

AMENDED BYLAWS
of
CARLSBAD GARDEN CLUB, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1. – OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the club for the transaction of its business is located in the residence of the President of the club in the County of San Diego, State of California.

SECTION 2. CHANGE OF ADDRESS

The county of the club's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE 2 – PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this club shall be: to advance the knowledge, enjoyment, science and practice of gardening in the Carlsbad community. This includes, but is not limited to, education, events, providing scholarship and financial assistance for instruction and public education relevant to gardening, and such other activities as approved by the Board of Directors.

ARTICLE 3 – DIRECTORS

SECTION 1. NUMBER

The club shall have a minimum of five (5) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The members of the Board of Directors shall be the persons designated as the four (4) Officers of the Club as set forth herein below and the Parliamentarian. The Chairpersons of the Standing Committees as set forth in the addendum hereto may also be members of the Board of Directors.

SECTION 2. POWERS

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, if any, of this club, the activities and affairs of this club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the club by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or in any amount.

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 3. DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this club, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees of the club;
- c) Supervise all officers, agents and employees of the club to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the club and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the club in any capacity.

SECTION 6. - PLACE OF MEETINGS

Meetings shall be held at a place to be noticed from time to time by the board of directors at such place which has been designated from time to time. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in such meeting can hear one another.

SECTION 7. REGULAR MEETINGS

Regular meetings of Directors shall be held at least once every three (3) months, and, with notice to the Directors, at such other times as determined by the President.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors 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, and in the absence of such designation, at the principal office of the club.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon seven (7) days notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or by e-mail. If sent by postal mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the club. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the previous meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of three (3) Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this club, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting to those present other than by announcement at the meeting at which the adjournment is taken. Those not present shall receive notice.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this club.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act, or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this club, or provisions of the California Nonprofit Public Benefit Club Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e) require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the club or, in his or her absence, by the Vice President of the club or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Club shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such rules of order as the Board may from time to time adopt, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this club, or with provisions of law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members

of the board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Club Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this club authorize the directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Club Law.

If the club has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the club has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the for the effectiveness of such resignation.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by either (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director. Vacancies created by the removal of a director may be filled only by the approval of the members. The members of this club may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS

The directors of shall not be personally liable for the debts, liabilities, or other obligations of the club.

SECTION 18. 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.

SECTION 19. INSURANCE FOR CORPORATE OFFICERS AND AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the club (including the directors, officers, employees or other agents of the club) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Club) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the club would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Club Law.

ARTICLE 4 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the club shall be a President, a Vice-President, a Secretary, a Chief Financial Officer who shall be designated the Treasurer, and a Parliamentarian. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer nor the Parliamentarian may serve as the President of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as officer of this club. Officers shall be elected annually by the members of the Club, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be

prescribed from time to time by the Board of Directors. The club may also have, as determined by the Board of Directors, various committees including but not limited to Facilities and Refreshment, Insurance, Liaison with California Garden Clubs, Inc., Volunteer Coordinator, Decorations, Publicity, "Sunshine", Telephone Tree, Community involvement/Fundraising, Historian, Hospitality/Membership, Directory, Audit, Facility and Refreshment, and Scholarship. Except as provided for herein below, the person designated as Chair of each such committee(s) shall determine and obtain the number of other members necessary to accomplish the tasks of that committee.

SECTION 4. REMOVAL AND RESIGNATION

Any officer and/or a chair may be removed, either with or without cause, by the remainder of the members of the Board of Directors, at any time. Any officer and/or a chair may resign at any time by giving written notice to the Board of Directors or to the President c Secretary of the club. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the club and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this club, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the club, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall also be an ex-officio member of all standing committees. The President shall make a written report for each fiscal year of all the Club's activities and of its accomplishments which shall be provided to the incoming President within two (2) weeks of the election.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall determine the future programs, including speakers and/or any field trips, for the forthcoming regular meetings of the Club. The Vice President shall send thank you notes to any persons who presented a program at a general meeting, and shall inform the Treasurer of the amount of the presenter's fee for such program. The Vice President shall coordinate with the Facilities Chair to make arrangements for regular meetings and the dates thereof. The Vice President shall provide in a written list of all future programs to the President and to the Directory Chair no later than August 1st. The Vice President, the President, the chair person of the Budget Committee and any all other member as deemed necessary shall prepare annual budget prior to July 1st of each year.

