

Beltsville Garden Club, Inc.

Bylaws

Article 1 — Name

The name of the Corporation as set forth in the Articles of Incorporation is **Beltsville Garden Club, Inc.** Informally, the organization is often referred to as “BGC.” Within these Bylaws, the Corporation shall be referred to as BGC.

Article 2 — Purposes

As stated in the Articles of Incorporation, BGC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3 — Mission

As stated in the Articles of Incorporation, the mission of BGC is to promote gardening interests of its members, increase their knowledge of horticulture, and add to their enjoyment of horticulture.

Article 4 — Principal Office of the Corporation

The principal office of the Corporation shall be maintained at an address designated by the Board of Directors.

Article 5 — Membership

Section A. Any person may become a member of this club upon payment of dues to the Treasurer. Additional family members may join BGC at no additional cost. Members have the right to vote.

Section B. Anyone selling plant material and/or supplies at any BGC function must be a paid-up member.

Section C. Honorary Life Membership shall be awarded to selected members of the club giving them the right to vote, hold office, attend any and all functions, and receive all notices without charge.

1. Members of the club shall be considered eligible for life membership if they have been: (1) a member of the club for ten or more years; (2) active in club affairs

(“active” being defined as holding elected or appointed office, plant seller, volunteer worker or any combination thereof).

2. Elected officers of the club shall select Honorary Life Members in the BGC. Honorary Life Members shall constitute no more than five percent of the membership.

Article 6 — Dues

Section A. Membership dues shall be established by the Board of Directors.

Section B. Dues to establish new membership will be accepted at any time to be applied to the current year. Members’ dues are to be paid by the second meeting of the fiscal year. Privileges of membership shall lapse if dues are not paid by the second meeting of the fiscal year.

Article 7 — Governance

Section A. BGC shall be governed by a Board of Directors, hereinafter referred to as the Board. There shall be only one class of director. The duties and responsibilities of Board members shall be as prescribed by law and stated herein.

Section B. The Board shall be composed of four officers (a President, Vice-President, Secretary, and Treasurer).

Section C. Directors and Officers shall serve for a term of one year, except the Treasurer who shall serve for a term of two years. Directors and Officers shall perform the duties prescribed in the Bylaws. Nothing in this Section shall preclude a person from serving multiple terms in the same office.

Section D. Duties of Officers shall be as follows:

1. The President shall preside at meetings, coordinate all activities of BGC, and represent the interests of BGC to external parties. The President may sign all contracts and agreements in the name of BGC after they have been approved by the Board, serve as the representative of BGC in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.
2. The Vice President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
3. The Secretary shall keep and maintain the minutes of meetings and records of activities; prepare correspondence on behalf of BGC; and maintain a current listing, with contact information, of the Directors.

4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board.

Section E. Board members and officers shall be elected by the BGC members. Elections shall occur annually for the President, Vice President and Secretary and biennially for the Treasurer. The President shall solicit and present a slate of nominees to the membership at least two weeks prior to the Annual Meeting at which an election is to take place. Nominations may also be made from the floor. No person shall be elected to Board unless he or she has agreed to serve.

Section F. Vacancies shall be filled by special election within 60 days, unless the vacancy occurs during the 60 days immediately prior to a regularly scheduled election.

Section G: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section H: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

Article 8 — Meetings

Section A. The Board shall meet at regular intervals as specified by the Board, but not less than annually. Three Board members shall constitute a quorum. Board meetings shall be open to attendance by the membership.

Section B. General meetings of the BGC membership shall be held as specified by the Board, but not less than annually. Notice of the annual meeting shall be announced on the BGC website and delivered to members via email at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and shall be posted on the BGC website and delivered to members via email at least 48 hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

Section C. Special meetings may be called by the President, a majority of the Board, or upon petition by the greater of twenty percent or seven BGC members eligible to vote. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section D. Directors may participate in Board meetings and vote on matters discussed

therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

Article 9 — Finances

Funds shall be kept in a secure location such as a commercial bank or credit union.

Article 10 — Committees

Section A. Standing committees may be established by the Board as required to plan and execute activities of BGC.

Section B. Special committees may be established by the President for a limited duration and purpose.

Section C. Neither the President nor the Board may delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the Corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Article 11 — Conflict of Interest Policy

Section A. Purpose of Conflict of Interest Policy The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B. Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 12 – Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article 13 — Indemnification

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted

by Maryland and federal law including the payment of related legal expenses.

Article 14 — Exoneration

To the fullest extent permitted by Maryland or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article 15 — Insurance

The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and Directors' and Officers' liability insurance.

Article 16 — Compensation

The Directors and Officers of BGC shall serve without compensation. Directors and Officers may be reimbursed for expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director or Officer from receiving compensation for his/her service to BGC in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

Article 17 — Corporate Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

Article 18 — Signature Authority

All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.

Article 19 — Fiscal Year

The fiscal year of the Corporation shall be from September 1st to August 31st.

Article 20 — Action Without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Article 21 — Parliamentary Authority

Robert's Rules of Order shall govern all procedural matters not governed by these Bylaws.

Article 22 — Amendments

Amendments to these Bylaws may be proposed by a two-thirds majority of the Board or by written petition signed by the greater of twenty percent or seven BGC members eligible to vote and delivered to the Secretary. Proposed amendments must be delivered to the Secretary not less than 60 days before the meeting at which the amendment is to be considered. The proposed amendment, initiating petition (if any), position statements provided by any member, the Board's official position on the proposed amendment, and a copy of this Article, shall be distributed by the Secretary to each BGC member at least 30 days prior to the meeting at which the amendment will be considered. The amendment shall pass upon an affirmative vote of at least two-thirds of the members present who are eligible to vote.

Article 23 — Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 24 — Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Article 25 — Non-Discrimination

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

Article 26 — Dissolution

Upon dissolution and following the payment of all debts and liabilities of this Corporation, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of this and eight preceding pages, as the bylaws of this Corporation.

Dated: September 6, 2017

