

**THE GARDENERS OF AMERICA
BYLAWS
Amended and Restated, March 2020**

ARTICLE I – NAME

The name of The Corporation shall be The Gardeners of America (The Club). All affiliated clubs will be governed by this set of Bylaws.

ARTICLE II – MISSION

The mission of the Corporation shall be to promote gardening education and related environmental issues to its membership and the gardening public through charitable, educational and scientific means.

ARTICLE III – OBJECTIVES

The objectives of The Corporation are:

1. To render service to all members and the gardening public through educational programs and by developing and distributing gardening information.
2. To support the mission and objectives The Corporation may sell products and/or services and may exercise such other powers as are granted by the General Not for Profit Corporation Act of the State of Illinois or the state where the Corporate Office is located.

ARTICLE IV – OFFICE

The Corporation shall have and maintain a national office for the efficient operation of The Corporation and to serve the needs of the members. The Corporation is further bound by the laws of the state in which the national office is located.

ARTICLE V – MEMBERSHIP AND CLASSIFICATION

SECTION 1.

Membership in the Club shall be open to any individual who is dedicated to the purpose for which The Corporation has been organized. Membership will be open to any such individual regardless of race, color, religion, sex, national origin, disability, age or sexual orientation.

SECTION 2.

Voting Members in good standing shall consist of four classes with dues and voting procedures as approved by The Board of Directors (The Board) and The Membership.

1. **Regular Members** are individual members of The Gardeners of America.
2. **Family Members** are two members of one family at the same address, and subject to the conditions specified by The Board.

3. **Life Members** are individual members who, in lieu of annual dues shall have paid a single life membership fee and have met requirements as prescribed by The Board and have all the privileges of regular members.
4. **The Life Member Membership Fee** shall be divided with one half (1/2) going to the current income of the club and one half (1/2) going to the principal of the Endowment and Investment funds.
5. **Members-at-Large** are members of the Corporation who are not affiliated with a member club.

SECTION 3.

Non-Voting Members may include Junior, Honorary, Supporting, Sustaining, Patron, Benefactor, Organizational and Industry. Qualifications and dues for these classes shall be determined by The Board. An Honorary Member shall be exempt from paying annual dues to The Corporation and shall be entitled to all the privileges of The Corporation except voting and holding office.

ARTICLE VI - CLUB AFFILIATION

SECTION 1. PROCEDURE FOR CLUB AFFILIATION.

1. Two (2) persons eligible for active membership within the territorial limits of the prospective club may petition The Executive Committee for a member club charter.
2. Upon approval of a petition, The Executive Committee shall instruct the petitioners to complete the organization of the club.
3. Upon completion of organization, a charter shall be issued to the club, signed by The Corporation President, under the seal of The Corporation, provided that: Bylaws conforming to those prescribed by The Corporation for its member clubs have been adopted; at least ten (10) members have been secured; officers elected, committees appointed, club organization completed as required by The Corporation. All members of a chartered affiliated club must be members in good standing of The Corporation.

SECTION 2. TERMINATION OF AFFILIATED CLUB.

Any affiliated club that fails to conform to the bylaws of The Corporation may have its charter suspended or revoked, or may be otherwise disciplined by a two-thirds (2/3) vote of The Board, present and voting, provided that a copy of the charges with notice of hearing thereof shall have been sent by certified mail to that club at least thirty (30) days before said meeting.

SECTION 3. REINSTATEMENT OF A CLUB AFFILIATION.

The restoration of a suspended or revoked club charter may be made by two-thirds (2/3) vote of The Board upon recommendation by The Executive Committee.

ARTICLE VII - MEETING OF MEMBERS

SECTION 1. ANNUAL MEMBER MEETING.

An annual meeting of The Membership shall be held at a time and place to be determined by The Board at least forty-five (45) days prior to the date of the meeting. It shall include session(s) for the transaction of official business requiring consideration by The Membership. Membership meetings typically are held at the annual convention.

