
BYLAWS of the
EAST LAKE WASHINGTON
DISTRICT OF GARDEN CLUBS
(Revised February 23, 2015)

MISSION STATEMENT

To support and unify clubs of EAST LAKE WASHINGTON DISTRICT
OF GARDEN CLUBS through Education, Civic Involvement,
Conservation and Environmental Concerns.

ARTICLE I—NAME

- Section 1. This organization shall be known as EAST LAKE WASHINGTON DISTRICT OF GARDEN CLUBS (hereinafter referred to as ELWD), member of Washington State Federation of Garden Clubs (hereinafter referred to as WSFGC), Pacific Region and National Garden Clubs, Inc. (hereinafter referred to as NGC).
- Section 2. The ELWD Bylaws and/or Standing Rules shall not conflict with WSFGC, Pacific Region or NGC Bylaws.

ARTICLE II—OBJECTIVES

- Section 1. To operate on a non-profit basis solely for benevolent, charitable, scientific and educational purposes conducive to the well-being of the community and useful to the public.
- Section 2. To cooperate with NGC, Pacific Region, WSFGC and other entities in furthering the interests of conservation and environmental awareness, and to advance the fine arts of gardening, landscape design, civic improvement, and the study of horticulture and floral design.
- Section 3. 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 ELWD's legitimate affairs.
- Section 4. To restrict the activities of ELWD so that it shall not be used or operated for private gain. No ELWD property or other assets shall become the private property of any member or special group except that if the ELWD is dissolved, the assets will be distributed to a similar non-profit organization.

ARTICLE III—MEMBERSHIP

Section 1. **MEMBERSHIP ELIGIBILITY**

- (a) Any Garden Club or organized garden section of other clubs (hereinafter referred to as Club) with ten (10) or more members meeting within the ELWD territorial boundary designated by WSFGC, and having one or more ELWD objectives (see Article II), shall be eligible for ELWD membership upon payment of dues in accordance with Section 1(b).

- (b) Annual ELWD dues for the fiscal year July 1 to June 30 shall be \$5.00 per member, payable on or before July 1st and delinquent September 1st. After January 1, dues for the remaining six months of the fiscal year will be \$3.00. WSFGC dues of \$3.00 per member plus \$10.00 per club will be paid by each club directly to the WSFGC Dues Secretary.

Section 2. MEMBERSHIP CLASSIFICATIONS

- (a) Active Members include Clubs with dues currently in good standing.
- (b) Affiliate Members include Judges Council, Junior, Intermediate and High School Gardeners, Arrangers Guilds, etc. Affiliate Members are non-voting members of ELWD. Each group shall receive a copy of the *ELAWADI ECHO* Newsletter and be listed in the ELWD Directory. See Standing Rule 8

ARTICLE IV—REPRESENTATION

Section 1. Each Club shall be entitled to be represented at ELWD meetings by one delegate who shall be the Club President or Club delegate.

Section 2. If neither the Club President nor an alternate is present, the Director may appoint any member from that Club as Club delegate.

ARTICLE V—OFFICERS, EXECUTIVE COMMITTEE & ELWD BOARD

Section 1. OFFICERS

- (a) Elected Officers shall be Director or Co-Directors, Recording Secretary, Treasurer, and Dues Secretary. A First Assistant Director and Second Assistant Director may be elected or appointed by the ELWD Board.
- (b) Appointed Officers shall be Corresponding Secretary and Parliamentarian.

Section 2. ELWD BOARD shall

- (a) Consist of Elected and Appointed Officers, Advisory Council Chairman, Club Presidents, Chairmen of Standing Committees, and the WSFGC Nominating Committee Representative and Alternate, who are elected to represent ELWD and also serve on WSFGC Board. Each of these members (except the Director) has one vote.
- (b) Approve all proposed community involvement by ELWD.
- (c) Be responsible to formulate ELWD policies.
- (d) Approve ELWD special events and budgets.
- (e) Adopt an ELWD budget for the next fiscal year prior to the end of the current fiscal year.

Section 3. EXECUTIVE COMMITTEE shall

- (a) Consist of Elected and Appointed Officers and the Immediate Past Director or Co-Directors. Each member shall have one vote with Co-Directors sharing a single vote. Past Directors and Chairmen may be invited to Executive Committee Meetings.
- (b) Assist the Director or Co-Directors in the general supervision of and planning for the ELWD, and meet at the Director's discretion.

