifteen years may, at the discretion of the Board of Directors, become Associate Members.
2. Associate Members are excused from full participation in club programs but they may serve on committees and write letters for, but not propose, new members. They may act as hostesses and have voting power but may not serve as officers.
3. Associate Members pay dues to and are members of GCA and will receive the Bulletin.
4. Associate Members may be reinstated to Active Membership upon application to the admissions committee. They shall retain their standing as Associate Members until a vacancy occurs when they shall take precedence over new members. They shall also take precedence over former Active Members applying for reinstatement.

Section 3. Sustaining Members

1. Members shall be those who have been either Active or Associate Members in good standing. They shall be admitted to this class by application to the Board of Directors. This category is established for those members who (1) have become non-resident; or (2) have become employed fulltime.
2. A member who does not fit into the above criteria for Sustaining but who cannot fulfill the requirements of Active Membership due to unique circumstances, may petition the Board of Directors for consideration to move temporarily to Sustaining Membership.
3. Sustaining Members are excused from full participation in club programs but they may serve on committees and write letters for, but not propose, new members. They may act as hostesses and have voting power but may not serve as officers.
4. Sustaining Members pay dues to and are members of GCA and will receive the Bulletin.
5. Sustaining Members may be reinstated to Active Membership upon application to the admissions committee. They shall retain their standing as Sustaining Members until a vacancy occurs when they shall take precedence over new applications for membership.

Section 4. Provisional Members

1. All prospective Active Members shall first be Provisional Members for a minimum of one year and until such time as recommended for Active Membership by the admissions committee and approved by the Board of Directors.
2. Provisional Members may serve on committees, must take an active part in horticulture and flower arranging workshops and civic endeavors, and are expected to attend regular meetings. They may not have voting power or act as hostesses.
3. A Provisional Advisor shall be appointed who will be responsible for the involvement of Provisional Members in the work of the Club – attendance at meetings and workshops, committee work, and an understanding of the Club’s traditions, by-laws, and policies.

Section 5. Honorary Members

1. Honorary Members should be persons of distinction who have rendered outstanding service to the Club over a period of years. They shall be elected by those present at any business meeting upon the recommendation of the Board of Directors.
2. Honorary Members are invited to all meetings but may not hold office or vote. They are members of the GCA and will receive the Bulletin. The Club will pay their Club and GCA dues.

ARTICLE III. OFFICERS

Section 1. The officers of the Club, to be elected at the annual meeting, shall be President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary. These officers shall serve for a term of two years. No officers shall hold office for more than two successive terms. The officers shall serve without compensation.

Section 2. A vacancy in any office may be filled for the balance of the term through appointment by the President, with the approval of the Board of Directors.

ARTICLE IV. DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer of the Club, preside at all meetings, and be, ex officio, a member of all committees except the nominating committee. In the absence of the President, the Vice President shall assume the duties of the President.

Section 2. The Recording Secretary shall keep all records of The Providence Garden Club, the minutes of its meetings, and a register of its members. She shall collect and file all annual reports of the officers and committee chairmen.

Section 3. The Corresponding Secretary shall attend to the correspondence, issue all notices and perform such other duties as pertain to that office.

Section 4. The Treasurer shall receive all monies due the Club and be responsible for the disbursement of funds. She shall keep accounts and render a monthly statement at each meeting. The Treasurer, with the assistance of a committee, shall prepare an annual budget for approval by the Club at a fall meeting and present a budget report, along with the Treasurer’s report at the annual meeting. The accounts of the Treasurer shall be audited every two years. The Club shall present annually to its members a report of the type prescribed in The Pennsylvania Nonprofit Corporate Law of 1988. A copy of the report shall be filed with the minutes of the Annual Meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers of the Club, the immediate past President, and the chairmen of the standing committees. The President may request other members to attend a Board of Directors meeting when deemed necessary. The Board of Directors shall serve without compensation.

Section 2. The affairs of the Club shall be managed by the Board of Directors with the approval of the voting members of the Club.

Section 3. Resolutions shall be passed by no fewer than seven affirmative votes. The Recording Secretary may poll absent members.

Section 4. The chairman of the nominating committee shall submit a slate for election of officers at the annual meeting. This slate shall be read at the business meeting immediately preceding the annual meeting.

ARTICLE VI. COMMITTEES

Section 1. The President shall appoint the chairmen of the following standing committees: Admissions, Civic, Conservation, Horticulture, Nominating, Program, Public Relations, and Ways and Means. These chairmen so appointed shall name their own committees.

Section 2. The President shall appoint other chairmen and representatives that from time to time seem expedient.

Section 3. The chairmen of all committees and the representatives shall make a report at the annual meeting and file these reports with the Recording Secretary.

ARTICLE VII. NEW MEMBERS

Section 1. New Members shall be passed upon by the admissions committee, approved by the Board of Directors, and elected by the membership at an open meeting of the Club.

Section 2. Every proposal for admission to membership shall be made in writing to the admissions committee by a proposer and seconder and filed with the chairman of the admissions committee. The proposer may not be a relative of the candidate or a member of the admissions committee.

