

**BYLAWS
of
DEEP SOUTH GARDEN CLUBS, INCORPORATED**

ARTICLE I – NAME

The name of the Corporation is **DEEP SOUTH GARDEN CLUBS, INCORPORATED**; hereinafter referred to as DSGC.

ARTICLE II – OBJECT

The object for which the Corporation is organized is to advance the purposes of the DSGC and to coordinate the interests of the six State Garden Clubs in the Corporation, *i.e.*, the Statewide Garden Clubs Non-Profit Corporations, The Garden Club of Alabama, Inc., Florida Federation of Garden Clubs, Inc., The Garden Club of Georgia, Inc., Louisiana Garden Club Federation, Inc., Garden Clubs of Mississippi, Inc., and Tennessee Federation of Garden Clubs, Inc.

The objects and purposes of this corporation are:

1: The organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2: To aid in the protection and conservation of natural resources, to promote civic beauty and encourage the improvement of roadsides and parks.

3: To further horticultural education, environmental concerns and landscape design through scholarship funds to State Universities.

4: To study in all of its aspects, the fine art of gardening.

5: To restrict the activities of the Corporation so that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons.

6: No part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III – OFFICERS, ELIGIBILITY, NOMINATION, ELECTION

Section 1. Officers.

A. Elected Officers of the DSGC shall be: President, Vice President, Recording Secretary, Treasurer and Chairman of Finance. Appointed Officers shall be: Corresponding Secretary, Parliamentarian and Historian.

In these Bylaws, the President and Vice President of the Corporation shall hereinafter be known and referred to as the Region Director and the Alternate Director respectively.

- B. In the event of a vacancy in the office of Director, the Alternate Director shall move up and assume the duties and responsibilities of the Director. Other vacancies, in office, shall be filled by the Director, with the approval of the Executive Committee.

Section 2. Eligibility.

- A. The offices of Director and Alternate Director shall be rotated among the DSGC states as follows: Louisiana, Georgia, Florida, Mississippi, Tennessee and Alabama.
- B. Each State Garden Club shall endeavor to comply with the rotation. Should a State Garden Club fail to submit candidates for the offices of Director and Alternate Director, it shall yield the right of the offices to the next designated state. The State Garden Club which yields its place shall not be entitled to the offices again until its next designated turn in the order of rotation.

To be eligible for the office of Director and for the office of Alternate Director, one must:

- (1) Have served as President of a State Garden Club for a minimum of two years. In the event the State Garden Club does not have a nominee who has served a minimum of two years as a State Garden Club President and is willing to serve, the current President becomes eligible for the nomination.
- (2) Have attended a minimum of two DSGC Conventions and may include the DSGC Convention when installed.
- (3) Have the endorsement of the Governing Board of their State Garden Club, signed by the State Garden Club President.
- (4) The Director and Alternate Director shall assume their duties of office for a two-year term at the close of the DSGC Convention in the odd-numbered year or until their successors are elected. Neither shall serve more than one term in the same office.
- (5) In the event of a vacancy in the office of Director, the Alternate Director shall become Director.

To be eligible for the office of Recording Secretary, Treasurer, Parliamentarian, Historian, and Chairman of Finance, a member must:

- (1) Have served on the DSGC Board of Directors and shall have attended a minimum of two DSGC Conventions and may include the DSGC Convention when installed.
- (2) No member shall be eligible to hold more than one office or serve in the same office for more than one consecutive term except the Treasurer and the Parliamentarian.

Section 3. Nomination.

- A. The Chairman of the Nominating Committee shall be appointed by the DSGC Director and announced at the Post Convention Meeting of the Incoming DSGC Board of Directors. To be eligible to serve as Chairman of the Nominating Committee, a member must have served a minimum of two years as an elected officer of the DSGC, a minimum of four years on the DSGC Board of Directors and attended two out of the last three DSGC Conventions. No member shall serve as Chairman for two consecutive terms.

