

By-Laws

Colorado Federation of Garden Clubs, Inc.

(As Updated to September, 2019)

ARTICLE I – NAME

The name of the organization shall be The Colorado Federation of Garden Clubs, Inc., (hereinafter known as CFGC). CFGC is a member of the National Garden Clubs, Inc., (hereinafter known as NGC) and the Rocky Mountain Region (hereafter known as RMR).

ARTICLE II – OBJECT

The object for which the organization is formed is:

Section 1

To operate on a nonprofit basis and solely for the benevolent, charitable, scientific and educational purposes conducive to the well being of the community and useful to the public;

Section 2

To coordinate and further the interests of the Federated Garden Clubs of Colorado in order to bring them into close relationships of mutual helpfulness by association, conference and correspondence, and to promote the organization of new garden clubs;

Section 3

To aid in the protection and conservation of beauty and the natural resources of the state, to improve civic beauty, to encourage the improvement of roadsides and parks, to promote the study of horticulture and advance the fine arts of gardening, landscape design and floral design;

Section 4

To further education in horticulture, conservation and landscape design through gift scholarships;

Section 5

To acquire real and personal property and any interest therein, by purchase, gift, or any other legal means, as may be necessary and proper for carrying on its legitimate affairs;

Section 6

In the event of the dissolution of this organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the organization, dispose of all of the assets of the organization in such a manner, or to such organization or organizations organized and operated for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 [c] (3) of the U.S. Internal Revenue Code. {See Articles of Incorporation, Articles Seventh and Eighth (as amended 1965) and Ninth (as amended 1976)}.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Individuals, clubs, and organizations whose work is germane to or supportive of the object of CFGC are eligible for membership.

Section 2 – Classification

A. Active Member Garden Clubs are clubs paying per capita dues to CFGC for every club membership and shall be Garden Clubs composed of:

- Individual Members,
- Family Members, and
- A combination of Individual and Family Members

Each membership shall receive *The Colorado Garden Connection* newsletter and the Call to Convention. Active members are automatically members of a geographic District, the Rocky Mountain Region (RMR) and the National Garden Clubs, Inc. (NGC). For voting privileges, see Article VI, Section 3.

B. Associate Members are those who are not members of a CFGC Garden Club. They shall receive *The Colorado Garden Connection*, the Call to Convention, and voting privileges at the Annual Convention Meeting. Associate Members are automatically members of a geographic District, the Rocky Mountain Region (RMR) and the National Garden Clubs, Inc. (NGC).

C. Affiliate Members are:

- A Garden Club consisting entirely of federated members who pay dues through other active CFGC Garden Clubs and whose purpose is a specific study of one of the goals of NGC and CFGC, shall be considered an Affiliate Member Club, and shall have one vote at the Annual Convention Meeting.
- Horticulture and plant societies and other organizations with similar interests (non garden club organizations). These organizations shall receive *The Colorado Garden Connection*, the Call to Convention, and shall have no voting privileges at the Annual Convention Meeting.

D. Supporting Members may be individuals, businesses, organizations, or groups who wish to support the CFGC by contributing thirty dollars (\$30.00) or more. Supporting members shall receive the post-convention issue of *The Colorado Garden Connection*, which shall contain a listing of Supporting Members. They shall have no voting privileges.

E. A CFGC Life Membership may be accorded any person by making application accompanied by fifty dollars (\$50.00) to the State Treasurer. A CFGC Life Member shall receive *The Colorado Garden Connection* (see Standing Rule 10), the Call to Convention, be listed in the Book of Appreciation, and receive special recognition at the Annual Convention. A CFGC Life Member shall have voting privileges at the Annual Convention Meeting if the CFGC Life Member is currently an Individual Member or an Associate Member (see also Article V, Section 7).

F. CFGC Honorary Life President may be conferred upon recommendation of the Board of Directors and by a two-thirds vote of the voting body at the Annual Convention Meeting. This membership shall entitle the holder to all the privileges thereof with no responsibilities or obligations of the organization.

ARTICLE IV – STRUCTURE

Section 1

The CFGC shall be composed of Active Member Garden Clubs, Associate Members, Affiliate Members, Supporting Members, CFGC Life Members, and CFGC Honorary Life President.

