

# CONSTITUTION AND BYLAWS OF JARDINEROS DE PLACITAS

(This document reflects updates voted on by Club membership through May 2017)

## **ARTICLE I: NAME, COLOR, FLOWER**

Section 1. The name of the organization shall be JARDINEROS DE PLACITAS.

Section 2. The color for the club shall be YELLOW.

Section 3. The flower for the club shall be CHAMISA.

## **ARTICLE II: PURPOSE**

JARDINEROS DE PLACITAS, hereinafter called the Club, is a social, benevolent and charitable organization. Its purpose is to provide its members with opportunities for associating with other Placitas residents; to promote interest in and provide support for the improvement of the greater Placitas community, its residents, and its environment; and to provide information pertaining to gardening. The Club is structured under Internal Revenue Code 501(c)(7).

## **ARTICLE III: MEMBERSHIP AND DUES**

Section 1. Membership in the Club is open to any resident of the Placitas community. Members in good standing who move away from the Placitas area may retain their membership. Membership may continue as long as current dues are paid. Only current residents may serve as officers or as members of the Board of Directors.

Section 2. Honorary membership may be conferred by the Board of Directors. Honorary members are exempt from paying dues.

Section 3. Club dues shall be paid annually. Payment of dues prior to the Yearbook deadline will ensure that a member's name and photo are published in the Yearbook.

Section 4. The amount of the dues shall be determined by a majority vote at a regular meeting after all members have been notified that the issue will be voted upon.

Section 5. A new member who joins the Club from January 1 through June 30 shall pay the full amount of the annual dues. A new member who joins the Club from July 1 through October 31 shall pay one-half the amount of the annual dues. A new member who joins in November or December shall pay only for the following year and shall immediately become a member with full privileges.

## **ARTICLE IV: MEETINGS**

Section 1. Regular meetings. Regular meetings of the Club shall be held on the first Wednesday of each month except January.

Section 2. Annual Meeting. The January meeting of each year, to be held the second Wednesday of the month, shall be the annual meeting of the Club.

Section 3. Quorum. A quorum for the transaction of business is one-fourth (1/4) of the membership. No business may be transacted without a quorum being present, but members in attendance may otherwise proceed with planned activities.

Section 4. Voting. A majority vote of those members present and voting is necessary to adopt any motion, nomination, or other matter, unless a greater number is required by these bylaws. Voting by proxy is not allowed.

Section 5. Nonmembers. Nonmembers may attend only two meetings annually as guests.

## **ARTICLE V: FINANCIAL ADMINISTRATION**

Section 1. Fiscal Year: The Club's fiscal year shall begin January 1.

Section 2. Budget: A proposed annual budget shall be reviewed by the Board and submitted to the membership for adoption.

Section 3. Disbursement of funds: Club funds may be disbursed in accordance with the adopted budget without further approval. Any disbursement of unbudgeted Club funds in excess of twenty-five dollars (\$25) over any line item in the annual budget must be approved by a majority vote of the officers of the Club. Such vote may be taken by electronic mail (email) or other method without a meeting. The vote shall be recorded and reported at the next regular meeting of the Club by the Recording Secretary.

Section 4. Moneys budgeted but unspent at the end of the fiscal year shall remain in the Club's general funds.

Section 5. Contracts: No committee, interest group, or individual member of the Club may enter into any contract, oral or written, expressly or potentially subjecting the Club to financial or other responsibility without the prior written approval of the Board.

Section 6: Distribution of Assets upon Dissolution In the event that the Club is to be dissolved, all Club assets remaining after any outstanding liabilities have been paid will be distributed for charitable purposes within Sandoval County. The recipients and amounts of the distribution shall be determined by the Benevolence Committee, or, if that committee is no longer in existence, by a majority vote of the remaining Club directors.

