

CHARTER

FLORIDA FEDERATION OF GARDEN CLUBS, INC. ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: FLORIDA FEDERATION OF GARDEN CLUBS, INCORPORATED. The location of the Corporation shall be Mead Botanical Garden, Winter Park, Florida

ARTICLE II - OBJECT

The general nature and object of this non-profit Corporation shall be:
To organize themselves into a non-profit association for the purpose of engaging in activities which are charitable, educational and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Specifically, the purposes of the association are as follows:

- (a) To further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, and to instill in our youth the love of gardening and the respect for and protection of the environment.
- (b) To encourage the erection of memorials to veterans of the United States armed forces;
- (c) To co-ordinate the interests of the several Garden Clubs in the State of Florida to the extent such co-ordination represents a furtherance of the activities specified in (a) and (b) above provided always that such purposes shall be effectuated by activities which are within the scope of Section 501 (c)(3) of the Internal Revenue Code of 1954.
- (d) To do and perform all other acts and things necessary to carry out the purposes of this Corporation as a Corporation not for profit in accordance with the law in such cases made and provided.

ARTICLE III

The qualifications of members and the manner of this admission shall be regulated by the rules and regulations of the Bylaws of the Corporation.

ARTICLE IV

The term of existence of this Corporation shall be perpetual unless dissolved by law.

ARTICLE V

The names and resident addresses of the subscribers are as follows:

<u>Names</u>	<u>Addresses</u>
Mrs. Halle Cohen, President	2241 River Road, Jacksonville, FL
Mrs. Eugene A. Smith, 1st VP	315 SE 17th Ave., Ft. Lauderdale, FL
Mrs. J. Adams Bruce, 2nd VP	82 Columbia Ave, Tampa, FL
Mrs. John R. Parkinson, 3rd VP	Box 666, Daytona Beach, FL
Mrs. L. P. Sherwood, Rec. Secretary	324 N. Lakeside Ct., W. Palm Beach, FL
Mrs. Arthur P. Coe, Corresponding Secretary	2577 Forbes St. Jacksonville, FL
Mrs. W. Lee Barber, Treasurer	4310 SW 2nd St., Miami, FL

ARTICLE VI

- Section 1.** The affairs of the Corporation shall be conducted and administered by its elected Officers and a Board of Directors.
- Section 2.** The elected Officers of the Corporation shall be a President, a First Vice- President, a Second Vice-President, a Third Vice-President, a Recording Secretary, a Treasurer, and such other elected officers as may be provided for from time to time in the Bylaws. Each of such officers shall be elected at the Annual Convention held during odd numbered years.
- Section 3.** The Board of Directors of the Corporation shall consist of its Officers, all former Presidents of the Federation, the Chairman of the Headquarters and Endowment Trustees, the members of the Board of Directors authorized by or appointed pursuant to the Bylaws, and one (1) Director (referred to as "District Director") from each District of the State of Florida established pursuant to the Bylaws.
- Section 4.** The manner of electing and the powers, duties and terms of office of all Officers, the manner of electing each District Director, and the procedure for filling a vacancy in any office or in the Board of Directors shall be as provided in the Bylaws.

ARTICLE VII

The Corporation shall hold an Annual Convention, the place and date of which shall be determined by the Board of Directors of the Corporation and during which the Annual Meeting of the Members of the Corporation shall be held.

ARTICLE VIII

- Section 1.** The Bylaws may be amended at any Annual Convention by a two-thirds (2/3) vote of the members present and voting, providing the proposed amendments shall have been presented in writing to the Board of Directors for approval, and a copy of the approved amendments shall have been sent to each Member Club at least four (4) weeks before the Convention.
- Section 2.** Without such notice the Bylaws may be amended at any annual convention by a unanimous vote.

ARTICLE IX

The total liabilities of the Corporation at any one time shall not be greater than an amount which is equal to two thirds (2/3) of the total fair market value of all assets owned by the Corporation at that time.

ARTICLE X

The amount and value of real estate which the Corporation may hold is \$1,000,000 subject to the laws in such cases made and provided.

ARTICLE XI

- Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more charitable purposes.
- Section 2.** Upon the dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and the regulations thereunder; and no Member, Director, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any such assets.

Section 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

These Articles of Incorporation may be amended at any annual meeting of the Members of the Corporation by a two thirds vote of the Members present and voting at any such meeting when a quorum is present; provided, however, the amendments to be so adopted at such meeting must first have been approved by the Board of Directors of the Corporation by a two thirds (2/3) vote of those Directors present at an annual or special meeting of the Board of Directors when a quorum is present and which is duly called for such purpose, and a copy of the amendments so approved by the Board of Directors must be sent to each Member Club (as defined in the Bylaws) at least four (4) weeks before such Annual Meeting of the Members of the Corporation. Notwithstanding the foregoing, these Articles of Incorporation may be amended without sending the proposed amendments approved by the Board of Directors to the Member Clubs in the manner aforesaid if the proposed amendments so approved by the Board of Directors shall be approved by a unanimous vote of all the Members of the Corporation present and voting at any Annual Meeting of such Members when a quorum is present.

**STATE OF FLORIDA
COUNTY OF DUVAL**

Before me, the undersigned authority, personally appeared Mrs. Halle Cohen who acknowledged to and before me, that she is one of the subscribers in the above and foregoing Charter, and she, on oath, states that it is intended in good faith to carry out the purposes and objects set forth in said charter.

Mrs. Halle Cohen
Affiant

Sworn to and subscribed before me a Notary Public, at Jacksonville, Duval County, Florida, this 23rd day of May, A.D. 1952

Julius L. Mack, Notary Public

Charter Amended April 18, 1958 - Recorded in the Circuit Court of the Tenth Judicial Circuit -
Bartow, Florida
June 2, 1958 Charter Signed: D. O. Rogers, Circuit Judge

Charter Amended June 13, 1960 -
Charter Amended April 14, 1961 - Recorded August 9, 1961
Charter Amended May 13, 1964 - Recorded July 17, 1964
Charter Amended April 16, 1970 - Recorded June 18, 1970
Charter Amended April 6, 1993 - Recorded April 1993
Charter Amended May 1, 2003 - Recorded August 18, 2003
Charter Amended April 21, 2021 - Recorded

**FLORIDA FEDERATION OF GARDEN CLUBS, INC.
BYLAWS**

ARTICLE I - NAME

The name of the Corporation is: FLORIDA FEDERATION OF GARDEN CLUBS, INCORPORATED; hereinafter referred to as FFGC.

ARTICLE II - OBJECT

The general nature and object of this non-profit Corporation shall be:
To organize themselves into a non-profit association for the purpose of engaging in activities which are charitable, educational and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Specifically, the purposes of the association are as follows:

- (a) To further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, and to instill in our youth the love of gardening and the respect for and protection of the environment;
- (b) To encourage the erection of memorials to veterans of the United States armed forces;
- (c) To co-ordinate the interests of the several Garden Clubs in the State of Florida to the extent such co-ordination represents a furtherance of the activities specified in (a) and (b) above provided always that such purposes shall be effectuated by activities which are within the scope of Section 501 (c)(3) of the Internal Revenue Code of 1954.
- (d) To do and perform all other acts and things necessary to carry out the purposes of this Corporation as a Corporation not for profit in accordance with the law in such cases made and provided.
- (e) Membership in the Florida Federation of Garden Clubs, Inc. is open to all regardless of gender, age race, ethnicity or religious affiliation.

ARTICLE III - MEMBERS

The membership of FFGC shall consist of two (2) classes: Voting Membership and Non-Voting Membership.

SECTION 1 - Voting Membership

Voting membership shall consist of members of Garden Clubs, Garden Clubs organized on the Circle Plan. Councils, and FFGC Life Members and Honorary Members of FFGC who are members of a Garden Club.

a. Eligibility, Admission

(1) Garden Clubs

A Garden Club shall have a membership of not less than ten (10). Application for membership shall be submitted to the FFGC Board of Directors through the Director of the District in which the Club is located. The application shall be accompanied by per capita dues, and an alphabetical list of names and mailing addresses of all officers and members. A majority vote of the Executive Committee shall elect the club which shall immediately be entitled to all rights and subject to all responsibilities of membership. Ratification shall follow at the next Board of Directors meeting.

(2) Garden Clubs Organized on the Circle Plan

A Garden Club organized on the Circle Plan shall be composed of constituent Circles of not less than ten (10) members each under the direction of the governing body of the Club. Application for membership shall be submitted to the FFGC Board of Directors through the Director of the District in which the Club is located. The application shall be accompanied by per capita dues, and an alphabetical list of names and mailing addresses of all officers and members. A majority vote of the Executive Committee shall elect the club which shall immediately be entitled to all rights and subject to all responsibilities of membership. Ratification shall follow at the next Board of Directors meeting.

(3) Councils

A Council shall be composed of three (3) or more FFGC Garden Clubs that have united to give strength to community projects. Application for membership shall be submitted to the Board of Directors through the Director of the District in which the Council is located. The application shall be accompanied by the names and mailing addresses of all officers and members. A majority vote of the Executive Committee shall elect the Council which shall immediately be entitled to all rights and subject to all responsibilities of membership. Ratification shall follow at the next Board of Directors meeting.

(4) Life Members

FFGC life membership may be accorded to an individual, either a member or a non-member, interested in the work of FFGC upon payment of the required fee. Life Members shall be members of an FFGC Garden Club in order to vote and hold office.

(5) Honorary Members

Honorary membership may be conferred upon an individual who has notably promoted the purposes of FFGC. Such individual shall be recommended by the Board of Directors and voted on by the convention body. An Honorary Member shall be exempt from FFGC dues, but only those who are members of a Garden Club may vote and hold office.

- b. Membership may be accorded in an adjoining District with the approval of the District Directors involved.

SECTION 2 - Non-Voting Membership

Non-voting membership shall consist of Life Members and Honorary Members of FFGC who are not members of a Garden Club; Affiliate Member Organizations; and individuals and groups of Junior Gardeners, Intermediate Gardeners, High School Gardeners, College Clubs and Vocational-Technical School Garden Clubs.

a. Eligibility, Admission

- (1) Life Members and Honorary Members of FFGC who are not Members of Garden Clubs.

See ARTICLE III, Section 1, a., (4) and (5).

- (2) **Affiliate Member Organizations**

Affiliate membership may be granted to a related organization, other than a Garden Club in Florida, whose nature and general purpose parallel FFGC.

Application for such membership shall be submitted to the Board of Directors. Application shall be accompanied by annual dues and the names and mailing addresses of its officers. A two-thirds (2/3) vote of the Board of Directors shall elect.