Section 2

In order to facilitate the work and strengthen interest in CFGC, the State shall be divided into districts. As of 2018, there are four districts: Northern Front Range, Southern, Southwestern and Western.

The boundaries shall be determined by the Board of Directors, and CFGC Garden Clubs within those boundaries shall be members of that District. Should a CFGC Garden Club prefer assignment to a district other than its designated one, it may receive reassignment upon written request to the State President and upon approval by the Board of Directors.

Section 3

In addition to the districts, the structure of CFGC shall include a Board of Directors; Executive Committee; Finance – Ways and Means Committee; Advisory Council; Headquarters Trustees; and Standing, Special and Other Committees.

ARTICLE V – DUES AND CONTRIBUTIONS

Section 1

The fiscal year is from June 1 through May 31. All dues for the year are due and payable June 1 and become delinquent after October 1.

Section 2

- A. The annual dues for Garden Clubs with active Individual Memberships shall be nine dollars (\$9.00) per member to be paid into the General Fund of CFGC and to be allocated as follows: One Dollar (\$1.00) to NGC, three dollars (\$3.00) to the President's Travel Fund, and five dollars (\$5.00) to remain in the General Fund.
- B. The annual dues for Garden Clubs with Family Members shall be nine dollars (\$9.00) for the initial membership, to be allocated as in Section 2A. Each additional adult membership within the family structure shall be four dollars and fifty cents (\$4.50) of which One dollar (\$1.00) shall go to NGC, Two dollars (\$2.00) to the President's Travel Fund, and One dollar and fifty cents (\$1.50) shall remain in the General Fund.
- C. The annual dues for Garden Clubs composed of a combination of Individual and Family Memberships shall be computed by using a combination of Sections 2A and 2B.

Section 3

An Associate Member admitted to the State Federation at any time during the year shall pay dues of eighteen dollars (\$18.00). An Associate Member is a member of NGC, and the dues are allocated as follows: One dollar (\$1.00) to NGC, Three dollars (\$3.00) to the President's Travel Fund, and the balance to the General Fund.

Section 4

Affiliate Members' dues shall be eighteen dollars (\$18.00) per year. Affiliate Members are not members of NGC and that fifty cents (\$.50) remains in the General Fund; and the balance is allocated according to the formula in Article V, Section 3.

Section 5

Supporting Members shall contribute thirty dollars (\$30.00) or more per year. Supporting Members are not members of NGC and that fifty cents (\$.50) shall remain in the General Fund and the balance is allocated according to the formula in Article V., Section 3.

Section 6

The expenses of publishing and mailing or distribution of *The Colorado Garden Connection* shall be defrayed from the General Fund. One year's subscription shall be allowed per Individual Membership, initial Family Membership, Associate Membership, and Affiliate Membership. For Supporting Memberships, see Article III, Section 2.d.; for CFGC Life Membership, see Article III, Section 2.e. and also Standing Rule 10.

Section 7

Only active Garden Clubs and Garden Clubs in good standing shall be eligible for representation at the District Meetings and State Annual Convention Meetings, and for State and National Awards.

Section 8

It shall be the annual duty of the Treasurer of each Garden Club to forward the per capita dues of that Garden Club, together with a copy of the membership list, to the CFGC Assistant Treasurer immediately following June 1.

Section 9

- A. New Garden Clubs composed of Individual Memberships: The per capita dues of new Garden Clubs admitted to CFGC at the (May) June, (August) September, or December State Board Meetings shall be nine dollars (\$9.00) for the fiscal year and shall be allocated as in Article V, Section 2A. Per capita dues for new Garden Clubs admitted at the March State Board Meeting shall be four dollars and fifty cents (\$4.50) allocated as follows: one dollar and eighty cents to the President's Travel Fund, and the balance to the General Fund.
- B. New Garden Clubs composed of Family Memberships: The per capita dues for Family Membership Garden Clubs admitted at the (May) June, (August) September, or December State Board Meetings shall be nine dollars (\$9.00) for the first adult and four dollars and fifty cents (\$4.50) for each additional adult member within the family structure (allocated as in Article V, Section 2B). Those admitted at the March State Board Meeting shall pay four dollars and fifty cents (\$4.50) for the first adult member (allocated as in Article V, Section 9A), and two dollars and fifty cents (\$2.50) for each additional adult member allocated as follows: one dollar and eighty cents (\$1.80) to the President's Travel Fund, seventy cents (\$.70) to the General Fund.
- C. New Garden Clubs composed of a combination of Individual and Family Memberships: The per capita dues for such Garden Clubs shall be as established in Article V, Sections 9A and 9B, and allocated according to rate schedules stated in Article V, Sections 2A and 2B.
- D. New memberships to active member Garden Clubs: The per capita dues for new individual memberships admitted prior to December 31, shall be nine dollars (\$9.00) and shall be allocated as in Article V, Section 2A, and new family memberships as allocated in Article V, Section 2B. All new memberships admitted after December 31, shall be four dollars and fifty cents (\$4.50) and be allocated as in Article V, Section 9A.

