

Revised and Restated Bylaws of the FEDERATED GARDEN CLUBS OF MARYLAND, INC.

Article I – Name and Office

The name of the Corporation shall be the Federated Garden Clubs of Maryland, Inc., hereinafter referred to as FGCMD, and its principal office shall be in the State of Maryland.

Article II – Object

Section 1. Purposes, Prohibitions, and Provisions for Dissolution. These purposes, prohibitions, and provisions for dissolution shall be as recorded in the Articles of Amendment to the Charter of the Corporation, approved by the membership on March 25, 1969 and received for record by the State Department of Assessments and Taxation of Maryland on July 22, 1969:

“[THIRD.] The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

I. The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). In furtherance of the aforesaid purposes, the Corporation shall operate on a non-profit basis and shall promote and carry on such benevolent, scientific, educational and charitable activities as shall be conducive to the well-being of the community and useful to the public, including but not limited to the following activities:

A. To coordinate the interests of garden clubs in the State of Maryland and bring them into closer relations for mutual helpfulness by association, conference and correspondence; and to aid in the protection of trees, shrubs, wildflowers and birds; and to encourage horticulture and conservation practices in home, community and state.

B. To create civic beauty and to work for the improvement and protection of roadsides and parks.

C. To further horticulture and conservation through scholarships and cooperative promotion and endeavor to advance the standards in landscape design and flower show practices.

D. To engage in any other scientific, educational and/or charitable activity which may be necessary or proper to promote the purposes for which the Corporation is formed (even though not specifically enumerated herein) subject to such limitations as are contained in the general laws of Maryland. Provided However, that no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Charter, 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 by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, including provisions of any future United States Internal Revenue Law amending or replacing the aforesaid section 501(c)(3) and/or section 170 (c)(2).

[SIXTH:] The Corporation shall have no capital stock. The Corporation is organized exclusively for scientific, educational and charitable purposes, particularly such purposes as are related to the art and science of horticulture, and not for the purposes of profits. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. In the event that the Corporation should be dissolved at any time in the future, any assets remaining after paying or making provisions for payment of all of the liabilities of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, as the Executive Board shall determine.”

Section 2. Affiliation. In carrying out its purposes, FGCMD shall be affiliated with National Garden Clubs, Inc., hereinafter referred to as NGC.

Section 3. Non-discrimination Policy. FGCMD shall operate on a non-discriminatory basis without regard to race, creed, color, religion, gender, age or otherwise.

Section 4. Restrictions. The action of the Executive Board or Executive Committee, or of any officer, committee, council, district, or member club shall not conflict with these Bylaws.

Article III – Membership

Section 1. Composition of Membership. Membership shall be composed of member clubs, members-at-large, honorary members and life members.

- a. **Member Clubs.** Any garden club or garden section of another club located in Maryland, whose object shall be consistent with that of FGCMD, who shall have standing committees in Conservation and Environmental Awareness and in Horticulture, who shall have been organized for at least six months with a membership of eight or more persons and who shall hold at least four meetings a year, shall be eligible for membership by proposal of a member club, seconded by another member club. The proposal for membership shall include the names and addresses of the officers and members of the proposed club and a certified copy of its bylaws, and shall be submitted electronically to the Corresponding Secretary for report at the next meeting of the Executive Board. Voting upon the admission shall take place later than the next meeting of the Executive Board thereafter. A two-thirds vote shall elect to membership. A club shall be declared a member of FGCMD upon payment of dues for the first year.
- b. **Members-at-Large.** Upon signed recommendation from a member of the Executive Board, seconded by another member of the Executive Board, and by a two-thirds vote at any meeting of the Executive Board, membership-at-large may be conferred on any individual who is unaffiliated with a member club, but who shall have demonstrated interest in the object of FGCMD. A member-at-large shall pay dues and shall be entitled to all the privileges of membership except those of making motions, of voting, and of holding office.
- c. **Honorary Members.** Upon signed recommendation from a member of the Executive Board, seconded by another member of the Executive Board, and by a two-thirds vote at any meeting of the membership or of the Executive Board, honorary membership may be conferred on any individual who shall have notably

promoted the object of FGCMMD. An honorary member shall have none of the obligations of membership, but shall be entitled to all the privileges of membership except those of making motions, of voting, and of holding office.