(3) Junior Gardeners, Intermediate Gardeners, High School Gardeners, College Clubs and Vocational-Technical School Garden Clubs

- (a) Junior Gardeners, Intermediate Gardeners, and High School Gardeners shall be sponsored by FFGC Garden Clubs, Councils or Districts.
 - (b) College Clubs and Vocational-Technical School Garden Clubs shall be composed of at least ten (10) students, faculty, or campus-related members and shall be sponsored by FFGC Garden Clubs, Councils or Districts.
- b. Additional categories of non-voting membership may be added as authorized by the Board of Directors.

SECTION 3 - Resignation

A Club wishing to resign shall submit a written notice to its District Director for presentation and Headquarters. Following further contact by the District Director, the resignation shall be presented to the Board of Directors by the District Director at the next Board of Directors Meeting. In the event a Club does not submit written notice to the District Director and notification is received from Headquarters of nonpayment of dues, the District Director shall make contact with the Club to verify membership standing. If contact is unable to be made or confirmation of resignation received, the District Director will present this information at the next Board of Directors meeting as Notice of Resignation.

SECTION 4 - Reinstatement

A Club which resigns in good standing may be reinstated upon payment of the current dues and a reinstatement fee of five dollars (\$5.00).

ARTICLE IV - DUES AND FEES

SECTION 1 - The Annual dues of each Garden Club and each Garden Club organized on the Circle Plan shall be twelve dollars (\$12.00) per capita on all categories of members enrolled as of June 1, with the exception of the members specified in b and c below.

- a. Dues of members joining between June 1 and May 31 shall be twelve dollars (\$12.00).
- b. Annual dues of a legally married couple with membership in the same Club shall be fourteen dollars (\$14.00) for a couple membership.
- c. Annual FFGC dues of a Life Member, including multiple Club membership, shall be exempt.
- d. Annual FFGC dues of members belonging to two or more Garden Clubs and Garden Clubs organized on the Circle Plan shall be a total of twelve dollars (\$12.00) per capita paid to the FFGC Club designated by the member. Proof of FFGC dues paid to the designated FFGC Club or Club organized on the Circle Plan shall be the responsibility of the member.
- e. Dues shall be payable to FFGC and shall be remitted to Headquarters by June 1. Dues of members enrolled after June 1 shall be payable immediately.

 - (1) Dues shall be delinquent if not received by June 30, and a notice shall be sent. If not received by August 31, a further notice shall be sent, and if not received by November 1, membership and all privileges shall be forfeited unless and until reinstated.
 - (2) Clubs forfeiting membership for non-payment of dues shall be reinstated by payment of current dues, and a reinstatement fee of five dollars (\$5.00).
- f. Dues for members of new clubs accepted for membership during the Winter Board of Directors meeting shall be six dollars (\$6.00). Dues of a legally married couple shall be seven dollars (\$7.00).
- g. FFGC Membership dues are non-refundable.

SECTION 2 - The fee for a Life Membership shall be three hundred dollars (\$300.00), the sum to be placed into the FFGC General Fund.

SECTION 3 - An Honorary Member whose honorary membership is conferred by FFGC shall be exempt from FFGC dues.

SECTION 4 - The annual fee of an Affiliate Member Organization shall be fifty dollars (\$50.00) and shall be remitted to Headquarters on the year's anniversary date of affiliation.

SECTION 5 - Junior Gardeners, Intermediate Gardeners and High School Gardeners shall be exempt from fees. The dues required by National Garden Clubs, Inc. shall be funded by FFGC.

SECTION 6 - The annual fee of College and Vocational Technical School Garden Clubs shall be ten dollars (\$10.00).

SECTION 7 - The FFGC Board of Directors, by a two-thirds (2/3) vote, may adjust dues in special cases.

SECTION 8 - The annual dues shall be placed in the general fund of FFGC to pay annual per capita dues to the National Garden Clubs, Inc., to help defray the cost of *The Florida Gardener* and the *Book of Information*, to help pay the operating expenses of FFGC, and to fund any other items authorized by the Board of Directors.

ARTICLE V - FINANCES

SECTION 1 - Fiscal Year

The fiscal year of FFGC shall be from January 1 through December 31.

SECTION 2 - Finance Committee

There shall be a Finance Committee composed of the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Treasurer, the Chairman of the Headquarters and Endowment Trustees, and three members of the Board of Directors appointed by the President. The Chairman shall report at each meeting of the FFGC Board of Directors.

- a. The Committee shall direct the investment, reinvestment and distribution of all funds, other than the Headquarters and Endowment Fund, as authorized by the Board of Directors.
- b. The Finance Committee shall prepare a budget for adoption by the Board of Directors at its fall meeting.
- c. All amendments to the budget shall be subject to the approval of the Board of Directors.
- d. The Finance Committee shall approve all budgets directly related to FFGC including but not limited to Short Courses, Annual Convention, State Flower Show, SEEK and Wekiva. Budgets from outside groups/hosting groups including but not limited to NGC Schools are reviewed and accepted.
- e. The President may assign other duties to the Finance Committee as deemed necessary.

SECTION 3 - General Funds

The general fund of FFGC shall be derived from the payment of dues and other sources as authorized by the Board of Directors.

SECTION 4 - Special Funds

- a. Special Funds established by trusts, special contributions, donations and fees are:
 - (1) The FFGC Scholarship Fund is established to award postsecondary scholarships to eligible students pursuant to the FFGC Scholarship Program as authorized by the FFGC Board of Directors.
 - (2) The Headquarters and Endowment Fund is established to provide for the maintaining of Headquarters Building and Grounds. The Color Our Garden Fund is part of the Headquarters and Endowment Fund and budgeted for the continued stewardship and care of the grounds of FFGC.

- (3) Wekiva Youth Camp Building and Maintenance Fund – Established to provide funds and support for the FFGC Wekiva Youth Camp building and maintenance program.
- (4) Wekiva Youth Camp Operating Fund – The operating fund of WYC shall be maintained to defray expenses and pay bills.
- (5) The Gifts Today for Tomorrow Endowment Fund
 - (a) Established to provide funds to enhance the financial future of FFGC.
 - (b) The fund is restricted to FFGC needs not encompassed by the General Budget or self-sustaining entities.
 - (c) Only income produced from the principal may be used once per Administration as recommended by the Finance Committee subject to the approval of the FFGC Board of Directors.
- b. **Variance Power** - As set forth in tax regulations, the Board shall have power to modify any restrictions or condition of distribution of funds for any specified charitable purposes or to specified organizations if, in the sole judgment of the Board (without approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable purpose of this corporation.
- c. Any surplus accruing to any restricted fund may be used for operational purposes within the scope of that fund.
- d. Other funds may be established as authorized by the FFGC Board of Directors.

SECTION 5 - Other Funds

The Board of Directors may authorize the Headquarters Office Manager and Committee Chairmen whose duties entail the handling of money to collect funds and pay bills as necessary.

SECTION 6 - Bonding

Bonds shall be required for the Treasurer and others whose duties entail the handling of monies. The amount of the bond shall be determined by the FFGC Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1 - Elected Officers

The elected officers of FFGC shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Recording Secretary, and a Treasurer.

- a. To be eligible for office, except for that of President and First Vice-President, a candidate shall have completed a minimum of one (1) year on the Board of Directors at the time of nomination. To be eligible for the office of President or First Vice-President, a candidate shall have served a minimum of three (3) years on the Board of Directors.
- b. Officers shall be elected at the Annual Convention in the odd-numbered years. A term of office shall be for two (2) years or until a successor is elected.
- c. All officers, except the Treasurer, shall assume their duties at the close of the Annual convention at which they are elected. The term of the Treasurer shall begin at the close of the fiscal year.

No elected officer shall serve more than (1) consecutive term in the same office except the Treasurer. The FFGC Treasurer may serve no more than five (5) consecutive terms effective April 2019.

SECTION 2 - Appointed Officers

The Corresponding Secretary and the Parliamentarian shall be appointed officers.

SECTION 3 - President-Elect

The First-Vice President shall also assume the title and duties of the President-Elect as of October 1 in the even-numbered year.

SECTION 4 - Vacancies

- a. All vacancies in elective offices, other than the President, shall be filled for the unexpired term by the President, subject to the approval of the Board of Directors.
- b. A vacancy in the office of President shall be filled for the unexpired term by the FFGC Board of Directors.

ARTICLE VII - DUTIES OF OFFICERS

All officers shall perform the duties prescribed by these Bylaws, the Standing Rules and by the adopted Parliamentary Authority.

SECTION 1 - President

The President shall:

- a. Be the official representative of FFGC;
- b. Preside at all meetings of FFGC, its Board of Directors, and the Executive Committee;
- c. Appoint, at the beginning of each term, the Corresponding Secretary, the Parliamentarian and the members of the Board of Directors except the Chairman of FFGC Nominating Committee, the Chairman of Headquarters and Endowment Trustees and Chairman of the Strategic Planning Committee.
 - (1) Appointments of members of the Board of Directors made at the beginning of each term shall be subject to the approval of the Officers, District Directors, and Former Presidents at a meeting called by the President for that purpose.
 - (2) Subsequent appointments shall be subject to the approval of the Board of Directors.
- d. Shall be Editor-in-Chief of *The Florida Gardener*.
- e. Be a member, ex officio, of all committees except the Nominating Committee;
- f. Be responsible for the general supervision of Headquarters;
- g. Direct the activities of all officers and members of the Board of Directors.
- h. Plan the Annual Conventions;
- i. Appoint, as requested by the First Vice-President, members of the Board of Directors whose duties overlap administrations. Such appointments shall be subject to the approval of the Board of Directors.
- j. Fill vacancies in offices subject to the approval of the Board of Directors;
- k. Submit the name of a Certified Public Accountant and engage the Certified Public Accountant approved by the Board of Directors;
- l. Secure legal counsel when necessary;
- m. Make the official report at the National Convention at the end of the first year of the term of office. If the President is unable to attend, a Vice-President in order of rank shall make the official report. At the end of the second year of the term of office, the retiring President shall make the official report at the National Convention. If the retiring President is unable to attend, the newly-elected President or a Vice-President in order of rank shall make the official report. The expense of the individual making the official report shall be defrayed by FFGC; and
- n. Be authorized to sign checks in the absence of the Treasurer and co-sign checks in excess of twenty thousand dollars (\$20,000.00).

SECTION 2 - President-Elect

The President-Elect shall:

- a. Assume the duties of President-Elect as of October 1 in the even-numbered year;

- b. Select potential members of the Board of Directors;
- c. Plan the post-convention meeting of the FFGC Board of Directors; and
- d. Make preliminary plans and preparations for the Annual Conventions of the next administration.