ARTICLE VI – MEETINGS AND CONVENTIONS

Section 1

The Annual Convention Meeting shall be held in the month of May or June at a time and place determined by the State President. If the Club President is unable to attend, the Vice-president of the Club or other appointed delegate may be appointed to attend and vote in the club's interest.

Section 2

Special meetings of CFGC may be called on order of the State President, or three State Officers, with a written notice mailed to each member of the Board of Directors at least ten days prior to the meeting.

Section 3

Those entitled to one vote at the Annual Convention Meeting of CFGC shall be members of the Board of Directors; Associate Members; Affiliate Member Clubs; CFGC Life Members (if currently an Individual Member or an Associate Member); and two delegates of each Member Garden Club in good standing of the CFGC. (Note: The President of each Member Garden Club is a member of the Board of Directors.) Only those in attendance as described above and voting at the Annual Convention Meeting of CFGC shall have votes counted. No proxy voting allowed.

Section 4

The credentials of each Garden Clubs' Delegates shall be signed by that Club's President and presented to the Credentials Committee. A voting member of the Convention shall receive and wear a Delegate's Badge. The money derived from registration fees shall be used toward the defrayment of Convention expenses.

Section 5

The quorum for the Annual Meeting shall be a majority of the registered voting members.

Section 6

In the even numbered year when no Post Convention Board of Directors Meeting is held, the assembly at the Annual Meeting shall adopt the budget for the upcoming second year of the term.

ARTICLE VII – OFFICERS AND DUTIES

Section 1

The Officers of the CFGC shall be President, Vice-president (or President-elect), Recording Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary, Historian, Parliamentarian and Assistant Parliamentarian.

Section 2

The President shall: preside at all meetings of CFGC, Executive Committee, and Board of Directors; be a member ex officio of all committees except the various Schools' Committees, "Other" Committees (See ARTICLE XV – STANDING, SPECIAL AND OTHER COMMITTEES, Section 3 A.) and the Nominating Committee; call special meetings of the Board of Directors and the Executive Committee; approve all bills; countersign checks drawn against CFGC accounts (see Article VII, Section 10); fill vacancies occurring in Standing and Special Committee Chairmanships with the approval of the Board of Directors; and perform other duties pertaining to the office. With the exception of the Nominating Committee and those committees listed under "Other Committees" (see ARTICLE XV, Section 3), the President shall appoint: the Chairman of the balance of all committees; a Corresponding Secretary, Historian, Parliamentarian and Assistant Parliamentarian with all these appointments being subject to the approval of the Board of Directors; and the President shall contract with a professional accountant with this contract subject to the approval of the Board of Directors.

Section 3

In the absence of, or at the request of, the President, the Vice-president (or in the second year of the term, President-elect), shall preside at the meetings.

Section 4

The Vice-president (President-elect) shall: be the assistant to the President; preside at the Board Colorado Federation of Garden Clubs, Inc. of Directors and Executive Committee in the absence of the President, or when requested; be the Chairman of the Finance – Ways and Means Committee; serve ex officio as a member of the Headquarters Trustees; in case of emergency, countersign checks as provided in Article VII, Section 8; and be designated President-elect during the second year of the term.

Section 5

The Recording Secretary shall: keep the minutes of all meetings of CFGC, Executive Committee, and Board of Directors; and keep on file a correct list of all Officers and Committees of CFGC.

