

BYLAWS:

Woman's National Farm and Garden Association, Incorporated

[Revised 2013; Updated 6/4/2016]

ARTICLE I: NAME

Section 1: The Name of this organization shall be Woman's National Farm and Garden Association, Incorporated, hereinafter referred to as WNF&GA.

Section 2: The official address of the Association shall be the address of the Association Registrar or as assigned by the Executive Committee.

ARTICLE II: OBJECT AND PURPOSES

The object and purposes of this nonprofit association shall be, as stated in the Articles of Incorporation, to enable our members to cooperate in furthering agricultural and horticultural interests through membership in Divisions and Branches throughout the United States as follows: .

- A. To operate solely for benevolent, charitable and educational purposes. The determination letters from the IRS state that the Administrative & Operations Fund (A&O) is a 501(c)5 and the Education and Charitable Fund (E&C) is a 501(c)3 both non-profit corporations
- B. To aid in the protection and conservation of natural resources, to protect civic beauty and to encourage an appreciation of country life;
- C. To cooperate with federal and state agencies in efforts to improve conditions affecting home and community life;
- D. To further conservation, agricultural and horticultural education and related fields of study through scholarships and educational awards;
- E. To cooperate with other National and International organizations in the furtherance of these aims and purposes.

ARTICLE III: MEMBERS

Section 1 : Classification

A. Members

1. Those individuals who are members of a Division and a Branch in good standing or Members-at Large.
 - a. A member may belong to more than one Division and more than one Branch.
 - b. A Member-at-Large, hereinafter known as MAL, is a WNF&GA member who does not join a local Branch.
2. Members shall have the rights and privileges of voting, holding office and receiving the official publication

Section 2: Good Standing

A member in good standing is one whose current WNF&GA dues are paid.

Section 3: Transfer

A member may transfer from one Division or Branch to another by notifying the Branch treasurer.

Section 4: Dual Membership

- A. A member may hold membership in more than one Branch and/or Division.
 1. If the Branch memberships are in the same Division, dues to the Division and National are paid to only one Branch.
 2. If the membership is in more than one Division, dues to National are paid to only one Division.

Section 5: Annual Dues

- A. The annual dues for Branch members shall be stated in the Standing Rules.
- B. The annual dues for Members-at-Large shall be stated in the Standing Rules.
- C. Date payable: The Division Treasurer or Single Branch Treasurer shall remit these dues annually to the Association Treasurer before December 31 of the current calendar year to cover membership in the following calendar year.
- D. Any member whose dues are not received by this date shall be considered in arrears and forfeit all membership rights.

ARTICLE IV: UNITS

Section 1: Units

The Units of WNF&GA shall be Divisions and Branches.

Section 2: Divisions:

- A. The Division shall:
 - 1. promote the objects and aims of WNF&GA;
 - 2. pay dues to the national association for each of its' members;
 - 3. provide a dissolution clause in the bylaws in compliance with federal and state laws;
- B. **Composition:**
 - 1. A Division may be organized when:
 - a. There are at least two Branches within the same locale.
 - b. Lacking two branches, two or more states may combine.
- C. **Affiliate members:**

The Division may accept WNF&GA Branches, MAL, WNF&GA members of an adjoining unchartered State and members of other Divisions as affiliates, if the Division bylaws provide for such membership.
- D. **Charter:**
 - 1. Application for a Division charter shall be made on the official form obtained from the Registrar.
 - 2. Two copies of the proposed bylaws shall be sent, one with the application to the Registrar and one to the Parliamentarian.
 - 3. A charter shall be issued by the Council when the requirements are met.
 - 4. All members of the Division shall be members of the Association.

Section 3: Branches

- A. The Branch shall promote the objects and aims of WNF &GA on a local level.
- B. **Composition:** At least ten (10) people are required, five (5) of whom may also be members of another Branch within the division.
- C. **Charter:**
 - 1. Application for a Branch charter shall be made on the official form obtained from the Registrar.
 - 2. Two copies of the proposed bylaws shall be sent, one with the application to the Registrar and one to the Parliamentarian.
 - 3. A charter shall be issued by the Council when the requirements are met.
 - 4. All members of the Branch shall be members of the Association.
 - 5. Any Branch not a belonging to a Division is a Single Branch.