SECTION 3 - First Vice-President

The First Vice-President shall:

- a. In the absence of the President or Treasurer, perform the duties of that office;
- b. Be a chairman of Committee;
- c. Be a member of the Finance Committee and of the Headquarters and Endowment Trustees; and
- d. Assume the duties of President-Elect as of October 1 in the even-numbered year.

SECTION 4 - Second and Third Vice-Presidents

The Second and Third Vice-Presidents shall:

- a. Perform, in order of rank, all duties of the President in the absence of the President and the First Vice-President;
- b. Each be a Chairman of a Committee; and
- c. Each be a member of the Finance Committee.

SECTION 5 - Recording Secretary

The Recording Secretary shall:

- a. Record the proceedings of all meetings of the FFGC Board of Directors and of the Annual Convention;
- b. Be responsible for and affix the Official Seal of the Corporation;
- c. Have charge of all papers pertaining to the office; and
- d. Present to the FFGC Board of Directors an electronic copy of the minutes and of the reports as soon as possible after the close of the term of office.

SECTION 6 - Treasurer

The Treasurer shall:

- a. Be responsible for all monies;
- b. Be accountable for receipts and disbursements;
- c. Render statements and issue receipts;
- d. Pay bills authorized by the President and/or the FFGC Board of Directors;
- e. Be a member of the Credentials Committee, the Finance Committee and the Headquarters and Endowment Trustees;
- f. Make accounts and vouchers available for inspection by the Board of Directors;
- g. Present a financial statement at each meeting of the Board of Directors and at each Annual Convention;
- h. Coordinate with the President the engagement of a Certified Public Accountant for purposes of completing an annual tax return as required by the Internal Revenue Service. Additionally, coordinate with the President the engagement of a Certified Public Accountant for conducting an audit upon the replacement of current Treasurer. The President shall submit the Certified Public Accountant firm for FFGC Board approval pursuant to ARTICLE VII, Section 1. k. The audit shall be reported at the Board of Directors meeting following completion; and
- i. Transfer to the succeeding Treasurer, at the close of the fiscal year, custody of all monies and all records pertaining to the office which are not required by the Certified Public Accountant.

SECTION 7 - Corresponding Secretary

The Corresponding Secretary shall:

- a. Attend to correspondence as directed by the President or the FFGC Board of Directors;
- b. Maintain a list of members of the FFGC Board of Directors;
- c. Maintain a list of all FFGC Committees; and
- d. Maintain the Calendar of Events.

SECTION 8 - Parliamentarian

The Parliamentarian shall:

- a. Assist the President on points of parliamentary procedure when requested;
- b. Fulfill required duties as outlined in Robert's Rules of Order Newly Revised book; and
- c. Be knowledgeable of the FFGC Charter, Bylaws and Standing Rules.

ARTICLE VIII - FFGC NOMINATING COMMITTEE

SECTION 1 - Structure

The FFGC Nominating Committee shall be composed of a Chairman and one (1) member from each District.

a. Chairman

- (1) The chairman and an alternate shall be elected by and from the FFGC Board of Directors at its Pre-Convention meeting in even-numbered years. To be eligible, each nominee shall have served a minimum of two (2) years on the Board of Directors and is currently serving on the Board of Directors. Election shall be by ballot and a majority vote shall elect. If there is only one (1) nominee for either vacancy, such election may be by voice.
- (2) The chairman shall be ineligible to serve as chairman or as alternate in the succeeding administration. An alternate who may have served as chairman pro tempore of the committee shall be ineligible to serve as chairman or as alternate in the succeeding administration.

b. Committee Members

The members of the Nominating Committee and their alternates shall be elected in their respective Districts at the SPRING District Meeting in even-numbered years (see ARTICLE XIX, Section 3 for Election Procedures).

SECTION 2 - Duties

The Nominating Committee shall:

- a. Nominate one (1) candidate for each office to be filled after having ascertained that each nominee is qualified and willing to serve if elected;
- b. Meet at the Fall Board Meeting in **even numbered** years and again at the Winter Board Meeting at which time they will select a slate of officers for the coming administration;
- c. Reconvene in the event of a vacancy on the slate prior to the election; and
- d. Furnish the slate of nominees to the Headquarters Office Manager for distribution to each member club at least thirty (30) days prior to the Annual Convention.

ARTICLE IX - ELECTION OF OFFICERS

SECTION 1 - Elections

The election of officers shall be held at the Annual Convention in the odd-numbered years at which time nominations may be made from the floor. All elections shall be by ballot and a majority vote shall elect. However, in the event that there is only one (1) nominee for any elected office to be filled, election may be by voice.

SECTION 2 - Tellers

The President shall appoint Tellers who shall distribute, collect and count the ballots, and report the vote.

SECTION 3 - National/State Emergency

In the event a National/State Emergency presents the Election of Officers to be held at the FFGC Convention, elections may be held by mail. This procedure follows the NGC adopted guidelines.

- a. The Recording Secretary will send each Club, Circle or Council President an email for nomination of persons wishing to be a candidate for consideration as an FFGC Officer. The Slate of Officers presented by the Nominating Committee will be included with this email. The date and time nominations close will be stated on the Recording Secretary's email announcement.

Name of person wishing to be nominated must be received within five days of original email for the FFGC Recording Secretary. The name of nominee along with address, telephone number and email address must accompany nomination. The Office being sought must be included and permission from the person being nominated to have name placed on the ballot. The Nominating Committee Chairman will authenticate request to be placed on the ballot.

- b. Ballots shall be sent by electronic/postal mail to:
 - (1) Board of Directors as delegates
 - (2) Presidents of Clubs, Circles, and Councils as delegates with the correct number of additional ballots for the Club, Circle and Council based on FFGC Bylaw ARTICLE XI, Representation.
- c. The date and time ballots must be received shall be annotated on ballots. All ballots must be returned to FFGC Headquarters within fifteen (15) days via electronic or postal mail. The Electronic Ballot should indicate "Ballot" on Subject line. The postal mail should indicate "Ballot" on envelope.
- d. Three tellers will be appointed by the President to count ballots at FFGC Headquarters.
- e. A plurality of the ballots returned shall determine the results.
- f. Immediately upon the report of the Tellers to the FFGC President, the President and/or Nominating Committee Chairman will notify the candidates of the election results. The President will notify the delegates of election results. The Officers elected shall assume their duties immediately upon notification except for the Treasurer who shall assume the duties at the close of the fiscal year.

ARTICLE X - MEETINGS

SECTION 1 - Annual Convention

- a. An Annual Convention shall be held, the place and date to be subject to the approval of the FFGC Executive Committee.
- b. The Voting Strength is determined on the Credentials Report submitted by the FFGC Treasurer from information supplied by the Convention Registrar. Three Credentials Reports are adopted – Opening Day Business Meeting; second day Business Meeting; and final Credentials Report at the close of Convention. The Registrar presents the Registration Report.

SECTION 2 - Special Meetings

Special meetings of FFGC may be called by the President or by its Board of Directors and shall be called upon the written request of fifty (50) members in good standing. The purpose of the meeting shall be stated in the Call. At least fifteen (15) days' notice shall be given.

SECTION 3 - National/State Emergency

If an FFGC Annual Convention cannot be held in the event of National/State Emergency, official business may be conducted to include, but not limited to, Election of Officers - FFGC ARTICLE IX and Bylaw Amendments FFGC ARTICLE XXI. Bylaws may be approved invoking the Florida State Statute 617.0303 Emergency Powers. Refer to FFGC ARTICLE IX – Election of Officers; ARTICLE XXI – Amendments; FFGC Standing Rule #24 E-Mail Voting Guidelines and Standing Rule #25 Guidelines for FFGC Electronic and Telephone meetings.

SECTION 4 - Quorum

Fifty (50) members shall constitute a quorum.

ARTICLE XI - REPRESENTATION

SECTION 1 - Annual Conventions and Special Meetings

A delegate shall be entitled to one (1) vote.

a. FFGC Board of Directors

Each member of the Board of Directors shall be a delegate.

b. Garden Clubs

(1) Each club shall be entitled to delegates or alternates as follows:

(a) Membership of 10 to 25: President or alternate

(b) Membership of 26 to 50: President plus one (1)

(c) Membership of 51 to 75: President plus two (2)

(d) Membership of 76 to 100: President plus three (3)

(e) Membership of 101 to 125: President plus four (4)

(f) Membership of over 125: President plus four (4) plus one for every additional 25 over 125.

(2) A Club with membership below ten (10) shall forfeit representation. A Club shall regain representation when membership of at least ten (10) is attained. The membership shall be determined by the number of members whose dues are current.

c. Clubs organized on the Circle Plan

(1) A Club organized on the Circle Plan shall be entitled to representation by the Club President or alternate.

(2) Each Circle shall be entitled to delegates or alternates as follows:

(a) Membership of 10 to 25: Circle President or alternate

(b) Membership of 26 to 50: Circle President plus one (1)

(c) Membership of 51 to 75: Circle President plus two (2)

(d) Membership of 76 to 100: Circle President plus three (3)

(e) Membership of 101 to 125: Circle President plus four (4)

(f) Membership of over 125: Circle President plus four (4) plus one (1) for every additional 25 over 125.

(3) A Circle with a membership of below ten (10) shall forfeit representation. A Circle shall regain representation when membership of at least ten (10) is attained. The memberships shall be determined by the number of members whose dues are current.

d. Councils

A Council of Garden Clubs shall be entitled to representation by the President (or its chairman) or alternate.

SECTION 2 - Delegate Vacancies

A vacancy occurring in a delegation may be filled by the respective President or authorized by the FFGC Credentials Committee.

SECTION 3 - Registration

Names of delegates and alternates shall be sent to the Convention Registration Chairman by Clubs and Circles ten (10) days prior to the Annual Convention.

SECTION 4 - Affiliate Member Organizations

Members of Affiliate Member Organizations may attend but shall not be entitled to a vote.

SECTION 5 - National Garden Clubs, Inc. and Deep South Garden Clubs, Inc. Conventions

- a. Delegates and alternates to National Garden Clubs, Inc. and Deep South Garden Clubs, Inc. convention shall be nominated and elected by the FFGC Board of Directors, the number to be determined by the respective bodies.
- b. Names of eligible members may be submitted to the FFGC Board of Directors for consideration as nominees.
- c. Elections shall be by ballot and a plurality vote shall elect. If there are no more than the requisite number of nominees, election may be by voice.
- d. Vacancies in the delegation shall be filled as authorized by the President.

