

# Austin Area Garden Center, Inc. Bylaws

## ARTICLE I PURPOSE

The purpose of this organization shall be a benevolent, charitable and educational undertaking as is authorized by the Laws of the State of Texas, within Sec. 501c(3) of the Internal Revenue Code, to promote the education of citizens, including youth, in the art of gardening, for beautification of home and countryside; to do all things incidental or necessary for the accomplishment of said purposes; to conserve native flowers, shrubs and trees, and to protect wildlife; to promote recreational opportunities through the media of gardening and outdoor life; to support Zilker Botanical Garden; and to solicit funds for said purposes.

## ARTICLE II ORGANIZATION

The Austin Area Garden Center, Inc. shall do business as the Austin Area Garden Council (AAGC). The AAGC is comprised of two interlocking directorates, which are responsible for the existence and operations of the organization. Those two directorates are the Board of Directors and the Executive Committee.

### Section 1: BOARD OF DIRECTORS

The Board of Directors shall be comprised of the members of the Executive Committee, one official representative from each member club, and two official representatives of the Zilker Botanical Garden Conservancy. The Executive Director of the Zilker Botanical Garden Conservancy (ZBGC) (or his/her appointed representative) and the Director of Austin Parks and Recreation Department or his/her appointed representative shall serve as non-voting ex-officio members of the Board. The Board shall be responsible for acting on all matters relating to the organization's policies. The Board shall hold meetings at the call of the President or a majority of the Board. It shall be empowered to transact such business as is authorized by a majority vote of the Board members present at any meeting that constitutes a quorum (see Article VIII). The Recording Secretary shall record minutes of the Board meetings in a permanent form available for review by Council members.

### Section 2: EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of all elected officers: President, Vice Presidents for Education and Volunteers, Membership, Operations, and Public Information, Secretary, Treasurer, Historian, the immediate Past President and Parliamentarian, and the two elected AAGC representatives to ZBGC.

The Executive Committee shall be responsible for the operations of the organization and for bringing to the Board all matters pertaining to functions and policies. The Executive Committee shall meet on call of the President or any other two members to handle all emergencies and necessary business transactions. The Secretary shall record minutes of the Executive Committee meetings in a permanent form available for review by Council members.

The Executive Committee shall establish regular meetings with the Executive Director of ZBGC (or his/her appointed representative) and with the Director of Austin Parks and Recreation Department or his/her appointed representative to ensure continued communication between AAGC and its partners.

## **ARTICLE III MEMBERSHIP**

### **Section 1 - ORGANIZATION MEMBERSHIP**

Garden clubs, plant societies and associations which share the purposes of the AAGC as set forth in the preceding Article I may be elected to membership by the Council. One member of each member club should be designated as AAGC Council Representative. That member, or a replacement appointed by the member club, should attend each regular meeting of the AAGC and any special called meeting which requires a decision to be made by club representatives. The Council Representative is the voting member. A single individual who serves as Council Representative may represent only one club. Each club has one vote in election of officers and issues requiring AAGC membership approval. The following requirements must be met for membership:

- A. The applicant club must complete a membership application form and discuss membership privileges and obligations with the Vice President for Membership. The Vice President for Membership then presents the application to the Executive Committee, which decides whether or not to endorse the application. Upon Executive Committee endorsement, voting members of the AAGC may vote to accept or deny membership. If denied, the club may appeal to the AAGC president who, at his/her discretion, may allow a representative of the prospective member club to present its case directly to the members in attendance at a regular AAGC meeting, whereupon the voting members will admit or deny membership by a simple majority by a written ballot.
- B. The applicant club must submit a written statement to the Vice President for Membership, signed by the applicant club's President or principal officer, that the applicant club pledges support of the Council's goals, programs and purpose as stated in Article I.
- C. The applicant club must submit one year's per capita dues to the AAGC Treasurer when membership is accepted by the Council. Election to Council membership entitles each affiliated club to be a voting member of the AAGC.
- D. To maintain Council membership, a club must pay its annual per capita dues and submit annually an updated membership and officer list, which includes email addresses, street addresses and zip codes, due on or before April 1. Email addresses are for the use of the AAGC only. The Treasurer will notify the President of any club that has not paid their dues by May 1.

Organization membership in the Austin Area Garden Council may be terminated and result in the delinquent club's surrender of all privileges of the organization by any of the following:

- A. Failure to be represented by a club member at three Garden Council meetings in one operating year. This may be considered not fulfilling their pledge of support.
- B. Non-participation in Council fund raisers and events.
- C. Non-payment of dues by May 31.

## **ARTICLE IV OFFICERS**

### **Section 1 - ELECTED OFFICERS**

- A. The elected officers of this organization shall be President, Vice Presidents for Education and Volunteers, Membership, Operations, Public Information, and Secretary, Treasurer, and Historian.
- B. All officers shall be elected to serve one two-year term of office. Except for the President, all officers may be nominated for consecutive two-year terms. The President may be nominated to serve for only two consecutive two-year terms.
- C. An officer's term of office may be terminated by resignation, or inability or failure to function. The Executive Committee shall have the power to remove an officer who in its judgment is unable or unwilling to function appropriately in his/her office, by a two-thirds vote of the Executive Committee.
- D. President Pro Tem will be elected by the Executive Committee from among the Vice Presidents at the beginning of each administration.