- B. The DSGC Nominating Committee consisting of one member and one alternate from each state shall be elected at the Annual State Convention in the even-numbered year. To be eligible to serve on this committee a member must have served on the DSGC Board of Directors within the last four years and attended two out of the last five DSGC Conventions. The alternate attends only when the elected member resigns. No member shall serve on the Nominating Committee for two consecutive terms.
- C. The Nominating Committee shall meet at the call of the Chairman.
- D. The report of the Nominating Committee shall include a candidate for the offices of Recording Secretary, Treasurer, and Chairman of Finance and shall be included in the Convention Call letter, in the DSGC Publication, *Deep South Matters* and on the DSGC Web site immediately preceding the election-year convention.

Section 4. Election.

- A. Nominations for the offices of Recording Secretary, Treasurer and Chairman of Finance, may be made from the floor.
- B. These officers shall be elected by ballot and a majority vote shall constitute the election. In the event there is only one candidate for each office, the vote may be by voice.
- C. The election of officers shall be held every two years at the Annual Convention Meeting in the odd numbered calendar years. Officers shall assume the office at the close of the Annual Convention, except the Treasurer, who shall assume office at the end of the fiscal year.
- D. No member shall be eligible to hold more than one office.
- E. No member shall serve in the same office for more than one two-year consecutive term: except the Treasurer and the Parliamentarian.

ARTICLE IV – DUTIES OF OFFICERS

Section 1. Director

- A. Direct the activities of the DSGC.
- B. Appoint the Corresponding Secretary, Parliamentarian and Historian
- C. Appoint the Chairmen of the DSGC Committees
- D. Appoint Chairman of the Nominating Committee
- E. Coordinate the interests of the State Garden Clubs in the DSGC.
- F. Promote the activities of the DSGC.
- G. Serve as a member of the Executive Committee and Board of Directors.
- H. Sign contracts for DSGC Meetings or provide written authorization for the President of the state hosting the event to sign contracts.
- I. Hold an Annual DSGC Convention, in designated rotation, in one of the six states of the DSGC. As incoming Director, begin planning the Convention along with the host committee.
- J. Select a project
- K. Prepare the CALL to all DSGC Board of Director’s Meetings and Annual Conventions, which shall be sent to the Board Members.
- L. Appoint two Board Members who, along with the Director, will serve with the Chairman of Finance as the Audit Committee for the final report of the DSGC Treasurer.
- M. Appoint the Budget Committee which will prepare a biennial budget for adoption at the DSGC Convention in the odd-numbered year. The Committee shall consist of the Chairman of Finance, Treasurer, Director, Alternate Director and Immediate Past Director.
- N. Sign bank signature cards with the DSGC Treasurer.
- O. As outgoing Director, report to the DSGC Convention and after reporting, introduce the incoming DSGC Director.

Section 2. Alternate Director

- A. Perform the duties of the Director in the absence or disability of the DSGC Director.
- B. Complete the term as Director in the event the DSGC Director is unable to serve.
- C. Sign bank signature cards with the DSGC Director and the DSGC Treasurer.
- D. Serve on the Budget Committee.

Section 3. Recording Secretary

- A. Record the proceedings of all meetings of the DSGC Executive Committee, the DSGC Board of Directors and the DSGC Annual Convention.
- B. Send a copy of all approved minutes to the DSGC Director no later than thirty days after the close of the DSGC Convention and/or meetings of the Board of Directors.
- C. Send a copy, by E-mail or USPS, of the approved Minutes of the DSGC Board of Directors to members of the Executive Committee no later than thirty days after the close of the DSGC Convention.

Section 4. Corresponding Secretary

- A. Mail or email the CALL to the DSGC Convention to the DSGC Officers and members of the Board of Directors.
- B. Conduct all correspondence as assigned by the DSGC Director and/or by the DSGC Board of Directors.