The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the club the original, or a copy of these Bylaws as amended or otherwise altered to date.

Send notices of meetings to members of the club, as necessary.

Keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the club and shall maintain a hard copy of correspondence, minutes, and the membership roster.

Be responsible for all Club correspondence including but not limited to ordering stationary and printing.

Exhibit at all reasonable times to any director of the club, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the club.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this club, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the club, and deposit all such funds in the name of the club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the club from any source whatsoever. Contact, if necessary, any member who is delinquent in payment of dues.

Disburse, or cause to be disbursed, the funds of the club as may be directed by the Board of Directors. Expenditures in excess of One Hundred Dollars and No Cents (\$100.00), other than those which are deemed normal operating expenses, shall require either a majority vote of the members of the club present at the general meeting, or in the event of any emergency, a majority vote of the Board of Directors of the club.

Maintain a list of the dues paying members of the club.

Keep and maintain adequate and correct accounts of the club's funds and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the club, or to his or her agent or attorney, on request therefore.

Provide the President and directors annually with a report of the financial condition of the club, and at such other times as whenever requested, an account of all of his or her transactions as Treasurer.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the club, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. PARLIAMENTARIAN

The duties of the Parliamentarian shall include monitoring each meeting of the club to ensure that all such meetings are conducted in accordance with the Constitution and Bylaws and Roberts Rules of Informal Order.

SECTION 11. COMPENSATION

There shall be no compensation paid to the Officers and members of the Board of Directors. Authorized expenses incurred on behalf of the club by the Officers, Board of Directors, committee members and members of the club shall be reimbursed.

ARTICLE 5: EXPENDITURES

Expenditures, including but not limited to charitable donations, in excess of One Hundred Dollars and No Cents (\$100.00), other than those which are deemed normal operating expenses, shall require either a majority vote of the members of the club present at the general meeting, or in the event of any emergency, a majority vote of the Board of Directors of the club.

ARTICLE 6: AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members to change or repeal these Bylaws under the Corporation Code, these bylaws may be amended or repealed by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, a Bylaw specifying or changing the fixed a number of directors of the club, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By vote of the members of this club (a majority of a quorum attending meeting or a majority of a quorum of written ballots returned).

ARTICLE 7: MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The club shall have only one class of members. No member shall hold more than one membership in the club. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this club, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. ADMISSION AND QUALIFICATIONS OF MEMBERS

The qualifications for membership in this club are as follows: Any member of the public may become a member of this club upon payment of dues year. Such member shall also have one vote.

SECTION 3. FEES, DUES AND ASSESSMENTS

(a) There shall not be any fee charged for making application for membership in the club.

(b) The annual dues payable to the club by members shall be \$20.00. The amount of the annual dues may be changed from time to time as determined by a vote of the membership. Members who join after January 31st will only pay \$10.00.

SECTION 4. NUMBER OF MEMBERS

There is no limit to the number of members the club may admit.

SECTION 5. MEMBERSHIP BOOK

The club shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership.

The record of names and addresses of the members of this club shall constitute the membership list of this club and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 6. NON-LIABILITY OF MEMBERS

A member of this club is not, as such, personally liable for the debts, liabilities, or obligations of the club.

SECTION 7. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

SECTION 8. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the club personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the club.

(3) If this club has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the club. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first -class or registered mail to the last address of the member as shown on the club's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this club has provided for the payment of dues by members, any person expelled from the club shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 9. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the club shall cease on termination of membership as herein provided.