- d. **Life Members.** Upon application and remittance of the requisite contribution to the Life Member Scholarship fund, life membership may be conferred on any individual affiliated with a member club. Life membership shall not relieve an individual of the obligation of annual dues, nor shall it confer the privileges of making motions, or of voting.

Section 2. Member Dues. Member dues shall be payable annually on January 31 in the amount to include applicable allotments payable to NGC and for return to each district, as approved by the Executive Board at its preceding meeting in November. The then-current amount of member dues shall be published in the biennial Directory of FGCMMD, and any increase in member dues as approved by the Executive Board shall be limited to 25% of the previous year's dues. Any member whose dues are unpaid by March 1 shall be considered in arrears. Members admitted after June 1 shall pay one-half dues in the year admitted to membership.

Section 3. Membership Meetings.

- a. **Regular Meeting.** The regular meeting of the membership shall be held annually on the fourth Tuesday of March unless otherwise directed by the Executive Board, for the purpose of receiving reports of officers and chairmen, the alternate biennial election of the Nominating Committee and of officers, and other business that may arise. Presidents of member clubs and members of the Executive Board shall receive not less than thirty (30) days prior electronic notice of the call to the meeting of the membership. In the year between officer elections, the call shall state the time, date and location of the meeting and the names of the proposed members of the Nominating Committee. In the year of officer elections, the call shall state the time, date and location of the meeting and the report of the Nominating Committee.
- b. **Special Meetings.** Special meetings of the membership may be called by the President, and shall be called upon electronic request of 25% of member clubs to the Corresponding Secretary. Presidents of member clubs and members of the Executive Board shall receive not less than thirty (30) days prior electronic notice of the time, date, location and purpose of any special meeting.
- c. **Quorum and Voting.** A quorum shall consist of 35% of member clubs. The president and one delegate from each member club whose dues are not in arrears, and any member of the Executive Board, shall be entitled to make motions, and shall have one vote notwithstanding capacity in more than one position. Unless otherwise prescribed by law, by these Bylaws, or by the parliamentary authority adopted by FGCMMD, majority vote at any meeting at which there is a quorum shall constitute the actions of the membership. Voting by proxy shall not be permitted.

Section 4. Resignation and Removal from Membership.

- a. **Resignation.** Any member may resign by submitting electronic notice to the Corresponding Secretary, who shall report it for action at the next meeting of the Executive Board. Such notice from a member club shall be by resolution adopted by its members, and so certified by two of its officers. No resignation shall be accepted until dues have been paid. Resignation from membership shall not entitle any member to a refund of any portion of dues.
- b. **Removal.** Any member whose dues shall have been in arrears for two consecutive years, or whose action shall conflict with these Bylaws, shall be subject to removal

from membership by the Executive Board at its discretion, provided that such member or the president of such member club shall receive not less than fifteen (15) days prior electronic notice of proposed action by the Executive Board. A two-thirds vote shall remove from membership. Removal from membership shall not entitle any member to a refund of any portion of dues.

Article IV – Electronic Meetings

Meetings of the Board of Directors, all Committees and the FGCMMD Membership may be conducted through the use of virtual meeting services designated by the President or the Chairman calling the meeting. These virtual services shall only be used in case of an emergency, support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, showing the results of votes. These electronic meetings shall be subject to all rules adopted by the Board, or by the Committee, to govern them, which may include any reasonable limitations on, and requirements for members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the FGCMMD. An anonymous vote conducted through the designated virtual meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Article V – Districts

Section 1. District Organization. Member clubs shall be further organized into districts, for the purpose of education, collaboration, and communication within Maryland. District membership shall be composed of member clubs within geographic boundaries for the district as determined by the Executive Board. A district shall be governed by its Bylaws which shall not conflict with those of FGCMMD.

Section 2. District Officers and Board. Each district shall have officers consisting of Director, Assistant Director, Recording Secretary, Corresponding Secretary and Treasurer, elected biennially at its annual meeting of member clubs in the manner established by the district, to serve for a term of two years to coincide with the term of FGCMMD officers. The district director shall serve as a member of, and communicate the business and interests of the district to, the Executive Board. The district board shall be composed of officers, chairmen of standing committees appointed by the director in applicable correlation to the committees of FGCMMD, a representative from each FGCMMD council, and up to two advisors and a parliamentarian who may be appointed by the director. District chairmen shall serve on the FGCMMD counterpart committee except for the Nominating and Finance committees, unless so elected by the membership of FGCMMD or so appointed by the President or Executive Board.

