

GENEVA GARDEN CLUB, INC. BY-LAWS

ARTICLE I – NAME AND PURPOSE

SECTION 1. CORPORATE NAME. The name of the corporation shall be GENEVA GARDEN CLUB, INC., an Illinois not-for-profit corporation (the “Club”).

SECTION 2. CORPORATE PURPOSES. The Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law (“the Internal Revenue Code”)). The Club’s purpose is to promote the beautification of the community, contribute to the preservation of natural environment and participate in community service projects in the fields of education, horticulture and wildlife. The Club encourages gardening for the enrichment of the lives of the community; and, in furtherance of these purposes, the Club will perform, either for itself or as an agent for its Members, any and all acts, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing.

SECTION 3. The Board of Officers and Chairs of the Standing Committees shall be referred to in this document as the “Board.”

SECTION 4. The Board of Directors shall be referred to in this document as the “Directors.”

SECTION 5. CORPORATE OFFICES. The Club shall continuously maintain in the State of Illinois a registered office and a registered agent.

ARTICLE II - BOARD OF OFFICERS

SECTION 1. The Board of Officers (“the Board”) of the Club shall be a President, one or more Vice-President(s), a Treasurer, a Secretary, and the Chair of each of the Standing Committees.

SECTION 2. ELECTION AND TERM OF OFFICE. At the February meeting a nominating committee consisting of three (3) members, at least one of whom shall be a current Board member, shall be announced by the President. The names of the candidates selected by this committee shall be read at the April meeting. Qualified nominations may be accepted from the floor after the slate has been announced and voted upon by the membership. Installation of officers shall take place at the April or May meeting.

SECTION 3. PRESIDENT. A candidate for President shall have served two (2) years on the Board. The President shall preside at all meetings of the Club, the Board and the Board of Directors, and shall be ex-officio member of all committees. The President shall also appoint the chairs of standing and special committees. The term of Presidency will be two (2) years, not to exceed two terms consecutively, unless extended by special circumstances approved by the Board.

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SECTION 4. THE VICE PRESIDENT(S). The Vice President(s) shall perform the duties of the President during the President’s absence or upon request by the President. The term of the Vice Presidency(s) will be

two (2) years, not to exceed two terms consecutively, unless extended by special circumstances approved by the board. The candidate(s) for VP shall have served at least one year on the board in another capacity.

There shall be a VP as the Chair of Membership Education and Programing Committee. This VP will be responsible for procuring the meeting site, securing guest speakers and to see to their needs for set up, projectors, tables and the like with the Hospitality Chair(s) at general meetings.

The second VP will serve as Chair of Community Outreach Education. This VP will be in charge of seeking out, scheduling and coordinating special outreach programs in our community that club members can participate in to provide horticulture/environmental education to those who might not otherwise have access to this information.

SECTION 5. THE SECRETARY. The Secretary shall keep the minutes of the General and the Board meetings. The term of Secretary will be two (2) years, not to exceed two terms consecutively and shall have served at least 1 year on the Board or will have served as an interim secretary at some point during the previous fiscal year.

SECTION 6. THE TREASURER. The Treasurer shall be the custodian of all monies. The Treasurer shall receive all funds paid to the Club and shall deposit such funds in the name of the Club in such bank as the Board may designate. The Treasurer shall pay all bills after these bills have been certified and approved for payment by the chair of the committee incurring the bill or the Board. The Treasurer shall keep full and accurate books containing a record of all monies received and disbursed. The Treasurer will submit copies of the current bank statements to the Board for review in January, April and September of each year, to be filed with the Secretary. The books of the Treasurer shall be reviewed by the President and Treasurer at the end of the fiscal year. The term of Treasurer will be two (2) years, not to exceed two terms consecutively, unless extended by special circumstances approved by the Board. A candidate for Treasurer shall have served at least 1 year on the Board or will have served as an Assistant Treasurer.

SECTION 7. PERMANENT AND TEMPORARY ASSISTANTS ASSIGNED TO OFFICERS AND STANDING CHAIRS: In the event where Assistants or Aides may be necessary and appointed by the President, they shall perform such duties as shall be assigned to them by the Officer or Standing Chair whose office or committee is involved, or at the direction of the President.