SECTION 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this club would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of the California Nonprofit Public Benefit Club Law.

ARTICLE 8: MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at a place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet in May each year for the purpose of electing directors and transacting other business as may be before the meeting. Cumulative voting for the election of directors shall not be permitted.

The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, or President of the club. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Manner of Giving Notice. Notice of a members' meeting or an report shall be given either personally or by telephone, written mail, e-mail, or other means of communication, including e-mail addressed to the member at the telephone number and/or address of such member appearing on the books of the club for the purpose of notice, or if no address appears or is given, at the place where the principal office of the club is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally, or by phone, deposited in the mail or sent by telegram or other means of written communication, including a-mail.

(b) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, the program which is to be presented. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(c) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by mail or by telegraph to the President, Vice President or Secretary of the club. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(d) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by

proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (e) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the club.

Such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifteen (15) percent of the voting members of the club. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice of voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty five (45) days.

Notwithstanding any other provision of this Article, if this club authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act, or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this club, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submit-~~ted~~ to a vote by the member. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

SECTION 8. PROXY VOTING

Members entitled to vote shall be permitted to vote or act by proxy. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the club, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Club Law.

All proxies solicited by the club or any of the directors shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of director.

Proxies shall afford an opportunity for the member to specify a choice between approve and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the club or, in his or her absence, by the Vice President of the club or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the club shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by rules of order as are adopted by the Board of Directors from time to time as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this club, or with any provision of law.

SECTION 10. 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 10. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action.

The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 11. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to the California Nonprofit Public Benefit Club Law.

ARTICLE 9- 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.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the officers of the **CARLSBAD GARDEN CLUB INC.**, a California nonprofit club, and, pursuant to the authority granted the Directors by these Bylaws to take action by unanimous written consent, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 19 pages (plus Appendix) as the Bylaws of this club.

Dated: _____

This is to certify that the foregoing is a true and correct copy of the Amended Bylaws of the club named in the title thereto and that such Amended Bylaws were duly adopted by the Board of Directors of said club.

Dated: _____

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Dated: May 31, 09

Ella M. Gath-Sharpe, President
Barbara C. Mangano
Jeanette Inveringer
Glenn Mitchell
Barbara Dickerson

APPENDIX I

Committees shall be comprised of the Chair and as many other members as the Chair deems necessary. Other Committees, besides those listed below, may be formed as necessary. All of the **Chairs**, which are appointed positions, will then become members of the Council and are invited to participate in Board Meetings. The Chairs shall receive a budget in order to perform their tasks, and will submit receipts to the Treasurer to be reimbursed. The budget is determined each year during the summer based on the previous year's bills. This can be adjusted through the input of the previous Chair, and as needed by the current Chair after consultation with the Officers.

- A. **Audit Committee** On or before August 1st of each year, this Committee shall obtain from the Treasurer of the previous fiscal year (July 1st to June 30th) the financial records of the club, shall audit same, and thereafter provide a formal report of the records. On or before September 1st, this report shall be presented to the President and Treasurer of the previous year, as well as the newly installed Board. This report will also be presented to the membership at the September Meeting. This report will consist of a summary as well as any recommendations.
- B. **Discovery** This group within the Club is open to any member who is interested in a more hands on approach to gardening. The Chair will organize a trip each month to members' gardens, nurseries, garden shows, or other activities.
- C. **Membership** This Committee is responsible for maintaining all of the applications of the Members, turning in dues to the Treasurer. A data bank should be created so that we have a record of members' strengths, goals and interests which will help each of the other Chairs. At every meeting there needs to be a sign in book separating members from guests. When guests come to meetings, they should be turned over to one of the committee to answer their questions and make sure that they feel welcome...and encourage them to join with your enthusiasm. Guests and first time members should be introduced at the beginning of the meeting. Badges can be saved from year to year, making new ones as there are new members. Encourage members to return badges at the end of the meeting.

