

4/2/2021  
**CONSTITUTION AND BYLAWS  
OF THE TUCKAHOE GARDEN  
CLUB OF WESTHAMPTON**

**CONSTITUTION**

**Article I – Name**

This organization shall be known as The Tuckahoe Garden Club of Westhampton (“TGC” or “Club”).

**Article II – Purpose**

The purpose of the Club shall be to encourage the knowledge and love of gardening; to protect the environment through education and conservation; and to promote restoration and community improvement.

The Club is organized exclusively for educational, scientific and charitable purposes pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Club shall inure to the benefit of or be distributable to its Members, Members of the Board, Officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of such purposes.

Notwithstanding any other provisions of these Articles, the Club shall not conduct any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**Article III – Membership**

The Membership shall consist of six classes:

Active	75
Sustaining	25
Sustainer Emeritus	Membership Committee Discretion
Honorary	10
Inactive	Board Discretion
Non-Resident	Board Discretion

Sustaining, Sustainer Emeritus, Honorary, Inactive and Non-Resident Members may attend meetings but are not eligible to vote or hold office.

**Article IV – Officers and Their Election**

The Officers of the Club (“Officers”) shall be President, First and Second Vice Presidents, Recording Secretary, Communications Director and Treasurer. The Officers shall be elected at or before the March Membership Meeting by a majority vote. Officers so elected shall take office at the close of the Annual Meeting.

**Article V – Meetings**

Regular meetings of the Club (“Membership Meetings”) shall be held each month, unless otherwise directed by the President with approval by the Board of Directors (“Board”). Upon approval by a majority of the Board and with ten days’ notice to the Members, Membership Meetings may be conducted by an Internet meeting service. The Annual Meeting shall be in May.

**Article VI – Amendments**

This Constitution may be amended at any Annual Meeting by a two-thirds vote of those present and voting, provided notice of the proposed amendment has been given in writing, including electronic mail, at least ten days prior to the Annual Meeting.

**Article VII – Dissolution of the Club**

In the event of the dissolution of the Club, all of its property, if any, not needed for the payment of its debts and expenses shall be transferred and conveyed to such corporations and organizations qualifying under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code in such proportions as the Board in its absolute discretion shall determine.

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**BYLAWS**

**Article I – Officers**

**Section 1. Election of Officers.** The Nominating Committee shall consist of a Chair appointed by the President and four or five Active Members, including a former president, selected by the Chair and approved by the Board. It shall meet and, by a majority vote of its members, nominate one person for each of the six offices of the Club. The slate shall first be presented to the Board for approval and then sent to the Membership at least ten days before the March Membership Meeting (“Election Meeting”). Other nominations may be made from the floor at the Election Meeting, whereupon the Active Members present shall vote by secret ballot. The candidates receiving the majority of votes cast by the Active Members present shall be

elected. If all candidates are unopposed, a motion may be made and adopted that the nominating ballot becomes the elected ballot.

**Section 2. Term.** The term of office for each Officer shall be two years. One year must elapse before an Officer can again be eligible for the same office, but she may be elected to another office.

## **Article II – Duties of Officers**

**Section 1. President.** The President shall preside at all meetings of the Club and of the Board. She shall be a member of all committees except the Nominating and Membership Committees.

**Section 2. Vice Presidents.** The Vice Presidents shall assist the President, and in their respective order, shall perform the duties of that office in her absence, or in the case of a vacancy in the office of President. The First Vice President shall be the Chair of the Finance Committee. The Second Vice President shall compile annually the Club Yearbook and shall serve as the Garden Club of Virginia (“GCV”) Database Chair and the Garden Club of America (“GCA”) Database Representative. When necessary, she shall assist the Membership Chairs with proposals, elections and orientation.

**Section 3. Recording Secretary.** The Recording Secretary shall prepare minutes of the Board and Membership Meetings. She shall also keep a current record of the proceedings and attendance at the Membership and Board meetings and maintain a list of all Members.

**Section 4. Communications Director.** The Communications Director shall oversee and facilitate Club communications.

**Section 5. Treasurer.** The Treasurer shall receive all Club funds and disburse same at the direction of the President or Board. The Treasurer shall maintain detailed records to support the Club’s financial transactions and shall be responsible for the preparation and filing of the Club’s annual reporting forms in compliance with the Internal Revenue Code and applicable state law. The Treasurer shall manage the Endowment Fund with the advice of the Club’s investment advisor. The Treasurer shall annually present the investment strategy to the Board, and any changes to the strategy must be approved by the Board. She shall maintain a record of donations to this fund on at least a quarterly basis.