SECTION 2. SPECIAL MEETINGS.

Special meetings may be called by the President or by a majority of The Board. The time and place of the meeting shall be determined by the President, if called by that person, or by The Board, if called by them. Only matters specified in the meeting notices shall be transacted.

SECTION 3. MEETING NOTICES.

Notice of all meeting dates shall be given by Email sent by The Executive Committee to each member entitled to vote, not less than thirty (30) days or more than sixty (60) before such meeting. A member without Email may request a paper ballot. As an alternative, notice may be published in the Corporation publication(s). The notice shall state the time, place and purpose of the meeting.

SECTION 4. BUSINESS BY EMAIL AND USPS MAIL.

The official business of The Corporation may be transacted by USPS Mail or by Email, but the annual Member Meeting may not be held by mail. Notice by USPS mail will be sent at a member's request. Since the use of Email is preferred for speed and cost, members of The Board should have Email capability.

SECTION 5. QUORUM.

A quorum for any annual member meeting shall consist of the members present; and at least twelve (12) members at any special meeting. Any member present and in good standing shall be eligible to vote.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of The Corporation shall be managed by The Board of Directors, and in these bylaws shall be designated as The Board.

SECTION 1. VOTING MEMBERSHIP.

The voting membership of The Board shall include the President, the First and Second Vice Presidents, the Treasurer, all elected Directors and all the Past Presidents.

SECTION 2. USE OF EMAIL.

Since the use of Email for conducting Corporation Business is efficient and cost effective, members of The Board should have Email capability.

SECTION 3. NATIONAL DIRECTORS.

Each club in good standing may nominate and elect one of its members as a National Director for a two (2) year term. The member elected should be a club officer or other club member in good standing and should be the most suitable for the position. Each director should be a skilled communicator, must have Email capability, and be willing and able to attend and participate in National Board of Directors' meetings and National Conventions.

SECTION 4. ELECTION OF DIRECTORS.

Directors shall be elected by the clubs for a two-year (2) term. Notification shall be sent to the Corporation by January 31 of the beginning of their terms or immediately after election to complete an unexpired term. Directors need not be residents of the State of Illinois or the state where the National Headquarters is located, but each shall be a member in good standing of The Corporation. Should any vacancy occur in The Board, the club concerned shall elect a Director to complete the unexpired term.

SECTION 5. ANNUAL MEETING.

A regular annual meeting of The Board shall be held each year with these provisions:

1. The Board meeting will be at the National Convention. The annual Members' meeting shall also be held at the Convention.
2. If there is no Convention, the President may select the place and dates for the meeting subject to approval by The Board. The annual Members' meeting shall be included.
3. At the annual meeting the new officers and Directors shall be installed.
4. Terms of office for new officers will begin on the first day of the month following their installation. Directors' terms for two years will start after election by their clubs.
5. Written notice of meeting date and place will be sent to all Board members by February 1st of the year following the annual meeting.
6. Board approval of meeting date and place must be timely for printing the annual calendar and The Corporation Newsletter.

SECTION 6. SPECIAL MEETINGS OF THE BOARD.

Special meetings of The Board may be called by the President or by at least ten (10) members of The Board provided that a written notice shall be given at least ten (10) days prior to the meeting, with time and place to be designated in the notice.

SECTION 7. QUORUM.

The Board members present shall constitute a quorum and the act of a majority present at an annual or special Board meeting shall be the act of The Board except in those cases where two thirds (2/3) vote is required. For any special Board meeting at least 12 Board members shall constitute a quorum.

SECTION 8. BUSINESS BY MAIL OR EMAIL VOTE.

The Board may conduct the business of The Corporation by Email except the business of the annual Board meeting may not be so conducted.

SECTION 9. DECISIONS OF THE BOARD.

Decisions of matters designated to the authority of The Board by these Bylaws are final and are not subject to subsequent membership votes.

