



## THE LANDINGS GARDEN CLUB, INC. BYLAWS

### **ARTICLE I - NAME**

This organization shall be known as The Landings Garden Club, Inc., hereinafter referred to as the “Club”. Mailing address, Landings Garden Club, c/o The Landings Association, 600 Landings Way South, Savannah, GA 31411.

### **DURATION**

The period of duration of this corporation shall be perpetual or until such time as the Board of Directors (BOD) shall adopt a resolution recommending that the corporation be dissolved pursuant the State of Georgia law.

### **REGISTERED AGENT AND OFFICE.**

The Club shall maintain a registered office and a registered agent in the State of Georgia, as required by law. The registered agent may be the President, Treasurer, or another designated officer, as determined by the Executive Committee.

### **ARTICLE II - OBJECTIVES**

Section 1. To function as a not-for-profit organization, that promotes beautification, conservation, and education in all phases of gardening and related subjects under Section 501(c)(3) of the Internal Revenue Code.

Section 2. To maintain membership in and coordinate Club interests with those of the Garden Club of Georgia, Inc., National Gardens Clubs, Inc. and like organizations which shall be determined by the membership.

### **ARTICLE III - MEMBERSHIP**

Membership shall consist of four (4) classes:

Section1. **ACTIVE:** An active member shall maintain residence on Skidaway Island. An active member shall be expected to attend general membership meetings and shall have all the privileges of the Club, may vote, hold office, and participate in Club activities. All active members will choose one (1) committee to serve on.

Section 2. INACTIVE: To become Inactive, a member must have been an Active member for four (4) years and notify the Membership Chairman. An Inactive member is relieved of all responsibilities of an Active member, including the right to vote.

Section 3. HONORARY: Honorary membership is bestowed upon a person after recommendation and vote by the BOD. They are exempt from paying dues, voting, holding office or being on the BOD. They are able to serve as advisor to the BOD or any committee.

Section 4. SUBSCRIBING: The club or individual member may confer SUBSCRIBING membership upon individuals who are committed to the purposes and objectives of The Landings Garden Club, Inc. under the guidelines of the GCG, Inc., and desires “association” without the necessity of becoming a member. They are eligible to participate in all programs/events available to the general membership *without* the privilege of a vote; and *if desired*, receive the quarterly *Garden Gateways* magazine and other informative notices.

#### **ARTICLE IV - DUES**

Section 1. The fiscal year shall be May 1 through April 30.

Section 2. Establishment of Dues

Annual membership dues shall be established by the Executive Committee and may vary by membership category.

Section 3. Payment of Dues

Membership dues shall be payable in accordance with schedules, amounts, and procedures approved by the Executive Committee.

Section 4. Proration and Special Circumstances

The Executive Committee may approve prorated dues, adjustments, or exceptions under circumstances it deems appropriate.

#### **ARTICLE V – MEETINGS**

Section 1. There shall be seven (7) monthly membership meetings a year.

Section 2. There shall be seven (7) monthly BOD meetings a year.

Section 3. Special meetings of the Executive Committee may be called by the President. The quorum for a meeting is three.

Section 4. The Annual Meeting shall be held in the spring. Only members whose dues are current shall be entitled to vote at this meeting. At the Annual Meeting, two-thirds of those present shall be controlling.

Section 5. If necessary, email voting shall be allowed. Only the president shall call for a vote by email on a motion presented to the board of directors. If approved, the vote shall be ratified at the next Board of Directors meeting.

## **ARTICLE VI – OFFICERS AND DUTIES**

Section 1. The Officers shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

Section 2. Duties of Officers:

A. President

The President shall perform all duties consistent with the office: shall preside at all general membership meetings of the Club, the BOD and the Executive Committee. The President shall appoint the chairmen of all committees; shall be authorized to sign checks in the absence of the Treasurer and may appoint an Assistant Treasurer; shall ensure the books of the Treasurer are examined at least annually; shall forward a summary of the Club's activities for the year for the next President and for the Club's records.

B. Vice-President

The Vice President shall share in the duties of the President as mutually agreed upon. The Vice President shall perform the duties of the President in their absence and may succeed to that office in the event of a vacancy.

C. Recording Secretary

The Recording Secretary shall keep minutes of all meetings including those of the BOD and Executive Committee; shall provide copies of same to the President and shall have charge of all papers pertaining to the office.

D. Corresponding Secretary

The Corresponding Secretary shall conduct all correspondence of the Club and keep the BOD and membership informed as necessary; shall fill in for the Recording Secretary in their absence; Chair the Nominating Committee.