The President may appoint an 'Assistant' to an Officer with the explicit purpose of succession planning (i.e. Proposed In- coming Treasurer or Past Treasurer), prolonged absence of an Officer or Chair, or other reasons deemed appropriate. This position "Assistant' will be filled for the continuation of the flow and function of the Club's business for as long a time as considered necessary and approved by the President. The Assistant will be considered an ex-officio member of the Board, may regularly attend Board meetings, however, will not have voting privileges, except in the case of an Assistant substituting for an Officer or Chair in their prolonged absence.

A temporary assistant may be appointed by the President for a short-term assignment, special project or assigned to a Standing Chair for regular and continual duties on their committee. This person will be termed as an 'Aide'. The Aide may, if invited, attend Board meetings, however, the Aide will not be considered a regular member of the Board nor will they have administrative Board voting privileges.

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SECTION 8. GENERAL POWERS. The policy-making powers of the Club shall be vested in the Board, which shall have charge, control, and management of the policies, property, affairs, the Directors, and funds of the Club and shall alone determine compliance with the Club's stated

purposes; shall fill vacancies among the officers; and shall have the power and authority to do and perform all acts or functions not inconsistent with these By-Laws or the Club's Articles of Incorporation.

SECTION 9. VOTING. At each Board meeting, the Officers and Standing Chairs shall be entitled to vote in person or by return email if vote is initiated, by the President, via email, when a necessary decision needs to be made between scheduled Board meetings. The President will vote to break a tie when necessary. Thirty percent (30%) of the current members of the Board shall constitute a quorum.

SECTION 10. STANDING COMMITTEE. Each Standing Committee Chair shall serve a term of one year, and at the direction of the President that term may be extended. Each Chair shall select the members of their committees. Their duties shall be as follows:

The Assemblage Chair will provide notification for meetings and other special events.

The Communications Chair shall maintain the club website with club and community information in a timely manner to facilitate information sharing. Coordinate with chairs to facilitate volunteer sign-up lists. Monitor incoming club email and disseminate emails to appropriate board members. Ensure domain name and hosting site subscriptions are kept current.

The Community Service Chair shall investigate areas of the community, which would benefit from the Club's support and will bring these facts to the attention of the Board for consideration and action.

The Historian Chair will keep current the historical records and scrapbooks and coordinate with the Geneva History Museum regarding archived information.

The Hospitality Chair shall organize hostess committees for all meeting and events.

The Legislation Chair shall supervise and propose changes to the By-Law as may seem necessary, presenting them to the Board and the Club for approval. The Legislation Chair sees the By-Laws are upheld. The Legislation Chair shall keep the Club current with Garden Clubs of Illinois policies and measures they are supporting. The Chair will ensure that the Club maintains itself in good standing regarding the State of Illinois Annual filing for non-profit corporations and the IRS filing for 501(c)(3) organizations.

The Membership Chair shall present the letters of application to the Board for approval. The Membership Chair will be responsible for keeping a current membership list, publishing annual programs/membership directory, collecting dues, and issuing dues notices. The Chair is also responsible for the annual filing with GCI (Garden Clubs of Illinois) to renew charter and provide with the current membership list.

The Publicity Chair shall arrange for publicity and will keep the interests of the Club before the public.

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The Scholarship Chair will present the scholarship opportunity to the Publicity Chair and to the local schools, with the application and pertinent information. The Chair will read

and assess the submitted applications for presentation to the Board for final selection and notify all candidates of the Board's decision.

Ways and Means Chair shall oversee all fundraising activities of the Club and is challenged to suggest and implement new, innovative ideas for future fundraising.

SECTION 11. MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS

EQUIPMENT. The Board may participate in and hold a regular or special meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear, read or otherwise communicate with one another. Some acceptable interaction may be via, telephone, email, text or fax, initiated by the President. This electronic transmission can include general information, requests for votes or other important communication.

SECTION 12. SPECIAL COMMITTEES. Special committees shall be appointed by the President with the consent of the Board, that chair will be included on the Board during the time their project is active.

SECTION 13. REPORTS OF OFFICERS AND CHAIRS. Each officer and chair shall give a written report at the April or May meeting, such reports to be passed on to the incoming President, with a duplicate for the incoming officer or chair. All reports shall include all pertinent information including but not limited to financial and credit account names and numbers with usernames and passwords, website provider and account access, social media account access, email access, and all other account and access information used for and on behalf of the Club.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. THE BOARD OF DIRECTORS. The Board of Directors (the "Directors") shall consist of the no less than four (4) current members of the Club.