SECTION 10. REMOVAL OF BOARD MEMBERS.

A Board Member who has not participated in three consecutive Board meetings will be removed from the list of Board Members. A Board Member who no longer wishes to serve may resign in writing to any Executive Board Member. A Board Member who does not meet the criteria for membership in TGOA will be removed from the Board.

SECTION 11. COMPENSATION.

The members of The Board shall serve without compensation.

SECTION 12. APPROVAL OF EXPENSES.

The Board shall approve such office expenses as deemed necessary and determine the compensation for persons The Executive Committee is authorized to employ.

ARTICLE IX – OFFICERS

SECTION 1. CORPORATION OFFICERS.

The officers of The Corporation shall be a President, First Vice President, Second Vice President, Immediate Past President and the Treasurer. Each must be a member of The Club in good standing.

SECTION 2. ELECTION AND TERM OF OFFICE.

All officers shall be elected by a majority vote of the ballots cast by The Corporation membership.

1. The term of office shall be for two (2) years.
2. Officers shall serve without compensation.
3. No officer shall serve in more than one office at the same time.
4. Each member in good standing according to the most recent Corporation membership roster will be entitled to one (1) vote.

SECTION 3. REMOVAL FROM OFFICE.

Any officer elected by the members may be removed by a 2/3 majority vote of the members at any regular or special meeting, whenever in their judgment the best interest of The Corporation would be served thereby. Any officer appointed by The Board may be removed by a 2/3 majority vote of The Board when in their judgment the best interest of The Corporation would be served thereby.

SECTION 4. VACANCY.

A vacancy in any office by any means may be filled by a majority vote of The Board for the unexpired portion of the term.

ARTICLE X – DUTIES OF THE OFFICERS

SECTION 1. DUTIES OF THE PRESIDENT.

The duties of the President shall be to act as the principal Executive Officer of The Corporation and shall in general supervise the business affairs of the Corporation.

1. The President shall preside at all meetings of the members, The Board and The Executive Committee.
2. The President shall make a report of the activities of The Corporation during the past year and the performance of duties as President to the members at the annual member meeting.
3. The President may sign with any other proper officer of The Corporation authorized by The Board any deeds, mortgages, bonds, contracts or other instruments which The Board has authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by The Board, by these bylaws or by statutes to some other officer or agent of The Corporation.
4. The President shall be responsible for supervising and directing the activities of the E&I, Convention, Elections and Nomination committees of The Corporation or other duties as may be assigned by the Board.
5. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.
6. The committee supervisory duties of the President may be changed by consent of the Executive Committee.

SECTION 2. DUTIES OF THE VICE PRESIDENTS.

In the absence of the President or in the event of that person's inability or refusal to act, the Vice Presidents in order of their rank shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President.

1. The First Vice President shall be responsible for supervising and directing the activities of the Newsletter, Newsletter Competition, Photo Contest, Scholarships and Website committees of the Corporation and other duties as may be assigned by the Board.
2. The First Vice President shall perform all normal duties as required of a corporate secretary.
3. The Second Vice President shall be responsible for supervising and directing the activities of the Gardening from the Heart, Horticulture and Youth Gardening committees and other duties as may be assigned by the Board.
4. The committee supervisory duties of the Vice Presidents may be changed by consent of the Executive Committee.
5. Each Vice President shall perform such other duties as may be assigned by the President or the Board.

SECTION 7. DUTIES OF THE TREASURER.

The Treasurer will give bond for the discharge of duties of the office and with such surety as the Board shall require.