Section 5. Treasurer

- A. Pay all expenses authorized by the DSGC Budget and/or by the DSGC Director.
- B. Present the final DSGC financial report along with all substantiating records, to the DSGC Director for use by the Audit Committee, as soon as possible after the DSGC Convention in the odd-numbered years.
- C. Transfer the funds, as per "Policies of the Deep South Garden Clubs," to the next DSGC administration.
- D. Serve on the Budget Committee along with the Chairman of Finance, DSGC Director and Alternate Director, Immediate Past Treasurer and Immediate Past DSGC Director.
- E. Sign bank signature cards with the DSGC Director and Alternate Director.

Section 6. Chairman of Finance

- A. Serve as Chairman of the Audit Committee. The committee shall consist of the Chairman and two DSGC members appointed by the Director. The final report shall be kept in the Treasurer's file.
- B. The Chairman of Finance shall serve as Chairman of the Budget Committee which will prepare the Biennial Budget and present to the Board of Directors. The Budget Committee shall consist of the Chairman of Finance, DSGC Director and Alternate Director, Treasurer, Immediate Past Treasurer and Immediate Past DSGC Director.
- C. Financial Statements shall be distributed at the Annual Convention Meeting. Statements can also be obtained by Members and the General Public by contacting the DSGC office. These Financial Statements shall be furnished free of charge.

Section 7. Parliamentarian

- A. Assist the officers and members in interpreting the Bylaws and in proper parliamentary procedures.
- B. Attend the DSGC Conventions and the DSGC Board of Directors Meetings and attend the meetings of the DSGC Executive Committee Meetings without vote.

Section 8. Historian

- A. Prepare a history of the current two-year administration.
- B. Submit the DSGC History of the two-year administration to the DSGC Convention in the odd-numbered year.

ARTICLE V – FINANCES

Section 1. A biennial budget, prepared by the Chairman of Finance, Treasurer, Immediate Past Treasurer, DSGC Director, Alternate Director and the Immediate Past Director, shall be presented for adoption at the DSGC Convention in the odd-numbered years. Funding will be derived from public donations, grants and organized fundraisers.

Section 2. The fiscal year of the DSGC, for auditing purposes, shall be June 1 to May 31.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Membership

The membership of the DSGC Board of Directors shall consist of the following members:

- A: DSGC Officers
- B: DSGC Chairmen
- C: Presidents of the member State Garden Clubs in the DSGC
- D: Advisory Committee composed of former DSGC Directors

Section 2. Meetings

- A: The DSGC Board of Directors shall meet annually prior to the DSGC Convention.
- B: The quorum for meetings shall be ten members.
- C: The DSGC Director may call special meetings, giving thirty days notice and stating the purpose.
- D: As a courtesy, motions and/or resolutions, to be considered at the DSGC Board Meetings, should be sent in quadruple to the DSGC Director fifteen days prior to the meeting.
- E. In the event a DSGC Convention is not held, items that require the vote of the Board of Directors at the Annual convention may be voted on by mail (Budget, Election of Officers, etc.)
 - 1. Ballots shall be sent by electronic device or postal mail to the Board of Directors by the Region Director.
 - 2. All ballots must be received by the Recording Secretary within 30 days by postal mail to be counted.
 - 3. A plurality of the ballots returned shall determine the results.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Officers of the DSGC and the Presidents of the member State Garden Clubs.

Section 2. The Executive Committee shall approve appointments to fill vacancies occurring in office.

Section 3. The Executive Committee shall be empowered to act for the DSGC in an emergency.

Section 4. The Executive Committee may transact business of an urgent nature by electronic device or postal mail with the prior approval of the Director.

ARTICLE VIII – ADVISORY COUNCIL

Section 1. The Advisory Council shall consist of the former Directors of the DSGC.

Section 2. The Council shall consider questions affecting DSGC and make recommendations to the Executive Committee.

Section 3. The Immediate Past Director shall serve as Chairman of the Council. If the Chairman is absent, a Chairman *pro-tem* shall be elected from those present at the meeting.

Section 4. Three members shall constitute a quorum for Council meetings.

ARTICLE IX – CONVENTIONS

Section 1. Time and Place

A: Conventions shall be held annually, preferably, in the month of March.

B: Held in order of rotation as follows: Louisiana, Tennessee, Georgia, Florida, Alabama and Mississippi.