The District Director shall serve as a member of Executive Committee and the Executive Board of the FGCMMD and shall act as a liaison between the FGCMMD and the district member clubs.

- a. District Directors shall attend all required FGCMMD meetings. They should also be present at all business sessions of the FGCMMD Executive Committee, FGCMMD Executive Board and FGCMMD Annual Meeting. Permission for non-attendance shall be obtained from the President. The Assistant District Director or authorized alternate shall attend in the absence of the director and have voting privileges.
- b. The District Directors shall not serve in any other position on the state board while serving as district director except when recommended by the FGCMMD Executive Committee and approved by board of directors.

- c. District Directors' annual meetings shall be held in concert with FGCMMD fall and winter meetings and any recommendations affecting the FGCMMD at the meetings shall be presented to the FGCMMD Executive Committee.

Section 3. Powers. Each district shall be under the general direction of the Executive Board, but shall have authority to conduct meetings and programs in furtherance of its purpose, to assess fees to fund the expense of meetings and programs, and to adopt bylaws for the district, provided such bylaws shall not conflict with these Bylaws of FGCMMD. Districts shall not assess dues from member clubs unless so authorized by vote of the Executive Board.

Section 4. District Meetings and Voting. Each district shall hold at least one meeting each year, which shall be an annual meeting of the member clubs in the district held in March prior to the meeting of the membership of FGCMMD. The president and one delegate from each district club whose dues are not in arrears, and any member of the district board, shall be entitled to make motions and to vote in the manner established by the district.

Article VI – Officers

Section 1. Officers and Office-holding Limitations. Officers shall consist of President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. Except for the Treasurer who may serve two consecutive terms of office, no officer shall be eligible for consecutive election to the same office.

Section 2. Duties of Officers.

a. **President.** The President shall call to order, preside at and adjourn the meetings of the membership, Executive Board and Executive Committee, shall appoint chairmen and applicable vice-chairmen for all committees except the Finance and Nominating Committees, shall serve ex-officio on all committees except the Nominating Committee, shall represent FGCMMD at meetings of NGC and of the Central Atlantic Region (CAR) of NGC, shall communicate the business of NGC and CAR to the membership, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCMMD, and at the direction of the Executive Board.

b. **First Vice-President.** The First Vice-President shall serve the unexpired term in the event of vacancy in the office of President, shall serve on the Finance Committee, shall coordinate the work of committees and receive their reports and records, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCMMD, and at the direction of the Executive Board.

c. **Second Vice-President.** The Second Vice-President shall serve the unexpired term in the event of vacancy in the office of First Vice-President, shall serve as chairman of the Finance Committee, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCMMD, and at the direction of the Executive Board.

d. **Recording Secretary.** The Recording Secretary shall keep records of Bylaws and Standing Rules as adopted and amended, shall record the minutes of the meetings of the membership, Executive Board and Executive Committee, shall distribute minutes electronically in a timely manner, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCMMD, and at the direction of the Executive Board.

e. **Corresponding Secretary.** The Corresponding Secretary shall receive proposals electronically for membership, resignations, and requests for special meetings for report to the Executive Board, shall issue timely notice for the meetings of the membership, Executive Board and Executive Committee, shall receive and appropriately acknowledge donations to FGCMMD

and NGC general funds, memorials, scholarships, special funds or projects and shall maintain the records of such donations, shall carry out correspondence at the direction of the President or Executive Board, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCM, and at the direction of the Executive Board.

f. **Treasurer.** The Treasurer shall serve as vice-chairman of the Finance Committee, shall prepare annual financial reports for the meetings of the membership in March and periodic financial reports for meetings of the Executive Board, and shall perform such other duties as prescribed in these Bylaws or as applicable to office as prescribed by the parliamentary authority adopted by FGCM, and at the direction of the Executive Board.

Section 3. Nomination Procedure. No later than at its January meeting in the year between officer elections, the Executive Board shall propose the Nominating Committee which shall:

- a. Be composed of one representative designated by each district board and two at-large representatives elected by the FGCM Executive Board from among the current members of the FGCM Executive Board.
- b. The Chairman shall be appointed by the FGCM Executive Board, and shall have served on any previous Nominating Committee.
- c. The names of the proposed members of the Nominating Committee shall be stated in the call to the meeting of the membership, for election by the membership at the annual Meeting in March.
- d. The Committee shall assume office at the end of the annual meeting in the election year.

e. The Nominating Committee shall serve until their successors are elected the following term.