1. The Treasurer shall have charge and custody of and be responsible for all funds and sureties of the Corporation except those funds designated for, or for control of, the Endowment and Investment Committee, as established by **Article XIII** of these bylaws.
2. The Treasurer shall receive and give receipt for all monies due and payable to The Corporation, excepting only monies sent directly to the Endowment and Investment Committee.
3. The Treasurer shall deposit all monies in the name of The Corporation in such banks, trust companies or other depositories as are approved by The Board.
4. The Treasurer shall be diligent in transferring all monies received by the Corporation which should be under the control of the Endowment and Investment Committee.
5. The Treasurer shall report on the financial condition and affairs of The Corporation at the annual meeting and perform such other duties as may be assigned by the President or the Board.
6. The Treasurer will have supervisory responsibility for the Finance Committee and other duties as assigned.

SECTION 8. DUTIES OF THE IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall serve as an advisor to The Executive Committee. In addition, that person shall be responsible for supervising and directing the activities of the Awards and Bylaw committees of the Corporation and any other duties which may be assigned by the Board and/or the President.

SECTION 9. DUTIES OF OTHER PAST PRESIDENTS.

All past presidents are members of The Board. They are expected to perform the duties of Board members (**ARTICLE XIII**).

1. A past president may resign from The Board if they wish.
2. Past Presidents are expected to act as spokespersons for TGOA in their home club, encourage attendance at National Conventions, recruit members for National Committees and ensure that their club has a duly elected National Director.
3. A past president may serve as the National Director from their club but shall have only one (1) vote on Board matters.

ARTICLE XI – ELECTION PROCEDURES

SECTION 1.

When measures require the vote of the membership of the corporation, the procedures to be followed are:

1. An official ballot will be made available to each member of the corporation at least sixty (60) days prior to the annual member meeting, according to the most recent membership roster of the corporation.
2. The ballot will be included in the appropriate issue of the TGOA newsletter to be sent to all members. The ballot will also be sent by email to each club President and Treasurer and by email to all members having email addresses. The mailing address to receive returned ballots will be indicated on ballots and cover messages.
3. The Nominations and Election Committee will complete the tally of all properly executed ballots. The results will be announced in the annual meeting of the membership, by Email to each club president and secretary and will be published in the next Corporation publication.
- 4.

ARTICLE XII – COMMITTEES

Committees may be established to assist in the operation of the Corporation. The Endowment and Investment Committee which operates as a separate entity will be found in **Article XIII** of these bylaws.

SECTION 1. STANDING COMMITTEES:

1. **The Executive Committee:** The Executive Committee shall consist of the President, Immediate Past President, First and Second Vice Presidents and the Treasurer. In the case of extreme emergency, or when specifically instructed by The Board, The Executive Committee, between regular and special meetings of The Board, may act for and in the name of The Board. All such action shall require a majority vote of the entire Executive Committee.

2. **The Finance Committee** is selected by the president and approved by the Board. This committee shall consist of the Treasurer and two (2) or more other members who may also be members of the Board.

1. The Finance Committee shall prepare and submit to the Board a budget for the fiscal year of the Corporation.
2. The committee shall install and maintain an efficient system of accounts.
3. In addition, it shall perform such other duties with respect to the financial program of The Corporation as shall be defined by The Board and are found in **Articles XIV, XV and XVI.**

3. Bylaws and Resolutions Committee: The Bylaws and Resolutions Committee shall be selected by the Past President with approval by The Board and shall consist of five (5) or more active members.

1. This committee shall draft all resolutions requested by The Board for submission to The Board and/or members.
2. The committee shall receive all recommendations for changes or additions to the bylaws for submission to The Board.

5. Nominations and Election Committee: The Nominations and Election Committee shall consist of five (5) or more members and shall be elected at the annual board meeting.

1. The committee shall choose its own chairperson.
2. Each appropriate year a slate of officers to succeed those whose terms expire shall be prepared by the previous year's committee in January.
3. The slate will be completed and presented to The Board for approval.
4. The final list of nominees, together with a biographical sketch will be published in the Corporation Newsletter.
5. The election shall be completed following the procedures in **Article XI** to ensure the slate will be elected in time for installation at the Annual Meeting of The Corporation.