## **Article III – Board and Executive Committee**

**Section 1. Personnel.** The Board shall be composed of the Officers, the Chairs of Standing Committees and, for one year after the expiration of her term, the past President. At the discretion of the President, Appointees and Chairs of Special Committees may also sit on the Board. A vacancy occurring in an office, other than that of President, shall be filled by appointment by the Board. Except as specifically allowed by the President, Chairs of the Standing and Special Committees shall serve no longer than two years in succession in the same capacity.

**Section 2. Meetings.** The Board shall meet once a month except as directed by the President. The President may elect to conduct Board meetings by electronic communication.

**Section 3. Duties.** The Board shall have general charge and control of the affairs, funds, and property of the Club. It shall present to the Membership all proposed major decisions for ratification. The Board shall also approve all proposals for Membership.

**Section 4. Executive Committee.** There shall be an Executive Committee composed of the Officers. It shall have the power to act between Board meetings. The actions of the Executive Committee shall be reported to the Board at its next meeting.

#### **Article IV – Committees**

**Section 1. Standing Committees.** There shall be the following Standing Committees whose Chairs are appointed by the President:

Communications	GCV Representative
TGC News Editor	GCA Representative
TGC Website	Gifts
Community Projects & Long-Range Plans	Governance
Conservation	Membership
Finance	Nominating
Fundraising (Christmas and Spring Sales)	Programs
	Sustainer Representative

**Section 2. Special Committees.** There shall be the following Special Committees whose chairs are appointed by the President. Other special committees may be appointed, as needed, by the President.

Assistant Treasurer	Horticulture (GCV, HGW)
Awards	Hospitality
Daffodil and Lily Orders	Kent-Valentine House Flowers
Flower Show (GCA, GCV, test collections)	Memorials
GCA Garden History and Design	Photographer

GCA Visiting Gardens & Scholarship Representative

TGC Artistic Exhibits

GCV Historic Garden Week  
RVA Tour Assignments

TGC Horticulture Exhibits

Historian

TGC Photography Exhibits

## **Article V – Duties of Members and Election Procedures**

**Section 1. Duties of Membership Committee.** The Membership Committee shall maintain a list of all classes of Membership. It shall receive letters of transfers of status and resignations and present them to the Board. If there are any vacancies in Active Membership any time before the September Board meeting, the Membership Committee shall provide applications for the proposal/endorsement of Active Membership at the September Membership Meeting. Thereafter it shall receive candidate proposals and endorsements and submit them to the Board for approval. Upon the Board’s approval, prior to the November Membership Meeting, the Membership Committee shall provide to each Active Member an electronic ballot containing the name or names of those nominated. It shall receive the ballots cast. Those receiving the most votes will be elected. In the event of a tie, a separate electronic ballot will be sent to Members for a run-off vote. Miscast ballots will not be counted. The Membership Committee shall announce the results of the vote at the November Membership Meeting after which the ballots will be destroyed.

The Membership Committee shall maintain a list of “Proposers” from year to year to monitor proposals of new Members, according to Article V, Section 2.

**Section 2. Proposal of New Members.** Candidates for Active Membership who have not been previous Members of any class of Membership must be proposed by an Active Member (“Proposer”) with the endorsement of two other Active Members (“Endorsers”). The proposed candidate must have resided in the Richmond area for at least two years (former members of other GCV and/or GCA clubs shall have no time requirement), and show an active interest in gardening, horticulture, flower arranging or conservation, and projects of GCV and GCA. The Proposer must determine the candidate’s interest in joining and participating in Club activities.

An Active Member is eligible to propose a candidate for Membership provided she has not done so during the previous Club Year. A Club Year is defined as June 1st through May 31st. An Active Member may endorse one candidate for Membership annually. No member of the Executive Committee or a member of a candidate’s immediate family (mother, mother-in-law, sister, sister-in-law, aunt) may sign as Proposer or Endorser for such candidate. The candidates not approved by the Board or not elected by the Membership may be presented again. In instances in which an Active Member proposed a candidate for Membership who was not admitted to Membership the previous year, the Proposer may propose that same candidate or another candidate in the subsequent year. Likewise, should an Active Member endorse a candidate who was not admitted to Membership the previous year, the Endorser may endorse

that same candidate or another candidate in the subsequent year. There shall be a maximum of 75 Active Members in any given year.