Section 6

~~The Treasurer shall be responsible for the collection all monies due CFGC and deposit same in a bank designated by the Executive Committee.~~

~~Funds on deposit shall have four authorized signatures: President, Treasurer, Assistant Treasurer and Vice-president (President-elect). Checks drawn against Federation accounts shall require two of these signatures. (See Article VII, Section 2 and 4.) The Treasurer shall furnish bond for the Treasurer and Assistant Treasurer in an amount determined by the Board of Directors, and the cost of the bond shall be paid by CFGC. The Treasurer's books shall be audited twice annually (see S.R. #4). This Officer shall present a current financial statement at each regular meeting of the Ways and Means Committee, the Board of Directors including the Annual Meeting, and at the Annual Convention Meeting of CFGC. The Annual Financial Report shall be published in the first issue of *The Colorado Garden Connection* following the Convention. The Treasurer shall maintain a current list of all state members eligible for complimentary copies of *The National Gardener* for the NGC Circulation Department.~~

~~This Officer shall serve as a member of the Finance – Ways and Means Committee and as a member ex officio of the Headquarters Trustees.~~

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This Officer shall serve as member of the Finance – Ways and Means Committee and as a member ex officio of the Headquarters Trustees.

Section 7

The Corresponding Secretary shall: conduct the correspondence of CFGC. At least fifteen days prior to all regular meetings, and ten days prior to all special meetings of the Board of Directors, notice shall be sent to all members of the State Board of Directors which is composed of State Officers; District Presidents; Headquarters Trustees; Standing, Special, and Other Committee Chairmen (see Article XV, Section 3A); and Garden Club Presidents. This Secretary shall keep a correct list of all Officers of member Garden Clubs; and notify Chairmen of all Committees of their appointments.

Section 8

The Assistant Treasurer shall: be responsible for collecting and depositing all membership dues in the bank designated by the Executive Committee; account fully for all deposits to the Treasurer; and keep a current list of the names and address of the paid membership with a duplicate copy sent to the Recording Secretary. At each meeting of the Board of Directors, the Assistant Treasurer shall provide a written notice: (1) to each District President of the names of that District's Garden Clubs with the number of paid members per club; and (2) to the Membership Chairman the names of all the Garden Clubs, with the number of paid members per club and the names of the Associates and Affiliate Members. The Assistant Treasurer shall provide the names and addresses of all new Garden Clubs and their members to the Recording Secretary; Circulation Manager and/or the *The Colorado Garden Connection* Editor.

This Officer shall serve as a member of the Finance – Ways and Means Committee and as a member ex officio of the Headquarters Trustees.

This Officer shall counter sign checks and shall assist with such other financial matters as directed by the Treasurer.

Section 9

The Historian shall bring up to date the history of the CFGC and keep a scrapbook on CFGC activities.

Section 10

The Parliamentarian shall, upon request, give opinions on parliamentary law and interpretations of the NGC and

CFGC Bylaws. This Officer shall: assist Garden Clubs upon request in formulating or amending their bylaws; serve on the Organization Study Committee; serve as member ex officio on the Finance – Ways and Means Committee, and be a member of the Executive Committee and the Board of Directors.

The Assistant Parliamentarian shall, upon request, assist the Parliamentarian. In the absence of, or at the request of the Parliamentarian, this Officer assumes the duties of the Parliamentarian. This Officer shall also be a member of the Board of Directors and shall serve ex-officio on the Ways and Means Committee in the absence of the Parliamentarian.

ARTICLE VIII – ELECTIONS, TERMS OF OFFICE, VACANCIES

Section 1

The President, Vice-president, Recording Secretary, Treasurer and Assistant Treasurer shall be elected at the Annual Convention Meeting in odd-numbered years for a two-year term or until a successor is elected (see Article VIII, Section 6). All Officers shall assume their duties at the close of the Annual Convention at which they are elected. The Treasurer and Assistant Treasurer shall be the only elected Officers who may serve consecutive terms.

Section 2

No State Officer shall hold more than one elective State office at the same time and no elected State Officer shall serve more than one consecutive term in the same State Office except the Treasurer and Assistant Treasurer who may serve consecutive terms.