SECTION 2. SPECIAL COMMITTEES:

1. Committees of Directors may be designated by resolution adopted by a majority of The Board. Each committee shall consist of at least three (3) Directors and to the extent provided in said resolution shall have and exercise authority of The Board in the management of The Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve The Board or any individual Director of any responsibility imposed by law.

2. Other Committees not having and exercising authority of The Board in the management of The Corporation, may be designated by a resolution adopted by a majority decision of The Board. The Executive Committee member assigned supervisory responsibility for the committee shall recommend the committee's membership to the President who shall approve and make the appointment thereof.

3. The List of the Other Committees: The following committees are useful to fulfilling the mission of the Corporation but are not mandated by these Bylaws:

- a. Awards, supervised by the Past President
- b. Convention, supervised by the President
- c. E&I committee, supervised by the President (**Article XIII**)
- d. Elections, supervised by the President
- e. Gardening from the Heart, supervised by the 2nd V.P.
- f. Horticulture, supervised by the 2nd V.P.
- g. Newsletter, supervised by the 1st V.P.
- h. Newsletter competition, supervised by the 1st V.P.
- i. Photo contest, supervised by the 1st V.P.
- j. Scholarships, supervised by the 1st V.P.
- k. Website, supervised by the 1st V.P.
- l. Youth Gardening, supervised by the 2nd V.P.

SECTION 3. TERM OF OFFICE: The term of office for each member of a committee shall be for one (1) calendar year, or until a successor is appointed, or the Committee terminated.

SECTION 4. EX-OFFICIO AND QUORUM: The President shall be an ex-officio member of each committee and shall appoint a chairperson for each committee, except the Nominating Committee, which shall select its own chairperson. All appointments shall be submitted to The Board for approval. Vacancies on any committee may be filled by appointment in the same manner as provided in the original appointment, unless otherwise provided in the resolution of The Board. A majority of the whole committee shall constitute a quorum.

ARTICLE XIII - ENDOWMENT AND INVESTMENT COMMITTEE

SECTION 1. NAME.

The name of the committee will be the Endowment and Investment Committee and is commonly referred to as "The E&I Committee."

SECTION 2. PURPOSE.

The purpose of the committee shall be to receive, hold, invest, administer any property, real, personal, or mixed assets, which is given, bequeathed, or devised to any fund hereby established, or any endowment funds turned over to said committee. The committee shall serve as repository for memorials, tributes, bequests, endowments, gifts, special and similar funds, and one half (1/2) of all Life Membership fees.

SECTION 3. DISBURSEMENTS FROM ENDOWMENT AND INVESTMENT FUND.

1. At the discretion of the Board, said committee shall, at regular intervals, distribute to The Corporation a portion of the net income available for distribution. The appreciation in the endowment will not be distributed except as in **3**.
2. Any gift to the fund shall be considered as principal. If such gift has no restrictions or limitations, then it shall be held by the committee, invested and reinvested with the interest and dividends there from available to be distributed to The Corporation as herein before provided.
3. The committee may make a monetary advance or loan that will support the goals and objectives of The Corporation to any sector of The Corporation from the net income or appreciation available for distribution. Any such advance must be repaid to the E&I Fund by the terms determined by the E&I committee. The advance of funds and the terms of the repayment must be approved by the Finance Committee before any funds are distributed.
4. The committee shall not be held responsible for the application of any funds distributed to the Corporation.

SECTION 4. MEMBERSHIP.

The Trustees of the committee shall consist of five (5) or more members of The Corporation in good standing, nominated by the President, subject to the approval of The Board.

1. The Corporation Treasurer is a member of this committee but shall not serve as The Chair or the Secretary/Treasurer of the E&I committee.
2. The Chair and the Secretary/Treasurer of the E&I committee may be nominated by the Trustees and are appointed by the President with the concurrence of The Executive Committee.
3. The Trustees are responsible for administering the funds according to established policy approved by The Board and these Bylaws.

