

FEDERATED GARDEN CLUBS OF NEW YORK STATE, INC. BYLAWS

ARTICLE I- NAME

The name of this organization shall be the Federated Garden Clubs of New York State, Incorporated, **also known as FGCNYS** and at times referred to as "the Federation".

ARTICLE II- OBJECTS AND PURPOSES

Section 1. The objects and purposes of the Federated Garden Clubs of New York State, Incorporated shall be to coordinate the interests of its member clubs and bring them into closer relationship of mutual helpfulness; to serve as an educational source for help and information on all subjects of interest to garden clubs; to cooperate with horticultural and plant societies; to encourage civic planting, the beautification of roadsides and the preservation of scenic and historic locations; to advance the art of gardening, horticulture, and landscape design; and to arouse public interest in environmental concerns and in conserving the natural beauty and resources of New York State, our nation, and the world.

Section 2. The Federation shall conduct the activities necessary or desirable to carry out the aforesaid objects and purposes.

ARTICLE III - DISTRICTS

The Federation shall be divided geographically into Districts. The geographical location of a garden club or garden department shall be the key to District membership in the Federation. Exceptions may be authorized by a two-thirds vote of the Board of Directors present at a meeting, with the approval of the Directors of the two Districts involved. The allocation of counties within the Districts is as follows:

- District 1 Richmond
- District 2 Kings, Queens, Nassau, and Suffolk
- District 3 Albany, Columbia, Dutchess (part), Greene, Rensselaer, Schenectady, Schoharie, Ulster
- District 4 Clinton, Essex, Hamilton, Saratoga, and Warren, Washington
- District 5 Franklin, Fulton, Herkimer, Jefferson, Lewis, Madison (part), Montgomery, Oneida, Otsego (part), and St. Lawrence
- District 6 Broome, Chemung, Chenango, Cortland, Delaware, Madison (part), Onondaga, Oswego, Otsego (part), Schuyler, Tioga, and Tompkins
- District 7 Cayuga, Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Steuben, Wayne, Wyoming, Yates
- District 8 Allegany, Cattaraugus, Chautauqua, Erie, Niagara
- District 9 Bronx, Dutchess (part), New York, Putnam, and Westchester
- District 10 Orange, Rockland, Sullivan

ARTICLE IV - MEMBERSHIP

Section 1. Membership in the Federated Garden Clubs of New York State, Inc. shall be open to garden groups in sympathy with the objects and purposes of the Federation.

Section 2. Club Membership - A garden club or garden department of a club in New York State shall be eligible to apply for club membership provided the garden club or garden department shall have no fewer than eight (8) members and shall have been in existence at least six (6) months prior to applying for membership in the Federation. Members of clubs in the Federation shall have the privilege of attending District and State meetings and shall receive the official publication of the Federation. Membership in a member club in the Federation shall include membership in the National Garden Clubs, Inc., **the Central Atlantic Region of State Garden Clubs** and the privilege of attending National and Regional meetings.

ARTICLE V - APPLICATION AND APPROVAL OF MEMBERSHIP

Section 1. Application for membership by a garden club or garden department shall be in writing, addressed to the Director of the appropriate District, stating the name and location of the applicant club together with the names, street and email addresses of officers, and shall be signed by an executive officer of the garden club or garden department. After review and approval of the District Board, the District Director shall submit the application, accompanied by dues and a list of club members' names street and email addresses to the Federation Board of Directors for action.

Section 2. Application for membership shall be subject to the approval of the Board of Directors. A two-thirds vote of the Board members present shall be required for election.

ARTICLE VI - DUES AND FEES

Section 1. Dues shall be payable April 1st of each year.

Section 2. Dues of a member garden club or garden department shall be based upon per capita dues as set by the Board of Directors for each dues paying member of the garden club or garden department as indicated by the membership list of the garden club or garden department (This includes all classes of DONORS as follows: Life Membership and Patron.) This payment shall be understood to include the per capita dues paid for its members by the Federation to the National Garden Club, Inc.

Section 3. Fees for Federation activities shall be fixed by the Board of Directors as the occasion may warrant.

Section 4. Garden clubs or garden departments applying for reinstatement to the Federation, having resigned in good standing, shall pay a fee of \$10.00. The fee for clubs requesting reinstatement, not in good-standing, shall be determined by the Executive Committee.

Section 5. Garden clubs or garden departments elected to membership between December 1st and March 31st shall be billed for dues on April 1st.