Section 3

The President, with the approval of the Board of Directors, shall appoint for a two-year term: a Corresponding Secretary, Historian, Parliamentarian and an Assistant Parliamentarian.

Section 4

A Nominating Committee of five members, two of whom shall not be members of the Board of Directors, shall be elected in the odd-numbered years by the Board at the first regular meeting following the election of new Officers. A quorum shall be three (3) members. This committee shall serve until a new Nominating Committee is elected. The first elected shall act as temporary Chairman and call the first meeting, at which time the permanent Chairman shall be elected by the members of the Committee. It shall be the duty of the Nominating Committee to present the name of a qualified candidate for each elective office. The list of nominees shall be published in the first issue of *The Colorado Garden Connection* following the March meeting of the Board of Directors.

Section 5

Following the report of the Nominating Committee at the Annual Convention Meeting, the President shall invite nominations from the floor.

Voting shall be by ballot except when there is only one nominee for the office when voting may be by voice. A majority vote of registered delegates and voting members present shall be required to elect.

Section 6

- A. Should a vacancy occur in any elective office, except that of President, Vice-president or President-elect, the Nominating Committee shall present the name of a qualified candidate. Election to fill the vacancy for the balance of the term shall be by the Board of Directors at its next regular or special meeting or at the Annual Convention Meeting, whichever comes first.
- B. If a vacancy occurs in the office of President or Vice-president in the first year of the two-year term, the Nominating Committee shall present the name of a qualified candidate. Election to fill the vacancy for the balance of the term shall be by the Board of Directors at its next regular or special meeting or at the Annual

Convention Meeting, whichever comes first.

- C. If a vacancy occurs in the office of President in the second year of the two-year term, the Vice President shall have become President-elect and shall automatically assume the office of President. The vacancy then occurs in the office of Vice-president, and the Nominating Committee shall present the name of a qualified candidate. Election shall be by the Board of Directors at its next regular or special meeting. The vacancy is thus filled until the next Annual Convention Meeting.
- D. If a vacancy occurs in the office of President-elect, the Nominating Committee shall present the name of a qualified candidate for the office of Vice-president. The Board of Directors shall, at its next regular or special meeting, elect a Vice-president to serve until the next Annual Convention Meeting, at which time both a President and a Vice-president shall be elected.

Section 7

Four Headquarters Trustees shall be elected for a two-year term at the Post-Convention Board of Directors Meeting in the odd numbered year, or if no Post Convention Board of Directors Meeting is held, the Headquarters Trustees may be elected at the Annual Meeting in the even numbered year.

ARTICLE IX – BOARD OF DIRECTORS

Section 1

All members of the Board of Directors shall be dues paying members of the CFGC. The Board shall be composed of the Past Presidents of the Federation; the Officers Corresponding Secretary, Colorado Federation of Garden Clubs, Inc. Historian, Parliamentarian, and Assistant Parliamentarian); Chairmen of Standing, Special and Other Committees (see Article XV, Section 3-A); District Presidents; Headquarters Trustees; and Presidents of Member Garden Clubs. If the Club President is unable to attend, the Vice-president of the Club or other appointed delegate may be appointed to attend and vote in the club's interest.

Any NGC Officer or Chairman or Committee Member, or Regional Officer or Chairman or Committee Members residing in the State shall be a member of the Board of Directors.

Section 2

The Board of Directors shall attend to the general business of CFGC in the interval between Annual Convention Meetings and shall fill vacancies occurring in the offices as approved in Article VIII, Section 6.

Section 3

When an elected or appointed member of the Board of Directors fails to perform the duties of that position, the Board of Directors may declare that position vacant by a two-thirds vote and proceed to fill the vacancy.

Section 4

At the (August) September meeting of the Board of Directors in odd-numbered years, a Nominating Committee shall be elected as provided in Article VIII, Section 4.

Section 5

The four regular meetings of the Board of Directors shall be: (August) September, December, March and immediately preceding the Annual Convention Meeting. The time and place of the (August) September, December and March meetings and Special meetings shall be determined by the President, who shall choose a meeting place as centrally located as possible to the convenience of the largest number of members of the Board of Directors except as otherwise directed by a two-thirds vote of the Board at a previous meeting.

