



BY-LAWS

Sixteenth Amendment – 2025

ARTICLE I: NAME AND PURPOSE

Section A: Name is Bloom & Grow Garden Society

Section B: Purpose is to stimulate a knowledge and love of gardening through promotion and sponsorship of community projects and the protection and sustainability of native habitat...to promote and sponsor educational horticultural experiences and civic involvement.

ARTICLE II: MEMBERSHIP

Section A: Membership is open to all regardless of gender, age, race, sexual orientation, ethnicity, or religious affiliation.

Section B: Active members will hold provisional status until an application as prescribed by the Membership Chairman (1st Vice-President) is completed and annual dues are paid. Members are expected to perform club duties, including participation in programs, monthly meetings, work on committees, and serve in an official capacity when elected.

ARTICLE III: EXECUTIVE BOARD

Section A – The Executive Board shall consist of the President, President Elect, Past-President, First and Second Vice Presidents, Treasurer, Recording Secretary and Corresponding Secretary. The President will serve a one-year term. The President Elect will serve a one-year term and succeed to President. The Past President will serve a one-year term. Once elected, the First and Second Vice Presidents, Treasurer, Recording Secretary and Corresponding Secretary may serve unlimited terms of office.

Section B – When necessary, the Executive Board may request an external audit of the club books and accounts.

ARTICLE IV: BOARD OF DIRECTORS

Section A: The Board of Directors shall consist of the Executive Board, the Chairs of all committees and Past-Presidents still holding active membership and shall meet at least four times a year.

Section B: The Board of Directors shall be empowered to transact any and all business of the Bloom and Grow Garden Society.

Section C: The Board of Directors shall approve all projects of the club and an annual budget prepared by the Finance Committee to be voted on by the membership present at the September meeting.

Section D: The Board of Directors shall receive no compensation

Section E: The Board of Directors shall not be held liable for expenses and/or liabilities incurred in connection with legal proceedings arising from their service to the Bloom & Grow Garden Society

ARTICLE V: ELECTION OF OFFICERS

Section A: Election of officers shall be held at the April meeting. The Nominating Committee shall present their Nomination Ballot at the March meeting. Nominations for officers may be made from the floor at the April meeting if the person nominated has given consent (in writing if not present) prior to the meeting. A majority vote of those present and voting shall elect. When there is only one candidate for an office, the election may be by acclamation.

Section B: Installation of Officers shall be the last business on the agenda of the May meeting.

Section C: In the event of a vacancy in the office of Treasurer, Recording Secretary, or Corresponding Secretary, at any time after the May installation of same, the President may appoint a replacement. The appointment must be approved by the Executive Board and shall be effective until the next election. The appointed officer may then be elected for another year or replaced.

Section D: In the event of a vacancy in the office of President Elect, First Vice-President or Second Vice President, at any time after the May installation of same, the Past President acting as Nominating Chair shall nominate a replacement to the Board of Directors. The Board of Directors must approve the nomination which will be effective until the next election.

ARTICLE VI: DUTIES OF OFFICERS

Section A: The **President** shall preside at all meetings of the club, the meetings of the Executive Board, and the Board of Directors. The President shall appoint Chairs of Standing and Special Committees. The President shall be an Ex-Officio Member of all Committees except the Nominating Committee. The President shall review and approve all club bills over \$500 before the Treasurer pays them. The President shall inform all officers of their specific duties at the first Board of Directors meeting.

Section B: The **President Elect** shall assist the President at all meetings of the club, the meetings of the Executive Board, and the Board of Directors. The President Elect shall be an Ex-Officio Member of all Committees except the Nominating Committee. The President Elect shall be the next President of the club if he/she chooses to do so when the President's term is complete. The President Elect shall assist the President as needed.

Section C: **The Past President** shall be Nominating Chair, responsible for preparing the nominating ballot to be presented at the March meeting. The Past President will prepare nominations to the Board for vacancies on the Board.

Section D: The **First Vice-President** shall perform all duties of the President as requested by the President or in the absence of the President and President Elect. The **First Vice-President** shall be Membership Committee Chair, responsible for maintaining a current membership roster and collecting and recording all dues. The First Vice-President will be responsible for forwarding names and addresses of new members to the FFGC Membership Chair and for conducting the new member orientation.