ARTICLE XII - EXECUTIVE COMMITTEE

SECTION 1 - The Executive Committee shall consist of the elected officers of FFGC, the Corresponding Secretary, the Chairman of the Headquarters and Endowment Trustees, and the Chairman of the Finance Committee. The Parliamentarian shall attend meetings of the Executive Committee as advisor.

SECTION 2 - It shall be the duty of the Executive Committee to transact business requiring immediate action either in session, by mail or by email and/or electronic means between meetings of the Board of Directors, and the Committee shall submit a full report at the next regular meeting of the Board of Directors.

SECTION 3 - The Executive Committee may approve such appropriations from the treasury, not provided in the budget and not to exceed one thousand dollars (\$1,000.00) as are urgently needed to carry on the work of FFGC.

SECTION 4 - Meetings of the Executive Committee shall be held at the call of the President or upon written request of three (3) committee members.

ARTICLE XIII - BOARD OF DIRECTORS

SECTION 1 - The Board of Directors shall consist of the officers of FFGC, Former Presidents of FFGC, District Directors, Chairman of the Headquarters and Endowment Trustees and appointed Board members.

SECTION 2 - The Board of Directors shall perform the specific duties outlined in these Bylaws and shall be empowered to transact any and all other business of FFGC and to control the affairs and funds of the corporation by the authority vested by the Charter.

SECTION 3 - Each Officer, District Director, Chairman of the Headquarters and Endowment Trustees and members of the Board of Directors shall:

- a. Submit a report at each meeting of the Board of Directors, and to the Annual Convention when requested by the President; and
- b. Transfer records to their successors or to the President prior to the post-convention meeting of the FFGC Board of Directors.

- c. Board members who are absent from two consecutive scheduled meetings without notifying the FFGC President; do not submit written reports; or do not respond to email or telephone contacts in a timely manner, may be removed from the Board of Directors by a majority vote of the Executive Committee. The FFGC President may appoint a replacement to complete the term of appointment with Board of Directors approval.

SECTION 4 - Regular meetings of the FFGC Board of Directors shall be held each **fall**, each **winter**, immediately preceding each annual convention, immediately following the annual convention in the odd-numbered year. Other meetings may be called by the President or at the request of ten (10) members of the Board.

SECTION 5 - In the event of a National/State Emergency, official business may be conducted invoking Florida Statute 617.0303 Emergency Powers. Meeting may be conducted with quorum present using video/audio conferencing or similar telecommunications invoking Florida Statute 617.0303 Emergency Powers. A quorum of the Board of Directors shall be one-half (1/2) of the members serving on the current Board of Directors.

ARTICLE XIV - HEADQUARTERS AND ENDOWMENT TRUSTEES

SECTION 1 - Membership

- a. The Headquarters and Endowment Trustees shall consist of nine (9) members, three (3) of whom shall be the President, the First Vice-President and the Treasurer of FFGC. A Chairman shall be elected by the Trustees and shall serve as a member of the Board of Directors and of the Executive Committee.
- b. Vacancies shall be filled by the President subject to the approval of the Board of Directors.

SECTION 2 - Eligibility

The remaining six members of the Headquarters and Endowment Trustees elected shall meet the following criteria:

- a. At least three (3) members to be currently serving on the FFGC Board of Directors and shall have served as elected Officers of FFGC excepting those currently serving on the Executive Committee.
- b. The remaining three (3) members shall be currently serving and have served at least two (2) years on the FFGC Board of Directors.
- c. Members of the Executive Committee not specifically noted in ARTICLE XIV, Section 1 Membership a., are not eligible to serve on the H&E Trustees. Members currently serving on the H&E Trustees and elected to serve as a member of the Executive Committee other than President, 1st Vice President and Treasurer of FFGC will not be eligible for re-election to the Headquarters and Endowment Trustees. PROVISIO: If adopted this Bylaw will become effective April 2023.

SECTION 3 - Elections

- a. Trustees shall be elected by the FFGC Board of Directors.
- b. A Nominating Committee of three (3) shall be selected at the Winter Meeting of the Board of Directors. The Chairman shall be appointed by the President and two (2) members shall be elected by the Board of Directors.
- c. The Nominating Committee shall submit one (1) nomination for each vacancy to be filled at the pre-convention meeting in the even-numbered year and the post-convention meeting in the election year of the Board of Directors at which time nominations may be made from the floor.
- d. Election shall be by ballot and a majority vote shall elect. If there is but one (1) nominee for each vacancy to be filled, election may be by voice.

SECTION 4 - Term of Office

- a. The President, the First Vice-President and the Treasurer of FFGC shall serve for the duration of their terms of office.
- b. The term of an elected Trustee shall be three (3) years.
- c. An elected Trustee may serve no more than two (2) consecutive terms.

SECTION 5 - Duties

- a. The Headquarters and Endowment Trustees shall be governed by a set of Rules and Regulations adopted by its members subject to the approval of the Board of Directors, a copy of which shall be available to each Board member.
- b. The President and the Trustees shall have general supervision over all affairs of Headquarters and the Headquarters and Endowment Fund, subject to the approval of the FFGC Board of Directors.

SECTION 6 - Honors and Funds

- a. The Honors listed below have been established to honor Garden Club members or others who have distinguished themselves in garden club work for FFGC. The minimum fee/contribution for each of these honors will be placed in the H&E Fund. Specific details of each honor are listed in the Standing Rules #4 HONORS. These Honors are Guardian of Gardening; Patron; Hall of Fame, Earth Steward and "Bricks Along the Garden Path".
- b. "Color Our Garden Fund" is a Headquarters and Endowment Fund established for the continued stewardship and care of the FFGC grounds at Headquarters. This is a budgeted item for FFGC supported by donations including Earth Steward contributions/fees.

ARTICLE XV - STRATEGIC PLANNING COMMITTEE

SECTION 1 - Membership

- a. The Strategic Planning Committee shall consist of nine (9) members. Three (3) members shall be the First Vice President, Second Vice President and Third Vice President of FFGC. Three (3) members to be serving on the current Board of Directors shall be appointed by the President with the approval of the Board of Directors.

Three (3) members serving on the current Board of Directors shall be elected by the Board of Directors with one (1) serving a two-year term and two (2) serving a three-year term. (The President serves by virtue of office on all committees except the Nominating Committee.)

- b. Vacancies shall be filled by the President subject to the approval of the Board of Directors.
- c. The chairman shall be elected within the Strategic Planning Committee. The FFGC President will not be eligible for chairmanship of the Strategic Planning Committee.

SECTION 2 - Eligibility

Elected and appointed members shall currently serve on the FFGC Board of Directors.

SECTION 3 - Election

The Chairman of the Strategic Planning Nominating Committee shall be appointed by the President at the Post Convention Board of Directors meeting in the odd numbered year. Two members to the Nominating Committee shall be elected at the Post Convention Board of Directors meeting in the odd numbered year. The Committee will report at the September Board of Directors meeting in the odd numbered year to elect the three At Large members to the Strategic Planning Committee. The election shall be by ballot and a majority vote shall elect. If there is but one (1) nominee for each vacancy to be filled, election may be by voice.

SECTION 4 - Term of Office

- a. The FFGC Officers shall serve for the duration of their terms of office.
- b. The term of one (1) elected member shall be two (2) years. The term of two (2) elected members shall be three (3) years.
- c. An elected member may serve no more than two (2) consecutive terms.

SECTION 5 - Duties

The Strategic Planning Committee duties would include consideration of issues to protect the future of FFG C and strengthen the corporation and other items as suggested by the President, Officers or FFGC Board of Directors. The Committee functions in an advisory capacity only. The Committee will report recommendations to the President who will then assign to the appropriate existing FFGC Committee for consideration.

ARTICLE XVI - BYLAWS AND STANDING RULES COMMITTEE

SECTION 1 - Membership

- a. The Bylaws Committee shall consist of seven (7) voting members: President, 1st Vice President, Chairman appointed by the President, two (2) members appointed by the President in consultation with the Chairman (one member who is a former FFGC President), and two (2) elected by the FFGC Board of Directors. The Parliamentarian will serve as a non-voting member.
- b. Vacancies shall be filled by the President subject to approval of the Board of Directors.

SECTION 2 - Eligibility

Members of the Bylaws Committee shall have served for four (4) immediate past consecutive years and currently serve on the FFGC Board of Directors.

SECTION 3 - Election

The Nominating Committee for the Bylaws Committee would be selected in the fall of the even numbered years (beginning September 2020). The Chairman shall be appointed by the President and two (2) members elected by the Board of Directors. Bylaws Committee members elected in winter of odd numbered year to begin serving at the Post Convention meeting of the odd numbered year. Elected members serve for a two-year term with an option for a second two-year term. (Committee members appointed do not have a term limit restriction.)

SECTION 4 - Procedure

All requests submitted to the Bylaws/Standing Rules Committee must be in writing and include date of request, rationale and be signed by the person/committee chairman making the request. (Standing Rule #29). Requests should be received not less than six (6) weeks prior to the next Board of Directors Meeting.

Notification of decision with rationale will be given to the person/committee chairman making the request when decision has been made. If approved within the Bylaws Committee, the Bylaws/Standing Rule will be presented to the Board of Directors for approval. Standing Rules may be amended or adopted by vote of the Board of Directors only. Bylaws submitted for adoption or amending shall adhere to ARTICLE XXIII.

SECTION 5 - Duties

The Bylaws Committee duties include but are not limited to:

- a. Immediately following the Winter Board of Directors meeting, all Bylaw changes to be addressed at the Annual Convention must be prepared and forwarded to *The Florida Gardener* Chairman for the Spring Issue. This is in accordance with ARTICLE XXIII, Amendments, Section 1.

- b. Immediately following the Annual Convention, a list of all Bylaws and Standing Rules adopted from one convention through the year to the next Annual Meeting are to be prepared and submitted:
 - (1) In the even number year to be published in the BOI Supplement; and
 - (2) In the odd number year (end of each administration) the Master Bylaws and Standing Rules need to be updated for publishing in the Book of Information.
- c. Immediately following the Annual Convention, the Master Bylaws and Standing Rules are updated on the website.

ARTICLE XVII - SEEK CONFERENCE
(Save the Earth's Environment through Knowledge)

The SEEK Conference is held annually at various locations throughout Florida for students entering Grades 10-12. The mission is to increase student environmental literacy through hands-on and field-based educational experiences, to inspire student interest and involvement in environmental conversation and protection, and to promote student development of environmental stewardship ethics as well as environmental career opportunities.