The Post-Convention Board of Directors Meeting shall be held immediately following the close of the Annual Convention in the odd numbered years, and it shall be for the purpose of approving Chairmen, electing Head-

quarters Trustees, and approving a budget for the current fiscal year. In the even numbered year when no Post Convention Board of Directors Meeting is held, the assembly at the Annual Meeting shall adopt the budget for the upcoming second year of the term. The list of approved Chairmen and Trustees, and the approved budget shall be printed in the first issue of *The Colorado Garden Connection* following the Annual Convention Meeting.

Section 6

Only those in attendance including by electronic device and voting shall have votes counted. No proxy voting allowed.

Section 7

Fourteen (14) members of the Board of Directors shall constitute a quorum at all Board meetings. BOD members in attendance and those attending by electronic device shall be counted in determining the quorum.

Section 8

The Board of Directors shall perform such other duties as specified in Article II, Section 6, Article III, Section 2F; Article IV, Section 2; Article VII, Section 2; Article VIII, Sections 3, 4, 6 and 7.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1

The Executive Committee shall be composed of the President, Vice-president (or President-elect), Recording Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary, Historian, District Presidents, Parliamentarian or Assistant Parliamentarian, Chairman of the Headquarters Trustees, Membership Chairman and the Chairman of the CFGC Raffle Committee (if a member of CFGC). It shall have supervision over the affairs of CFGC. It shall meet in (August) September, December, March and immediately preceding the Board of Directors Meetings at Convention, and on call of the President or three State Officers in case of emergency. All action taken by this Committee except for the designation of the bank to be used by the CFGC shall be presented to the Board of Directors in recommendation form for consideration, ratification and/or adoption at the following Board of Directors meeting. In order to poll opinion, the committee shall have the authority to submit questions to the Board of Directors by mail, telephone or electronic device.

Section 2

Only Executive Committee members in attendance and those attending by electronic device and voting shall have votes counted. No proxy voting allowed.

Section 3

Seven (7) members shall constitute a quorum at all meetings of this committee. Executive Committee members in attendance and those attending by electronic device shall be counted in determining the quorum.

ARTICLE XI – FINANCE – WAYS AND MEANS COMMITTEE

Section 1

The Finance – Ways and Means Committee shall be composed of the Vice-president or President elect (who shall be Chairman), Treasurer, Assistant Treasurer, District Presidents and the Chairman of Headquarters Trustees, Membership Chairman with the President, Parliamentarian or Assistant Parliamentarian, State Environmental Schools, CFGC State Flower Show Schools Chairman, CFGC State Gardening Schools Chairman, CFGC State Landscape Schools Chairman, with the Chairman of the CFGC Raffle Committee (if a member of CFGC) and Editor of *The Colorado Garden Connection* as members ex officio. If a CFGC State Chairman of Environmental Schools, Flower Show Schools, Gardening Schools or Landscape Schools is unable to attend, the CFGC Local chairman may attend in that absence with voting privileges. (“Ex officio members have all the privileges of Board [committee] membership, including the right to make motions and to vote, but none of the obligations.” RONR)

Before each Annual Convention Meeting, the committee shall prepare a budget to cover the estimated expenses of the next fiscal year. This proposed budget shall be presented for approval at the Post Board of Directors Meeting following the Annual Convention in the odd numbered years. In the even numbered years if no Post Board of Directors Meeting is held, the assembly shall adopt the annual budget. The adopted budget shall be published in the first issue of *The Colorado Garden Connection* following the Annual Convention Meeting.

Section 2

Six (6) members shall constitute a quorum in the Finance – Ways and Means Committee meetings.

ARTICLE XII – DISTRICTS

Section 1

As set forth in Article IV, Section 2, the State shall be divided into Districts, when formed, for promotional work. Officers of each District shall be District President, District Vice-president, District Secretary and District Treasurer (or Secretary/Treasurer). The officers shall be elected by the District at its Annual District Meeting and shall assume their duties at the close of the CFGC Annual Convention.

At the Annual District Meeting, a Nominating Committee of three members shall be elected to present candidates for District Officers at the next Annual District Meeting.

Following the report of the Nominating Committee, nominations shall be invited from the floor. Voting shall be by ballot except when there is only one nominee for an office, when voting may be by voice.