SECTION 5. TERMS OF MEMBERSHIP.

The terms of office of each Trustee shall be for a period of three (3) years unless reappointed or until a replacement is appointed.

SECTION 6. MEETINGS.

The Trustees shall meet at least annually, usually at the time of The Corporation and The Board meetings. A majority vote is required for a decision. A committee member may provide their vote by Email as long as all the notices and wording of the motion are provided to all committee members prior to the annual meeting. A quorum shall be a simple majority of the committee. Minutes of all meetings shall be written by the Secretary/Treasurer and filed with the official records of the Corporation.

SECTION 7. EXPENSES.

The Committee may not incur any indebtedness or make any expenditures not provided in the approved budget, without the consent of the Board.

SECTION 8. RESPONSIBILITIES OF THE COMMITTEE.

1. The Committee shall report to The Board its program, activities, policies, and financial conditions of the funds entrusted to its care, management, and investment at least annually.
2. Committee members shall make special presentations of the needs of The Corporation to individuals of wealth, foundations, trusts, and others who might be interested in the purposes and objectives of said Corporation as a means of securing donations to the fund.
3. The Committee shall secure an annual audit of the investments and file same with the Treasurer of The Corporation.

SECTION 9. INVESTMENT AUTHORITY.

1. The committee is authorized to receive, buy, assign, or transfer securities, or other property belonging to, or registered in the name of The Corporation when such property has been transferred to the control of the committee, or was given to The Corporation with a specific use named by the donor or testator.

2. The committee shall have the authority to authorize any two of its members to execute such papers, or documents, as may be necessary to affect the purchase, sale, assignment, or transfer of securities, or other property under control of the committee.
3. Those two Trustees shall report the status of the investments to the committee monthly, quarterly to The Executive Committee and at least annually to The Board and the Membership.
4. All investment and disbursement transactions shall be reported to the full E&I Committee.
5. Proper bond insurance shall be secured covering all authorized personnel involved with authority of investment.
6. The committee is authorized and encouraged to employ investment advisors if deemed necessary, or advisable. It may also have the right to invite consultation or advice of other persons.

SECTION 10. GIFTS TO THE FUND.

1. Any person (including by definition, corporation, or others) may give, bequeath, or devise to the Endowment & Investment Fund, and The Corporation may transfer to said fund any property, real or personal, or mixed assets and such property shall become part of the Endowment & Investment Fund. The President of The Corporation or any member of this committee shall be authorized to accept gifts to the Endowment & Investment Fund on behalf of The Corporation.
2. Any person who shall give, bequeath, or devise any property to the Endowment Fund may make such gifts subject to such conditions, restrictions, or limitations as to the use of the principal thereof, as the person may desire. A person may specify that a memorial be established in a name designated by the donor or testator; and such conditions, limitations, or restrictions shall be controlling on the committee, provided however, that such conditions, shall not be inconsistent with the aims, purposes and objectives of The Corporation as set forth in these bylaws, and shall not be inconsistent with or nullify the federal tax-exempt status of said Corporation.

SECTION 11. COMPENSATION OF COMMITTEE.

The Trustees of the committee shall not be entitled to compensation for their services to the committee.

SECTION 12. AMENDMENTS.

This article may be amended at any time by a further written resolution adopted by The Board of said Corporation. Such amendment may be for the purpose of adding to, revising, or clarifying any administrative procedures, duties, or powers of the Committee; but no amendment shall have the effect of terminating or defeating in any way the conditions, restrictions, or limitations placed on any gifts to this fund by any donor or testator, or supersede The Corporate Bylaws.

ARTICLE XIV - FINANCE, ACCOUNTING AND RECORDS

SECTION 1. FISCAL YEAR.

The fiscal year of The Corporation shall be the calendar year.

SECTION 2. ANNUAL BUDGET.