SECTION 1 - Structure

- a. The Chairman of SEEK shall be appointed by the FFGC President.
- b. A Vice Chairman shall be appointed by the FFGC President after consultation with the Chairman.
- c. The FFGC Treasurer may serve as the Treasurer of SEEK unless an Assistant Treasurer is appointed by the FFGC President for this purpose.
- d. The SEEK Chairman and SEEK Vice Chairman shall serve as members of the FFGC Board of Directors. Other SEEK committee members will not serve on the Board of Directors in that capacity but may serve on the FFGC Board of Directors in another capacity.
- e. All paid staff or those receiving stipend, shall be contracted annually with contracts signed by the FFGC President. All staff shall be fingerprinted and vetted by the Florida Department of Children and Families (DCF) Level II background check or equivalent.
- f. Volunteers shall be fingerprinted and vetted by a DCF Level II background check or equivalent.

SECTION 2 - Finances (as listed in FFGC Bylaws ARTICLE V, Section 4, Special Funds)

- a. The budget for the SEEK Conference shall be prepared and presented annually by the Chairman and Vice Chairman for approval by the Finance Committee in September, prior to being presented for approval by the FFGC Board of Directors at the Fall Board of Directors Meeting.
- b. The Operating Fund shall be maintained and all invoiced bills paid promptly by the Treasurer, SEEK Chairman or designate.
- c. All donations for Scholarships/Financial Aid to the general operating fund shall be acknowledged in writing and used for the purpose intended/indicated.
- d. Insurance will be required as deemed necessary for the protection of FFGC. The FFGC Insurance Chairman should be consulted.

SECTION 3 - Operations

- a. The Chairman shall be responsible for the planning and execution of all conference programs in accordance with established Policies and Procedures.
- b. The Chairman, Vice Chairman and Registrar shall be responsible for managing attendee registrations and scholarships.

ARTICLE XVIII - WEKIVA YOUTH CAMP

The Wekiva Youth Camp (WYC), held annually at Wekiwa Springs State Park, Apopka, FL shall be executed under the current 25-year formal Agreement (DEP Contract R2498, expiring 2047) with the Florida Department of Environmental Protection (DEP), Division of Parks and Recreation. The Purpose is *“a youth camp with major program emphasis on nature appreciation, preservation, and conservation, for the education and enjoyment of youth.”*

SECTION 1 - Structure

- a. The Chairman of the Wekiva Youth Camp (WYC) shall be appointed by the FFGC President. The Chairman shall be responsible for the planning and execution of all camp programs in accordance with established Policies and Procedures including Financial Aid decisions.
- b. WYC Vice Chairman and WYC Treasurer shall be appointed by the FFGC President after consultation with the Chairman. All other committee members will be appointed by the WYC Chairman.
- c. The FFGC Treasurer may also serve as the Treasurer of WYC unless an Assistant Treasurer is appointed by the FFGC President for this purpose.
- d. The WYC Chairman, WYC Vice Chairman and the WYC Treasurer shall serve as members of the FFGC Board of Directors. Other WYC Committee members will not serve on the Board of Directors in that capacity but may serve on the FFGC Board of Directors in another capacity.
- e. All paid staff shall be contracted annually and contracts signed by the FFGC President. All paid staff shall be fingerprinted and vetted by a Florida Department of Children and Families (DCF) Level II background check or equivalent.
- f. Volunteers, and others as deemed necessary, shall be fingerprinted and vetted by a DCF Level II background check or equivalent.

SECTION 2 - Finances (as listed in FFGC Bylaws Article V, Section 4, Special Funds)

- a. The annual budget for the Wekiva Youth Camp shall be prepared by the Chairman and WYC Treasurer (with input from committee) and presented for approval by the Finance Committee in September prior to being presented for approval by the Board of Directors at the Fall Board of Directors Meeting.
- b. The Operating Fund shall be maintained by the WYC Treasurer, and **all** invoiced bills paid promptly by the WYC Treasurer or designate.
- c. A Building and Maintenance (B&M) Fund shall be maintained by the WYC Treasurer and used for approved purchases related to FFGC fixed assets at camp. For purchases over three thousand dollars (\$3,000.00), three bids shall be obtained, and purchase approved by the FFGC Finance Committee.
- d. All donations for camperships/Financial Aid to the operating fund or to the B&M Fund shall be acknowledged in writing and used for the purpose intended/indicated.
- e. Insurance will be required as designated in the formal Agreement between FFGC and the DEP and as deemed necessary for the protection of FFGC.

SECTION 3 - Operations

- a. The Registrar shall be responsible for managing camper registration (credit cards and cash payments) and camper cabin assignments.
- b. Wekiva Volunteer Training (WVT) shall be held annually in February. Chairman for this training shall be appointed by the FFGC President.
- c. Program Coordinators shall be responsible to the WYC Chairman for program curriculum,

planning and execution.

ARTICLE XIX - COMMITTEES

SECTION 1 - Standing Committees

Standing Committees shall be established by the President or the Board of Directors as necessary to carry out the purposes of FFGC. These Committees shall conform, insofar as practicable, to those of the National Garden Clubs, Inc.

SECTION 2 - Special Committees

Special Committees may be appointed by the President.

SECTION 3 - Members of the Board of Directors

- a. The members of the Board of Directors, except the FFGC Nominating Committee Chairman, Headquarters and Endowment Trustees Chairman, and Strategic Planning Committee Chairman shall be appointed by the President at the beginning of each term subject to the approval of the Officers, District Directors and Former FFGC Presidents and Early Appointments to the Board of Directors. Subsequent appointments of Members to the Board of Directors shall be approved by the Board of Directors.
- b. The Chairman of each Committee shall attend all Board meetings and submit reports as directed.
- c. The Chairman of each Committee, except the Finance Committee, the Nominating Committee, Strategic Planning Committee, Bylaws and Standing Rules Committee and the Headquarters and Endowment Trustees, shall select the Committee members.
- d. Following the final report of a Special Committee Chairman, that chairman may continue to be a member of the Board of Directors in that capacity through convention of that year.

SECTION 4 - Committee Lists

The Corresponding Secretary shall maintain a list of all Standing and Special Committees.

ARTICLE XX - PUBLICATIONS

SECTION 1 - The official publications of FFGC shall be:

- a. *The Florida Gardener*
- b. *Book of Information*
- c. *Florida Flower Arrangement Calendar*; and
- d. *Florida Garden Club Manual*

SECTION 2 - Other official publications may be authorized by the Board of Directors as deemed necessary.

SECTION 3 - Guidelines for these publications shall be established by the Board of Directors.

ARTICLE XXI - DISTRICTS

SECTION 1 - Structure

- a. Districts shall be established with boundaries defined by the FFGC Board of Directors.
- b. All member Clubs within the designated boundaries shall comprise District membership.
- c. Each district shall be represented by a District Director who shall be a member of the Board of Directors.
- d. Transfer of a member Club from one District to another may be granted by the Board of Directors, provided such transfer is approved by the Directors of the respective Districts.

SECTION 2 - District Directors

- a. Each District Director shall:
 - (1) Coordinate and promote the purposes of FFGC;
 - (2) Appoint District Chairmen as deemed necessary; and

- (3) Preside at all District Meetings.
- b. Each District Director shall attend FFGC Board of Directors meetings; and
 - (1) Present a report of District activities;
 - (2) Organize Garden Clubs within the District and submit membership applications and resignations;
 - (3) Report Circles formed or disbanded within Garden Clubs organized on the Circle Plan; and
 - (4) Submit membership applications of Councils.

SECTION 3 - Elections

a. District Nominating Committee

- (1) A Nominating Committee of three (3) members shall be elected at the FALL District Meeting in odd-numbered years.
- (2) The Committee shall submit at the following SPRING District meeting (even numbered years) one (1) nominee, and an alternate for the FFGC Nominating Committee. The Committee shall submit at the following FALL District Meeting (even numbered years) one (1) nominee for the office of District Director.
- (3) Nominations may be made from the floor.
- (4) Elections shall be by ballot and a majority vote shall elect. If there is only one (1) nominee for an office, the vote may be by voice.

b. District Directors

- (1) A District Director shall be elected in each District at the FALL District Meeting in even-numbered years.
- (2) Any District Club member shall be eligible for the office of District Director.
- (3) The term of office shall be for two (2) years and shall begin at the close of the convention following election.
- (4) A director shall be ineligible for two (2) consecutive terms.
- (5) Vacancies shall be filled by the President subject to the approval of the Board of Directors.

c. FFGC Nominating Committee Member

- (1) One (1) member of the FFGC Nominating Committee and one (1) alternate shall be elected in each District at the SPRING District Meeting in even-numbered years.
- (2) To serve as a member or alternate, the nominee shall have served at least two (2) years on the FFGC Board of Directors within the last four (4) years immediately preceding the election.
- (3) In the event the elected member or alternate cannot attend the scheduled meetings of the Nominating Committee, the Director or Assistant Director of that District shall represent their District as the voting member.

SECTION 4 - Meetings

- a. At least two (2) District meetings shall be held annually, one (1) in the spring and one (1) in the fall, the places and dates to be determined by the President and the District Director.
- b. The number of delegates and alternates to District meetings shall be the same as for the Annual Convention as prescribed in ARTICLE XI, Representation.
- c. Additional delegates at District meetings shall include the District Director, the Assistant Director(s), each District Officer, each District Chairman, each former District Director, and each member of the FFGC Board of Directors living within the District.
- d. The names of all delegates and alternates shall be registered ten (10) days prior to each

district meeting.

- e. A delegate shall be entitled to one (1) vote.
- f. In the event of a National/State Emergency, an Electronic/Telephone meeting may be scheduled to conduct necessary business of the District. The protocol for this meeting is developed by the District using the Bylaws/Standing Rules of the District and guidelines of Standing Rules #24 and #25. Two consecutive meetings of a District may not be cancelled.

ARTICLE XXII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of FFGC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and Standing Rules.

ARTICLE XXIII - AMENDMENTS

SECTION 1 - These bylaws may be amended at any FFGC Convention by a two-thirds (2/3) vote of the delegates present and voting, provided the proposed amendments shall have been presented in writing to the Board of Directors for approval, and a copy of the approved amendments shall have been sent to each member Club at least four (4) weeks prior to convention.

SECTION 2 - Without the prescribed notice, these Bylaws may be amended at any annual convention by unanimous vote.

SECTION 3 - In the event of National/State Emergency, the Bylaws may be amended invoking The Florida Statutes 617.0207 Emergency Bylaws and 617.0303 Emergency Powers. Bylaws approved invoking the Florida Statutes will be in effect until the termination of the emergency. The Bylaws approved during the time of the National/State Emergency must stand adoption by the delegates at the next FFGC Annual Convention.

SECTION 4 - These Bylaws may be revised only upon the authority of the convention body.