ARTICLE V: OFFICERS

Section 1: Officers

The elected officers of the Association shall be a President, a President-elect, a Vice-President, a Recording Secretary, a Corresponding Secretary, an Accounting and Operating Treasurer, hereinafter referred to as the A&O Treasurer and an Educational and Charitable Fund Treasurer, hereinafter referred to as the E&C Treasurer.

Section 2: Qualifications

- A. A candidate for elected office shall have been a member in good standing for two years.
- B. A candidate for the office of President, President-elect or Vice-President shall have served on the National Executive Committee, or as a Director, or as a Chair of a National Committee for at least 2 years.

Section 3: Term of Office

All officers shall serve a term of two years or until their successors are elected or appointed. Elected officers shall assume office at the close of the Annual Meeting. Exception is the Treasurers who may serve three consecutive terms, all other officers are limited to one term. No member may hold more than one office at a time.

Section 4: Vacancy in Elected Office

A vacancy in the office of President shall be filled by the President-elect. An officer who has served more than half a term in an office is considered to have served a full term. Any other vacancy in elected office shall be filled by vote of the Council. Previous notice of any election shall be included in the call to the meeting. Vacancies in elected offices shall be filled by the Council, as stated in **Article X, Section 2.**

Section 5: Duties of Officers

A. President:

1. Preside at all meetings of the Association, Council and Executive Committee.
2. Appoint with the approval of the Executive Committee: an auditor/CPA, Interest Directors, Chairmen of Standing and Special Committees.
3. Direct the Treasurers to be bonded;
4. Issue the Official Call to the Annual Meeting in the national publication and on the official web site, along with the proposed agenda;
5. Ex-officio member of all committees except the Nominating Committee;
6. Sign all official documents of the Association;
7. Review the official publication before it is printed;
8. Review all information prior to posting on the official web site;
9. Perform duties that pertain to the office as set down in these bylaws, the standing rules, and as outlined in the parliamentary authority.

B. President-elect:

- a. Chairman of the Long Range Planning Committee;
- b. Perform the duties of the President in the absence of the President;
- c. Succeed to the office of President for the unexpired term in the event of a vacancy in that Office;
- d. Assume other duties assigned to the office by the bylaws, the standing rules, the President and the Council.

C. Vice-President:

1. Serve as Planner for any National Meeting called by the Executive Committee or Council.
2. Perform the duties of the President in the absence of the President and the President-elect;
3. Assume other duties assigned to the office by the bylaws, the Standing Rules, the President and the Council.

D. Recording Secretary:

9. Record the proceedings of all Association, Council and Executive Committee meetings;
10. Act as custodian of the records of the Association during the term of office;
11. Keep an attendance record at all Executive Committee and Council meetings;
12. Send within six weeks of the meetings, minutes of the Executive Committee and Council to the respective members;
13. Send minutes of the Annual Meeting to the Executive Committee, the Directors and Chairs of sub committees, the Finance Committee and, with the approval of the President, post these minutes on the web site.
14. At the end of term of office send a copy of the approved minutes to the Archivist for storage
15. Perform other duties of the office as set down in the bylaws, the standing rules, and the latest edition of Robert's Rules of Order Newly Revised.

E. Corresponding Secretary:

1. Carry on the general correspondence of the Association as directed by the Association, the Council and/or the President;
2. Receive absentee notices from officers, Directors, and Chairs not attending meeting
3. Receive reports from Officers, Directors and Chairs not attending meetings to be passed on to the Recording Secretary for the files.
4. Act as website monitor for all electronic correspondence to/from the national website and working with the website manager, will provide a copy of the correspondence forwarded to the appropriate individuals.