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#### **ARTICLE VI: OFFICERS, THEIR ELECTION AND TERMS**

Section 1. Officers. The officers of the Club shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. Elections and Terms. The officers shall be elected at the October regular meeting by the general membership for a term of one year. The Nominating Committee shall submit a slate of nominees at the September regular meeting. Additional nominations may be made from the floor at the October regular meeting. Installation shall be during the January meeting.

#### **ARTICLE VII: BOARD OF DIRECTORS**

Section 1. Membership. The officers, the immediate Past-President, and the chairs of standing committees shall constitute the Board of Directors.

Section 2. Duties. The Board of Directors shall supervise the affairs of the Club between its regular meetings and shall implement such policies and actions as directed by the membership. It shall make recommendations to the membership, and perform such other duties as specified in the Bylaws of the Club.

Section 3. Quorum. A quorum of the Board of Directors is a majority of the board membership, including two officers.

Section 4. Meetings. Meetings of the Board of Directors may be called at the discretion of the President or upon written request to the President by three members of the Board.

Section 5. Voting. Each member of the Board of Directors is entitled to one vote. Casting a vote via electronic mail (email) will be allowed if a majority of the board agrees that discussion of the issue is not necessary and that a vote by email is acceptable. The Secretary shall record Board member votes by email the same as votes during a meeting.

Section 6. Vacancies. Vacancies in officer positions, except the President, shall be filled for the unexpired term by a majority vote of the Board of Directors from a slate presented by the Nominating Committee. The position of any member of the Board of Directors who moves from the Placitas area shall be declared vacant immediately.

Section 7. The President may invite nonmembers to attend scheduled Board meetings. Board meetings are open to the membership.

#### **ARTICLE VIII: DUTIES OF OFFICERS**

Section 1. The officers shall perform those duties prescribed by these bylaws, duties usually performed by persons in such offices, and such other duties as the board shall direct.

Section 2. The President shall preside at annual and regular meetings of the Club; shall preside at meetings of the Board; shall be a member ex-officio of all committees except the Nominating Committee; shall notify Board members of the Board meetings well in advance of the scheduled date; and shall plan the agenda of regular monthly meetings and verify that minutes of the previous meeting are prepared. Except for the Nominating Committee the President shall appoint committee Chairs and the Chairs for special events and projects approved by the Club.

Section 3. The Vice-President shall perform the duties of the President in the President's absence; shall head the Program Committee; and shall perform such other duties as are assigned by the President. If the office of the President becomes vacant, the Vice-President shall assume the Presidency and serve the remainder of the unexpired term.

Section 4. The Recording Secretary shall keep minutes of each Club and board meeting; and shall maintain a file of all prior minutes of the Club.

Section 5. The Corresponding Secretary shall assume the duties of the Recording Secretary in the absence of that officer; shall attend to all correspondence; and shall report on all correspondence received by the Club at the appropriate regular meeting.

Section 6. The Treasurer shall prepare a proposed annual budget, shall have charge of all moneys, and shall disburse all budgeted funds. The Treasurer shall keep an accurate accounting of membership dues and inform members when dues are payable or delinquent. The Treasurer shall prepare a statement of account for all regular meetings; shall maintain an accurate ledger subject to review by the President or authorized member(s) of the Board of Directors; shall prepare an annual report; and shall maintain a file of all prior such annual reports. In the absence of the Treasurer, the President is authorized to sign checks of the Club.

#### **ARTICLE IX: STANDING COMMITTEES**

Section 1. There shall be the following Standing Committees: Benevolence, Community Service, Constitution and Bylaws, History, Membership, Nominating, Program, Refreshments, Website, and Yearbook.

Section 2. Benevolence. The Benevolence Committee (a) in coordination with the Treasurer shall present to the membership formal recommendations for donations; and (b) shall carry out the applicable Standing Policies in the event of an illness or death.

Section 3. Community Service. The Community Service Committee shall design and execute a plan to make a positive impact in our community. The committee shall partner with existing organizations where possible, shall identify worthy projects and share them with the Benevolence Committee for consideration, shall inform the Club membership about community activities, and shall tap the resources of the Club membership to aid in the execution of the plan. The chair of the Committee shall present the plan to the Board of Directors for advice and approval before implementation.