C: Confirmed by invitation of the State Garden Club President of the Host State two years in advance giving the city and date (if possible).

Section 2. Finances

A: The DSGC Director will sign the Convention Hotel contract or provide written authorization for the President of the state hosting the event to sign the contract.

B: The Convention Chairman will submit a Proposed Budget to the DSGC Finance Committee six months or more before the convention.

C: The Local DSGC Convention Treasurer shall send the DSGC Treasurer an itemized statement of receipts and disbursements, along with substantiating vouchers for audit no later than sixty days after the close of the convention. A check, payable to the DSGC, for all surplus funds shall be included in the report.

D: The DSGC Treasurer will send the Final Financial Report to the DSGC Finance Committee by either U.S. Postal Service or electronic scan. The report will include supporting bank statements, bills/invoices and receipts for all checks. After receipt, review and acceptance of the Final Report, the DSGC Finance Committee will notify the DSGC Treasurer that the excess funds can be distributed.

E: After the DSGC Finance Committee has notified the DSGC Treasurer that the excess funds can be distributed, they will be distributed as follows: 50% to the Host State Garden Club; 50% to the DSGC.

F: In the event of a deficit after a DSGC Convention, the Host State Garden Club will be responsible for the first 50% of the deficit. The balance of the deficit shall be paid from the DSGC Treasury.

Section 3. Registration and Hospitality

A: Contingent upon prevailing circumstances, the Registration Fee shall be set by the DSGC Director and the DSGC Convention Committee. Partial Registration shall be considered one-half the Full Registration Fee.

B: Hospitality shall be defined as convention meals, room and convention tours.

1: Any invited program speaker or program participant from outside of DSGC, shall receive all Hospitality and Registration Fees.

2: The DSGC Director shall receive all Hospitality, Registration Fees and transportation expenses to DSGC Conventions.

Section 4. Representation and Quorum.

- A: Those eligible to vote shall be members of the DSGC Board and ten delegates per member State Garden Clubs. Each State Garden Club shall designate their delegates according to regular procedure.
- B: The quorum shall be twenty-five.

ARTICLE X – STATE GARDEN CLUB PRESIDENTS

Each President of a State Garden Club shall:

- A: Attend all DSGC Executive Committee Meetings, DSGC Board of Directors Meeting and DSGC Conventions.
- B: Select a roster of their State Garden Club Board of Directors and mail a copy, typed in the designated format to the DSGC Director.
- C: Have supervision over their State Garden Club.
- D: Advance the purposes of the DSGC.
- E: Extend to the DSGC Director and the NGC President the courtesy of an invitation to attend their State Garden Club Convention or another of its statewide State Garden Club Functions.
- F: Send their State Garden Club publication to the DSGC Director, each DSGC State Garden Club President and to each State Garden Club publication Editor.
- G: Give an oral report at the DSGC and NGC Conventions. Four copies of the report are to be given to the Recording Secretary of the meeting. Reports are to be typewritten, dated and signed.
- H: Assist the DSGC Director and the DSGC Convention Chairman when the DSGC Convention occurs in their state.
- I: Send a list of the delegates and alternates from their state to the DSGC Convention Registration Chairman and the DSGC Credentials Chairman three (3) weeks prior to the Annual DSGC Convention or by the given deadline.
- J: As the outgoing State President, accept awards at the NGC Convention and report at the NGC Convention. Following the report, introduce their incoming State Garden Club President.
- K: Transfer a complete file to their incoming State Garden Club President.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The current edition of *Robert’s Rules of Order Newly Revised* shall govern the proceedings of the DSGC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Polices and/or Standing Rules the organization may adopt.

ARTICLE XIII – AMENDMENT OF BYLAWS

A. These Bylaws may be amended at the DSGC Convention by a two-thirds vote, provided that the amendment has been attached to the CALL to the DSGC Convention or submitted at least fifteen days prior to the DSGC Convention. With a unanimous vote, these Bylaws may be amended at the DSGC Convention without previous notice.