(c) Establish Designated Fund amounts yearly, and revise as necessary.

Section 4. ADVISORY COUNCIL shall consist of Past Directors who shall, when consulted, consider questions affecting ELWD policy and procedure and give opinions on such matters to the ELWD Board. The Chairman shall be the Immediate Past Director, in whose absence a Chairman pro tem shall be elected from the members present.

ARTICLE VI—DUTIES OF OFFICERS

Section 1. THE DIRECTOR or Co-Directors shall

- (a) Preside at all meetings.
- (b) Enforce the Bylaws.
- (c) Appoint a Corresponding Secretary, a Parliamentarian, and/or designate, when necessary, the Standing Committee Chairmen subject to approval of the Elective Officers.
- (d) Appoint, at the May meeting, a Financial Review Committee of two members of the ELWD Board.
- (e) Have general supervision of the interests of ELWD.
- (f) Ensure that the *ELAWADI ECHO* is reviewed prior to distribution.
- (g) Be an ex-officio member of all Committees except the Nominating Committee.
- (h) Appoint Special Committees subject to ELWD Board approval.
- (i) OPTIONAL: Maintain and display, in scrapbook form, a record of the activities of ELWD using newspaper releases, pictures, flower show schedules and other appropriate material covering each Director's term. Scrapbooks are to be stored with ELWD properties.
- (j) Attend WSFGC Board and WSFGC Directors meetings, submitting reports as requested.

Section 2. THE FIRST ASSISTANT DIRECTOR shall

- (a) Perform the duties of the Director in the Director's absence or inability to serve.
- (b) Preside over, and be responsible for or delegate, ELWD Design Programs.
- (c) In collaboration with the Second Assistant Director and with approval of the Director, shall...
 - 1) Secure facility for meetings/events and workshops of ELWD.
 - 2) Hire caterer or arrange for food service as needed.
 - 3) Submit event schedule/s to *ELAWADI ECHO* Editor and website chairman by appropriate deadline.
- (d) Perform such other duties as shall be required by the Director.

Section 3. THE SECOND ASSISTANT DIRECTOR shall

- (a) Perform the duties of First Assistant Director in the First Assistant Director's absence or inability to serve.
- (b) Preside over and be responsible for or delegate ELWD Horticulture Programs.
- (c) In collaboration with the First Assistant Director and approval of the Director shall...
 - 1) Secure facility for meetings/events and workshops of ELWD.
 - 2) Hire caterer or arrange for food service as needed.
 - 3) Submit event schedule/s to *ELAWADI ECHO* Editor and website chairman by deadline.
- (d) Perform such other duties as shall be required by the Director.

Section 4. THE RECORDING SECRETARY shall

- (a) Keep a record of all proceedings of ELWD General Membership Meetings (GMM), ELWD Board and ELWD Executive Committee Meetings.
- (b) Provide copies of minutes for review to the Director and Assistant Director(s) within ten days of meetings, by email or other means.
- (c) Provide copies of minutes for all ELWD General Membership meetings and ELWD Board meetings to the ELWD Board by email or other means.
- (d) Receive corrections to the minutes submitted to the Recording Secretary within one week after copies have been distributed to the ELWD Board. The Recording Secretary will then incorporate the appropriate corrections to the minutes and have the corrected minutes available at the next scheduled meeting. Any additional corrections may be made when the Director asks for corrections to the minutes.
- (e) Provide copies of all Executive Committee minutes to the Executive Committee by email or other means.
- (f) At all times keep ELWD Bylaws and Standing Rules available and up-to-date in a separate permanent record.
- (g) Take attendance at ELWD Board and Executive Committee meetings to verify that a quorum is present. See ARTICLE X Quorum.

Section 5. THE CORRESPONDING SECRETARY shall

- (a) Attend to all ELWD correspondence.
- (b) Notify Executive Committee members of Executive Committee meetings.
- (c) Notify Club Presidents of ELWD Board and Presidents' meetings.
- (d) Obtain names, addresses, email addresses, and phone numbers of newly elected Club Presidents by May 20 and forward list to the WSFGC Corresponding Secretary by July 1.
- (e) Update ELWD Board notebooks yearly; continue to distribute new and updated ELWD information to all officers, club presidents and committee chairmen.

