THE FORT WORTH GARDEN CLUB, INC.
BYLAWS
(Revised January 13, 2025)

ARTICLE I
NAME

The name of this nonprofit corporation shall be THE FORT WORTH GARDEN CLUB, INC. (the “Club” or “Corporation”).

ARTICLE II
OFFICE

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation in the State of Texas shall be located in the City of Fort Worth, County of Tarrant. The Corporation may have other offices as the Board of Directors may determine.
SECTION 2. REGISTERED OFFICE. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act.

ARTICLE III
PURPOSE

The purpose of the Fort Worth Garden Club, Inc. is to cultivate a broader knowledge of gardening, horticulture, and design; to advocate for the protection of the environment; and to support the Fort Worth Botanic Garden.

ARTICLE IV
MEMBERS

SECTION 1. CLASSES OF MEMBERSHIP. The membership shall consist of five classes: Active Memberswith a limit of 550 members; Associate Members with a limit of 125membersupon acceptance by the Board of Directors; Nonresident Members, who are Active or Associate Members who have moved outside Texas with no limit on number; Honorary Life Members with no limit on number; and 50-Year Golden Members, with no limit on number.

(a) Active Members must be interested in the purpose of the Club as set forth in Article III. They shall pay annual dues set by the Board of Directors. They shall have the privilege of voting, sponsoring new members, and holding office.

(b) Associate Members are former Active Members in good standing who have been members for 10 or more years and no longer wish to accept the responsibilities of Active Membership, but desire to remain members of the Club. Upon acceptance by the Board of Directors of their transfer from Active Membership they shall pay annual dues set by the Board of Directors.(c) Nonresident Members are Active Members or Associate Members in good standing who move outside Texas. Transfer to Nonresident Membership shall be automatic upon moving. They shall pay dues set by the Board of Directors at the same level as Associate Members.

(d) Life Members have been Active Members in good standing for 20 or more years and have served on the Executive Committee or as President and given valuable service to the Club. Life Member nominations may be made to the Awards Committee, which selects potential honorees, who are then approved by the Board of Directors. Life Members shall be exempt from paying dues and shall have all the privileges of Active Membership.

(e) Fifty-year Golden Members are members in good standing who have been members for 50 or more years. Upon acceptance by the Board of Directors, they shall be exempt from paying dues and shall have all the privileges of Active Membership.

SECTION 2. DUES. Dues for Active, Associate, and Nonresident Members shall be paid annually by March 1. Members whose dues have not been paid by March 1 shall be dropped automatically from membership.

SECTION 3. RESIGNATIONS. All resignations of membership shall be presented in writing to the Membership Council Chair.

SECTION 4. ELECTION OF MEMBERS.

(a) An Active Member who has been a member for one or more years may sponsor an applicant for membership at any time. New member applicants must live in or around the Fort Worth area. Membership Application Forms are available on the website. Applications shall be kept on file in the order received. An Active Member shall be limited to oneapplication on file.

(b) In March, when the number of vacancies is determined, the Membership Council Chair shall provide a written list of applicants for membership with their sponsors to the Board of Directors. Vacancies shall be filled and approved at the April meeting of the Board. New members will begin their membership on June 1.

(c) A former member, who resigned in good standing, seeking reinstatement may make her request to the Membership Council Chair. The member’s name will be placed on the waitlist in the order it is received, along with new applicants. No sponsor is needed.

(d) A Nonresident Member in good standing who is returning to Texas may become an Active or Associate Member by making her request to the Membership Council Chair. She shall be placed at the top of the waitlist.

ARTICLE V
OFFICERS

SECTION 1. OFFICERS. The elected officers of this Club shall be President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer-Elect, Strategic Planning Committee Chair, and Nominating Committee Chair. All elected officers shall serve on the Executive Committee, with the Parliamentarian serving as a nonvoting member. All officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

SECTION 2. ELECTION OF OFFICERS. The officers shall be elected by ballot to serve for one year at the regular meeting of the Board of Directors in February. No officer shall serve more than two consecutive years in a specific office except the Strategic Planning Committee Chair, Treasurer, and Treasurer-Elect, who may be reelected. Where there is only one nominee for an office, by general consent the nominee may be declared elected by acclimation. No officer shall hold more than one office at a time.