ARTICLE VII – DURATION OF MEMBERSHIP

Section 1. Membership in the Federation shall continue so long as the member club pays dues and conforms to the objects and purposes of the Federation.

Section 2. Any member garden club or garden department failing to pay dues within sixty (60) days of the prescribed date may be suspended by order of the Board of Directors and shall be so notified in writing by the Federation Treasurer. If dues continue unpaid by October 1st of that same year, the garden club or garden department shall be automatically dropped from membership and shall be notified of such action in writing.

Section 3. The Board of Directors is empowered to suspend or expel from membership in the Federation, for good and sufficient reason, any club or individual member against whom charges of unacceptable conduct have been preferred, providing there has been a full hearing before the Board of Directors on such charges.

Section 4. Resignation of a member garden club or garden department shall be in writing, addressed to the District Director, who shall report such resignation to the Board of Directors.

ARTICLE VIII - DONORS

Section 1. Any person in sympathy with the objects and purposes of the Federation, wishing to advance the progress of education and conservation and other Federation related activities may become a Donor in one or more of the following ways:

A) **LIFE MEMBERSHIP FUND** - upon payment of \$100.00.

Life Membership Funds shall be divided as follows:

1. **AWARDS** - a bank account(s) as authorized by the Board of Directors, the interest from which will be used to contribute to the expense of Federation Awards.

2. **EDUCATIONAL FUND** -All monies not included in (1). Upon authorization by the Board of Directors, the fund shall be used for scholarships or for projects in the field of education and/or conservation. Proposals for any project shall be made in writing to the Federation President. The proposal shall be presented to the Board of Directors for approval.

B. **PATRON FUND** - Upon payment or bequest of \$500.00 or more to the Federation. This fund is to be used as the patron or testator may designate with approval of the Board of Directors. Where the use of such fund is not specifically designated by the patron or testator, the Paton Fund shall be under the discretion of the Finance Committee with the approval of the Board of Directors.

Section 2. Donors shall have the privilege of attending of State Federation Conventions; shall receive the official publication of the Federation; and in any one calendar year, may attend any one school sponsored by the Federation upon payment of one-half of the attendance fee - provided the school is not being taken for credit. A garden club or garden department must pay yearly dues as shown in ARTICLE VI, Section 2 of these Bylaws for any Donor included on its' membership roster.

ARTICLE IX - MEETINGS

Section 1. The Annual Convention of the Federation shall be held each year at a time and place determined by the Executive Committee, approved by the Board of Directors.

Section 2. Special meetings **or FGCNYS events** may be held at the call of the President or on written demand of ten (10) percent of the member clubs, with at least three Districts being represented in the percentage, at the call of the Corresponding Secretary.

Section 3. Not less than six (6) weeks' notice shall be given of the Annual Convention and not less than two weeks' notice of special meetings. Such notices shall be sent by first class mail **and/or electronically** to members of the Board of Directors and garden club presidents.

Section 4. Each District Director shall call at least two meetings of the District during any one year, at such time and place as the District Board may determine.

Section 5. Special District meetings may be held at the call of the Director to all members of the District Board of Directors and all District garden club presidents, or on written demand of at least twenty (20) percent of the member garden clubs and garden departments of the District, at the call of the District Secretary.

Section 6. All Federated Garden Clubs of New York State, Inc. Board of Directors and committees are authorized to meet by telephone or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting. At electronic meetings, any ballot votes required under the rules or ordered by the Federation shall be conducted electronically.

ARTICLE X - QUORUMS

Section 1. Delegates or their alternates, representing ten (10) percent of the member garden clubs and garden departments from five (5) Districts, shall constitute a quorum for the transaction of business at any meeting of the Federation.

Section 2. A quorum for any meeting of the Board of Directors shall be fifteen (15) members, representing fifty (50) percent of the Districts, seven (7) of the fifteen (15) members being elected officers and/or District Directors.

Section 3. Representatives of one third of the member garden clubs and garden departments of a District shall constitute a quorum at District meetings.

Section 4. A quorum for any meeting of a committee of the Federation shall be a majority of the members of that committee.

ARTICLE XI - VOTING

Section 1. Those eligible to vote at State Federation meetings shall be all Federation Officers, one (1) District Director representing each District, Former Presidents of the Federation, members of the Finance Committee, chairman of committees and the delegates or their alternates representing the member garden clubs and garden departments.

Section 2. The paid membership of a garden club or garden department, according to the records of the State Treasurer, shall be the basis for representation. A member garden club or garden department shall be entitled to one delegate and one (1) alternative for each fifty (50) members or fraction thereof.