The Committee Membership requirements shall be:

- f. To be eligible to serve as a Committee member representing a District, each member shall have served a minimum of two years of the prior six years as a member of the FGCM executive Board or the District Board and shall have attended two past FGCM Annual Meetings within the last six years.
- g. If the Committee Member is unable to attend a meeting, the District Director shall appoint a member from the district already serving on the FGCM Executive Board to attend that meeting.
- h. Term of office of all nominating committee member(s) shall be two years, or until their successors are appointed by the President.
- i. Vacancies: in event of a vacancy, the president shall appoint a replacement from the same district as the vacating member.

It shall be the duty of the Nominating Committee to:

- a. At the September board meeting, in even numbered years, the committee shall notify all board members of offices to be filled, such notice to be published in *Gardenews*.
- b. Consider recommendations from members of the FGCM Executive Board and from District's Board of Directors.
- c. Request the availability of the Parliamentarian for counsel.
- d. Nominate one candidate for each elected office to be filled, after having ascertained that each nominee is qualified and willing to serve if elected.
- e. The chairman shall finalize the prepared slate of at least one candidate for each office no later than the January meeting of the FGCM Executive Board in the year of officer elections.

- f. The report of the Nominating Committee shall be stated in the call to the meeting of the membership, for voting by the membership at the FGCMMD Annual Meeting in March.
- g. Before the elections in March, additional nominations from the floor by any voting member shall be permitted. Any candidate nominated for office shall have served as an officer of a District or a member club, shall have been instructed as to the duties of office, and shall have consented to nomination.

Section 4. Elections and Terms of Office Following the presentation of the proposed slate, the Nominating chair shall call for nominations from the floor. If there is more than one nominee for an office, election for that office shall be by ballot; otherwise, election may be made by voice vote. A simple majority vote shall elect. Officers shall be elected biennially to serve for a term of two years or until their successors are elected. Except for the Treasurer whose term shall begin April 1, terms of office shall begin at the close of the meeting at which election was made.

Section 5. Resignation, Vacancy, and Removal.

- a. **Resignation.** Any officer may resign by submitting electronic notice to the Corresponding Secretary, who shall report it for action at the next meeting of the Executive Board.
- b. **Vacancy.** In the event of vacancy in the office of President, the First Vice-President shall serve the unexpired term. In the event of vacancy in the office of First Vice-President, the Second Vice-President shall serve the unexpired term. In the event of vacancy in any other office, the Nominating Committee shall make timely recommendation for a qualified successor to serve the unexpired term, for action by the Executive Board.
- c. **Removal.** Any officer may be removed from such office, with or without cause, by a three-fourths vote of the Executive Board.

Article VII – Executive Board

Section 1. Executive Board Composition. The Executive Board shall be composed of officers, district directors, chairmen of standing committees, council chairmen, a parliamentarian who shall be appointed by the President, and up to two advisors who may be appointed by the President. There shall be no fewer than 20 and no more than 45 members of the Executive Board. The President shall serve as chairman.

Section 2. Powers and Duties of the Executive Board. The Executive Board shall have general supervision of the affairs of FGCMMD, to include but not limited to the adoption of the annual budget and approval of the amount of member dues, the proposal of the Nominating Committee for action by the membership, the election of successors to vacancies in office, the election of a FGCMMD representative as CAR Director in accordance with the policy of and at the frequency determined by NGC, action on applications for membership and resignations or removals from membership or from office, and shall perform such other duties as prescribed in these Bylaws, or as needed to carry on the work of FGCMMD. The Executive Board shall have authority to adopt and amend any Standing Rule or Standing Rules of FGCMMD. The Executive Board shall be subject to the orders of the membership, and none of its acts shall conflict with action taken by the membership.

Section 3. Executive Board Meetings.

- a. **Regular Meetings.** Regular meetings of the Executive Board shall be held on the second Tuesday of January, May, September and November, unless otherwise directed by the

President. Members of the Executive Board shall receive not less than seven (7) days prior electronic notice of the time, date and location of any regular meeting.

b. **Special Meetings**. Special meetings of the Executive Board may be called by the President, and shall be called upon the electronic request of 35% of the members of the Executive Board to the Corresponding Secretary. Members of the Executive Board shall receive not less than seven (7) days prior electronic notice of the time, date, location and purpose of any special meeting.