SECTION 3. NOMINATING COMMITTEE. At the November membership meeting, a Nominating Committee consisting of four members and one alternate shall be elected by written ballot, a majority of members present is required to elect. Under the direction of the Nominating Committee Chair, the Committee shall nominate a candidate for each office at the January Board of Directors meeting, to be elected at the February Board of Directors meeting. The President-Elect shall be a nonvoting member of the Nominating Committee. The Committee shall continue to function until the end of the Club year.

SECTION 4. COMMENCEMENT OF DUTIES. All officers shall assume their duties June 1.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS COMPOSITION. The affairs of the Club shall be managed by its Board of Directors. The elected officers, Parliamentarian, Strategic Planning Committee Chair, Council Chairs, Oversight Committee Chair, Moncrief Endowment Fund Chair, and appointed Members-at-Large (not to exceed four) shall constitute the Board of Directors.

SECTION 2. MEETINGS. The Board of Directors shall manage the active business of the Club and act on reports of councils, committees, and officers. It shall meet monthly except July, August, and December.

SECTION 3. QUORUM. Ten members of the Board of Directors shall constitute a quorum.

SECTION 4. PRESIDENT. The President shall preside at all meetings of the Club, Executive Committee, and Board of Directors.

- (a) The President shall appoint the Parliamentarian, Council Chairs, Members-at-Large, and special committee chairs as she deems necessary to carry on the work of the Club.
- (b) The President shall serve as an ex officio member of all Councils and Committees with the exception of the Nominating Committee and the Moncrief Endowment Fund.
- (c) The President shall supervise the Administrative Manager.

SECTION 5. PRESIDENT-ELECT. The President-Elect shall perform the duties of the President in her absence. She shall work with the President to become familiar with the duties of the office.

SECTION 6. RECORDING SECRETARY. The Recording Secretary shall keep a record of all proceedings of the Club and shall serve as Secretary for the Executive Committee and Board of Directors; and shall arrange for Board meeting notices and member communications.

SECTION 7. CORRESPONDING SECRETARY. The Corresponding Secretary shall receive and reply to all correspondence pertaining to the Club. She shall oversee the recording and acknowledgement of honorariums, memorial donations, and other gifts to the Club, and for communications regarding them.

SECTION 8. TREASURER. The Treasurer shall oversee all Club funds and accounts on the Statement of Financial Position and Statement of Activity. She shall keep an accurate record of all revenue and expenses monthly, utilizing accounting software, the monthly Statement of Financial Position, the Statement of Activity, and any other necessary reports requested by the Finance Council and/or the Board of Directors. She shall prepare and report all activities to the Finance Council and Board with statements filed with the Recording Secretary and the Finance Council Chair.

(a) The Treasurer, Treasurer-Elect, Finance Council Chair, and President shall prepare an annual budget to be approved by the Finance Council and presented to the incoming Board of Directors for adoption in the new fiscal year, which begins June 1 and ends May 31.
(b) She shall provide all bank statements to a Certified Public Accountant that will perform monthly bank reconciliations. The financial records of the Club will be presented to the CPA annually to complete and file IRS 990 tax returns, sales tax reports, and any other required documents.
(c) She shall oversee the inventory of all Club property.

SECTION 9. TREASURER-ELECT. The Treasurer-Elect shall:

(a) Replace the Treasurer in her absence.
(b) Oversee certain Club accounts assigned to her by the Treasurer or Finance Council. These accounts may vary from year to year.
(c) Oversee the sale of books and other items for Club events and programs.
(d) Serve on the Finance Council.

SECTION 10. STRATEGIC PLANNING COMMITTEE CHAIR. The Strategic Planning Committee Chair shall be a Past President or experienced Board member. She shall be responsible for overseeing the Strategic Planning Committee, which will develop, measure, and evaluate annual strategic goals to address needs identified by the Fort Worth Botanic Garden and the Club.