Section E: The **Second Vice-President** shall perform all duties of the President as requested by the President or in the absence of the President, President Elect, First Vice-President. The Second Vice-President shall be the Members Program Committee Chair and shall arrange for speakers at the monthly meetings, schedule monthly field trips and/or member programs.

Section F: The **Recording Secretary** shall keep the minutes of all board, general and special meetings; shall be the club historian maintaining a notebook of all press releases, articles, etc. as well as an electronic file of club business.

Section G: The **Corresponding Secretary** shall conduct the regular correspondence of the club. The Corresponding Secretary shall send information and invitations as requested; shall be responsible for sending official tax-letters to sponsors and donors. The Corresponding Secretary shall hold the key to the Bloom and Grow Garden Society Post Office Box and check it weekly.

Section H: The **Treasurer** shall have charge of the funds of the club; from whatever source they may be derived. The Treasurer shall deposit club funds in the name of the Bloom and Grow Garden Society in such bank as the Board of Directors shall select. All bills shall be paid by the Treasurer. The Treasurer will give a report at each Board and each business meeting of the club and an annual financial summary at the end of the fiscal year. The Treasurer will also serve as Chair of the Finance Committee.

Section I: Each officer, each chair of a standing committee, and each chair of a special committee formed by the President shall make a full report in duplicate for the annual meeting. One copy goes to the President and the other to be handed to the new Officers and Committee Chairs.

Section J: Each outgoing officer and chairperson shall deliver to their successor by June 1st such books and records regarding the office.

Section K: Officers shall serve from June 1st through May 31st. The fiscal year shall be from June 1 to May 31 inclusive.

ARTICLE VII: MEETINGS

Section A: The annual meeting of the Bloom & Grow Garden Society membership shall be held in September. The hour and place will be determined by the Executive Board.

Section B: General meetings shall be held monthly from September through May. The Board of Directors shall determine the date, time, and location of meetings.

Section C: Business or special club meetings may be called at the discretion of the President. Special meetings may be called by at least five members of Board of Directors, after two weeks notification of all members.

ARTICLE VIII: STANDING COMMITTEES

Section A: **Finance Committee**—The Treasurer shall be chairman of the Finance Committee. The President shall appoint three members to assist the Treasurer in preparing a yearly internal audit at the close of the fiscal year to be presented to the President and the external CPA. The Treasurer will prepare the annual budget which shall be presented to the members for a vote at the September meeting.

Section B: **By-Laws Committee**—The chair should be knowledgeable of Robert's Rules of Order and should serve as Parliamentarian during meetings. The committee will evaluate the By-Laws annually and propose changes as needed to the members. Changes to the By-Laws must be presented to the members at least one meeting prior to the call for a vote.

Section C: **Social Committee**—The duties will be to serve as hosts for the monthly meetings, record reservations, greet members, provide name tags, and collect luncheon money. This committee will also be responsible for organizing social events for members.

Section D: **Nominating Committee**—A nominating committee of three shall be selected by the Past President who is Chair of this Committee. The committee shall prepare a nominating ballot to be presented at the March meeting.

Section E: **Sponsorship Committee** —The President shall appoint the Chair of the Committee. Other members may be selected, as needed, by the President and the Committee Chair. This committee shall be responsible for all fund-raising activities for the club, including Spring Fever. They shall be responsible for all communications with sponsors to ensure positive and productive working relationships. The Treasurer and Spring Fever Committee Chair shall be a member of this committee.

Section F: **Chaplain**—The duties will be to guide the club in devotion at the beginning of each monthly meeting and at each board meeting.

Section G: **Scholarship Committee**—The duties will be to establish a process for scholarships, evaluate applications, determine scholarships, handle all notifications to students and process the payment of scholarships. This committee shall ensure that all scholarships given by the club are used for the intended purpose in compliance with the mission statement of the organization. The committee will, upon review of requests and availability of support funds, present recommendations to the board for approval. The Treasurer shall be an automatic member.