Section 3. Names of delegates and their alternates shall be received by the Federation office no later than ten (10) days prior to the meeting at which they are to be accredited. No delegate or alternate shall be permitted to vote unless and until credentials have been approved by the Credentials Committee.

Section 4. No person, even though qualified to vote in several capacities, shall be entitled to cast more than one (1) vote in any instance.

Section 5. No proxy voting shall be permitted.

Section 6. Voting may be by voice or ballot, as directed by the Board of Directors, except that all voting for office shall be by ballot.

Section 7. If voting is to be by ballot, absentee voting shall be permitted, providing the member desiring to vote in this manner shall apply to the Federation office for a ballot which shall be returned to the Federation office in a sealed inner envelope marked "absentee ballot". This envelope containing the absentee ballot will be enclosed in an outer envelope which bears on its face the name of the member by whom it is submitted.

Section 8. The Federation office shall inform the Credentials Committee in writing, of those members voting by absentee ballot and shall, at the time of voting, deliver such ballot to the Tellers, unopened. These ballots shall then be counted with the other ballots in the normal manner.

Section 9. A plurality vote shall determine the election of all officers of the Federated Garden Clubs of New York State, Inc, and its' Districts.

Section 10. Those eligible to vote at a District meeting shall be all District officers, Chairman of standing committees, Past Directors of that District and delegates or alternates from each of the member garden clubs and garden departments of that District. The number of such delegates and alternates shall be determined as specified in ARTICLE XI, Section 2 of these Bylaws.

Section 11. Those eligible to vote at a meeting of the Board of Directors of the Federation shall be elected Officers, one (1) District Director representing each District, Former Presidents of the Federation, members of the Finance Committee and chairmen of committees. An Assistant Director may vote in the absence of the Director of that District. For those Districts that have more than one (1) Director, only one (1) Director will be eligible to vote.

Section 12. The following committees are permitted to transact business of an **URGENT** nature by electronic device: **Executive Committee and Finance Committee**
Urgent is defined as specific questions requiring immediate attention.

ARTICLE XII - OFFICERS

Section 1. The **elected** officers of the Federation shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

The Parliamentarian shall be an appointed officer.

Section 2. No more than two elected officers shall be from any one District and all officers shall be residents of New York State. No person shall be eligible to hold two (2) positions on the Executive Committee at the same time.

Section 3. The nominee for President selected by the Nominating Committee shall assume the title and the duties of President-Elect on December 15th in the even number year.

Section 4. The term of office for the President shall be limited to one (1) two year term or until the successor is elected.

Section 5. The term of office for District Directors shall be one (1) two year term or until the successor is elected or appointed. The District Director may be re-elected to a second consecutive one (1) two year term.

Section 6. The term of office for the Treasurer shall be limited to four (4) two year terms or until the successor is elected or appointed.

Section 7. All other elected officers shall be one (1) two year term or until their successors are elected or appointed.

Section 8. Should a President for any reason be unable to complete the term, the succeeding Vice-President that moves up to complete the presiding President's term, will still be eligible for election of the office of President.

Section 9. With the exception of the President, all officers and District Directors may serve additional non-consecutive terms.

ARTICLE XIII – NOMINATION AND ELECTION OF OFFICERS AND DISTRICT DIRECTORS

Section 1. Election of officers shall be held in each odd-numbered year at the Annual Convention of the Federation. The officers thus elected shall take office immediately following that Annual Convention.

Section 2. If an Annual Convention cannot be held, in the event of a state of emergency, elections may be held by 1st class mail.

a. Ballots shall be mailed to the Recording Secretary to the Officers, District Directors, Past Presidents of the Federation, chairmen of standing committees and the delegates or their alternates representing the member garden clubs and garden departments.

b. A plurality of the ballots returned to the Recording Secretary prior to the deadline established in the Ballot shall determine the results.

c. Immediately upon the report of the Recording Secretary to the Federation President, officer or officers elected shall assume their duties.

Section 3. To be eligible for election or appointment to the Board of Directors, a member shall have held an elective or standing committee chairmanship in a District or member garden club or garden department of the Federation.

Section 4. To be eligible for election to the office of President of the Federation, a member shall have served two (2) full terms as a member of the Board of Directors, one term of which shall have been as an elected officer or District Director.

Section 5. The Federation Nominating Committee shall be composed of a Chairman, who shall be appointed by the President, one member from and approved by the Board of Directors, and one member appointed by and from each of the Districts, **at the Spring Board Meeting prior to the Fall Conference Fall Board of Directors Meeting** in each even-numbered year. All Nominating committee members shall have the right to vote.