SECTION 11. PARLIAMENTARIAN. The Parliamentarian, appointed by the President, shall see that the meetings are conducted according to the Bylaws, and shall preside over the Bylaws Committee when applicable to keep the Bylaws updated. She will provide updated copies of the Bylaws to the incoming President, Recording Secretary, and Yearbook Committee Chair by June 15.

SECTION 12. COMMUNICATIONS COUNCIL CHAIR. The Communications Council Chair shall preside over the following committees: Yearbook, Newsletter, Website, Historian, Publicity/Social Media, and, with the approval of the President, shall appoint Chairs of such committees over which she presides.

(a) The Yearbook Committee shall compile all information necessary for the yearbook and make arrangements for its printing and production, ensuring its distribution by September 1.
(b) The Newsletter Committee shall compile and distribute information to the membership regarding meetings and activities of the Club.
(c) The Website Committee shall evaluate and determine additions and changes to the website that may be executed by staff or consultants.
(d) The Historian shall keep a written and pictorial record of the Club year to maintain the history of the Club that can be accessed on the website.
(e) The Publicity/Social Media Chair shall arrange for media coverage of appropriate Club events.

SECTION 13. COMMUNITY RELATIONS COUNCIL CHAIR. The Community Relations Council Chair shall preside over the following committees: Arbor Day, Environmental Advocacy, and City of Fort Worth Liaison, and, with the approval of the President, shall appoint Chairs of such committees over which she presides:

(a) The Arbor Day Committee shall plan any special activities and make recommendations for the Mary Louise Michie Arbor Day Award to the Awards Committee.
(b) The Environmental Advocacy Committee shall share environmental Information to the membership and make recommendations for the Fort Worth Beautiful awards to the Awards Committee.
(c) The City of Fort Worth Liaison will represent the Club when requested by the President for meetings with the City of Fort Worth.

SECTION 14. FINANCE COUNCIL CHAIR. The Finance Council Chair shall preside over the Finance Council, a planning and oversight council that oversees all monetary activities of the Club. Members of the Finance Council shall include the Finance Council Chair, President, Treasurer, Treasurer-Elect, Moncrief Endowment Fund President, Oversight Committee Treasurer, and one member appointed by the Chair. The Council will review all reports prepared by the Club's CPA firm including the IRS 990 tax return and state sales tax return. These reports shall be shared with the Board of Directors.

SECTION 15. FLOWER SHOW COUNCIL CHAIR. The Flower Show Council Chair shall be responsible for the Flower Show, which shall include floral design, botanic arts, and horticulture, and other divisions as desired; and, with the approval of the President, shall appoint Chairs for each division.

SECTION 16. MEMBERSHIP COUNCIL CHAIR. The Membership Council Chair shall preside over the Membership Council, and, with the approval of the President, shall appoint Chairs of such committees over which she presides.

(a) The Council shall oversee the notice of dues payable to all members by February 1 and collect all dues by March 1.
(b) The Council will survey the membership from time to time to identify opportunities to increase member involvement and strengthen the Club and its mission.
(c) The Council shall oversee the waitlist and determine the number of eligible new members each year.

SECTION 17. PROGRAM COUNCIL CHAIR. The Program Council Chair shall preside over the following committees: Hospitality, Design Study Group, and, with the approval of the President, shall appoint Chairs of such committees over which she presides.

SECTION 18. PROJECT COUNCIL CHAIR. The Project Council Chair shall preside over the following committees: Holiday Event, Closing Luncheon, Pilgrimages, Never Too Late to Bloom senior flower arranging, Mary Daggett Lake Library collection and events, Garden Variety Study Group, Youth Council, and Joint Projects; and, with the approval of the President, shall appoint Chairs of such committees over which she presides.