SECTION 2. TENURE AND QUALIFICATIONS. The number of Directors of the Club shall be four (4). The Directors shall be appointed by the President of the Board of Officers. Directors need not be residents of Illinois. The number of Directors may be increased or decreased to no fewer than three (3). No decrease shall have the effect of shortening the term of any incumbent Directors.

SECTION 3. MANNER OF ACTING. The Directors shall have no voting authority. If the President assigns a director's position to a person who is also a member of the Board of Officers that person shall retain all voting authority and have the ability to perform all the acts or functions intended by such person's position on the Board of Officers.

SECTION 4. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the President of the Board. A Director may be removed with or without cause by the Board, upon vote and written notice.

ARTICLE IV – MEMBERSHIP, DUES, VOTING AND MEETINGS.

SECTION 1. QUALIFICATIONS AND DUTIES. The Club shall have unlimited number of members (the "Membership"). Membership is open to all persons interested in the work of the Club. Each member must actively support and participate in the annual fundraising projects and serve on committees as assigned. Each member will receive two garden walk tickets when available.

SECTION 2. NEW MEMBERS: Each prospective member must have attended at least two General meetings prior to the application process.

Each prospective member shall fill out a Club application in writing. The prospective member will also write a short biography about themselves and include the reasons they would like to join the club. The application will be signed by the Membership Chair to verify the prospective member has attended the required number of general meetings

The Membership Chair will present the application & bio letter to the Board and the Board will vote for approval. Members joining after January 1 will pay half of annual dues.

SECTION 3. CLASSES OF MEMBERSHIP: There will be the following classes of membership:

Active members will pay yearly dues as set by the Board due by April 1st for the upcoming fiscal year. All active Club members have an obligation to serve voluntarily or when called upon, on all civic endeavors, as a monthly meeting host and for fund raising projects.

Inactive members shall have been active members, in good standing, for not less than five (5) years and shall pay annual dues as set by the Board due by April 1st for the upcoming fiscal year. The member wishing to become inactive, must give written notice to the Membership Chair.

Inactive members shall have no voting powers and are not assigned to any club projects. They will receive Club mailings. Inactive members may attend general meetings and volunteer to work on a committee for any event or fundraiser.

Inactive members are able to reinstate their status as active members one year after the date of their written notice to the Membership Chair to become inactive. Inactive members shall contact the Membership Chair in writing of their desire to become reinstated as an active member.

SECTION 4. RESIGNATION OF MEMBER.

A Member may resign from membership at any time providing written notice is given to the Membership Chair. Members who have not paid their current year's dues by May 1st will be considered to have acquiesced their membership from the club. All members that have not paid their dues and/or have resigned need to go through the new member process to become an active member once again. Dues are non-refundable.

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SECTION 5. VOTING. At each General Club meeting, the Members shall be entitled to vote in person to approve the prior months minutes. General Membership may be called on to

periodically vote to approve By-Law changes approved by the Board. Twenty percent of current active members shall constitute a quorum.

SECTION 6. NON-LIABILITY OF THE MEMBER. The Members of the Club shall not be personally liable for the debts, liabilities or obligations of the Club.

SECTION 7. NON-TRANSFERABILITY OF MEMBERSHIP. Memberships are non-transferable.

SECTION 8. GUESTS. The Board shall designate a formal guest day (usually at the September meeting) during the fiscal year. In practice, all General Meetings are open to the public, and guests are welcome, however, the Board can close any meeting to *members only* when necessary.

SECTION 9. ANNUAL MEETINGS. The annual meeting shall be held on first Tuesday of April or May, at which the membership shall elect and/or induct the Officers and transact such other business as may properly be brought before the Membership.

SECTION 10. BOARD MEETINGS. The Board shall meet on a regular basis approximately two (2) weeks prior to the General Meeting from August through May, or as otherwise determined by a majority of the officers, to transact any necessary business.

SECTION 11. GENERAL MEETINGS. General meetings shall be held on the first Tuesday of each month commencing September through May or as otherwise determined by the Board from time to time for the purpose of transacting such other business as may properly be brought before the general membership.

SECTION 12. SPECIAL MEETINGS. Except as otherwise prohibited by approved By-Laws or by the Articles of Incorporation, special meetings of the Club may be called by the President. These meetings may be held at the principal meeting place of the Club, electronically or at other physical locations. Notice of a special meeting will be given to all concerned members. The location of the meeting place, time and subject matter will be included in all notices.

Special or Committee meetings can also include Special & Standing Committees or Fundraiser meetings in order to prepare for their upcoming duties.