Revised May 1, 1980	Amended April 21, 2001
Amended April 28, 1983	Amended April 17, 2002
Amended April 23, 1986	Amended April 30, 2003
Amended April 29, 1987	Amended April 30, 2005
Amended April 20, 1988	Amended May 2012
Amended April 18, 1989	Amended April 2013
Amended April 18, 1991	Amended April 2015
Amended April 29, 1992	Amended April 2016
Amended April 6, 1993	Amended April 2018
Amended April 27, 1994	Amended April 2019
Amended April 17-18, 1996	Amended April 2020 (Convention cancelled due to Covid 19.)
Amended April 16, 1997	Amended April 2021
Amended April 21, 1999	Amended April 2022
Amended April 25, 2000	

FLORIDA FEDERATION OF GARDEN CLUBS, INC.
STANDING RULES

1. FEDERATION

- a. The name of the Florida Federation of Garden Clubs, Inc., may be used to endorse any product, lecture, tour or organization only when authorized by the Board of Directors.
- b. The word "Federation" shall not be a part of the name of any other Garden Club or Circle after June 21, 1985.
- c. The official emblem of FFGC may be used for non-commercial purposes by any member group.
- d. The mailing list of FFGC members may be made available for purposes of advertising and soliciting only when authorized by the Board of Directors.

2. FUNDS

- a. The expenditure of FFGC funds by any member shall be subject to approval of the President and the Board of Directors. All bills shall be submitted for approval by December 31 or the monies may be forfeited.
- b. Chairmen of committees involved in income producing activities shall submit tentative budgets to the Finance Committee for review no less than four (4) months prior to the activity. Requests may be submitted by those committees requiring monetary advances after such review.
- c. Chairmen of committees handling funds shall make detailed financial statements to the Finance Committee within six (6) weeks after the activity. Final fiscal reports shall be made to the Finance Committee prior to December 31. Monies remaining in any committee fund except FFGC Wekiva Youth Camp and FFGC SEEK Youth Conference shall be transferred to the appropriate fund prior to December 31.
- d. The official membership roll shall be maintained at Headquarters. A duplicate roll shall be preserved at a location determined to be secure.
- e. An FFGC Contingency Fund of approximately 10% of annually collected member dues will be established and maintained.

3. FELLOWSHIPS AND SCHOLARSHIPS

- a. Scholarships established shall be subject to approval by the Board of Directors.
- b. All checks for fellowships or scholarships awarded by FFGC shall be made payable to the university, college or organization concerned, with the stipulation that if the recipient fails to matriculate, withdraws or is dismissed, the unused funds, or any portion thereof, shall be returned within thirty (30) days.
- c. Interest accrued during the current year in the Fellowship/Scholarship Fund shall be included in the budget of the succeeding year.
- d. Scholarship funds shall be available for awards to equal 5% of the average value, as of 5/31, of the past three years' Scholarship Funds.

4. HONORS

a. GUARDIAN OF GARDENING

Guardian of Gardening is a high honor given by a club, circle, district, council, or an individual to a garden club member in recognition of outstanding and distinguished service to the mission of the Florida Federation of Garden Clubs, Inc. With the minimum contribution/fee of fifteen hundred dollars (\$1,500.00) the name of the

guardian is engraved on a 3” by 11” Bronze plaque permanently installed on the brick Guardian Wall at FFGC Headquarters. Complete the Guardian of Gardening form and send with a check for fifteen hundred dollars (\$1,500.00) to FFGC Headquarters for the H&E Fund. The form will be forwarded to the H&E Chairman. For information or questions, contact the H&E chairman.

b. PATRON

Patron is an honor given by a club, circle, district, council or an individual to a garden club member in recognition of dedicated service to the mission of the Florida Federation of Garden Clubs, Inc. With the minimum contribution/fee of five hundred dollars (\$500.00) the patron’s name is engraved on a Brass plate and mounted on the Patron’s Plaque at FFGC Headquarters. Please complete the Patron form and send with a check for five hundred dollars (\$500.00) to FFGC Headquarters for the H&E Fund. The form will be forwarded to the H&E Chairman. For information or questions, contact the H&E Chairman.

c. HALL OF FAME

The Hall of Fame is awarded to an individual who has made a special contribution to their club, community, or a particular phase of garden club work. It may be requested by FFGC Garden Clubs, Districts, Board of Directors, or other groups affiliated with FFGC. The FFGC President may choose, during their term of office, to award the Hall of Fame of Fame to individuals who have made a special contribution to the administration. The Hall of Fame application form must be completed and signed by no less than two club or circle officers (as the case may be) and received by the Chairman no less than four weeks prior to the presentation date. The minimum contribution/fee is one hundred dollars (\$100.00) made payable to FFGC. The recipient is presented with a certificate and pin. Recognition will be presented at the appropriate place.

d. EARTH STEWARD

An Earth Steward is one who has been recognized for outstanding efforts in the Stewardship of our natural resources in the field of gardening, landscape design, education or legislation. The Earth Steward application form must be completed and sent to the Chairman by an individual, a club or a circle. The minimum contribution/fee is one hundred dollars (\$100.00) and goes to the Color Our Garden Fund, a part of the Headquarters and Endowment budget for the continued stewardship and care of the grounds at FFGC Headquarters. The recipient is presented with a certificate and pin.

Recognition will be presented at the appropriate place.

e. BRICKS ALONG THE GARDEN PATH

Bricks are available for purchase to honor individuals, clubs, programs, special occasions, years of service, etc. Each brick is placed along one of the garden paths at FFGC Headquarters. Form is to be completed including the inscription. The minimum contribution/fee is fifty dollars (\$50.00) to be placed in the H&E Fund.

f. PILLAR OF PRIDE

This honor was established to provide special recognition for members of pride, purpose and productivity in garden club work. The Pillar of Pride application must be completed and returned with the minimum contribution/fee of one hundred dollars (\$100.00) to the Chairman. Honorees are presented with a certificate and pin. Recognition will be presented at the appropriate place.

g. FFGC LIFE MEMBERSHIP

This recognition was established for individuals of an FFGC garden club. This can be given by a club, circle, district, council or an individual may honor themselves or another person with an FFGC Life Membership. A Life Member no longer pays FFGC yearly dues. Life Members receive the Florida Gardener for life. The honoree is awarded a certificate, a pin and life membership card. The minimum contribution/fee is three hundred dollars (\$300.00). Recognition will be presented at the appropriate place.

h. DEEP SOUTH LIFE MEMBERSHIP

This recognition was established for individuals, residing in the Deep South region. The fee for the Deep South Life Membership helps to fund Deep South Scholarship Fund. The honoree receives a certificate and pin. Application form is to be completed and returned with a minimum contribution/fee of fifty dollars (\$50.00).

i. NATIONAL GARDEN CLUB LIFE MEMBERSHIP

This recognition honors a member or non-member with an expression of gratitude for their dedication to the aims and ideals of NGC. Funds collected are evenly divided between the Scholarship Fund and the Permanent Home and Endowment Fund. Honoree receives a membership card and lifetime subscription to The National Gardener. Application is to be completed and returned with a minimum contribution/fee of two hundred dollars (\$200.00).

5. CONVENTIONS AND MEETINGS OF THE BOARD OF DIRECTORS

- a. FFGC Convention contracts are considered and may be executed five (5) years in advance.
- b. Net income from FFGC conventions and their attendant activities shall be shared equally by FFGC and by the hosting group. Any deficit shall be assumed by FFGC.
- c. In the event of a national emergency, a convention or a meeting of the Board of Directors may be canceled by the President in concurrence with the Vice-Presidents.
- d. The FFGC portion of net income from Deep South Garden Clubs, Inc. Conventions shall be shared equally by FFGC and by the hosting group. Any deficit shall be assumed by FFGC.

6. FFGC/NGC EDUCATIONAL ACTIVITIES

a. Environmental Schools

- (1) Net income shall be shared equally by FFGC, Tri-Council and the hosting group.
- (2) Any deficit shall be assumed equally by FFGC and Tri-Council.

b. Gardening Schools

- (1) Net income shall be shared equally by FFGC, Tri-Council and the hosting group.
- (2) Any deficit shall be assumed equally by FFGC and Tri-Council.

c. Landscape Design Schools

- (1) Net income shall be shared equally by FFGC, Tri-Council and the hosting group.
- (2) Any deficit shall be assumed equally by FFGC and Tri-Council.

d. FLOWER SHOW SCHOOLS

- (1) Net income after completion of a series from Flower Show Schools shall be shared equally by FFGC, FFSJ and the hosting group.
- (2) Any deficit shall be shared equally by FFGC and FFSJ.

- e. **FLOWER SHOW SCHOOL SYMPOSIA**
 - (1) Net income from Flower Show School Symposia shall be shared equally by FFGC, FFSJ and by hosting group.
 - (2) Any deficit shall be assumed equally by FFGC and FFSJ.
 - f. **FFGC BIENNIAL STATE FLOWER SHOW**
 - (1) FFGC Biennial State Flower Show shall be limited to one (1) during each administration.
 - (2) Net income from FFGC Flower Shows shall be shared equally by FFGC and by hosting group. Any deficit shall be assumed equally by FFGC and the hosting group.
 - g. **LEGISLATIVE DAY EVENT**
 - (1) Net income from Legislative Day Event shall be shared equally by FFGC and by the hosting group.
 - (2) Any deficit shall be assumed equally by FFGC and the hosting group.
 - h. **UF/FFGC SHORT COURSE**
 - (1) Net income from UF/FFGC Short Course shall be shared equally by FFGC and by the hosting group.
 - (2) Any deficit shall be assumed equally by FFGC and the hosting group.
 - i. **TROPICAL SHORT COURSE**
 - (1) Net income from Tropical Short Course shall be shared equally by FFGC and the hosting group.
 - (2) Any deficit shall be assumed equally by FFGC and the hosting group.
 - j. **SHORT COURSE NORTH**
 - (1) Net income from Short Course North shall be shared equally by FFGC and by the hosting group.
 - (2) Any deficit shall be assumed equally by FFGC and by the hosting group.
7. **RECORDS RETENTION (PAPER and ELECTRONIC):**
- a. All awards won by FFGC, with the exception of National Garden Clubs Awards (see current awards on the FFGC website).
 - b. Electronic copy of records will be maintained as designated by the Executive Committee. These may be stored on FFGC Good Drive or other approved method. No records may be destroyed without making certain required information is safely stored and available if requested.
 - c. Expense for required records shall be expense of FFGC with Finance Committee approval.
 - d. Copies/originals of all FFGC publications, including books or pamphlets written by FFGC members are the property of FFGC and will be electronically retained at Headquarters.
 - e. The history of FFGC shall be electronically retained at Headquarters.
 - f. The FFGC Treasurer shall annually review the IRS requirements, regarding the retention of records. Any needed changes to the Standing Rules shall immediately be forwarded to the FFGC President, the Chairman of H&E Committee, the Chairman of the Bylaws Committee, the Chairman of the Finance Committee, the Chairman of Strategic Planning Committee, the Chairman of Wekiva Youth Camp, the Chairman of SEEK and the Office Coordinator. Member of the Board of Directors, staff and volunteers shall adhere to this Standing Rule.

g. Permanent Records:

1. Governance records, including the Charter, Amendments to the Charter, the Bylaws, Amendments to the Bylaws and other organizational documents.
2. Board and Committee records, including Minutes and documents presented and acted upon during meetings of the Board of Directors, Bylaws Committee, Finance Committee, Strategic Planning Committee, Headquarters & Endowment Committee, Wekiva Youth Camp Committee and SEEK Committee.
3. Tax records, including all tax returns both Federal and State.
4. The IRS Letter of Determination and all correspondence related to it.
5. Intellectual Property Records, including copyright and trademark registrations.
6. Financial Records, consisting of fiscal year-end financial statements, audits, property records and depreciation schedules.
7. Legal Documents including liability letters.

h. The following records shall be maintained for seven (7) years:

1. All other financial records and supporting documentation, including Contracts, Licenses, the Annual Convention Financial Records and FFGC State Biennial Flower Show Financial Records.
2. Employee/Employment records for terminated employees, including applications, evaluations, compensation, Worker's Compensation Claims and W 4s.

i. General Correspondence shall be maintained for two (2) years.