SECTION 19. WAYS AND MEANS COUNCIL CHAIR. The Ways and Means Council Chair shall be responsible for all fundraising activities of the Club. With the approval of the President, she shall appoint Chairs of such committees as needed.

SECTION 20. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall preside over the Awards Committee, and, with the approval of the President, may appoint a Chair for each award.

SECTION 21. MEMBERS-AT-LARGE. Optional Members-at-Large, not to exceed four, shall be appointed by the President.

ARTICLE VII
MEETINGS

Regular meetings of the Club shall be held each month, beginning in September, and continuing through May with the exception of December or as determined by the Board of Directors. Meetings will be held on the third Friday of the month except when the Board of Directors determines that another day during that month would better serve the members of the Club. As required by nonprofit incorporation, an Annual Business Meeting shall be held at one of the three Fall membership meetings to report on activities of the Club and the Botanic Garden.

ARTICLE VIII
EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE MEMBERS. The President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer-Elect, Strategic Planning Committee Chair, Nominating Committee Chair, and Parliamentarian, as a nonvoting member, shall constitute the Executive Committee. It shall act, when necessity requires, between regular Board of Director meetings. In case of a vacancy in office, it shall fill such vacancy for the unexpired term. It shall have general direction of the business of the Club and shall meet by call of the President or upon request of five members of the Club. The business of the Executive Committee may be conducted electronically.

SECTION 2. QUOROM. Four members shall constitute a quorum of the Executive Committee.

ARTICLE IX
COMMITTEES

SECTION 1. AWARDS COMMITTEE. The Awards Committee shall consist of the President, two Past Presidents chosen by the President, and the Immediate Past President, who shall serve as Chair. Additional members may be named by the Chair as needed. The Committee will encourage nominations from members for Club awards and will make the final selection of deserving recipients with the approval of the Board of Directors. The Awards Committee shall oversee the following awards:

(a) The Deborah Award, the Club's highest honor to a member, was created in 1991 and named for Mrs. W. A. Moncrief, Jr. (Deborah Beggs). It is presented to a member whose contributions to the Club are considered outstanding.

(b) Life Membership is an honor for selected members who have been Active Members for 20 or more years and have served on the Executive Committee or as President and given valuable service to the Club.

(c) Fort Worth Beautiful Awards are given to organizations and businesses In the City of Fort Worth that have made significant contributions to the city's environment.

(d) The Mary Louise Michie Arbor Day Award recognizes a group or Individual for dedication to planting or caring for trees. Online applications are received by the Environmental Advocacy Committee of the Community Relations Council, which then recommends potential recipients to the Awards Committee for a final decision. The award shall be presented at an appropriate membership meeting.

SECTION 2. OVERSIGHT COMMITTEE. The Oversight Committee consists of eight members including a Chair, Treasurer, Secretary, the President of the Moncrief Endowment Fund, one Board member of the Moncrief Endowment Fund, two Members-at-Large, and the current President. All members shall be members in good standing of the Club. They shall be elected by a majority vote of the voting members of the Committee with the exception of the Moncrief Endowment Fund representatives who shall be appointed by the Moncrief Endowment Fund Board of Directors, and the current President, who will change annually. Members of the Committee shall serve four-year terms of office and may be reelected by the Committee. Four members shall constitute a quorum. The Chair shall serve as a voting member of the Board of Directors.

(a) The Committee shall oversee all Botanic Garden projects funded by designated funds from the Moncrief Endowment Fund, working in concert with the Botanic Garden.
(b) The Committee Treasurer shall open and maintain a separate bank account to receive, hold, and disburse designated funds from the Moncrief Endowment Fund, as designated by the Moncrief Endowment Fund Board of Directors.
(c) The Oversight Committee will report on its work at the Fall Annual Meeting.

SECTION 3. STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee shall consist of seven members: the Chair, current President, a past President, and four other members.

(a) The Chair shall be nominated by the Nominating Committee to fill a three-year term and shall be elected by the Board of Directors.
(b) The other Committee members shall be appointed by the President in consultation with the Strategic Planning Committee Chair to serve staggered terms of three years.
(c) Reports from the Strategic Planning Committee shall be presented throughout the year to the Board of Directors and annually to the membership.