Section 4. Quorum and Voting. A quorum shall consist of 50% of the members of the Executive Board. Any member of the Executive Board shall be entitled to make motions, and shall have one vote notwithstanding capacity in more than one position. Unless otherwise prescribed by law, by these Bylaws, or by the parliamentary authority adopted by FGCM, majority vote at any meeting at which there is a quorum shall constitute the actions of the Executive Board. Voting by proxy shall not be permitted.

Section 5. Vacancy. In the event of vacancy in any position of district director or council chairman, the successor appointed or elected by the district or council shall serve the unexpired term. In the event of vacancy in any appointed position, the President shall appoint a successor. Any vacancy in the Nominating Committee shall be filled by the Executive Board.

Article VIII – Committees

Section 1. Standing Committees. There shall be the following Standing Committees:

- a. The **Annual Meeting Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, and any number of members who may be appointed by the chairman, shall arrange for the facility, speaker, guest accommodations, protocol, decoration, meals and seating as applicable for the annual meeting of the membership, subject to budget allowances or other objectives as determined by the Executive Board.
- b. The **Awards and Flower Show Evaluation Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the Flower Show Evaluation representative appointed by Judges Council, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate about and coordinate timely submission of member applications for FGCM, CAR, and NGC awards.
- c. The **Civic Improvement and Preservation Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate with and coordinate the interests of the membership in establishing, restoring, and preserving public arboreta and gardens, historic sites, nature centers, parks, preserves, Blue Star Memorials, and wildflower, roadside and community plantings.
- d. The **Communications Committee** includes the Directory Committee, *Gardenews*, Publications, and Publicity committee, Web Master and Social Media. The Chairman is appointed by the President and would have the oversight responsibility and authority for communication content unless otherwise specified by the Executive Committee.
 - i. **Directory Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, and any number of members who may be appointed by the chairman, shall coordinate and carry out the biennial publishing of the FGCM Directory to include citation of the then-

- current amount of annual member dues, and shall disseminate timely updates between publication dates to members of the Executive Board
- ii. **Gardenews, Publications, and Publicity Committee, Website Committee and Social Media Committee**, are composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall coordinate the issuance of any printed or electronic newsletter or publication, shall coordinate matters related to the design and content of any FGCMMD website, and shall coordinate with other committees and with the Executive Board to communicate the interests of FGCMMD to the public and to organizations with a related object.
 - e. The **Conservation and Environmental Awareness Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate with and coordinate the interests of the membership in good practices and education in conservation and protection of birds, butterflies, other wildlife, and natural resources.
 - f. The **Finance Committee**, composed of the First Vice-President, Second Vice-President, Treasurer, Immediate Past FGCMMD President, and one individual appointed by the President shall recommend the annual budget and the amount of member dues to the Executive Board, shall purchase insurance as required by law or as authorized by the Executive Board, shall assure compliance with statutory requirements to include the filing of reports and returns, and shall perform such other duties as directed by the President or Executive Board. The Second Vice-President shall serve as chairman of the Finance Committee, with the Treasurer as vice-chairman.
 - g. The **Fundraising Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, and any number of members who may be appointed by the chairman, shall coordinate and carry out fundraising programs or events to support FGCMMD operating requirements as determined by the Executive Board.
 - h. The **Garden Therapy Committee**, composed of a Chairman, appointed by the President, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate NGC or FGCMMD guidelines and educational information to further the interest of the membership in conducting Garden Therapy programs or mentorships, and shall receive reports and maintain records concerning Garden Therapy activities of member clubs.
 - i. The **Horticulture Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate with and coordinate the interests of the membership in good practices, protection of plants, and education in horticulture, and in indoor, outdoor and container gardening.
 - j. The **Legislation Committee**, composed of a Chairman, appointed by the President, and Vice-Chairman selected by the Chairman, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall promote advocacy and communicate information to the membership regarding pending or existing legislation affecting the horticulture, conservation, preservation

