

AMENDED BYLAWS
Of
CARLSBAD GARDEN CLUB, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION
ARTICLE 1 – NAME

The name of the club is Carlsbad Garden Club, Inc.

ARTICLE 2 – PURPOSE

SECTION 1. To stimulate the knowledge and love of gardening among amateurs. .

SECTION 2. To aid the protection of native plants, trees and birds.

SECTION 3. To aid and encourage civic planting and beautification.

ARTICLE 3 - MEMBERSHIP AND DUES

SECTION 1. Any member of the public may become a member upon payment of annual dues. The Club's (Carlsbad Garden Club, Inc.) Board of Directors shall determine the current annual dues. Such member shall also have one vote.

SECTION 2. Only members in good standing shall have a vote in the Club. "Good Standing" shall be defined as one who has paid current dues. There is no limit to the number of members.

SECTION 3. Honorary and Life membership may be granted by the Board of Directors. Life members shall have all the privileges of regular members, including the right to vote. Honorary members may be chosen for a limited time and have no voting privileges.

ARTICLE 4 - OFFICERS AND BOARD OF DIRECTORS

SECTION 1. The elected officers shall be a President, a Vice-President, a Secretary, and a Treasurer and serve, but are not limited to, a one year term.

- a. The President shall preside at all meetings of the general membership and of the Board of Directors, and shall direct the affairs of the Club, including following the state guidelines for a non-profit organization. With the exception of the Nominating Committee, the outgoing President shall serve as Parliamentarian for a term equal to the incoming President's term of office.
- b. The Vice-President shall preside in the absence of the President and assist the President when directed.
- c. The Secretary shall maintain minutes of the Board and business meetings and prepare the official correspondence of the Club.
- d. The Treasure shall receive and deposit dues and all other funds in the name of the Club,

maintain an accurate account on a calendar year basis, disburse funds as directed and render reports as required.

SECTION 2. A vacancy in any elective office shall be filled by the Board of Directors for the remainder of the unexpired term.

SECTION 3. The Club shall have a minimum of five (5) directors with the four (4) Officers and Parliamentarian making up the core Board of Directors. Chairperson of Committees may also serve simultaneously as a member of the Board of Directors.

ARTICLE 5 - BOARD OF DIRECTORS

SECTION 1. The Board of Directors, as defined in Article 4, shall conduct the affairs of the Club between meetings. Actions subject to the provisions of the California Nonprofit Public Benefit Club law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of the Club.

SECTION 2. A quorum of the Board shall be a majority of the elected officers.

SECTION 3. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the charitable or public purposes of this Club.

SECTION 4. Title to all property, funds, and assets of the Club is vested in the Club for the joint use of the members and no member shall have any severable right to all or any part thereof.

SECTION 5. There shall be no compensation paid to the Officers and Board of Directors. Authorized expenses incurred on behalf of the Club shall be reimbursed.

ARTICLE 6 - MEETINGS

SECTION 1. The Club shall hold regularly scheduled meetings at times and places to be determined by the Club.

SECTION 2. The voting for the new Board of Directors shall take place the first meeting in the month of March. The new Board shall be installed at the Annual Meeting in May.

SECTION 3. Special meetings may be called by the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting.

SECTION 4. A quorum of the Club shall consist of twenty-five (25) percent of the voting members of the Club at duly called and held general meetings.

ARTICLE 7 - NOMINATIONS AND ELECTIONS

SECTION 1. The nominating committee shall consist of the club Parliamentarian, one Board member and a member at large. The first meeting of the committee shall be called by the Parliamentarian.

Or

SECTION 1. REASONABLE NOMINATION AND ELECTION PROCEDURES

This club shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the club, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

SECTION 2. The nomination committee shall submit a slate of officers at the first meeting in February. If a quorum is present, nominations from the floor may be made at this time, and at the March meeting, and then the election of officers shall be held. Installation of officers shall be held at the May Annual Meeting.

SECTION 3. INDEMNIFICATION BY CLUB OF DIRECTORS, OFFICERS, ITS EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this club but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Club Law.

ARTICLE 8 - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the authority governing the Club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or Standing Rules of the Club or the California Corporation law for Non-Profit Organizations.

ARTICLE 9 - DISSOLUTION

Should the dissolution of the Club be deemed necessary, all requirements concerning the same must meet the State of California's incorporation requirements.

ARTICLE 10 - REQUIREMENTS TO BE EXEMPT AS AN ORGANIZATION DESCRIBED IN SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE

Notwithstanding anything contained herein above to the contrary, the following article shall be effective forthwith upon approval and adoption by the Directors and members.

SECTION 1. The Club is organized exclusively for charitable, educational, or scientific purposes, including for such purposes, the making of distributions to organizations that qualify under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2. No part of the net earnings of the club shall inure to the benefit of, or to be distributable to its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose hereof.

SECTION 3. No substantial part of the activities of the club shall be the carrying on of propaganda, or otherwise attempting to influence legislatress, and the club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

SECTION 4. Notwithstanding any other provisions of these articles, the club shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or (b) by an organizations, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 5. Upon the dissolution of the club, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the club is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