Section 6. The Nominating Committee shall meet in person as many times as necessary to complete its business; shall give full consideration to all eligible candidates for office, with due regard for the requirements of the offices to be filled and to the candidates' qualifications for such offices; shall also give full consideration to the recommendations of the member garden clubs and garden departments as transmitted to it by the District representatives on the

Committee or by recommendation from member clubs or from Districts made directly to the Chairman of the Committee prior to September first; and, by majority vote of the committee members present shall nominate for each office a suitable candidate for each office who is willing to serve.

Section 7. The Chairman of the Nominating Committee shall report the decisions of the Committee to the Board of Directors at its winter board meeting in the even-numbered year and shall deliver to the Recording Secretary the list of nominees. Copies of this list shall be sent to all voting members of the Federation with the notice of the meeting at which the election is to be held.

Section 8. The member garden clubs and garden departments of each District, at a meeting to be held at such time and place as the District Board may decide, shall elect by ballot, from among themselves a District Director, Assistant Directors, one or more District Secretaries, a District Treasurer and such other officers as are deemed necessary to carry on the business of that District. District officers shall assume office in each odd-numbered year, according to their District bylaws or rules of order.

Section 9. The District Nominating Committee shall be composed of a Chairman, who shall be appointed by the District Director, not less than five (5) members who shall be elected by a majority vote of the District's member garden clubs and garden departments and a member of the Federation-Board of Directors appointed by the State President to serve in an advisory capacity. The name of the Director nominated shall be presented to the Federation Board of Directors for approval prior to election and no later than the winter meeting of the Board of Directors in the even-numbered year.

Section 10. To be eligible for election as a District Director, a member shall have been an active member of a Federation garden club or garden department for four years; shall have held an elective office or standing committee chairmanship in that club; and shall have served one term as a member of the District Board.

ARTICLE XIV- DUTIES OF OFFICERS AND DISTRICT DIRECTORS

Section 1. The President shall preside at all meetings of the Federation, the Board of Directors, and the Executive Committee. The President shall be ex-officio member of all committees except the Nominating Committee. This officer shall appoint the chairmen of all committees, subject to the approval of elected officers and District Directors, and shall perform other duties inherent to the office. The President shall be expected to attend District Meetings in each of the Districts at least once in the President's term of office and shall attend the Annual Convention and Board Meetings of the National Garden Clubs, Inc. as well as the Central Atlantic Regional Conference.

Section 2. The President-Elect shall assume the duties of President-Elect as of December 15th in the even-numbered year and select potential chairmen of committees. This officer may make preliminary plans and preparations for the meetings of the next administration with the current President, shall assume the duties of the President in the absence of the President and become President when a vacancy occurs.

Section 3. The Vice-Presidents, in the order their rank, shall assume the duties of the President in the President's absence or inability to act, unless the President-Elect has assumed office. They shall perform such other duties as assigned to them by the President or the Executive Committee. The First Vice-President shall be a member of the Finance Committee.

Section 4. The Recording Secretary shall record and circulate the minutes of the meetings of the Federation and of the Board of Directors. This officer shall also record the minutes of Executive Committee meetings. All minutes are to be filed in permanent form periodically. The Recording Secretary shall also supervise the mailing and the counting of emergency ballots.

Section 5. The Corresponding Secretary shall give notice of all meetings of the Federation, the Executive Committee, and the Board of Directors. This officer shall notify new member garden clubs or garden departments of their acceptance, shall attend to the official correspondence of the Federation as directed by the President and or Board of Directors, and shall perform such other duties as may be assigned to this office by the President or the Executive Committee.

Section 6. The Treasurer shall be the custodian of all monies, funds, and securities of the Federation and shall deposit them in the name of the Federated Garden Clubs of New York State, Inc. in banks and/or financial institutions as have been approved by the Finance Committee. The treasurer shall be accountable for receipts and disbursements in a timely manner.

Section 7. The Treasurer shall provide and arrange proper records of each account and shall supervise the recording of all financial transactions of the Federation. The Treasurer shall be Chairman of the Finance Committee and shall provide monthly statements to members of this committee. The Treasurer shall provide quarterly statements to the Board of Directors which will include all year-to-date itemized receipts, disbursements, and totals for all General Fund and Designated Fund bank accounts. All investments and transfer of investment funds approved by the Finance Committee shall be reported to the Federation Board of Directors. The Federation books of account shall be audited **once in a term at least once a year** by an accountant approved by the Board of Directors. The review audit statement shall be read at the next Board of Directors meeting and shall be posted on the password protected page of the website.