Section 6. THE TREASURER shall

- (a) Receive all ELWD monies and comply with ARTICLE XI Finances.
- (b) Disburse all ELWD monies upon order of the Director, within the budget adopted by the ELWD Board, or as directed by ELWD vote.
- (c) Provide financial statements at each meeting for the Executive Committee, Board and Budget Committee members.
- (d) Have the books reviewed annually by the Financial Review Committee.
- (e) Provide detailed Annual Designated Funds Statement to the membership.
- (f) File the Internal Revenue Service (IRS) Form 990N no later than 90 days after the close of the Fiscal Year. The filing must be completed via the Internet at IRS.gov

Section 7. THE DUES SECRETARY shall

- (a) Receive all ELWD dues and send receipts.
- (b) Remit ELWD dues to the ELWD Treasurer with statement.
- (c) Maintain ELWD membership list, furnishing copies to the Director/s, Assistant Director/s, Corresponding Secretary, Reservation Chairman, Treasurer and *ELAWADI ECHO* Distribution Chairman.

Section 8. THE PARLIAMENTARIAN shall

- (a) Assist officers, members and chairmen with parliamentary questions and procedures.
- (b) Brief the Nominating Committee on election procedures and officer qualifications.
- (c) Retain ELWD copy of *Roberts Rules of Order, Revised*.

ARTICLE VII—ELECTIONS

Section 1. NOMINATING COMMITTEE

- (a) Five members shall be elected at the August ELWD Board meeting in the even-numbered years. The Nominating Committee shall consist of two Club Presidents, two Standing Committee Chairmen and one lay member. There shall be two alternates elected, one Standing Committee Chairman and one Club President, to serve in the event of vacancies. The consent of each member must be obtained prior to election. The Nominating Committee shall serve until the next Nominating Committee is elected. A Nominating Committee member shall be replaced by an alternate when becoming a candidate for election.
- (b) The lay member shall call the first Nominating Committee meeting where the Parliamentarian shall brief the Nominating Committee on election procedures and officer requirements, and the Committee shall elect a Chairman. The consent of the candidates for office shall be obtained before their names are submitted for nomination. The Chairman shall send confirmation letters to candidates.

- (c) Qualifications of Nominees: Each Officer shall be a member in good standing of a member Club.
 - 1) Nominees for Director or Co-Directors, First Assistant Director and Second Assistant Director shall have served as a Club Officer for one year and/or a member of the ELWD Board for at least one year or have comparable experience.
 - 2) Nominees for Recording Secretary, Dues Secretary and Treasurer shall have served as a club officer and/or a member of the ELWD Board for at least one year or have comparable experience.
 - 3) Nominees for WSFGC Nominating Committee shall have served on WSFGC Board for two years and ELWD Board for four years.
- (d) The nominating committee shall present its report at the February Board meeting in odd-numbered years. The report may be announced in the *ELAWADI ECHO*. Election shall be at the Biennial ELWD General Membership meeting. Nominations may also be taken from the floor, provided prior consent from nominee has been obtained. Election shall be by ballot, except when there is only one candidate for any office, then the ballot may be omitted and the vote taken by voice or show of hands.

Section 2.

- (a) Term of office for ELWD Officers is two years. New ELWD Officers shall be installed at a General Membership meeting in the spring in odd numbered years. New Officers shall officially assume the duties of their office on July 1.
- (b) New ELWD Club presidents shall be recognized no later than the September General Membership meeting.

ARTICLE VIII—VACANCIES

- Section 1. All resignations must be in writing. Acceptance of resignations of officers and new appointments shall be recorded in ELWD Board minutes.
- Section 2. A vacancy in the office of Director shall be filled by the First Assistant Director or an appointee of the Executive Committee.
- Section 3. Other vacancies in Elective Office shall be filled on recommendations from the Nominating Committee and approved by the ELWD Board. The Director may appoint a substitute until the vacancy is filled.
- Section 4. In the event of a vacancy in an Appointed Office or a Committee Chairmanship, the Director or Co-Director shall appoint a replacement, with approval of the Executive Committee.
- Section 5. Three consecutive absences from ELWD meetings and ELWD Board meetings without a proper excuse as determined by the Executive Committee may constitute a vacancy and the member will be notified and the position will be filled.