Section H: **Grants Committee** – The duties will be to establish a process and calendar for grants, evaluate applications, determine grants to be given, handle all notifications to grant recipients, and process the payment of grants. This committee will also recommend for Board approval participation at community fundraising functions as well as charitable contributions. This committee shall ensure that all grants given by the club are used for the intended purpose in compliance with the mission statement of the organization. The committee will, upon review of requests and availability of support funds, present recommendations to the board for approval. The Treasurer shall be an automatic member of this committee.

Section I: **Newsletter**—The duties will be to prepare and distribute a regularly scheduled newsletter.

Section J: **Publicity and Website Committee**—The duties will be to notify local news media and other publications, such as the Florida Gardener, of club activities. They will also be responsible for social media communications and updates to the website.

Section K: **Membership Committee** – The Chair of the Membership Committee shall be the First Vice President. They shall be responsible for maintaining a current membership database and collecting and recording all dues. They shall also be responsible for forwarding the names and addresses of new members to the FFGC Membership Chair and for giving new members the club book which contains the Constitution, By-laws and a current membership list. Their duties will include the orientation of new members.

Section L: **Member Programs Committee** – The Chair of the Member Programs Committee shall be the Second Vice President. They shall arrange for speakers at the monthly meetings, schedule field trips as well as other member programs.

Section M: **Spring Fever in the Garden Committee** —The duties will be to organize and coordinate all of the activities surrounding and including the Spring Fever in the Garden event.

Section N: **Path of Life Committee**—The duties will be to coordinate the maintenance of this important and permanent club project including 2 annual workdays for members. This committee will have a booth at Spring Fever.

Section O: **Pollinator Power Committee** – The duties shall be to encourage the planting of pollinator habitat through educational programs, demonstration garden installation and maintenance; they shall have a booth at Spring Fever in the Garden.

Section P: **Tree Committee** – The duties shall be to organize the planting of trees throughout Winter Garden in public places, schools, hospitals, residences; they shall organize club celebrations for Florida Arbor Day and National Arbor Day.

Section Q: **Monarch Project Committee** – The duties shall be to organize an annual “Flora Fiesta” event in The Butterfly Sculpture Park.

Section R: **Garden Therapy** – The duties shall be to maintain gardens at Health Central Park in Winter Garden

Section S: **Plant Sales**— The duties shall be to organize and implement plant sales. This committee shall aim to foster community engagement through horticultural education and outreach during the plant sale events.

Section U: **Books** – The duties shall be to provide books on plants and nature to students in Winter Garden by providing them to schools, libraries, social service organizations, etc.

ARTICLE IX: SPECIAL COMMITTEES

Section A: Special Committees may be formed by the President. The President shall appoint the Chair of each committee, and the Chair may select other members. The chairs of special committees shall be added as a member of the Bloom and Grow Board of Directors.

ARTICLE X: DUES

Section A: Active member dues may be increased when necessary to meet the needs of the Society, after being agreed upon by the Board of Directors and approved by vote of the members. All dues are due and payable by April 15. Dues not paid by April 15th will result in membership cancellation.

Section B: A one-year membership to Bloom and Grow Garden Society may be given as a gift to a non-member who has given extraordinary support to the club; the gift membership must be funded by a committee of the club; the gift membership must be approved by the Executive Board; membership would expire on April 15 one year following the one in which it was given.

ARTICLE XI: QUORUM

Section A - A quorum should be necessary to transact all business of the club.

Section B - A quorum shall consist of a simple majority of voting members present. If a committee chair can't attend and appoints another committee member to represent that committee, the replacement may vote in the place of the chair.

ARTICLE XII: RULES OF ORDER

Section A - Robert's Rules of Order Revised shall govern the proceedings of this club when applicable and not inconsistent with this Constitution and By-Laws and standing rules.

ARTICLE XIII: CONFLICT OF INTEREST

Whenever an executive member of the board or a committee chair has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the Bloom and Grow Garden Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIV: DISSOLUTION

In the event of dissolution, the residual assets of this organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) and 170(ex2) of the Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XV: AMENDMENTS

The By-Laws may be amended at the annual meeting by a two-thirds vote of members present. A four week notice must be given.

Updated: July 7, 2025

Submitted by: Julie Teal, By-Laws Committee Chair

Approved by Bloom & Grow Board: July 8, 2025

Approved by Bloom & Grow membership: September 12,

2025