### **Section 2 - ELECTION OF OFFICERS**

- A. The Nominating Committee shall present its slate to the Executive Committee early in the second quarter of the Fiscal Year and publicize the slate on the agenda of the next Board meeting. Additional nominations may be made from the floor at that time. After that meeting, the final slate will be created and the election scheduled for the third quarter.
- B. Officers shall be elected to a two-year term each odd numbered year in the third quarter of the Fiscal Year and installed after the election is completed and assume office at that time.
- C. If there is more than one candidate for the same office, elections shall be by ballot and a majority of votes cast shall constitute election.
- D. Only members of the Board of Directors may vote in the election.
- E. Vacancies occurring in any office due to any cause shall be filled by the Board of Directors, upon recommendation by the Nominating Committee.

### **Section 3 - DUTIES OF OFFICERS**

- A. Duties of officers are to be recorded in the Standing Rules.
- B. In preparation for the Nominating Committee's review of the duties of each office, the current Executive Committee officers will review their roles and responsibilities, and then update the Standing Rules in order to provide the Nominating Committee with duties that reflect current needs and practices.
- C. This change will take effect beginning with the elections for FY 2021 and be undertaken every four years thereafter.

D. The newly elected AAGC Executive Committee will nominate two AAGC Board members to serve as AAGC representatives to the ZBGC Board of Directors. These nominees will be presented to the Board of Directors immediately after the Executive Committee action and be posted for a vote at the next AAGC Board Meeting. Nominees receiving a majority vote will be appointed to these positions. These representatives will become members of the Executive Committee, if not already an officer, with duties as outlined in the Standing Rules.

#### **Section 4 - REPORTS**

All reports prepared by AAGC officers for ZBGC shall be shared with club members.

### **ARTICLE V MEETINGS AND FISCAL YEAR**

Section 1. The Board of Directors shall meet at least four times each year. The President shall have the authority to call additional meetings as needed and to set the time and place of any regular or called meeting.

Section 2. The Executive Committee shall meet at least six times each year. The President shall have the authority to call additional meetings as needed and to set the time and place of any regular or called meeting. Members of the AAGC Board of Directors are welcome to attend, but do not have a vote in the Executive Committee, and may be excluded during an Executive Session.

Section 3. The fiscal year of this organization shall be from October 1 through September 30.

### **ARTICLE VI COMMITTEES**

The following committees will function to facilitate completion of various tasks of the AAGC.

#### **Section 1 - FUND RAISING COMMITTEES**

A Fundraising Committee shall be established as needed.

#### **Section 2 - NOMINATING COMMITTEE**

A. The Nominating Committee shall consist of a Chairman and minimum of 4 members. Each club may select a member to serve. No two (2) members may represent the same club.

B. The Nominating Committee shall meet not later than the first quarter of the Fiscal Year in election years and review the duties of each office to be filled.

C. The Committee shall nominate a candidate for each elective office of the AAGC, with the exception of the two AAGC representatives to ZBGC, who will be nominated by the Executive Committee and approved by the Board of Directors. Before reporting a proposed slate, the Nominating Committee shall have secured the willingness of each nominee to serve if elected.

D. The Committee shall have the responsibility of nominating a specific individual for each prescribed Vice President position commensurate with that person's ability and willingness to serve in the particular area of work.

### **Section 3 - AUDIT COMMITTEE**

The Audit Committee shall perform an audit of all AAGC financial records at the end of the operating year following the election of new officers. The chair of the Audit Committee is appointed by the President.

### **Section 4 - SPECIAL COMMITTEES**

Other committees may be appointed by the President after approval by the Executive Committee. These committees shall serve during the President's term of office or until the work of the committee is completed, whichever is shorter.

## **ARTICLE VII FINANCIAL**

### **Section 1 - DUES**

Annual Club dues are determined by the Executive Committee and approved by the Board of Directors, and are payable by April 1 of each year.

### **Section 2 - UNRESTRICTED FUNDS**

All requests for unbudgeted expenditures of five hundred dollars (\$500.00) or more, to be spent from any unrestricted Garden Council Fund, must be submitted in writing to the President of the Council, stating the purpose and justification for the expenditure. The President will then present the request to the Board of Directors for approval.

**Section 3** - Earnings from the **Permanent Endowment Fund** will be used to pay for AAGC expenses, with the following exceptions:

1. The Frieda Bodine Caladium Fund consists of \$17,000 of the Permanent Endowment Fund. Interest earned from this amount shall be donated to ZBGC to purchase caladiums each spring for the Frieda Bodine Caladium Beds Garden.
2. The AAGC Endowment Fund (formerly known as the Life Membership CD) consists of \$18,700 of the Permanent Endowment Fund. Earnings from this amount shall be donated to ZBGC for garden improvements or maintenance.
3. If funds remain after AAGC's operating expenses have been paid, a donation may be made to ZBGC with Board of Directors' approval.

**ARTICLE VIII  
QUORUM**

**Section 1 - BOARD OF DIRECTORS**

A majority of the Board of Directors' members shall constitute a quorum at Board of Directors meetings. A majority vote shall prevail, except as otherwise provided herein. Proxy voting is not allowed. For issues that were identified and communicated by the President to all members, electronic voting is allowed.

**Section 2 - EXECUTIVE COMMITTEE**

A majority of the Executive Committee members shall constitute a quorum of the Executive Committee. A majority vote of those present shall prevail. Proxy voting is not allowed. For issues that were identified and communicated to all members by the President, electronic voting is allowed.

**ARTICLE IX  
RULES OF ORDER**

“ROBERT’S RULES OF ORDER NEWLY REVISED” shall be the authority on questions of Parliamentary procedure not covered in these Bylaws.

**ARTICLE X  
AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of those present and qualified to vote, provided the amendment has been submitted in writing at the previous meeting. If adopted, the amendment becomes effective immediately, unless a different effective date is specified in the amendment.

Amended, March 6, 2021.

Amended, February 14, 2023, by a vote of the AAGC Board of Directors