E. Treasurer

The Treasurer shall implement the financial management decisions of the Club, collect dues, have charge of all monies belonging to the Club, maintain records of receipts and disbursements, present a financial report whenever requested by the President or Executive Committee and at the Annual Meeting, ensure all disbursements are properly approved, be

the liaison between the Executive Board and any financial advisor. Shall prepare a budget submitted to the BOD and membership for approval at the annual membership meeting. Shall chair the Charitable Gifts Committee. The Treasurer shall perform other duties as may be prescribed by the President or Executive Committee.

F. Absence of Officer.

Except as provided herein, in the case of the absence of any officer of the Club, or for any other reason that the President with approval of the Executive committee shall delegate, for the time being, any or all the powers or duties of such an officer to any other active member.

G. Parliamentarian shall be appointed by the President. The Parliamentarian shall be present at all meetings of the BOD, Executive Committee and membership; to advise the President on all matters pertaining to parliamentary procedure and the interpretation of the Club's By-laws and Policies and Procedures.

### Section 3. Executive Committee

The Executive Committee shall be composed of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Immediate Past President. The Parliamentarian attends meetings of the Executive Committee without the privilege of a vote. The Executive Committee shall have the power of the Board of Directors during the interim between meetings of that body. Three of these members shall constitute a quorum. All business transacted by the Executive Committee shall be reported to the BOD at its next meeting.

## **ARTICLE VII – BOARD OF DIRECTORS (BOD)**

Section 1. All elected Officers, the Immediate Past President, Parliamentarian, and the Chairmen of the Standing Committees (please refer to Policies and Procedures for the description of Standing Committees) shall constitute the BOD.

Section 2. Board members are expected to attend all BOD meetings and are responsible for being informed on all BOD actions.

Section 3. A quorum shall consist of one-third of the members of the BOD. A majority vote of those present shall be controlling. Only one vote per BOD member regardless of number of positions held.

Section 4. Neither Officer, member of the BOD nor any member of the Club shall undertake any project, publicity or correspondence in the name of the Club without the consent of the President and the Executive Committee.

Section 5. A vacancy on the BOD shall be appointed by the President.

### **ARTICLE VIII – STANDING COMMITTEES**

The President shall appoint Chairman of all Standing Committees except Charitable Gifts (Treasurer), and the Nominating Committee Chairman (Corresponding Secretary). The duties of the Standing Committees and any special appointments shall be found in the Policies and Procedures.

### **ARTICLE IX – ELECTION AND INSTALLATION OF OFFICERS**

#### Section 1. Nominating Committee

- A. The Corresponding Secretary shall serve as Chairman of the Committee.
- B. The President shall appoint four additional members with two (2) from the BOD and two (2) from the general membership.
- C. The committee shall prepare a single slate to be presented at the February Membership Meeting and published in the newsletter.

#### Section 2. An Active Member in good standing is eligible to hold office.

Section 3. Election of Officers shall take place at the March meeting. There may be nominations from the floor. All candidates must indicate a willingness to serve if elected. The term of office shall be one year and begin after the installation of officers.

#### Section 4. Vacancies

A vacancy in the office of President shall be filled with the Vice-President. The President, with the approval of the Executive Committee, shall appoint a member to fill any other vacancy.

### **ARTICLE X – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

### **ARTICLE XI – AMENDMENTS**

These By-laws may be amended by a two-third vote of the members present at a membership meeting, provided such amendment has been presented to and approved by the BOD and shall have been sent in writing to each member at least 30 days prior to the meeting.

## **ARTICLE XII – DISSOLUTION**

Section 1. A recommendation to dissolve the Club may be initiated by the Executive Committee.

Section 2. Dissolution shall be governed by law and requires a two-thirds vote of the membership.

Section 3. The Executive Committee shall set a date for the vote. Notice of dissolution must be sent by email to the members 30 days before the vote.

Section 4. The Executive Committee shall settle all liabilities after dissolution. Remaining assets shall go to a nonprofit or public entity aligned with Club purposes or in accordance with the law.

Section 5. No assets shall benefit any individual member.

## **ARTICLE XIII – ARTICLES OF INCORPORATION FOR GEORGIA NON-PROFIT**

**Addendum A** – Articles of Incorporation for Georgia Non-Profit for The Landings Garden Club.

These Bylaws were adopted by vote of the Board of Directors of The Landings Garden Club, Inc. on February 16, 2026.

Revised: Gayle Ridgway, Lisa Hall 11-14-2025, 12-4-2025, 1-13-2026, 1-18-2026pm, 1-19-26, 2-6-2026, 2-16-2026final(GR).