Section 8. The Assistant Treasurer shall assist the Treasurer and shall perform such duties attendant upon the Treasurer's office as are delegated by the Treasurer and the President. This officer shall perform the duties of the Treasurer in the absence or the inability to act of the Treasurer. The Assistant Treasurer shall be a member of the Finance Committee and shall present the annual budget to the Federation's Board of Directors for approval.

Section 9. The Parliamentarian shall serve as advisor to the President and the State Board of Directors on parliamentary matters. The Parliamentarian shall also respond to parliamentary questions from Districts, member garden clubs and garden departments and in general shall promote knowledge of parliamentary procedure among the membership.

Section 10. The District Director shall have supervision over such activities of the member garden clubs and garden departments of their respective Districts as may relate to the polices of the Federation. Their actions shall be subject to guidance of the Board of Directors of the Federation.

Section 11. The Assistant Directors shall perform such duties as shall be delegated to them by their respective Directors and shall assume charge of the District in the absence of the Director or the inability of that officer, for whatever reason, to carry out the duties of the office.

Section 12. To further assist in supervising District activities, each District Director may appoint a chairman for each County or Section in the District as well as other chairmen of committees as deemed necessary and advisable. The Director shall notify the Federation office promptly in writing as to the names, street, and email addresses of these chairmen.

Section 13. Upon expiration of the term of office, each officer, District Director and Chairman shall deliver, without delay, to the successor or to the Federation office all books, papers, procedures, and other materials which pertain to the office and are the property of the Federation.

ARTICLE XV- BOARD OF DIRECTORS

Section 1. The Board of Directors of the Federation shall be composed of Federation Officers, District Directors, members of the Advisory and the Finance Committees, and the Chairmen of standing committees.

Section 2. The Board of Directors of the Federation is vested with full power and authority to direct, control and administer the business, property, and affairs of the Federation.

Section 3. There shall be no fewer than two (2) meetings of the Board of Directors in any year and, in addition, shall include a winter meeting scheduled to occur prior to December 15th in the even-numbered year. Dates and locations of meetings must be approved by the Board of

Directors. Any necessary changes of meeting day or cancellation of any meeting must be approved by the Executive Committee.

Section 4. Special meetings of the Board of Directors may be called by the President or on written request of no less than one-third of the members of the Board of Directors, at the call of the Corresponding Secretary.

Section 5. Notice of meetings of the Board of Directors shall be at least ten (10) days prior to the regular meeting and at least five (5) days prior to a special meeting.

Section 6. Officers, District Directors, and committee chairmen unable to attend a regular meeting of the Board of Directors shall notify the Federation office and shall advise the President of any matters of importance to be presented to the Board of Directors. Absence from two (2) consecutive regular meetings, unless excused by the Executive Committee, shall be considered cause for automatic dismissal or, in the case of an officer, to declare the office vacant by action of the Board of Directors.

Section 7. Any officer serving more than one-half of a term by virtue of a vacancy in the office of President shall not be deemed to have served a full term.

Section 8. Any vacancy occurring in an office for which succession is not provided in these Bylaws shall be filled for the unexpired term by vote of the Board of Directors upon recommendation of the President.

ARTICLE XVI - COMMITTEES

Section 1. There shall be such standing and special committees as the President and the Board of Directors may deem necessary to carry out the objects and purposes of the Federation.

Section 2. The chairmen of all committees shall be appointed by the President, subject to the approval of the Executive Committee.

Section 3. All committees shall meet at the call of the chairman of the specific committee or at the call of the President.

Section 4. Unless otherwise prescribed by these Bylaws, all standing committee chairmen and members are appointed for the term of the current President. They may continue only by re-appointment of the newly elected President.

ARTICLE XVII - EXECUTIVE COMMITTEE

Section 1. This committee shall be composed of the elected officers, District Directors, and, in an advisory capacity the Parliamentarian and the Chairman of the Advisory Committee. The Parliamentarian and the Chairman of the Advisory Committee have a right to speak but have no right to make motions or vote. No person shall be eligible to hold two (2) positions on the

Executive Committee at the same time. This committee shall meet at the call of the President, when necessary, in order that the business of the Federation may be carried forward between meetings of the Board of Directors. The Executive Committee shall be given the power to make recommendations and, in an emergency, to take immediate action. Absence at two (2) consecutive Executive Committee meetings, unless excused by this Committee, shall be considered cause to declare the office vacant.