F. Administrative & Operations Treasurer:

1. Custodian of all funds and securities, excluding Educational and Charitable Fund monies;

2. Member of the Finance Committee;
3. Deposit all funds in a financial institution approved by the Council;
4. Collect all dues for the Association;
5. Disburse money for expenses of the Association as authorized by the President or Finance Chairman upon receipt of a properly completed requisition for expenditures within budgeted amounts;
6. Send a statement for dues to MAL annually;
7. Send monthly reports to the President and the Finance Chairman;
8. Send quarterly reports to the Executive Committee;
9. Make financial reports at the Council meetings;
10. Keep the corporate seal of the Association and, with the President, sign all official documents of the Association affixing the corporate seal as required;
11. Recommend to the Executive Committee an auditor/CPA to review the records at the end of each term of office, prior to the transfer of records to the succeeding elected officer.
12. Working with the Finance Chairman, submit to the Association a financial report of the review.
13. Perform duties pertaining to the office as required by law, by these bylaws, the standing rules or as assigned by the Council;
14. Bonded in a sum approved by the Finance Committee.
15. Responsible for all IRS filings for these accounts.

G. Education and Charitable Fund Treasurer:

1. Trustee of and administer the Educational and Charitable Fund(s);
2. Maintain a set of books and bank accounts;
3. Bonded in a sum approved by the Finance Committee.
4. Send quarterly reports to the Executive Committee the, the Scholarship Chairman and each Fund Chairman;
5. Make financial reports at the Council meetings;
6. Member of the Finance Committee;
7. Receive all checks written to the WNF&GA Educational and Charitable Fund acknowledging; by receipt to each donor, the recipient(s) of each donation(s);
8. Refer to the Executive Committee all undesignated funds for disposition
9. Recommend to the Executive Committee an auditor/CPA to review the records at the end of each term of office prior to the transfer of records to the succeeding elected officer.
10. Working with the Finance Chairman, submit to the Association a financial report of the review.
11. Responsible for all IRS filings for these accounts.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1: Nominations:

- A. The nominating committee shall consist of the Immediate Past National President serving as Chairman, a President of each Division and the Single Branch Presidents.
1. The nominating committee shall consider the qualifications of the candidates.
 2. The nominating committee shall submit at least one name for each office to be filled.
 3. No member shall be nominated who has not given consent to serve.
 4. The report shall be read at the Annual Meeting when additional nominations may be made from the floor.

Section 2: Election of Officers.

- A. The election shall be under the direction of the Parliamentarian.
- B. The election shall be by ballot unless there is only one candidate per office or position in which case vote may be by voice.
- C. The officers shall be elected by majority vote by those members in good standing who are present and voting.

ARTICLE VII: ASSOCIATION MEETINGS

Section 1: Meetings

An Annual meeting of the Association shall be held in springtime, at a time and place determined by the Executive Committee.

Section 2: Official Call

The official call to the meeting(s), giving the time and place, shall be published in the official publication and on the web site. Notice shall be mailed and posted on the web site at least thirty (30) days prior to the meeting.

Section 3: Special Meetings

Special meetings of the Association may be called by the President or by fifteen (15) members of the Association. Thirty (30) days written notice of a special meeting shall be given. Only the business stated in the call may be considered.

Section 4: Quorum

A quorum for the transaction of business shall be a majority of the active members registered for the meeting provided two elected officers are present.

Section 5: Cancellation

In the event of a national or local emergency, the Executive Committee, by an affirmative vote of three (3) members, in a meeting by mail, or telephone, may dispense with any meeting of the Association

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1: Composition

- A. The Executive Committee shall consist of the President, President-elect, the Vice-President, the Recording Secretary, the Corresponding Secretary, the Administrative and Operations (A&O) Treasurer, the Educational and Charitable Fund (E&C) Treasurer, and the Immediate Past President, who acts as Advisor to the Committee.
- B. The Parliamentarian shall attend meetings in an advisory capacity.

Section 2: Powers

The Executive Committee shall be empowered to act for the Council when it is not feasible to call a meeting of the Council. All action of the Executive Committee is subject to ratification by the Council.

Section 3: Meetings

The Executive Committee shall meet prior to the Annual Meeting to approve the appointments of the President. Meetings shall be at the call of the President or of any three (3) members and shall require a notice to the members of at least six (6) days.

Section 4: Quorum.

Six (6) members, two of whom shall be elected officers, shall constitute a quorum for all meetings.

Section 5: Business by Telephone:

The Executive Committee may conduct meetings by telephone conference call. The Recording Secretary will take minutes at these meetings and distribute them per Article IV, Section 5, D.