B. In the event a DSGC Convention cannot be held, these Bylaws may be amended by ballots sent by electronic device or postal mail to the Board of Directors by the DSGC Director. All ballots are to be received by the Recording Secretary within thirty days by postal mail to be counted. A two-thirds majority of the ballots received shall determine the results.

ARTICLE XIV – DISSOLUTION

Should the DSGC dissolve and by due process of law shall dissolve, all assets of whatever nature which remain after just debts and liabilities have been satisfied, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code or used for such educational or purposes as will complete or continue undertakings for the public benefit which have already begun by the DSGC, or shall be distributed to the federal government, or to a state government, for public purpose. No part of the net income shall inure to the benefit of any member or be distributable to its members or officers.

Adopted: March 20, 2018

Amended: April 28, 2021

POLICIES OF THE DEEP SOUTH GARDEN CLUBS, INC.

These policies shall not be in conflict with the Deep South Garden Clubs Bylaws adopted January 11, 2017, and may be amended at any regular meeting of the Deep South Board of Directors by a two-thirds vote or a majority vote with previous notice.

I. The Deep South Director shall:

A. Notify the host state garden club President and Deep South Garden Club convention chairman of procedures for hosting a DSGC convention such as but not limited to:

1. providing adequate housing and meeting rooms;
2. providing music, arranging menus, supplying favors and flowers;
3. helping in the planning of the program and designating the time limit for speakers, and giving them a copy of the most recent revision of the *Deep South Garden Clubs Convention Guidelines*.

B. Upon their installation, send a copy of the Deep South Bylaws to Deep South State Garden Club Presidents.

C. Compile information recording the work and accomplishments of the administration and pass this record to the successor.

D. Present the DSGC Director's pin to successor.

E. Retain records of the two prior administrations and return to all former Deep South Directors the record of that administration.

F. Appoint a committee to review new awards prior to the presentation to the Board of Directors.

G. Designate the contents of the Deep South Directory, including award rules and descriptions, Bylaws and other necessary materials.

H. Authorize and send memorials for members of the Deep South Garden Clubs and NGC in the following amounts:

1. Deep South Director or Former Deep South Region Director - \$50.00
2. Deep South Garden Clubs State President who dies while serving in office - \$25.00
3. Deep South Garden Clubs Officer, NGC Representative, Deep South Chairman or NGC Chairman from the Region - \$10.00

II. Deep South Garden Clubs conventions shall include meal functions, panel discussion and/or workshops on pertinent subjects.

III. At the Deep South conventions reports shall be given by the Deep South State Garden Clubs Presidents covering the highlights of the state's activities. The Deep South Director shall determine a time limit for these reports.

IV. A convention file and/or kit shall be compiled by the Chairman, including information on convention directives, duties of committees, timetables, established procedures and past convention dates.

V. The procedure for transferring funds to the new administration will be handled as follows:

A. One-half of funds from general fund, not to exceed \$2000 shall be transferred at the close of the Deep South convention in odd-numbered years.

B. Remaining funds and accounts shall be transferred within thirty (30) days of the close of the NGC Convention in odd-numbered years.

VI. The order of rotation for the DSGC conventions shall be as follows:

Louisiana	2023	Florida	2026
Tennessee	2024	Alabama	2027
Georgia	2025	Mississippi	2028

The year in the order of rotation shall be updated in each edition of the DSGC Directory published in the odd-numbered year.

VII. The order of rotation for the DSGC representatives, one member from each of two DS states in the rotation to serve on the NGC Nominating Committee shall be as follows:

- Florida, Georgia - 2021-2023
- Louisiana, Mississippi – 2023-2025
- Tennessee, Alabama – 2025-2027

In the event a state must decline its turn in the rotation, the next state in the rotation will provide a member for the NGC Nominating Committee.

Adopted March 23, 1991

Amended March 2010

Amended March 2011

Amended March 2015

Amended April 2021

Amendment March, 2023

The Alternate Director of DSGC shall purchase a gift for the outgoing DSGC Director at a cost not to exceed \$250.00.