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Section 4. Constitution and Bylaws. The Constitution and Bylaws Committee shall periodically review the Bylaws of the Club to insure that they meet its requirements, and shall present to the Board of Directors any recommended changes. Adoption of all and/or any amendments approved by the Board must follow the procedure set forth in Article XI. The Chair of this Committee shall also act as Parliamentarian at all regular business meetings.

Section 5. History. The Historian shall keep a record of the events and activities of the Club and prepare an annual Club scrapbook. She shall also prepare a commemorative album as a gift from the club to the President.

Section 6. Refreshments. The Refreshments Committee shall prepare drinks and provide light refreshments for the regular meetings. It shall follow hygienic food-handling, preparation, and service practices, keep the kitchen facility clean, remove trash, and maintain supplies properly. It shall set up the meeting room chairs, etc., in preparation for the meeting and assure that the facility is returned to its former condition afterwards.

Section 7. Membership. The Membership Committee shall maintain an accurate record of all members, submit information on new members to appropriate officers and chairs of interest groups and committees, introduce new members and guests to the Club and provide them with Club information, and create, update, and maintain forms relating to membership. The committee shall telephone Club members who are without email service about upcoming Club meetings. Should other Club business or activities require Club members to be contacted, the committee shall provide that service at the request of the President or the Board of Directors. The committee shall assist the Treasurer with collection of dues.

Section 8. Nominating. A Nominating Committee consisting of five members shall be elected by the membership at the October regular meeting. The committee members shall select one of their numbers to serve as Chair of the committee. This committee shall prepare a slate of officers to be presented to the members at the following September regular meeting. The committee shall also prepare and present at the September regular meeting a slate of members to serve on the Nominating Committee for the following year. If a vacancy among the officers occurs during the year, the Nominating Committee shall submit a slate of names for filling the vacancy to the Board of Directors. The Nominating Committee shall have at least one former officer as a member and with the exception of the committee chair no current board member shall be on the Nominating Committee.

Section 9. Program. The Program Committee, chaired by the Vice-President, shall arrange programs for each month of the Club's regular meetings.

Section 10. Website. The webmaster shall maintain the Club website to provide members with current information about the Club and matters of interest in line with the Standing Policies.

Section 11. Yearbook. A Yearbook Committee, headed by an Editor, shall publish the yearbook.

#### ***ARTICLE X: OTHER COMMITTEES***

Section 1. Auditing. The President shall appoint an ad hoc Auditing Committee consisting of two or more members to audit the Club's accounts and financial position at the close of each December and to report to the Club membership at the subsequent February regular meeting. The auditing committee can also perform a random audit at other times during the year at their discretion.

Section 2. A July 4th Parade Committee may be activated by the President if there is sufficient interest by the membership.

Section 3. Ad Hoc. The President may, upon approval by majority vote of Board Members, appoint ad hoc committees to perform such special duties as may be required.

#### ***ARTICLE XI: AMENDMENTS***

Section 1. Bylaws. Amendments to the Bylaws of the Club may be adopted at any regular meeting by a two-thirds (2/3) majority vote of all members present and voting. The proposed amendments must have received approval of the Board of Directors before submission to the membership. Notice of the proposed amendment must be given by either reading the proposal at a previous regular meeting of the Club or mailing the proposal to the membership not less than seven (7) days prior to the next regular meeting. For purposes of this section, the term "mailed" shall include a written notice sent to every member by any one or combination of the following methods: United States Postal Service, by other delivery, or by electronic means (e.g., electronic mail, facsimile, etc.).

Section 2. Standing Policies. Amendments to the Standing Policies may be recommended by the Board of Directors and adopted by a majority vote of members at a regular meeting.

#### ***ARTICLE XII: PARLIAMENTARY AUTHORITY***

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all instances in which they are applicable and in which they are not inconsistent with these Bylaws or the Club's Standing Policies.