

**BY-LAWS OF
THE FRENCH BROAD RIVER GARDEN CLUB FOUNDATION, INC.**

as of August, 2003

ARTICLE I

Corporate Name

The name of this corporation, which may be a member of the Garden Club of America, shall be THE FRENCH BROAD RIVER GARDEN CLUB FOUNDATION, INC.

ARTICLE II

Purposes

Sec. 1: To promote the conservation, development and intelligent use of the natural resources of North Carolina and elsewhere, and to that end to support and make contributions to any conservation project or projects whether for the protection or conservation of lands, waters, forests, plants or wildlife, and from time to time by providing scholarships to send teachers and others interested in the field of conservation, to conservation schools and laboratories; to encourage and develop markets for the distribution of products produced by needy rural people in furtherance of the foregoing objectives; to gather, compile and disseminate information relative to any phase of conservation; and otherwise to do all things reasonably calculated to educate the general public as to the need for protecting and conserving our lands, waters, forests, plants, wildlife and other natural resources.

Sec. 2: To secure donations of money and property by solicitation or otherwise for the general purposes or for any specific purpose of the corporation and to conduct fundraising drives and campaigns.

Sec. 3: To encourage horticultural activities and civic planting which demonstrate conservation, development and intelligent use of the natural resources of North Carolina.

ARTICLE III

Members

Sec. 1: The membership shall consist of not more than seventy Active and Junior members; and such Sustaining and Affiliate members as shall be approved by both the Membership Committee and the Board of Directors of the Foundation.

Sec. 2: Classes of Membership: Active, Affiliate, Junior and Sustaining.

- a. Active. (1) Members shall be required to attend all meetings and to contribute time to the work of the Foundation, either as officers, director or committee members and shall work on major Foundation projects. (2) Excuses for absences should be written or emailed to the Recording Secretary not later than one week after a missed meeting. (3) All active members shall be entitled to vote.
- b. Affiliate. Affiliate Membership may be granted at the discretion of the Membership Committee and with the approval of the Board of Directors to those active members who are (1) not less than sixty-five years of age, who have completed ten years of service to the Foundation, and who are no longer desirous or

able to take part in all activities of the Foundation; or (2) who find that they are unable to meet the requirements of membership in the Foundation because of inflexible professional or business commitments; or (3) who are moving to another area. Requirements of this class are: (1) Resident non-working Affiliates must attend two meetings a year and work on at least one major project. (2) Any Affiliate may vote if she has attended four meetings during the past twelve months. (3) Affiliate members may serve on committees and serve as delegates to Zone and Annual meetings, but may not hold office. (4) Members in this class may, when desiring to become Active again, request Active status and, when space is available, be reinstated. (5) Affiliate members whose circumstances change and who no longer qualify for Affiliate membership must become an Active member as space is available.

- c. Junior. (1) Junior members shall be elected under the rules applicable to Active members. (2) Junior members shall be thirty-five years of age or under when elected. (3) Junior members must attend four meetings of the Foundation during the year. (4) Junior members will be expected to work on two projects during each year. (5) They shall not vote or hold office. (6) They may propose or second nominations for Active or Junior membership. (7) They may apply at the end of one year for Active membership. (8) Junior members must become Active members at the end of five years.
- d. Sustaining. (1) Sustaining members are former Affiliate members who, wishing to become completely inactive for health reasons, may ask to be transferred to this category. Transfer to this category may be made as well by the initiative of the Membership Committee with the approval of the Board of Directors. (2) Sustaining members remain on the French Broad River Garden Club mailing list.

ARTICLE IV

Members' Meetings

Sec. 1: Meetings of members shall be held monthly and the notice shall state the place where the meeting is to be held.

Sec. 2: The Annual Members' Meeting shall be held on the second Friday in July each year to receive the annual reports of the Officers and Board of Directors of the Foundation. If that date falls on a legal holiday, then the meeting should be held on the next succeeding day not a legal holiday. If an annual meeting is omitted on the date herein provided for, a subsequent meeting may be held in its place. Such subsequent meetings shall be called in the manner provided for special members' meetings and any business transacted at such meeting shall be valid.

Sec. 3: Business meetings shall be held four times a year, preferably in July, October, January and April.

Sec. 4: Special meetings of members may be called at any time by the President or by a majority of the Board of Directors or by ten Active members.

Sec. 5: There shall be no refreshments served at any regular meetings with the exception of the Annual Meeting.

ARTICLE V

Notice of Members' Meetings

Sec. 1: Notice of the Annual Members' Meeting stating the time and place shall be mailed by the Secretary to each member to the address of such member as it appears in the records of the Secretary at least

five days before said meeting. Such notice shall be sufficient if mailed at least five days before said meeting, and all members shall be bound thereby as if they had actually received such notice.

Sec. 2: Notice of all special members' meetings stating the time and place shall be mailed to each member entitled to vote at the address of such member appearing on the Secretary's records at least three days before said meeting. Such notice shall be sufficient if mailed at least three days before said meeting, and all members shall be bound thereby as if they had actually received such notice.

Sec. 3: No notice of the time, place or purpose of any members' meeting shall be required if waived by the members either before or after such meeting.

ARTICLE VI

Quorum at Members' Meetings

At any members' meeting a majority of the members represented in person shall constitute a quorum to do business, but a less number may adjourn a meeting. When a quorum is present a majority of the members represented at the meeting shall decide any question brought before such meeting. Proxies shall not be permitted and only members actually present may vote.

ARTICLE VII

Officers

Sec. 1: The officers of this Foundation shall be a President, a First Vice President, a Second Vice President; a Third Vice President; a Treasurer, a Recording Secretary and a Corresponding Secretary.