In case of a vacancy in the office of District President that cannot be filled by the District Vice president, a meeting of the remaining Officers and Club Presidents of the District affected by the vacancy shall be called. The meeting shall be called by the District Vice-president or by two Club Presidents to elect a District President to serve until the next Annual District Meeting.

Section 2

The District President shall: preside at the District meetings and the District Board meetings; keep a list of Clubs in that District; obtain a current list of Club Presidents within that District and submit same to the CFGC President within 30 days following the State Annual Convention.

The District President shall: work to stimulate interest in Garden Clubs; endeavor to federate existing garden clubs, and organize new Garden Clubs in the District; report to the CFGC Membership Chairman, the President and the Corresponding Secretary any new Garden Clubs organized in that District and any clubs that have resigned in that District; prepare a report for the Annual Meeting to be sent to *The Colorado Garden Connection*; and be a member of the CFGC Executive Committee, CFGC Board of Directors, and CFGC Finance – Ways and Means Committee.

The District President shall appoint committees sufficient to carry out the work of the District.

Section 3

The District Vice-president shall assist the District President and preside at the District activities in the absence of, or at the request of, the District President.

Section 4

The District Secretary shall record the minutes of the District Meetings and of the District Board Meetings and keep on file all papers and records pertinent to the District activities.

Section 5

The District Treasurer shall collect any funds accruing to the District and disburse them on order of the District President and shall render to the District Board a financial report, which shall be audited as requested (See also information in Part IV – Districts, in the Manual of Procedure)

Section 6

Each District shall hold at least one regular meeting each year. The time and place of the annual meeting shall be determined by the District President subject to the approval of the State President. The Annual Meeting of the district shall be held prior to the State Annual Convention. Additional meetings may be held when the work of the District warrants or upon call of the District Officers.

Section 7

State Officers, District Officers, Standing Committee Chairmen of the District, State Committee Chairmen residing in the District, residing in the District, Club Presidents and all members of each Member Garden Club in the District shall be entitled to vote in the District Meetings. The District may charge a registration fee for the Annual Meeting to be used to defray District operating expenses.

Section 8

The District Board shall consist of the District Officers, District Committee Chairmen, and Club Presidents.

Section 9

The District Board shall meet on call of the District President and shall handle the routine business of the District during the interval between District meetings. Three (3) members shall constitute a quorum at a District Board Meeting.

ARTICLE XIII – ADVISORY COUNCIL

Section 1

There shall be an Advisory Council to which questions may be referred by the Board of Directors. This Council shall consist of the Past-Presidents of CFGC and the current District Presidents.

Section 2

The Chairman of the Advisory Council shall be the immediate Past State President.

Section 3

Three (3) members shall constitute a quorum for the Advisory Council.

ARTICLE XIV – HEADQUARTERS TRUSTEES

Section 1

The Headquarters Trustees shall be the State President, Vice-president (or President-elect), Treasurer and Assistant Treasurer (all ex officio members) and eight (8) Trustee members.

Four (4) Trustees shall be elected each year at the Post-Convention Board of Directors Meeting or at the Annual Meeting in the even numbered years when no Post Board of Directors Meeting is held. Following the recommendations of the State President, nominations shall be invited from the floor. Voting may be by voice.

Section 2

The term of a Trustee shall be for two years.

Section 3

The Chairman of the Trustees shall be elected by the Headquarters Trustees from their membership. The Chairman shall be a member of the Executive Committee, the Finance – Ways and Means Committee and the Board of Directors.

Section 4

Meetings of the Trustees shall be scheduled so as not to conflict with meetings of the Finance – Ways and Means Committee and the Executive Committee. All Trustees are members of the Board of Directors.

The Trustees shall keep regular minutes of their proceedings and actions and shall report their actions at each regular meeting of the Board of Directors and at the Annual Convention Meeting of CFGC.

Section 5

The Trustees shall have supervision over the Headquarters building, furnishings, equipment, and rental of the building and shall be responsible for scheduling repairs and maintenance.

The Trustees shall operate under a budget approved by the Board of Directors.

Section 6

A majority of the current number of elected Trustees shall constitute a quorum for all meetings of the Trustees.

