

**The proposed revisions to the current Bylaws of the Federated Garden Clubs of  
New York State, Inc. presented by the Governance Committee.**

This document contains a list of Bylaw Articles and Sections therein that contain the proposed revisions. Articles are first listed as they currently stand and are followed by the proposed revisions as determined by the Governance Committee. (Full Articles may not be included.) All deletions are stricken through. All inserts or additions are **highlighted** and underlined. Page numbers refer to the current Bylaws found on the FGCNYS website within the Organization heading.

**FEDERATED GARDEN CLUBS OF NEW YORK STATE, INC. BYLAWS**

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**ARTICLE I- NAME**

The name of this organization shall be the Federated Garden Clubs of New York State, ~~Incorporated Inc.~~, 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 Inc.~~ shall be to coordinate the interests of its member clubs and ...

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**ARTICLE VI - DUES AND FEES**

**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 Clubs, Inc. and the Central Atlantic Region of State Garden Clubs, Inc.

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**ARTICLE IX - MEETINGS**

**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 electronic means and/or first class mail to members of the Board of Directors and garden club presidents.

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**ARTICLE XI-VOTING**

**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 by electronic means to the Federation office. If electronic means is not available this ballot shall be sent by 1<sup>st</sup> class mail 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.

**ARTICLE XI-VOTING cont.**

**Section 8.** The Recording Secretary via 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 1<sup>st</sup> class mail ballots to the Tellers, unopened. Those members voting by electronic means shall have ballot results delivered at the time of voting. These ballot results and 1<sup>st</sup> class mail ballots shall then be counted with the other ballots in the normal manner.

**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.~~ A member garden club or garden department shall be entitled to one delegate or one (1) alternate for each fifty (50) members or fraction thereof.

**Section 12.** The following committees are permitted to transact business of an **URGENT** nature by electronic ~~device~~ means:

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**ARTICLE XIII – NOMINATION AND ELECTION OF OFFICERS AND DISTRICT DIRECTORS**

**Section 2.** If an Annual Convention cannot be held, in the event of a state of **an** emergency, elections ~~may~~ shall be held by electronic means and/or 1<sup>st</sup> class mail.

a. Ballots shall be mailed by electronic means or 1<sup>st</sup> class mail ~~to~~ by the Recording Secretary via the Federation Office to the Board of Directors (ARTICLE XI – VOTING Section 1) ~~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 via Federation Office 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, the President shall notify the newly elected officers and the membership of the results. The newly elected officer or officers elected shall assume their duties.

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**ARTICLE XIII – NOMINATION AND ELECTION OF OFFICERS AND DISTRICT DIRECTORS**

**Section 6.** The Nominating Committee shall meet in person or by electronic means (see ARTICLE IX- Meetings Section 6) as many times as necessary to complete its business; shall give full consideration to all eligible candidates.

**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. See Article XI Section 10 as to voting eligibility. District officers shall assume office in each odd-numbered year, according to their District bylaws or rules of order.

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**ARTICLE XIV- DUTIES OF OFFICERS AND DISTRICT DIRECTORS**

**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 **and report the results to the State President.**

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**ARTICLE XX - REPORTS**

**Section 2.** At the request of the President, written reports shall be submitted by officers, 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 chairmen of standing and special committees shall be submitted as requested by the President. A copy of any report shall be sent **via electronic means** to the Recording Secretary, **President and Federation Office.**

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**ARTICLE XXIV - AMENDMENTS**

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

## **RATIONALE FOR GOVERNANCE COMMITTEE BYLAWS REVISION 2023**

Pg. 1 Article 1-NAME and Article II-OBJECTS AND PURPOSES Section 1 Change Incorporated to Inc. as the Official name of the Federation is Federated Garden Clubs of New York State Inc. The Certificate of incorporation was filed January 15, 1930. The certificate of change was filed April 8, 1935 adding Inc. officially to the organization name.

Pg. 2 Article VI DUES AND FEES Section 2. Per Capita dues also includes dues to CAR-SGC

Pg. 4 Article IX MEETINGS Section 3. Clarification, compliance or current practices

Pg. 5 Article XI VOTING Section 6. No change from current bylaws

Section 7-8. Convenience of electronic means and eliminate expense of bulk mailing.

Section 8. Clarification it will go to Recording Sec. via Fed. Office.

Section 10. Clarification as to who can vote in the District

Section 12. Continuity in word usage.

Pg. 6 Article XIII NOMINATION AND ELECTION OF OFFICERS AND DISTRICT DIRECTORS

Section 2. Clarification - Type of emergency is too specific. Eliminate expense of bulk mailing and amount of paperwork.

a-b. Left in Recording Secretary as part of process of using electronic ballots and voters remaining anonymous.

c. notification process

Pg. 7 Article XIII continued

Section 6. by electronic means in compliance with ARTICLE IX- Meetings Section 6

Section 8. clarification of voting eligibility for district elections.

Pg. 8 ARTICLE XIV- DUTIES OF OFFICERS AND DISTRICT DIRECTORS

Section 4. Current practice

Pg.12 Article XX Reports

Section 2. Current practice

Article XXIV - AMENDMENTS

Section 3. Current practices and eliminate expense of bulk mailing