**Section 3. Duties of Active Members.** Active Members are expected to attend Membership Meetings, exhibit annually at least once in artistic, horticulture and photography, and participate in Club projects, especially GCV Historic Garden Week and meetings of GCA. If possible, they shall host the Club when asked to do so.

**Section 4. Sustaining Membership.** An Active Member, who has either given a minimum of 15 years of service to the Club or has reached the age of 65 and now desires to become a Sustaining Member, must submit a written request to the Membership Committee. The request will be submitted to the Board for approval. If there is no vacancy in the Sustaining Membership class at the time the request is submitted, the requestor's name shall be placed on the waiting list. Sustaining Members may attend meetings but are not eligible to vote or hold office. Sustaining Members shall continue to pay full dues pursuant to Article VI, Section 1. They are not required to host a Membership Meeting but are encouraged to participate in Historic Garden Week assignments when asked.

**Section 5. Sustainer Emeritus.** The Membership Committee will determine Sustainer Emeritus spaces annually. There is no limit to the number of Sustainer Emeritus Members who may remain in this class.

A Sustaining Member, in good standing for at least five years, may submit a written request to the Membership Committee requesting Sustainer Emeritus status. Upon approval by the Board, if there is no vacancy as determined by the Membership Committee in the Sustainer Emeritus class at the time of the request, the Member will continue to be a Sustaining Member. expected to participate in Historic Garden Week or entertain. Sustainer Emeritus Members shall pay dues pursuant to Article VI, Section 1.

**Section 6. Leave of Absence.** An Active or Sustainer Member who is no longer able to participate in the Club's activities due to personal loss or personal health issues should submit a written request to the Membership Committee for a leave of absence for up to two Club Years (defined as June 1 through May 31). As an Inactive Member, resignation from the Club and participation in Club activities are not required. At the expiration of the two-year period, the Inactive Member may submit a written request to the Membership Chairs to extend the leave of absence for an additional Club Year. This request must be made before May 15. The Membership Committee, in its sole discretion, will approve or deny this request. If approval is denied, the Member must immediately resume Active or Sustainer Membership on or before June 1 or resign by May 31st. An Inactive Member will continue to pay dues pursuant to Article VI, Section 1. Approved Inactive Membership status does not interrupt Daffodil Circle eligibility.

**Section 7. Non-Resident Membership.** A Member in good standing, who moves or resides outside of the Commonwealth of Virginia, and desires to remain a Member of the Club, shall submit a written request to the Membership Committee for a change in Membership class to Non-Resident Member. As a Non-Resident Member, she shall not resign from the Club and will not be required to participate in Club activities. The Board may recommend her to a GCA

club in her new area if there is one. If a Non-Resident becomes a member of another GCA club, her GCA status with TGC will become secondary. If a Non-Resident joins another club that is a non-GCA member, her GCA status with TGC will remain primary. Should a Non-Resident Member return to Richmond, she may apply to the Membership Committee for reinstatement. At the discretion of the Board, she may fill the first vacancy that occurs in the appropriate Membership class (See Article V, Section 12). Dues shall be paid in accordance with Article VI, Section 1. Approved Non-Resident Membership status does impact Daffodil Circle eligibility.

**Section 8. Change in Membership Class.** A Member desiring to change her class of membership must submit her request in writing to the Membership Committee no later than May 31st. If the request is received after that date, that Member must fulfill all Club obligations for her current class through the end of the following Club Year.

**Section 9. Readmitted Membership.** Any Member of five years, who resigns in good standing, may apply to the Membership Committee to be readmitted. Her name shall be presented to the Board for approval. If there is no vacancy, her name will be placed on the waiting list in accordance with Article V, Section 12. She shall pay an initiation fee when readmitted to Membership.

**Section 10. Honorary Membership.** Honorary Memberships may be awarded at the discretion of the Board to persons who have rendered outstanding service to the Club. They may attend meetings but are not eligible to vote or hold office.

**Section 11. Termination of Membership.** Upon the determination by the Executive Committee that a Member has acted in a manner deemed detrimental to the best interest of the Club or has failed in a material way to observe the rules, requirements, or standards of Membership, that Member will lose the privileges of Membership and shall no longer be a Member of the Club. This action must be ratified by a majority vote of the Board.