SECTION 13. NOTICE OF MEETINGS. Acceptable notification to the Membership shall be by either in person, USPS mail, email, fax, text or phone; stating the place, day and hour of any meeting of the Club; and, in case of a special meeting of the Club, the purpose(s) for which the meeting is called, shall be delivered not less than two (2) nor more than thirty (30) days before the date of the meeting to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member as the address appears on the records of the Club. Such further, earlier or later notice shall be given as may be required by law.

SECTION 14. AMENDMENT TO THE ARTICLES OF INCORPORATION OR BY-LAWS. Amendments to the Articles of Incorporation or By-Laws may be proposed and read at any Board meeting. Once the amended language is approved by the Board, the Legislation Chair will inform the General Membership of the proposed changes at a General Meeting. An affirmative vote of two-thirds of the General Members present for adoption of the By-Laws are necessary.

ARTICLE V - CONTRACTS, CAPITAL EQUIPMENT, CHECKS AND BUDGETS

SECTION 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, CREDIT, AND FINANCIAL ACCOUNTS. The Treasurer will disperse all checks and/or any other forms of payments of funds expended in the name of the Club and approved by the Board. Checks may be signed by the Treasurer or President.

SECTION 3. GIFTS. The Board may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club.

SECTION 4. BUDGETS. The President and the Treasurer shall prepare the annual budget for presentation for approval to the Board prior to November 15th for each fiscal year.

SECTION 5. CAPITAL EQUIPMENT: The board may authorize the purchase of capital equipment such as P.A. System, computers etc., and then assign to Officers or Chairs in the furtherance of their duties on the Board and facilitation of club's business.

All equipment, accessories and data assigned to an Office or Standing Committee is deemed the sole property of Geneva Garden Club, Inc., and must, if requested by the President, Board or upon term limit/leaving office be handed to the President or a Vice President within 24 hours of said event. At that time all equipment, data, external drives, accessories will be inspected with the out-going Officer or Chair and accounted for by the President or a Vice President.

A Geneva Garden Club Capital Equipment Agreement (Referred to as Agreement) must be signed upon said Officer or Chair receiving Geneva Garden Club, Inc.'s equipment. Board member(s) receiving such equipment must abide by and adhere to the spirit of documented rules set forth in the Agreement. Minutes of the next Board meeting will reflex that the *Agreement* was signed, dated and all required information was provided by the user of the equipment. A copy of the *Agreement* shall be turned into the President to be filed in the President's Book and to the Treasurer.

Transfer of equipment from one Board member to the next will require a new *Agreement* to be signed and recorded in the minutes of the next Board meeting.

ARTICLE VI - BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of the Club and the Board.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Club shall be September 1 to August 31.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS, DIRECTORS, MEMBERS, AND AGENTS

SECTION 1. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or was a director, member, officer of the Club, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

SECTION 2. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, or member of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually or reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of said duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. To the extent that a director, officer or member of the Club has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

SECTION 4. Any indemnification under sections 1 and 2 shall be made by the Club only as authorized in the specific case upon determination that indemnification of the director, officer, member or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made by the Board, of a majority vote or a quorum of the Board who were not parties to such action, suit or proceeding.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, member or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Club as authorized in this article.

SECTION 6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement vote of the Board, or otherwise, both as to action in said official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7. The Board, on behalf of the Club shall purchase and maintain liability (which may include Director and Officer) and accidental medical insurance on behalf of any person who is or was a director, officer, member or agent of the Club, or is or was serving at the request of the Club as a director, officer, member or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, or arising out of said status as such, whether or not the Club would have the power to indemnify such person against such liability under the provisions of these actions.

SECTION 8. References to “the Club” shall include, in addition to the surviving Club, any merging Club, including any Club having merged with a merging Club, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its directors, officers, members or agents.

ARTICLE IX - OTHER PROVISIONS

The controlling object and purposes of the Club are to fund-raise and/or receive by gift, property, real and personal, and to maintain, use and operate the same in such manner as to promote and foster its corporate objectives and purposes, as well as those of the gifts which it shall receive subject to terms and conditions on which it may receive the same. No part of the net income of the Club shall ever inure to the benefit of its officers, directors or members or any private individual provided, however, that reasonable compensation may be paid for services rendered to the Club and by members.

Upon dissolution or liquidation of the Club, all its assets remaining after payment of all its liabilities and obligations shall be distributed exclusively for the purposes of the Club in such manner or to such organization or organizations as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended.

No substantial part of the activities of the Club shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Club in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.