ARTICLE XV – STANDING, SPECIAL, AND OTHER COMMITTEES

Section 1

- A. The work of CFGC shall be channeled through the following Standing Committees having Chairmen appointed by the President: Awards; Birds; CFGC Membership, Civic Development; Club Programs; Editor of *The Colorado Garden Connection*; Conservation/Environment; Environmental School; Flower Show School; Gardening School; Horticulture; Landscape Design School; Library, Life Membership; Litter, Membership, Reclamation and Recycling; Operation Wildflower/USDA Forest Service Project; Organizational Study; Personnel; Publicity; Scholarships; Social Media; Web Site; World Gardening; and Youth Activities.
- B. The following Assistant Chairmen appointed by Standing Committee Chairmen and the CFGC Local School Chairmen are approved by the President: Advertising Manager, Associate Editor(s), Circulation Manager, Environmental School(s), Flower Show School(s); Gardening Schools), Landscape Design School(s), Social Media.

Section 2

Special Committees may be appointed by the President upon approval of the Board of Directors or by the voting assembly at the Annual Convention Meeting. (See Standing Rule 11).

Section 3

Other Committees are those in which the Chairman or Assistant Chairman is not appointed by the President:

- A. Committees having a Chairman not appointed by the President: Advisory; Finance – Ways and Means (Vice-president); Headquarters Trustees; Gardening Consultants Council of Colorado; Colorado Council of Flower Show Judges; Colorado Landscape Design Critics Council; all area Council Chairmen; State Convention, and Nominating.
- B. Committees having an Assistant Chairman not appointed by the President: Flower Show Books of Evidence, and Judges for Flower Shows.

Section 4

Except as otherwise provided for in the Bylaws, the Chairmen of Standing and Special Committees shall be appointed by the President from the membership (for a term concurrent with the President) with the approval of the Board of Directors.

Section 5

Refer to the Committee Section in the Manual following these Bylaws for directives for all Committees.

ARTICLE XVI – AMENDMENTS

Section 1

~~These Bylaws may be amended at any Annual Convention Meeting by a two-thirds vote of those present and voting who are registered and qualified to vote, provided a copy of the proposed amendment has been sent, in writing (or distributed by electric device or as printed in *The Colorado Garden Connection*), to each member of the Board of Directors at least thirty (30) days prior to the date of the Annual Convention at which such amendments are to be voted upon. No proxy voting allowed.~~

These Bylaws may be amended at any Annual Convention Meeting by a two-thirds vote of those present and voting who are registered and qualified to vote, provided a copy of the proposed amendment has been sent in writing (or distributed by electronic device or as printed in *The Colorado Garden Connection*) to each member of CFGC at least thirty days prior to the date of the Annual Convention at which such amendments are to be voted upon. No proxy voting allowed.

Section 2

Without previous notice, these Bylaws may be amended at the Annual Convention Meeting by unanimous vote of those present and voting who are registered and qualified to vote. No proxy voting allowed.

ARTICLE XVII – INDEMNIFICATION

Section 1

As used in this Article XVII, any word or words defined in Section 7-129-101 of the Colorado Corporation Code, as amended from time to time (the “Indemnification Section”), shall have the same meaning as provided in the Indemnification Section.

Section 2

The Colorado Federation of Garden Clubs, Inc., shall, to the fullest extent permitted by the Indemnification Section, eliminate or limit personal liability of the Trustee (Board Member) to the CFGC Corporation or its Members for monetary damages for breach of fiduciary duty as a Trustee.

Section 3

The Corporation shall, as determined by the Board of Trustees (referred to in these Bylaws as the Board of Directors), indemnify and advance expenses to a Trustee or an Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Section 4

With respect to an employee or agent of the Corporation, other than a Trustee or an Officer, the Board of Trustees (Board of Directors) of the Corporation may by unanimous vote determine to indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE XVIII – NONDISCRIMINATION

The CFGC does not discriminate on the basis of race, color, national origin, sex, disability, age, or any other protected classification in its programs and activities.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

The latest edition of Robert’s Rules of Order Newly Revised shall be the Parliamentary Authority for the CFGC except where they are inconsistent with the Articles of Incorporation or these Bylaws.

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