- and environmental interests of the membership, provided that the actions of such committee shall not conflict with the provisions of Article II of these Bylaws.
- k. The **Membership and Affiliations Committee**, composed of a Chairman, appointed by the President, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate information and refer prospective individual members to an available member club, shall communicate and assist prospective member clubs in applying for membership in FGCMD, and shall communicate information from FGCMD to, or to FGCMD from, horticultural and plant societies, and conservation, environmental, garden, preservation or such other organizations with which affiliation has been deemed appropriate by the Executive Board.
 - l. The **National and Regional Projects Committee**, composed of a Chairman, appointed by the President, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate information to and coordinate the participation of the membership in NGC and CAR events, funds and projects.
 - m. The **Organizational Study Committee**, composed of past Presidents of FGCMD with the chairman appointed by the President, shall make recommendations regarding Bylaws, and any Standing Rule, policy or procedure of FGCMD, to the Executive Board as needed, shall maintain the archives of FGCMD except for minutes of any meeting, and shall perform such other duties at the direction of the President or of the Executive Board.
 - n. The **Scholarships and Grants Committee**, composed of a Chairman, appointed by the President; FGCMD First Vice President, and Life and Baker Scholarship Chairmen, shall communicate information on FGCMD, CAR, NGC and other scholarships and grants to the membership and to the public as applicable. The committee further shall maintain records and receive applications for FGCMD scholarships, youth grants, Alice Rush McKeon Tree Planting grants to districts or other grants for timely review and action by the Executive Committee, and shall coordinate member applications for NGC, CAR or other grants.
 - o. The **Youth Gardening Committee**, composed of a Chairman, appointed by the President, the counterpart representatives from each district, and any number of members who may be appointed by the chairman, shall communicate NGC or FGCMD guidelines and educational information to further the interest of the membership in conducting Youth Gardening programs or mentorships, and shall receive reports and maintain records concerning Youth Gardening activities of member clubs.
 - p. The **Cylburn Education Committee**, composed of a Chairman, appointed by the President, and any number of members who may be appointed by the chairman, shall coordinate required educational programs at the Cylburn campus in accordance with current conditions and terms of FGCMD's lease agreement with Baltimore City.

Section 2. Other Committees. There shall be such other committees, standing or special, as the Executive Board shall from time to time deem necessary to carry on the work of FGCMD, the composition of which shall be determined by the Executive Board.

Section 3. President's Ex-Officio Membership. The President shall serve ex-officio on all committees except the Nominating committee.

Article IX - Councils

Section 1. Council Organization. The Councils shall consist of the Environmental Consultants Council, Gardening Consultants Council, Judges Council and Landscape Design Council. Each council is responsible for the purpose of conducting educational courses and maintaining standards of NGC. Each council so established, shall be composed of persons who have been accredited accordingly by NGC.

Section 2. Powers. Each council shall be under the general direction of the Executive Board, but shall have authority to conduct meetings and programs in furtherance of its purpose, to assess dues from its members, to assess fees to fund the expense of meetings, programs and NGC educational courses, and to adopt bylaws for the council, provided such bylaws shall not conflict with these Bylaws of FGCMC.

Section 3. Council Officers. Each council shall have a chairman and officers elected biennially in the manner established by the council, to serve for a term of two years to coincide with the term of FGCMC officers. The council chairman shall serve as a member of the Executive Board.

Section 4. Meetings and Voting. Each Council shall hold meetings, as dictated by their bylaws, one of which shall be an annual meeting of the Council and its members, held prior to the meeting of the annual membership meeting of the FGCMC. Any board member or Council member shall be entitled to make motions and to vote in the manner established by the Council.

Article X – Executive Committee

Section 1. Executive Committee Composition. The Executive Committee shall be composed of officers, district directors, a parliamentarian who shall be appointed by the President, and up to two advisors who may be appointed by the President. The President shall serve as chairman.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall act for the Executive Board in an emergency, and shall otherwise expedite the business of the Executive Board between its meetings to include but not limited to the contracting of and correspondence with accounting, legal, investment or other professional service providers, the evaluation of applications for scholarships or grants, the evaluation of proposals for report to the Executive Board, and the hiring and evaluation of employees, and shall perform such other duties at the direction of the President or Executive Board. The Executive Committee shall be subject to the orders of the Executive Board, and none of its acts shall conflict with action taken by the Executive Board.

Section 3. Executive Committee Meetings. Meetings of the Executive Committee shall be at the direction of the President. Members of the Executive Committee shall receive not less than seven (7) days prior written notice of the time, date and location of any meeting.