8. BOOK OF INFORMATION

Information required for the Book of Information shall be sent to FFGC Headquarters by each Club before May 1 each year. *Books of Information* shall be distributed as follows:

- a. Two (2) copies to each District Director, one of which shall be retained in the District files.
- b. One (1) copy to each Club (for the President) and one (1) copy for each Circle.
- c. One (1) copy to each member of the Board of Directors.
- d. Six (6) copies shall remain in the files for the use of the succeeding *Book of Information* Chairman.

9. THE FLORIDA GARDENER

- a. Each Club shall be responsible for maintaining a current membership list and shall notify the FFGC Office Manager promptly of changes of names, address, zip codes, members added and members dropped. Members shall receive *The Florida Gardener* with legally married couple receiving one copy.
- b. The FFGC Life Membership Chairman shall furnish the FFGC Headquarters the name, address, zip code, and the name of the member's Club (and Circle), if any, for each addition or deletion.
- c. Each affiliate member organization shall receive *The Florida Gardener*.
- d. Each College/Vocational-Technical School Garden Club shall receive *The Florida Gardener*.
- e. The names of FFGC officers and committee chairmen may be published in *The Florida Gardener* in the election year. The theme and the message of the incoming President and the message of the retiring President may also be published in an issue.

10. FLORIDA FLOWER ARRANGEMENT CALENDAR

- a. Designs selected from flower shows may appear in local news media prior to

being published in the *Florida Flower Arrangement Calendar*.

- b. Designs having appeared in books, magazines, or other state or national calendars shall not be accepted for the *Florida Flower Arrangement Calendar*.
- c. FFGC Calendars are protected by copyright. The transparencies are the property of FFGC and may be reproduced only with the consent of FFGC.

11. OTHER PRINTED MATERIALS/PUBLICATIONS

Any printed material or publication produced by an appointed chairman or approved by the President in any other area shall be property of FFGC and may be copyrighted by FFGC.

12. FLORIDA FLOWER SHOW JUDGES

The President of the Florida Flower Show Judges shall serve as a chairman on the Board of Directors acting as liaison between FFGC and the Council.

13. TRI-COUNCIL OF FFGC

The TRI-COUNCIL OF FFGC organization is comprised of members provisional and/or accredited as a Consultant by National Garden Clubs, in one or more of the following: Environmental, Gardening and Landscape Design.

The President of the Tri-Council of FFGC shall serve as a chairman on the Board of Directors acting as liaison between FFGC and the Tri-Council.

14. PROTECTED PLANTS

Plants, or any part thereof, on the Endangered and Threatened Plants List of the State of Florida may be used in artistic and horticulture divisions of flower shows, provided they are obtained in a lawful manner.

15. ENDORSEMENTS FOR FFGC OFFICERS

- a. A person seeking FFGC office shall be endorsed by a club or circle by **October 30** of even numbered years. This Letter of Endorsement (one page only) shall be received by the Chairman of the FFGC Nominating Committee by **November 15**, even numbered year. A District may **NOT** endorse a candidate.
- b. Three Letters of Recommendations (one page only) stating specific reasons for recommendation of candidate to position sought shall be forwarded to the Chairman of the FFGC Nominating Committee by **November 15**, even numbered year. Former FFGC Presidents and current FFGC President may **NOT** write Letters of Recommendation.
- c. Each candidate will submit an FFGC Resume Form showing qualifications for the office being sought, support of family, background and other experience relevant to position. The Resume Form (pdf file) may be downloaded from the FFGC website.
- d. The Chairman of the Nominating Committee will send the Letter of Endorsement and three (3) Letters of Recommendation to the FFGC Nominating Committee members along with the candidate's resume, including a photograph of potential candidate, no later than 10 days before the FFGC Nominating Committee convenes. Only original Letter of Endorsement a Letters of Recommendation containing specific qualifications of any endorsed candidate will be considered by the Nominating Committee. Letters are each limited to one page.
- e. A person seeking FFGC office shall be contacted by the Chairman of the FFGC Nominating Committee or someone designated by the Chairman as to Committee decision.

- f. Information specific to Nominations/Elections is published in the Elections Manual. The Manual is maintained by the FFGC Nominating Committee Chairman and will be used for the nominating committee process and procedures.

The Resume Form (pdf) file may be downloaded from the FFGC website.

16. FFGC PRESIDENT'S PIN

The FFGC President's Pin, donated by Henry Chillias in memory of Frances Chillias, shall be presented at the installation ceremony by the retiring President. The immediate past president representing the FFGC at the National Convention shall wear the President's Pin.

17. FFGC VICE-PRESIDENT'S PIN

The gold and diamond pin donated by Mrs. Charles H. Blanchard shall be presented to the First Vice-President when the President is installed.

18. LORNA GRIFFIN PIN

The National Council Director's Pin worn by Mrs. Harry (Lorna) Griffin is the property of FFGC and may be worn by the President.

19. ADVISORY COUNCIL

An Advisory Council shall be composed of FFGC Former Presidents. The Advisory. The Advisory Council shall meet at the Fall and Winter Meetings of the FFGC Board of Directors.

20. PRECIOUS METALS STATUS

- a. A club having a minimum of thirty years membership may apply to FFGC through the District Director for one or more of the following designations: 30 years - silver; 40 years - gold; 50 years - platinum; 60 years - ruby; 70 years - emerald; 75 years – diamond, 80 years - double diamond, 85 years - yellow diamond; 90 years - pink diamond.
- b. Precious Metal Certificates for circles will be awarded at club level.

21. AWARDS

- a. Awards having no activity for four (4) successive years will be discontinued after the close of an administration.
- b. Donors whose payments are delinquent after the close of an administration may be replaced by the Awards Chairman.

23. POLICIES OF FFGC, INC.

FFGC is committed to incorporating the values of Diversity, Equity and Inclusion in the governance and operation of this corporation.

a. NON-DISCRIMINATION POLICY

It shall be the policy of the Florida Federation of Garden Clubs, Inc. to provide equal membership/employment/service opportunities to all eligible persons and to administer personnel policies and practices in accordance with all applicable laws. We do not discriminate on the basis of race, ancestry, creed, religion, color, personal appearance, national origin, citizenship, age, sex, sexual orientation, marital status, parental status, family responsibilities, the presence of any sensory, physical or mental disability, intellectual disability, learning disability, matriculation, membership in any labor organization, lawful source of income, political affiliation, or political ideology.

- b. **ANTI-HARASSMENT POLICY** - Florida Federation of Garden Clubs, Inc. committed to maintaining an environment that is free of harassment. Accordingly,

the Florida Federation of Garden Clubs, Inc. will not tolerate harassment of any of our members, employees or others present at our facilities or events by anyone, including any supervisor, co-worker, vendor, client or customer of Florida Federation of Garden Clubs, Inc.

HARASSMENT

Harassment consists of unwelcome or unwanted conduct, whether verbal, physical or visual, that is based upon a person's protected status. Examples of unlawful harassment include words, gestures, stories, jokes or nicknames that are derogatory, demeaning or insulting to a person based upon his or her race, national origin, sex, disability, age, religion or other protected attribute.

Sexual harassment deserves special mention. Sexual harassment consists of: unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment/membership, (2) submission to or rejection of such conduct by an individual is used as the basis for employment/membership decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile or offensive work environment.

Examples of sexual harassment may include, but are not limited to the following conduct by any employee/member, whether male or female: Unwanted sexual advances or propositions, offering employment/membership benefits in exchange for sexual favors, making or threatening reprisals after a negative response to sexual advances, sexual innuendo, suggestive comments, sexually oriented "kidding" or "teasing", jokes about gender-specific traits, making sexual gestures or comments, displaying sexually suggestive objects, pictures, cartoons or postures, impeding or blocking another's movement, physical contact, such as patting, pinching, or brushing against another's body, and continued requests for a date after rejection.

- c. **WHISTLE BLOWER POLICY** - Florida Federation of Garden Clubs, Inc. is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers or members. This policy outlines a procedure for members to report actions that a member reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to Florida Federation of Garden Club's business and does not relate to private acts of any individual not connected to the business of Florida Federation of Garden Clubs.

If a member has a reasonable belief that a member has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the member is expected to immediately report such information to the Board President. If the member does not feel comfortable reporting the information to the Board President, he or she is expected to report the information to the First Vice President. All reports will be followed up promptly, and an investigation conducted, in conducting its investigations, Florida Federation of Garden Clubs will strive to keep the identity of the complaining individual

as confidential as possible, while conducting an adequate review and investigation. Florida Federation of Garden Clubs may take disciplinary action (up to and including termination of membership) against a member who in the Board's assessment has engaged in retaliatory conduct in violation of this policy.

Board members will be trained on this policy and Florida Federation of Garden Clubs' prohibition against retaliation in accordance with this policy.

All FFGC Policies are on file at Headquarters.