Sec. 2: The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the members and Directors when present. The President shall perform all duties usually incident to this office and each other duties as the Directors shall delegate to her.

Sec. 3: The First Vice President shall assume the duties of the President in case of the death, resignation, or absence of the President. She shall also be the Chairman of the Buildings Committee.

Sec. 4: The Second Vice President shall be Chairman of the Grounds Committee.

Sec. 5: The Third Vice President shall be Chairman of the Program Committee.

Sec. 6: The Recording Secretary shall be the Corporate Secretary and shall attend meetings of the members and the Board of Directors and keep a record of the proceedings at such meetings and shall perform such other duties as the President or Directors may designate. She shall be responsible for keeping the Garden Club of America advised of the corrected list of all members of the Foundation.

Sec. 7: The Corresponding Secretary shall be an Assistant Corporate Secretary and shall issue notices of all membership meetings, conduct all general correspondence, and perform other duties as assigned by the President or the Board of Directors.

Sec. 8: The Treasurer shall have the care and custody of the funds of this Foundation and shall exercise all powers and duties commonly incident to the office. Accurate books of account of the financial transactions of the Foundation shall be kept. Funds of the Foundation shall be deposited in such bank as the Directors shall designate and shall be disbursed upon checks signed in the manner designated by the Directors. There may be a Treasurer-elect who will assist the Foundation Treasurer as necessary.

Sec. 9: The officers shall be elected in every odd year at the April meeting of the members, and shall be installed at the subsequent Annual Meeting. All of them, except the Treasurer-elect, shall be full members of the Board of Directors as long as they shall hold office.

Sec. 10: If the office of any officer becomes vacant, the remaining Directors may choose a successor to hold office until the next Annual Meeting. No person shall serve for more than six years consecutively as a member of the Board or officer or combination thereof except the incoming or retiring President may serve for the term preceding or following her tenure of office as Director.

ARTICLE VIII

Committees

Sec. 1: There shall be the following Committees: (a) Horticulture; (b) Conservation, and (c) such other additional committees as the Board of Directors shall deem necessary.

Sec. 2: There shall be a Nominating Committee of five members elected by the Board of Directors of the Foundation. It shall be their duty to nominate a slate of officers for the French Broad River Garden Club Foundation; a slate of the Membership Committee to be voted on at the Annual Meeting every two years; and to present to the Board nominees for delegates to Zone and Annual Meetings of the Garden Club of America. A straw ballot for nominees to the Membership Committee may be taken at the June membership meeting. The out-going President of the Foundation will automatically be the Nominating Chairman.

Sec. 3: A Membership Committee consisting of seven members and two alternates shall be elected at the Annual Meeting in July of every second year by a slate presented by the Nominating Committee. The Chairman is appointed by the President.

ARTICLE IX

Board of Directors

Sec. 1: The Board of Directors shall consist of the officers of the Foundation, except the Treasurer-elect, and three additional Directors, all of whom shall be elected by the members. A vacancy on the Board of Directors may be filled by the remaining Directors, and any Director may be removed by a majority vote of the members at any meeting of the members and a successor elected at any such meeting.

Sec. 2: The Board of Directors shall manage the business of the Foundation. In managing its property and affairs, the Directors shall present to the membership for ratification and approval all major program activities and recommendations for change. The Board of Directors shall act in accordance with the laws of North Carolina and with the Charter and By-Laws of the Foundation.

Sec. 3: A majority of members present shall constitute a quorum of the Board of Directors.

Sec. 4: One or more members of the Board of Directors may participate in meetings by telephone.

Sec. 5: For the two-year period following the term of office the immediate past President shall have the right to attend and be heard at all meetings of the Board of Directors but shall not vote.

Sec. 6: The three Directors who are not officers shall be elected in July of each odd year for two year terms, beginning in July.

ARTICLE X

Meetings of the Board of Directors

Sec. 1: Regular Directors' meetings shall be held at such places within or without North Carolina, and at such times as the Board may determine, and if so determined, no notice need be given.

Sec. 2: An annual meeting of the Board of Directors shall be held prior to the Annual Membership Meeting.

Sec. 3: Special meetings of the Board of Directors may be held at any time and place when called by the President or by any three or more Directors. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to each Director by the Secretary or President or the Directors calling the meeting at least one day prior to the meeting, or notice may be given in the manner provided for special members' meetings. Meeting of the Directors may be held without notice thereof either before or after any such meeting.

ARTICLE XI

Voting Procedures

Sec. 1: Election of officers and directors shall be held by ballot except when there is only one candidate for each office, when the vote may, by general consent, be viva voce. Additional nominations may be made from the floor. Nominees receiving the vote of a majority of members present and voting shall be declared elected.

Sec. 2: All major Foundation projects require two-thirds majority vote of the members present and voting.

Sec. 3: A vote on the Founders Fund Award shall be taken at the membership meeting preceding the Garden Club of America Annual Meeting.

ARTICLE XII

Parliamentary Authority

Robert's Rules of Order, Revised, shall be the authority in all questions of Parliamentary Law not covered by the By-Laws.

ARTICLE XIII

Amendments

These By-Laws may be amended at any regular meeting of the members of the Corporation by a majority vote of members present and voting, providing: (1) the proposed amendment has been submitted in writing at a previous regular meeting or mailed out two weeks prior to the voting meeting; and (2) sixty percent of the Active members are present at the meeting considering the Amendment.

ARTICLE XIV

Dissolution

In the event of the dissolution of the French Broad River Garden Club Foundation, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to such organizations operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine.

These By-Laws are correct and currently in effect.

Diane Weaver

Recording Secretary

October 1, 2015