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of 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 Bylaws and any special rules of order the Club may adopt.

ARTICLE XI
AMENDMENT OF BYLAWS

The Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the members present if the amendment has been submitted in writing, including by electronic means, to each director at least 10 days prior to such meeting.

ARTICLE XII
FINAL DISSOLUTION OF ASSETS

In the event of dissolution of The Fort Worth Garden Club, Inc., the net assets of the Club shall inure to the benefit of the Fort Worth Botanic Garden, as managed by the Botanical Research Institute of Texas, to further improvements.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director if it is determined that the person: (1) conducted herself in good faith; (2) reasonably believed: (a) in the case of conduct in her official capacity as a director of the Corporation, that her conduct was in the Corporation's best interests, and (b) in all other cases, that her conduct was at least not opposed to the Corporation's best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe that her conduct was unlawful.

A director shall not be indemnified by the Corporation for obligations resulting from a proceeding: (1) in which the director is found liable on the basis that personal benefit was improperly received by her, whether or not the benefit resulted from an action taken in the person's official capacity; or (2) in which the person is found liable to the Corporation.

A person may be indemnified by the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of her duty to the Corporation.

The Corporation shall indemnify a director against reasonable expenses incurred by such director in connection with a proceeding in which she is a named defendant or respondent because she is or was a director if the director has been wholly successful, on the merits or otherwise, in the defense of the proceeding. The Corporation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the same extent that it may indemnify and advance expenses to directors.

The Corporation may indemnify and advance expenses to an officer, employee, agent, or person and who is not a director to such further extent, consistent with law, as may be provided by the certificate of formation, these bylaws, general or specific action of the Board of Directors, or contract or as permitted or required by common law.

ARTICLE XIV

ADMINISTRATION

SECTION 1. FISCAL YEAR. The Club's fiscal year shall begin June 1 and end May 31.

SECTION 2. ELECTRONIC VOTING. The Executive Committee and the Board of Directors may transact business by electronic communication provided all members may participate in the vote. If a member does not use electronic communication, the President must ensure that the member is informed of the business and allowed to vote. The electronic vote shall be sent, received, and reported by the President with a printed copy of the communication given to the Recording Secretary for inclusion in the minutes of the next meeting.

SECTION 3. STAFFING. The Club shall retain an Administrative Manager to provide day-to-day administrative support for monthly membership meetings, Board of Directors meetings and related activities, and to staff the Club office in the Botanic Garden Center. The Administrative Manager shall be supervised by the President.

STANDING RULES

1. It shall be the policy of the Board of Directors for the President to confer with the CEO of the Fort Worth Botanic Garden to identify the priorities of the Garden before funding a project. The Board will have the final decision on projects to be adopted by the Club.
2. The Recording Secretary shall send copies of the minutes from the Board of Directors meeting to the President within 10 days after the meeting.
3. Dues shall be $175.00 for each Associate Member per year and $250.00 for each New Member and each Active Member per year. Annual dues shall be reviewed by the Board every three years to determine any changes needed.
4. A one-time fee of $200.00 will be assessed for each New Member.
5. Any expenditure by a Council or Committee that exceeds its budget shall be presented to the Finance Council and Board of Directors for consideration of a budget amendment.
6. Each Council and Committee Chair shall keep a notebook of activities and procedures during the year, guidelines for the future, and expenses. Notebooks are to be turned over to the incoming council, committee, project chair, or the Administrative Manager at the close of the Club year, and before June 15, to be used by the incoming Chairs.
7. A brief final report of the work of each Council and Committee shall be compiled by each Council and Committee Chair and forwarded to the outgoing President and the Administrative Manager before June 15. One copy shall be placed in the appropriate notebook that will be shared with the incoming Chair.
8. The Parliamentarian and Bylaws Committee shall have the authority to make necessary typographical changes to the Bylaws in order to ensure accuracy and continuity.