At the annual board meeting, The Board shall adopt a budget and therein make appropriations for the next fiscal year. The budget shall specify the purpose of each appropriation and shall include a statement of the estimated revenue for the fiscal year and the sources thereof.

SECTION 3. DISBURSEMENTS.

All disbursements shall be made by check which will show the payee, the terms of service rendered, or material purchased and the amount of payment. Any disbursement in excess of 125% of the gross amount in the annual budget or an unbudgeted amount of more than one thousand dollars (\$1000) shall be made only upon the approval of The Board. Routine purchase of minor items such as office supplies may be made by debit card.

SECTION 4. FINANCES.

An annual examination of the financial records of The Corporation of a type to be determined by The Board shall be conducted by an independent accounting firm or by a committee of members with experience in the field. That committee must be appointed by The Executive Committee and shall be supervised by the Treasurer. Funds for an outside audit shall be included in the annual budget if appropriate.

SECTION 5. BOOKS AND RECORDS.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board and Committees having any authority of The Board. It shall keep at the registered or principal office; a record giving the names of each affiliated club and the names and addresses of the officers thereof and the dues for all classes of membership. All books and records of the Corporation may be inspected by any member, his/her attorney or agent for any proper purpose at any reasonable time.

ARTICLE XV – REVENUE

SECTION 1. ANNUAL DUES.

1. Each affiliated club of The Corporation will pay annually regular dues to The Corporation for each of its members except for Life Members. These annual dues are due on the first day of January and shall be paid within thirty (30) days thereafter. Clubs shall pay not less than one-half (1/2) the annual dues for new members enrolled after July 1.
2. Family Membership dues will be paid on the same time schedule as rules as regular members.
3. Life Memberships are due and payable only once during the life of the member.

4. Member-at-Large dues are due on the anniversary date of the member's enrollment and shall be paid within thirty (30) days thereafter.

SECTION 2. SETTING OF DUES AND DEFAULT.

1. The amount of the dues for all categories of membership shall be recommended by The Board, approved by a vote of the membership and properly recorded in the records of The Corporation.
2. When any member or club is in default in payment of dues for a period of sixty (60) days, the membership shall be terminated or suspended by The Executive committee.
- 3.

ARTICLE XVI - CONTRACTS, CHECKS, FUNDS, DEPOSITS AND PROPERTY

SECTION 1. CONTRACTS.

The Board may authorize any member(s), of the Corporation, in addition to the officers, so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, The Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Corporation shall be signed by such officer(s), or member(s), of The Corporation and in such manner as shall be determined by resolution of The Board. In the absence of such determination of The Board, such instrument shall be signed by the Treasurer, and countersigned by the President, or a Vice President of the Corporation.

SECTION 3. LOANS FROM THE E&I FUND.

Advances or Loans from the E&I fund to divisions of the Corporation e.g., committees, conventions, regions or affiliated TGOA clubs in good standing etc. shall be repaid in full on the time schedule established by The Board and with the terms stated by the Finance Committee with consultation with the E&I committee.

SECTION 4. DEPOSITS.

All funds of the Corporation shall be deposited to the credit of The Corporation in such banks, trust companies, or other depositories as The Board may select.

SECTION 5. GIFTS.

The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests, or devise for the general purposes, or for any special purpose of The Corporation.

SECTION 6. PROPERTY.

The Executive Committee shall act in behalf of The Board in the acquisition of property, or in the acceptance of gifts, should such action be necessary between Board Meetings.

ARTICLE XVII - OFFICIAL PUBLICATIONS

The Board may publish or cause to be published under its supervision and control an official magazine, newsletter, educational material and direct mail pieces. The editor and/or publisher of such publications shall be appointed by The Board for a term to be set by The Board, renewable at the option of The Board. The editor and/or publisher shall be responsible for all textural material and shall recommend an annual budget to the Finance Committee sixty (60) days before the annual meeting of The Board. The editor and/or publisher shall also serve as The Corporation's coordinator with any advertising representative and the printer.