Section 2. All actions and recommendations of the Executive Committee shall be fully reported to the Board of Directors at its next meeting for information and approval.

Section 3. In the event that an action of the Executive Committee involves the expenditure of Federation funds, the Treasurer or Assistant Treasurer shall be involved in the deliberations on such action.

ARTICLE XVIII - ADVISORY COMMITTEE

Section 1. The Advisory Committee shall consist of Past Federation Presidents. The chairman shall be the immediate Past President. If unable to serve, the President shall appoint a chairman from the Past Presidents.

Section 2. The Advisory Committee Chairman shall be a member of the Finance Committee.

Section 3. The Advisory Committee shall meet at the call of the Chairman or at the request of the President or the Board of Directors.

ARTICLE XIX - APPROPRIATIONS AND EXPENDITURES

Section 1. The fiscal year of the Federation shall begin on March 1 and end on the Last day of February.

Section 2. The Finance Committee shall be composed of the Treasurer, as Chairman, the First Vice-President, the Assistant Treasurer, the Chairman of the Advisory Committee, and three (3) members. The expiring appointed position of the Finance Committee shall be filled by the President for a term of six (6) years in the odd numbered years. Each appointed member shall serve no more than one consecutive six (6) year term. In the event of a vacancy, the President shall appoint a replacement for the unexpired term. No members appointed by the President may be members of the Executive Committee.

Section 3. The Finance Committee shall give prior approval on the investment and reinvestment of all Federation funds. This committee shall prepare an annual budget for approval by the Board of Directors at the spring board meeting. Along with the respective Chairman, the Finance Committee shall also prepare a budget for the Annual Convention, all Refreshers, Symposiums and any other FGCNYS event.

Section 4. The power to appropriate and expend Federation funds is vested solely in the Board of Directors or its authorized agent

Section 5. No individual may, at any time, withhold or expend Federation funds without authorization of the Board of Directors or, in the case of urgent need, by the authority of the Executive Committee.

ARTICLE XX - REPORTS

Section 1. District Directors may request member garden clubs and garden departments in their Districts to submit annual reports reviewing the activities during the year, a copy of which shall be sent to the State President.

Section 2. At the request of the President, written reports shall be submitted by Officers and District Directors and Committee Chairmen at the Annual Convention of the Federation. At meetings of the Board of Directors reports by officers, District Directors, and by chairmen of standing and special committees shall be submitted as requested by the President. A copy of any report made shall be given to the Recording Secretary.

ARTICLE XXI - RESOLUTIONS

Section 1. Resolutions, other than courtesy resolutions, shall be reported to the Board of Directors or the Executive Committee before being presented at a meeting of the Federation.

Section 2. Such resolutions to be presented to any meeting of the Federation shall be submitted in writing to the Board of Directors or Executive Committee through the State President no less than thirty (30) days prior to the Federation meeting at which they are to be offered. Exception to the thirty (30) day requirement may be made by the Board of Directors or Executive Committee by unanimous vote of the members present at the meeting.

ARTICLE XXII – PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Federation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and Standing Rules.

ARTICLE XXIII - RESTRICTED ACTIVITIES AND DISSOLUTION

Section 1. No part of the net earnings of the Federation shall inure to the benefit of, or be distributable to any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, director, officer of the organization or any Private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the organization.

Section 2. No substantial part of the activities of the Federation shall be carrying on of propaganda, or otherwise at attempting to influence legislation and the Federation 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.

Section 3. Notwithstanding any other provisions of these Articles, the Federation shall not carry out any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 4. In the event of dissolution of the Federated Garden Clubs of New York State, Inc., the assets of the Federation 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 federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE XXIV - AMENDMENTS

Section 1. Amendments to these Bylaws may be made by submitting such change or changes in writing to the Board of Directors for a majority approval of Board members present at that meeting. Such changes approved by the Board of Directors shall then be submitted to the members at the next meeting of the Federation. A two-thirds vote of the eligible members present and voting is required to pass such changes. A thirty (30) day notice shall be sent to all eligible voters together with the notice of the meeting at which such changes are to be presented.

Section 2. These Bylaws may be amended without previous notice, at any meeting of the Federation by unanimous vote of the eligible voting members present and voting.

Section 3. If an Annual Convention cannot be held, in the event of a state of emergency, these Bylaws may be amended by a two-thirds vote by 1st class mail ballot following the procedures outlined in ARTICLE XIII, Section 2 of these Bylaws.