ARTICLE IX: COUNCIL

Section 1: Composition

- A. The members of the Council shall be:
 1. Presidents of Divisions or Division-appointed representative if the Division President holds any other position on the Board or is unable to attend
 2. Single Branch Presidents, or their representatives
 3. Directors and Chairs of Special Committees, Sub Chairs of Directors and Chairmen of Standing Committees.
 4. Members in good standing who are present and voting.

Section 2: Duties

A. The Council shall:

1. Conduct the business of the Association
2. Fill vacancies, except for the office of President, in an elective office when required
3. Adopt Standing Rules as needed to carry out the business of the Council.
4. Approve the admission of Branches and Divisions.

Section 3: Meetings

- A. Meetings of the Council shall be held at the Annual Meeting, and at other times as may be determined by the Council. At least thirty (30) days notice of meetings shall be given to the members of the Council.
- B. Special meetings of the Council may be called by the President or by any seven (7) members of the Council. At least fourteen (14) days notice shall be given to the members of the Council.

Section 5: Quorum

Fifteen (15) members, two of whom shall be elected officers, shall constitute a quorum for all meetings of the Council.

ARTICLE X: COMMITTEES

Section 1: Committees

- A. Standing Committees shall include Finance Committee and Interest Directors.
 1. Interest Directors are Agriculture, Charitable Affairs, Communications, Environmental Concerns and Gardening.
 2. The Directors shall be appointed by the newly elected President with the approval of the Executive Committee.
- B. The Finance Chairman shall be appointed by the President. Finance Committee shall be composed of the President, A&O Treasurer, E&C Treasurer and the Finance Chairman.
- C. The Parliamentarian shall be appointed by the President.
- D. There shall be special committees as deemed necessary by the President which can be appointed at any time.
- D. The Directors and Committee Chairmen shall, with the approval of the President, be authorized to appoint additional members as Subcommittee Chairmen.
- E. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2: Duties

- A. The Directors, Finance Chairman and Special Committee Chairmen shall:
 1. Attend and report at each Council meeting (a written report is necessary)
 2. Assign a representative to attend the Council Meeting in their absence.
- B. The Parliamentarian shall
 1. Act in an advisory capacity
 2. Conduct the Election of Officers
 3. Be a member of the Bylaw Committee, if that committee is necessary.
 4. Oversee any bylaw revisions, if requested by the President.

ARTICLE XI: FINANCE

Section 1: Finance

The Finance Committee shall prepare an annual budget for approval by the Executive Committee prior to the Annual meeting.

Section 2: Financial Review

- A. The financial records shall be reviewed at least every two years by an auditor or a CPA recommended by the Treasurer(s) and appointed by the President with approval of the Executive Committee.
- B. A Financial Review shall be ordered when authorized by the Executive Committee.

Section 3: Fiscal Year

The fiscal year shall be from January 1 to December 31.

Section 4: Approval of Expenses other than Approved Budget Items

Proposals concerning expenditures of funds over fifty dollars (\$50), not provided for in the adopted budget, shall require approval of the Executive Committee.

**ARTICLE XII:
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of the Association.

**ARTICLE XIII:
AMENDMENTS**

The Bylaws may be amended by a two-thirds vote of the members present and voting at an Association meeting or a meeting called for that purpose provided notice of the proposed change has been provided not less than fifteen (15) days prior to the meeting.

ARTICLE XIV: REMOVAL FROM OFFICE

Any appointee, who has failed to perform the duties as stated in the Bylaws/Standing Rules of WNF&GA for six months, may be replaced by the President and Executive Committee. Replacements must be approved in the same manner originally obtained. An elected officer who has failed to perform the duties as stated in the Bylaws/Standing Rules of WNF&GA within any specified time may be removed from office by a two-thirds vote of the Executive Committee. The resulting vacancy shall be filled according to WNF&GA Bylaws, ARTICLE X, and Section 2.

ARTICLE XV: DISSOLUTION

In case of dissolution of the Woman's National Farm and Garden Association, Incorporated, the assets of the Association remaining after payment of all debts and liabilities, shall be distributed to one or more nonprofit organizations, organized and operated exclusively for educational and charitable purposes in keeping with ARTICLE II of the bylaws of this Association. No part of the assets shall inure to the benefit of any private member of this Association. Such selected organization or organizations shall be chosen by the Executive Committee with the approval of the Council of this Association.