**Section 12. Waiting Lists.** With the exception of those requesting to enter the Sustainer Emeritus class for which no waiting list is maintained, the Membership Committee shall maintain Membership waiting lists for those Members who are qualified to change their Membership class and for former Members qualified to rejoin the Club. The Board shall determine the positions of these Members on the waiting list according to the date of the application. Because they do not resign from the Club, returning Non-Resident Members may have the first vacancy that occurs in the appropriate list. Thereafter, the top name on the waiting list shall be admitted whenever a vacancy occurs.

**Article VI- Dues and Initiation Fees.** (See additional details in Procedures)

**Section 1. Dues and Fees.** Active and Sustaining Members must annually pay TGC, GCV and GCA dues. Sustainer Emeritus Members must annually pay GCV and GCA dues. They must also pay TGC dues at a 50% discount. Inactive Members shall pay dues according to their relevant class. Non-Resident Members must annually pay GCV and GCA dues if TGC remains their primary GCA club. If the Non-Resident Member joins another GCA club, her dues shall be only to GCV. They may, upon request and payment of required fees, receive the Club yearbook and the GCV Journal, and other special communications. Honorary Members are required to pay

GCA dues only. Upon request and payment of subscription fees, Honorary Members may receive GCV publications. The initiation fee for Active Members shall be payable on admission to Membership.

**Section 2. Billing Statements and Late Fees.** The Treasurer shall send billing statements for annual dues. Late fee charges will accrue monthly for dues not received on time.

**Section 3. New Members.** New Members joining before January 1st shall pay dues for the current Club Year.

**Article VII – Finances.** (See additional details in Procedures)

**Section 1. Operating and Reserve Accounts.** The Club will maintain a separate Operating Account and a Reserve Account. The Operating Account is funded by the Club’s yearly revenue (Membership dues, gifts, and fundraising activities) and earnings from the Endowment Fund (upon direction of the Board). The Reserve Account constitutes the money within the approved operating budget (“Operating Budget”) that has been set aside in reserve for special purposes and is funded by the Operating Account.

**Section 2. Endowment Fund.** The Endowment Fund was established in 1995 as an investment account, not a legal endowment, with the goal to generate income to support Club community projects as approved by the Board and Membership. The Fund shall include the original principal, additional donations, income, realized and unrealized capital gains (“Total Account Value”). The Total Account Value shall be invested to generate reasonable income and the preservation of capital. The principal shall be preserved to generate future income to support community projects (“Community Projects”) that are consistent with the purpose of the Club. A percentage of the Total Account Value may be used to fund Community Projects as approved by the Board and Membership.

**Section 3. Federal and State Reporting Requirements.** The Club is a 501(c)(3) non-profit organization and is subject to annual reporting requirements as set forth in the Internal Revenue Code and applicable state law.

**Article VIII – Membership Meetings.** (See additional details in Procedures)

Whenever possible, Membership Meetings shall be held at the home of one of the Members. Upon approval by the majority of the Board and with ten days prior notice to the Members, Membership Meetings may be conducted by an Internet meeting service.

**Article IX- Quorum.** A quorum at the Annual Meeting shall consist of at least thirty Active Members, at any other Membership Meeting at least twenty Active Members, at a Board meeting at least five Board Members. A quorum at Executive Committee meetings will consist of the majority of Officers.

**Article X- Amendments**

**Section 1. Amendment of Bylaws.** These Bylaws may be amended at any Membership Meeting by a two-thirds vote of those Members present and voting, provided that the proposed



amendment has been submitted to the Active Members in writing, including by electronic mail, at least ten days before the vote.

**Section 2. Amendment of Procedures.** The Procedures may be amended at the same Membership Meeting in which they are presented by a two-thirds majority vote or by a simple majority if they have been presented previously at a Membership Meeting or were sent to Active Members in writing, including electronic mail, at least ten days before the vote.

**Article XI- Notices.** Any notice required by these Bylaws may be in writing or sent by electronic mail.

**Article XII- Indemnification.** The Club shall, to the extent legally permissible, indemnify each person who serves, or who has served at any time, as an Officer or Board Member of the Club, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, taxes, penalties and settlement payments reasonably incurred by, or imposed upon, such person in connection with any threatened, pending or completed action, suit or proceeding in which she may become involved by reason of her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Board who are not at that time parties to the proceedings.