24. FFGC E-MAIL VOTING GUIDELINES

- a. Committees are permitted to conduct business by electronic device.
- b. The FFGC President or Chairman of the appropriate committee shall present action to be approved in the form of a motion and send this motion to each member of the voting body by electronic device. (Those who are entitled to be present, but not vote at the committee meetings shall be copied on the electronic message.) The President/Chairman shall request confirmation of receipt.
- c. Justification for e-poll as well as rationale for motion shall be included.
- d. Email address of Secretary where votes are to be returned shall be included as well as the time and date vote must be received. Time period may vary from committee to committee/situation to situation. This shall be determined by the individual President/Chairman.
- e. Debate and comments, either positive or negative, may be made by any voting member or person entitled to be present at a committee meeting and should be sent to all members of that committee. If requested by a committee member, the item will be placed for discussion on the agenda of the next scheduled meeting.
- f. The President/Chairman may vote on the motion with other committee members.
- g. Changes to an individual vote may be made up until the time that the President or Chairman declares that the motion has been adopted/defeated.
- h. A majority vote of the entire committee shall adopt a motion. A motion will be considered adopted whenever a majority vote of the entire committee has been reached, even if it is before the end of the specified time period.
- i. The FFGC Recording Secretary/appointed committee Secretary shall compile the vote and immediately notify the President/Chairman when a majority vote of the entire committee has been reached.
- j. At the end of the voting period, the FFGC Secretary shall send a Teller's Report to the FFGC President/Chairman that will include:
 - (1) Record of those sent the motion (including those copied);
 - (2) Date and time the motion was sent and the polls were open;
 - (3) Number of votes needed for approval;
 - (4) Number of votes cast;
 - (5) Number in favor; and
 - (6) Number opposed.
- k. Upon request by any committee member, a roll call of the voting will be made available by the FFGC Secretary/Committee Secretary.
- l. The President/Committee Chairman will immediately declare the result of the vote to all members of the appropriate Committee by electronic device when notified by the Secretary that a majority has been reached. The Secretary will then send out the Teller's

Report at the end of the specified time period of voting.

- m. The motion, Tellers Report and the result of the vote shall be ratified and recorded in the Minutes of the next meeting of the appropriate committee.

25. FFGC GUIDELINES FOR ELECTRONIC/TELEPHONE MEETINGS

In the event of a declared Emergency of Health or Natural Disaster, the FFGC President or Committee Chairman may call an Electronic/Telephone Conference meeting for the sole purpose of conducting necessary business that requires immediate action. Many free services are available with telephone and/or video conferencing for this purpose.

The following rules would apply:

- a. **CONNECTION INFORMATION:** The Corresponding or Recording Secretary shall be sent at least one day prior to the meeting, an email invitation including all information for members to connect to the telephone/video conference. If there is sufficient time, advance notice of the meeting will be sent. Notice is required for all persons eligible to be present at the meeting. Contact may be by phone, email or written notice.
- b. **CALL IN TIME:** On behalf of the group meeting, the Committee Chairman/Host shall schedule a telephone/video conference call, using a free service, to begin with sufficient time for all attendees to sign in prior to the start of the conference meeting. Any charges incurred are the responsibility of the group.
- c. **ARRIVAL & DEPARTURE ANNOUNCEMENT:** Members shall announce themselves when joining the conference. Members leaving conference prior to adjournment are noted on screen. Arrival and Departure Announcement should not interrupt a speaker.
- d. **QUORUM CALLS:** The presence of a quorum shall be established by Roll Call at the beginning of a meeting. Any persons not named by the Recording Secretary shall immediately identify themselves and reason for participating in the conference meeting. The quorum established must be present for all votes taken and recorded. The early departure of delegates will reflect in the quorum required for voting.
- e. **OBTAINING THE FLOOR:** To seek recognition by the Chair, a member shall address the Chair with his or her name. (Additional information requested for identifying speaker may be established such as chairmanship, status, etc.).
- f. **MOTIONS SUBMITTED:** Written motions may be submitted prior to the meeting to the person presiding at the meeting. The presiding member will designate a committee member to forward all pre-submitted motions by email to all members in advance of the meeting. Motions may be submitted orally at the meeting with person stating their name and other identifying information as required.
- g. **VOTING METHODS:** All votes shall be taken by roll call. Unless a fully recorded roll-call vote is required/requested, only the number of votes on each side and the number of members present but not voting shall be entered in the Minutes. Business may be conducted by unanimous consent. A “show of hands” or similar icon on meeting platform may be utilized unless a roll-call vote is required.
- h. **RECORDING OF MINUTES:** The Minutes of the electronic meeting shall be available for approval at the next called meeting. These Minutes will be a part of the permanent records. The meeting will be recorded by the Host.

26. DEEP SOUTH REGIONAL DIRECTOR & ALTERNATE REGIONAL DIRECTOR

a. Eligibility for the office of Regional Director and for the office of Alternate Regional Director (per NGC Bylaws):

- (1) Have served as President of FFGC for a minimum of two (2) years. In the event FFGC does not have a Nominee who has served a minimum of two (2) years as President of FFGC and is willing to serve, the current President becomes eligible for nomination.
- (2) Reside within the state of Florida.
- (3) Have attended two (2) of the three (3) previous Deep South Regional Conventions at time of election.
- (4) Have attended a minimum of two (2) NGC Conventions and may include the NGC convention at which they are installed.
- (5) Have the endorsement of the governing board of FFGC, signed by FFGC President.

b. Election, Installation and Term of Office:

- (1) The offices of Deep South Regional Director and Deep South Alternate Regional Director shall be permanently rotated among the Deep South Region states as follows: Louisiana, Georgia, Florida, Mississippi, Tennessee and Alabama. Should FFGC fail to submit candidates for the offices of Regional Director and Alternate Regional Director, it shall yield the right of the offices to the next designated state and not be entitled to the offices again until its designated turn in rotation. (per Deep South Bylaws).
- (2) The Deep South Director shall be elected for a two-year term by the governing board of that Regional Director's State Garden Club in session during the even-numbered year prior to assuming office. (per NGC Bylaws).
- (3) The incoming Regional Director will be installed at the NGC Convention in the odd numbered year following their election in the previous year.
- (4) The Regional Director & Alternate Regional Director shall assume duties of office for a two-year term at the close of the NGC Convention in the odd numbered year.
- (5) In the event of a vacancy in the office of Regional Director, the Alternate Regional Director shall become Regional Director.

c. Nomination and Election Procedures to be followed upon Florida's turn in the rotation list:

- (1) At the direction of the FFGC President, the Corresponding Secretary shall send letters of solicitations to Eligible FFGC members including:
 - (a) Listing of qualifications; and
 - (b) Request for response letter of interest to serve by March 1st that includes a list of qualifications and background information.
- (2) A listing of Candidates will be published in the CALL for Pre-Convention Meeting in the even numbered year.
- (3) At the Pre-Convention meeting in the even numbered year, two (2) separate elections will be held for the Deep South Regional Director and Deep South Alternate Regional Director.
- (4) Following the election, the President shall send the name of those elected to NGC.

27. MEMORIALS/EULOGIES POLICIES

- a.** Due to space limitation, eulogies or memorials printed in *The Florida Gardener*

magazine shall be limited to former National Presidents; former FFGC Presidents; former FFGC Officers and current FFGC Board members, who have given a number of years of devoted service; or, to people who have been special benefactors to FFGC. The FFGC Executive Committee is responsible to decide those persons for inclusion.

- b. A memorial of twenty-five dollars (\$25.00) shall be given in the name of FFGC, Inc. to a chosen FFGC project in the event of the death of an active FFGC Board member.
- c. Pillar of Pride will be presented as a memorial to the family of deceased FFGC Presidents.

28. GIFT ACCEPTANCE POLICY

- a. The Florida Federation of Garden Clubs, Inc. (FFGC) solicits and accepts gifts for purposes that will further and fulfill its mission. FFGC urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning. This Agreement is subject to the organization's authority to vary the terms of the gift as stated in ARTICLE V, Section 4, b. of the organization's Bylaws. The Organization shall attempt to notify the donor of any decision made to exercise Variance Power.
- b. Gifts from non FFGC sources, with a value of fifty dollars (\$50.00) or more, presented to a member of the FFGC Board of Directors, when representing FFGC, become the property of FFGC and must be disclosed in writing to the Finance Committee. This would not include amenities associated with FFGC events such as Flower Show participation at EPCOT for participants as designer or host/hostess.
- c. Hotel/Air/Car/Van Rental points, accrued by the FFGC President during said administration, are the property of FFGC and are to be transferred to the incoming President at the beginning of each administration.
- d. The Board of Directors reserves the privilege to accept or reject gifts to FFGC.

29. REQUEST TO BYLAWS COMMITTEE

Requests to Bylaws Committee for consideration must be made in writing and include date of request, reason and signed by person/committee making request. This will be kept as permanent file with Minutes and indicate if action is taken.

30. CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy of the Florida Federation of Garden Clubs, Inc.: (1) defines conflict of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

- a. **Definition of Conflicts of Interest** - A conflict of interest arises when a person in position of authority over the Organization may benefit **financially** from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
- b. **Persons of Authority** - Only one family (defined as parent, child, sibling, spouse) may serve as an FFGC Officer during the same period of time. Effective with term of office beginning April 2019.
- c. **Individuals Covered** - Persons covered by this policy are the Organization's Officers, Board of Directors and employed office staff.
- d. **Facilitation of Disclosure** - Persons covered by this policy will annually disclose or

update their interests that could give rise to conflicts of interest (such as list of family members, substantial business or investment holdings and other transactions or affiliations with businesses and other organizations or those of family members. This disclosure should be in writing to the FFGC President: Headquarters & Endowment Chairman and Chairman of the Finance Committee. In the solicitation of bids, it is mandatory that any relationships to those persons/companies submitting bids be disclosed.

- e. **Procedures to Manage Conflicts** - Interests disclosed to the FFGC President; Headquarters & Endowment Chairman and Chairman of Finance Committee will be reviewed and a determination made whether to (a) take no action; (b) **assure** full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse oneself from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from the position in the Organization or, if the person refuses to resign, become subject to possible removal. The Organization's President, Chairman of Headquarters & Endowment and Chairman of the Finance Committee will monitor proposed or ongoing transactions for conflicts of interest.

31. TRANSFER OF CONVENTION HOTEL POINTS EACH ADMINISTRATION

The hotel points accrued each administration from the annual conventions shall be transferred from administration to administration. It is the responsibility of the Incumbent President to alert the President-Elect in October (even year) prior to installation that hotel accounts need to be established to receive hotel points for use by the incoming administration for tour use. The account numbers of both parties will be kept at Headquarters along with the passwords for each account. Passwords should include some identification form of name and term years.

Revised: 2016; 2017; Revised 2018; Revised 2019; Revised 2021; Revised 2022-Sept