Section 4. Quorum and Voting. A quorum shall consist of 50% of the members of the Executive Committee. Any member of the Executive Committee shall be entitled to make motions, and shall have one vote notwithstanding capacity in more than one position. Unless otherwise prescribed by law, by these Bylaws, or by parliamentary authority adopted by FGCMC, majority vote at any meeting at which there is a quorum shall constitute the actions of the Executive Committee. Voting by proxy shall not be permitted. In circumstances requiring immediate action between meetings of the Executive Committee, the President may propose a motion and call for action by majority vote by telephone or by electronic mail. Such action shall be recorded in the minutes of the Executive Committee, for report at the next meeting of the Executive Board.

Article XI – Finances

Section 1. Fiscal Year. The fiscal year for FGCMD shall be the calendar year.

Section 2. Balanced Budget. FGCMD shall operate each year with a balanced budget in which member dues and other income shall be sufficient to fund operational expenses.

Section 3. Approval of Annual Budget and Member Dues. Not less than seven (7) days prior to the November meeting of the Executive Board, the Finance Committee shall submit to the Executive Board a proposed budget for the following year, along with a recommendation of member dues required in order to balance the budget for said year. At its November meeting, the Executive Board shall adopt a budget and shall approve the amount of member dues for the next year, provided that any increase in member dues shall be limited to 25% of the previous year's dues. The budget and amount of member dues may be as recommended by the Finance Committee, or may be subject to such revisions as are deemed necessary by the Executive Board.

Section 4. Surplus and Deficit. If FGCMD operates with a surplus of funds in any year, the Executive Board at its discretion may apply the surplus towards the next year's budget so as to reduce member dues. If FGCMD operates with a deficit in funds in any year, the Executive Board at its discretion may increase any subsequent year's member dues to replenish the charge against reserves or endowment for any prior year's deficit.

Article XII – Notices

Notices as required in these Bylaws shall be effected or by electronic communication. The date upon which notice shall be deemed given shall be the time and date as registered on electronic communication.

Article XIII – Indemnification

FGCMD shall indemnify (a) its Executive Board to the fullest extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its Executive Board; and (c) its officers who are not members of the Executive Board to such further extent as shall be authorized by the Executive Board and shall be consistent with law; provided, however, the foregoing shall not limit the authority of FGCMD to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no member of the Executive Board or officer of FGCMD shall be personally liable to FGCMD or its members for money damages, provided, however, that the foregoing limitation of the Executive Board and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Federation or repeal of any of its provisions shall limit or eliminate the benefits provided to the Executive Board and

officers under this provision with respect to any act or omission which occurred prior to such amendment or appeal.

Article XIV – Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern FGCMD in all cases to which they are applicable and in which they are not inconsistent with federal or state laws, or these Bylaws and any Standing Rule or Standing Rules that FGCMD may adopt.

Article XV – Amendments to Bylaws

Section 1. Amendment by the Executive Board. These Bylaws may be amended from time to time by a two-thirds vote of the Executive Board, provided that members of the Executive Board shall receive not less than fifteen (15) days prior electronic notice stating the amendment or amendments to be considered. Written notice stating any amendment or amendments made by the Executive Board shall be provided to the presidents of member clubs no later than thirty (30) days prior to electronic notice prior to the FGCMD Annual Meeting of the year in which such amendment or amendments are made.

Section 2. Amendment by the Membership. At the regular meeting of the membership, any amendment of these Bylaws made by the Executive Board from the date of the last regular meeting of the membership may be amended by a two-thirds vote in which there is a quorum, provided that the Corresponding Secretary shall receive not less than forty-five (45) days prior electronic notice from at least 15% of member clubs stating the amendment or amendments to be considered, and also provided that upon timely receipt of such notice, the Corresponding Secretary then shall provide not less than thirty (30) days prior electronic notice to the presidents of member clubs and members of the Executive Board stating the amendment or amendments to be considered.

Section 3. Declared Emergency. If an FGCMD annual meeting cannot be held, in the event of a Declared Emergency, these Bylaws may be amended by a two-thirds vote by balloting using an internet electronic service that supports anonymous voting following the procedures outlined in ARTICLE IV.

Adopted March 24, 2009

Revised: March 22, 2011

Revised: March 28, 2017

Revised: March 26, 2019

Revised: March 28, 2023

Jacquelyn A. Handley, Bylaws & Standing Rules Committee Chairman

Patricia Reynolds, Recording Secretary