ARTICLE XVIII - USE OF NAMES AND EMBLEMS

SECTION 1. EMBLEMS.

Any active member shall be entitled to wear the emblems and/or any other insignia as may be adopted by The Board.

SECTION 2. RESTRICTIONS ON USE.

The names, emblems, and/or insignia of The Corporation shall not be used as a trade name or trademark in connection with any organization or enterprise whatever, other than this Corporation. They shall be used only for purposes specifically authorized by The Board.

ARTICLE XIX - REGIONS

SECTION 1. ORGANIZATION.

Regions shall consist of a minimum of at least thirty (30) members in at least three (3) affiliated clubs.

SECTION 2. MEMBERSHIP.

Each affiliated club, each of its members and each member-at-large shall be members of the region in which they are located. Members or clubs in areas not yet organized may be assigned to an adjacent region by The Board until such areas qualify to organize a region (Section 1).

SECTION 3. CHARTER.

Each region shall be formally chartered by The Corporation.

SECTION 4. BYLAWS.

Each region shall adopt and amend its own bylaws, using The Corporation's Bylaws as a guide. Nothing in the region bylaws shall conflict with the Articles of Incorporation, the Bylaws of the Corporation, or with the charter given to the region.

SECTION 5. CORPORATE DIRECTORS.

Each club in good standing may nominate and elect one Director according to the procedures in **Articles VIII and XI** of these bylaws. Each region, each club and the Directors shall assist in carrying out the program of the Corporation.

ARTICLE XX - INCORPORATED BODIES

An affiliated club or region, after receiving its charter, may incorporate, subject to the approval of The Board, by the name designated in its charter. Such club or region shall agree that it will, as an incorporated body, abide by the bylaws of this Corporation currently in force.

ARTICLE XXI – SEAL

The Board shall provide a Corporate Seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Illinois" or "Corporate Seal, State" where the Corporation Office is located.

ARTICLE XXII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the General Not for Profit Corporation Act of Illinois or State where the Corporate Office is located, or under the provisions of the Articles of Incorporation, or the Bylaws of The Corporation, a waiver thereof in writing signed by the person, or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XXIII - AMENDMENTS TO BYLAWS

Except as herein otherwise provided, these Bylaws may be amended, and approved for submission to the membership by an affirmative vote of a 2/3 majority of The Board present at any regular or special meeting, or by a ballot sent to the members of The Board by Email provided that at least ten (10) days prior, written notice be given to The Board of such intention. Any such bylaw action approved by The Board must be submitted to the vote of the membership, according to standard election procedures as found in **Article XI**.

ARTICLE XXIV – INDEMNIFICATIONS

Each member of the Board of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by him/her, and/or damages imposed upon him/her in connection with the defense of or as the result of any action taken or omission of action allowed, or alleged to have been taken, by him/her as a member of The Board of the Corporation if done in good faith, in a manner reasonably believed to be in or not opposed to the best interest of The Corporation and with which there was no reasonable cause to believe the same to be unlawful. The Corporation shall not indemnify him/her for any such action or omission of action as to which he/she may be liable by reason of willful misconduct or gross negligence in the performance of his/her duties as a member of The Board or officer of The Corporation.

ARTICLE XXV - PARLIAMENTARY AUTHORITY

The latest revised issue of "Robert's Rules of Order" shall be the parliamentary authority for any measure not specifically covered in the bylaws of the Corporation.

ARTICLE XXVI – DISSOLUTION OF THE CORPORATION

In the event of the dissolution of The Corporation, any assets of The Corporation, including but not limited to the Endowment and Investment assets, after satisfaction of all debts and claims against it shall be distributed, transferred, and delivered as soon as practical to one or more organizations, that are organized, and operated exclusively for gardening, scientific or educational purposes, and exempt from federal income tax under 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent revenue law.