Section 3. Members shall propose only those who are actively interested in horticulture, conservation, and the art of flower arranging.

Section 4. The admissions committee, with the approval of the Board of Directors, shall put on the waiting list only those whom it has ascertained by careful investigation will prove to be valuable members of the Club.

Section 5. No member of the Club may propose or second for membership more than one candidate a year, nor may she propose or second a candidate or write a letter for a candidate until she herself has been an active member in good standing for at least one year.

**ARTICLE VIII. MEETINGS**

Section 1. The meetings of the Club, ten in number, shall be held on the second Wed. of January, February, March, April, May, June, September, October, November, and December. Changes in date may be made at the discretion of the program chairman. The June meeting shall be the Annual Meeting.

Section 2. The Board of Directors shall meet at least four times a year. The Board of Directors shall also meet, at the discretion of the President, at such other times during the year as may be advisable.

Section 3. Members are expected to notify hostesses and the President if they cannot attend.

Section 4. Members may not invite a guest without the consent of the hostesses and the President.

Section 5. Non-members may not attend a business meeting of the Club, except for persons who are members of The Garden Club of America.

Section 6. Active members are expected to attend meetings regularly and anyone who fails to attend three meetings in succession without adequate reason given to the President shall lose her membership upon the affirmative action of the Board of Directors

Section 7. Fifteen voting members shall constitute a quorum for the transaction of business and a majority vote shall be required for the passage of any resolution.

Section 8. The order of business shall be as follows:

1. Roll Call
2. Minutes
3. Communications and letters
4. Reports of officers and committees
5. Old business
6. New business

**ARTICLE IX. RESIGNATIONS**

Resignations should be directed in writing to the President who then presents resignations to Board of Directors and then announced at the next Club meeting.

**ARTICLE X. DUES**

Section 1. The annual dues shall be determined by Club action.

Section 2. Honorary Members shall be exempt from the payment of dues.

Section 3. Dues shall be payable June 1st of each year at which time the Treasurer shall send out bills for The Providence Garden Club and The Garden Club of America.

Section 4. After the October meeting, delinquent dues shall be reported by the Treasurer to the Board of Directors for appropriate action.

**ARTICLE XI. BY-LAWS**

Section 1. These by-laws may be amended or changed by a two-thirds vote of the voting members present at any business meeting, notice of such proposed changes having been sent to the members at least seven days before the meeting.

Section 2. When notifying a Provisional Member of her election, the Corresponding Secretary shall send her a copy of these by-laws.

Section 3. Robert’s Rules of Order shall govern in all cases not covered by these by-laws.

**ARTICLE XII. GIFTS**

Section 1. The Board of Directors may take, receive, and hold in trust, such property, real or personal, as may be given, devised to, or otherwise vested in the Club, in trust, for such purposes, set forth in the trust instrument, as are consistent with the exempt purposes of the Club. The Board may take, receive and hold such other property, real or personal, as may be given, devised to, or otherwise vested in the Club, as part of the general assets of the Club and committed to its exempt purposes.

Section 2. The Club shall have the right to retain or sell all or any part of any security or property, real or personal, given, devised to, or otherwise vested in it, whether or not in trust, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

**ARTICLE XIII. DISSOLUTION**

Section 1. This Club may be dissolved at a Club meeting by a vote of three-fourths of the voting members, a quorum being present.

Section 2. Two notices of the proposed dissolution shall be mailed to the membership. The first notice shall be mailed at least fifteen days prior to the first meeting, when the dissolution proposal shall be read to the Club.

**ARTICLE XIV. MISCELLANEOUS**

The corporation is organized exclusively for purposes defined by Section 501 (c) (3) of the United States Internal Revenue Code of 1986. The corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code. No part of the net earnings of the corporation shall inure to the benefit of any private individual, and no member, director, officer, or employee of the corporation shall receive any pecuniary benefits of any kind from the corporation (except a non-member employee may receive reasonable compensations for services in effecting the corporate purposes, and a member, director officer, or employee may receive reimbursement or payment of reasonable expenses incurred by them in the course of effecting such purposes). No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise, nor shall the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

 Any provisions of the law to the contrary notwithstanding, the corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986 or successor provisions, and which has not been in existence and so described for a continuous period of at least twelve calendar months.

 In the event the corporation is dissolved and liquidated, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this corporation; provided, however, that the transferee organization or organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or successor provisions, and which shall have been in existence and so described for a continuous period of at least twelve (12) calendar months. Any of the property or assets not so distributed shall be disposed by the Court having jurisdiction of the dissolution and liquidation of a Pennsylvania nonprofit corporation exclusively to such organization or organizations as are then qualified tax exempt organizations as defined above. No private individual shall share in the distribution of any corporate assets upon dissolution of the corporation.

 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

 Notwithstanding any other provision of these by-laws, no director, officer, employee, or representative of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization that is (a) exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its regulations (as they now exist or as they may hereafter be amended), (b) by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations (as they now exist or as they may hereafter be amended), and (c) by an organization subject to the Solicitations of Charitable Funds Act of 1963, Aug 9 P.L. 628, S. 1 (as such laws now exist or may hereafter by amended).