The right of indemnification provided under this Article shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right to indemnification shall be in addition to, and not exclusive of, all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

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## **PROCEDURES**

### **SECTION 1. GENERAL RULES**

1. Insofar as possible, Membership Meetings are held at 10:00 am or at 1:00 pm on the third Wednesday of each month, September through May. The President may choose not to hold an April meeting in light of other Club, GCV and/or GCA related obligations that month. She should make this decision a year in advance for the planning purposes of the Programs Committee.

2. If unable to attend meetings, the Member should notify the Recording Secretary as soon as possible.
3. The Board approves the selection of delegates to GCV and GCA meetings, taking into consideration their service to the Club.
4. As a courtesy, the President should be copied on correspondence that pertains to Club business. Further, all correspondence of the Club shall be sent to the President for review and approval before it is sent to the Membership through the Communications Chair, before it is sent to affiliate groups, and before it is sent to outside third parties.
5. The Club Year is from June 1 through May 31 and the Club's Fiscal Year is from September 1 through August 31.

## **SECTION 2. PROCEDURES RELATED TO SPECIFIC BYLAWS**

### **Article V- Election of Membership**

**Section 9. Readmitted Membership.** The initiation fee for readmittance is \$100.00.

### **Article VI- Dues and Initiation Fees**

**Section 1. Dues and Fees.** The GCA Journal is \$20. The initiation fee is \$100.

**Section 2. Billing Statements and Late Fees.** Bills shall be sent by the first of each October. There will be a late fee charge of \$25.00 per month after November 30th if the dues are not received by November 30th. Those not paying by November 30th shall be sent another bill on December 1st. If, by January 31st, such Member has not paid, another bill with a letter shall be sent on February 1st. The letter shall include a copy of Article VI and the following statement: "If this bill is not paid by March 1st, your membership in the Club shall be terminated."

The Treasurer shall reimburse the President (or her alternate) and a Delegate for registration fees, travel and lodging for the GCV's Annual Meeting and Board of Governors' Meetings and for the GCA's Zone and Annual Meetings. The Treasurer shall reimburse the President (or her alternate) and a Delegate for registration fees for the GCA NAL Conference and Shirley Meneice Conference. At the discretion of the President and Treasurer, reimbursement of travel and lodging fees for these conferences should be considered.

### **Article VII- Finances**

**Section 1. Operating and Reserve Accounts.** The income and expense resulting from regular operations of the Club will be maintained in the Operating Account. This includes revenues such as dues, fundraising, interest income, etc. and all operating expenses as delineated in the annual operating budget as well as fundraising expenses, gifts/charity donations etc. The Reserve Account consists of any savings funds the Club has set aside for specific purposes. The source of these reserves may include operating income in excess of operating expense in the prior year, fundraising income not yet pledged or donated, reserves for future projects, etc. At times, other items may pass-through the Operating Account that are ultimately for the Endowment Fund or the Reserve Account.

The Club conducts several fundraisers annually, primarily the Spring Sale and Christmas Sale. The net earnings of fundraising activities FROM ANY GIVEN CALENDAR YEAR (not the Club's fiscal year of 9/1-8/31) are combined and are used, at the recommendation of the Finance Committee and approval of the Board, as follows. First, should the previous fiscal year's operations result in an operating loss, to balance that loss. Second, as recommended by the Gifts Committee to the Finance Committee, to pay for the Club's charitable gifts and memberships for community organizations. Note that funds from the Endowment Fund (as explained in Section 2) may also be used for charitable gifts. The Finance Committee will annually make a recommendation to the Board and then to the membership in February for the donations of funds to be made based on the Club's goals, opportunities and financial situation for that particular year.

**Section 2. Endowment Fund.** The Finance and Gift Committees shall recommend to the Board special gifts to be made from the Endowment Fund. Up to four percent of the average trailing twelve quarter balance of the Total Account Value may be used for Community Projects, as determined and approved by the Board and Membership. Notwithstanding the proceeding sentence, if any portion of the approved amount is unspent in a given year, that amount will remain invested and will also be available for future Community Projects.

**Section 3. Taxes.** Note that the Endowment Fund is not a separate legal entity. It should be considered, along with the Operating and Reserve Accounts, when filing reports with the Internal Revenue Service and the Commonwealth of Virginia.

**Article VIII- Membership Meetings.** Hostesses are not expected to pay more than \$75 each for refreshments.