ARTICLE IX—MEETINGS

- Section 1. Executive Committee meetings shall be held at least one month prior to ELWD Board meetings.
- Section 2. ELWD Board meetings shall be held four times a year. Special ELWD Board meetings may be called by the Director or by three members of the Board providing due notice is given each member.
- Section 3. ELWD General Membership meetings shall be held three times a year. Additional ELWD General Membership meetings may be called at the discretion of the ELWD Executive Committee.
- Section 4. ELWD Biennial Meeting shall be held in February in odd-numbered years and shall include the election of officers for the coming term.
See Article VII: Elections, Section 1. (d)
- Section 5. ELWD Recognition Day to present awards may be held after the WSFGC Convention.
- Section 6. There shall be two Club Presidents' meetings each year, called by the Director.

ARTICLE X—QUORUM

- Section 1. One delegate from 50% of the member Clubs shall constitute a quorum at ELWD meetings.
- Section 2. One-third (1/3) of the ELWD Board shall constitute a quorum at ELWD Board meetings.

ARTICLE XI—FINANCES

- Section 1. The fiscal year shall be July 1 to June 30.
- Section 2. The ELWD budget shall be distributed at a Board meeting to allow time for review prior to its adoption at the spring General Membership Meeting.
- Section 3. The report of the Financial Review Committee shall be given at the August ELWD Board meeting.
- Section 4. The Director shall receive a WSFGC Life Membership at the conclusion of the first year in office. If the Director or Co-Director has a WSFGC Life Membership, an honorarium equal to amount of WSFGC Life Membership will be presented benefiting the WSFGC Scholarship Fund.
- Section 5. ELWD Honor Book proceeds shall be used for Past Director's pins or as directed by the donor club, individual, or District Executive Committee.

ARTICLE XII—STANDING COMMITTEES

- Section 1. There shall be the following suggested Standing Committees for ELWD and for Clubs: Arbor Day; Awards; Budget and Financial Review; Civic Involvement; ELWD Flower Show; *ELAWADI ECHO* Editor; *ELAWADI ECHO* Distribution; Honor Book; Hospitality; Judges; Membership; Nominating; Properties; Reservations; Speakers List; Ways and Means; Website and any other committees needed to carry on the business of the ELWD.
- Section 2. The Standing Committees and Committee Chairmen and their job descriptions and duties are outlined in ELWD Guidelines.

ARTICLE XIII—AMENDMENTS

- Section 1. The ELWD Bylaws may be amended at any ELWD meeting by a two-thirds vote of ELWD members present, provided the proposed amendment/s have been read at the preceding general meeting, or provided written notice together with a copy of the proposed amendment/s have been given to each ELWD Board member ten days prior to such meeting.
- Section 2. The ELWD Standing Rules may be amended at any ELWD Board or General Membership meeting by two-thirds vote of ELWD members present, provided written notice together with a copy of the proposed amendment(s) have been given to each ELWD Board member ten (10) days prior to such meeting.

ARTICLE XIV—PARLIAMENTARY AUTHORITY

- Section 1. The parliamentary authority of the ELWD shall be *Robert's Rules of Order, Revised*.
- Section 2. All provisions in the WSFGC Bylaws, which apply to Districts, shall at all times govern this District.

ARTICLE XV—DISSOLUTION

- Section 1. In the event that ELWD is dissolved, abandoned, becomes inactive, or is otherwise terminated, all district funds, properties and other assets in excess of all known obligations will be disposed of in accordance with a decision of a majority vote of the ELWD Board. The assets will be distributed to a similar non-profit organization and in accordance with state and federal laws governing non-profit organizations under Section 501 (c)(3) of the U.S. Internal Revenue Code of 1954 or as revised.
- Section 2. Where a District is inactive, a club may join a neighboring District or petition to become a club-at-large. (Reference WSFGC Bylaws Article III Section 2.)
- Section 3. Past Director Award trophies are to be returned to the living Past Directors. For deceased Directors, trophies are to be returned to the family; if that is not an option, the disposition of the trophies will be determined by the ELWD Executive Committee.