D. Scholarship Once a year, the Scholarship Committee shall obtain the name of an outstanding Horticulture student attending an accredited local educational institution nominated through their selection process. They will obtain this student's particulars and report back to the entire membership. The amount of the grant shall be flexible and require an affirmative vote by the membership. The recipient shall be invited to a general Meeting and be introduced.

E. Communications These committees shall be for both internal and external needs.

a. Directory This will be created during the summer, printed and distributed to all members at the September meeting. Members not present shall receive it through the mail. Sufficient extra copies will be printed for new members and to send to other clubs as appropriate. It will include a theme for that year as determined by the President, a brief history, a list of former Presidents, a list of the elected officers and the appointed chairs of the committees with their tasks defined, with their phone numbers, Honorary Members, Affiliations, Programs, and Resources. Most importantly it includes the list of all of the Members with their addresses, phone numbers and the year that they joined.

b. Announcements through email and telephone. This committee is responsible for, and shall provide members of the club with notices of forthcoming meetings, events and/or other needs and shall provide any other necessary information to the members by email or telephone.

c. Historian. The Historian shall maintain a scrapbook of newspaper clippings relating to the activities of the club, as well as photographs. This scrapbook will be displayed at meetings, and ultimately delivered to be stored to the Carlsbad Historical Society.

d. Email Address. The President, or his/her Delegate, shall maintain an email address to answer questions from the public, and keep in contact with the Palomar District. The address will be carlsbadgardenclub@hotmail.com

e. Publicity. This committee shall prepare and release notices and announcements, as well as photographs, of meetings and events to the local media.

f. Sunshine. Upon the death of a member of the club, this committee shall select a book or publication for donation to the Carlsbad Public Library in memory of the deceased. This committee shall convey condolences, as well as get well cards. They are not limited to these categories.

g. Website. The Webmaster shall maintain a website providing information to the public on the club's purpose, events, information on grant's, etc. The address will be [www.carlsbadgardencub.com](http://www.carlsbadgardenclub.com)

F. Community Involvement

a. Liaisons. They will be appointed for the Agua Hedionda Lagoon Foundation, Palomar District, Petals for Patriots and Pennies for Pines. More can be appointed as needed to represent our Club. They will attend meetings with these organizations and/or keep in contact with them, participate and then report back to the members at club meetings.

b. Fundraisers. The purpose of this committee is to promote the club through involvement in community activities. The Chair shall find a manager for each of these events, and supply a job description for each event. They will coordinate with the publicity committee; maintain a record of the event, income and expenses as well as suggestions for the future to their Chair and their Successor. The funds are turned over to the Treasurer. The records are maintained. Events include the Cole Library Book Sale and the Strawberry Festival, but are not limited to them.

F. Meetings.

a. Decorations. This committee shall assume responsibility for obtaining tablecloths and centerpieces, and then preparing the tables for meetings and/or potluck luncheons. They shall store the tablecloths as well.

b. Facilities. This committee shall be responsible for ensuring that the meeting facility is available and set up prior to each meeting. They shall prepare beverages, and provide the supplies (utensils, plates, napkins and ice if needed).

c. Horticulturalist. This member is responsible for presenting information on unusual plants, newest plants available locally and/or specific products or techniques.

d. Hospitality. This committee shall maintain a book where the members and guests/visitors shall sign in at the meetings, obtain and dispense name badges, introduce guests, visitors and first time members, and encourage the guests and/or visitors to become members. This committee shall provide membership applications, accept payment of dues (with help from Treasurer), and provide information to these new members in the form of the Directory. They shall supply these names with all pertinent information to the Communication Chairs as well as the Treasurer. They shall oversee the "Garden Angels" programs, members who have volunteered to assist new members.

e. Staff the Sales Table. They need to have an accurate and current inventory of our sales products and their locations so they can transport them if necessary to the club meetings. They need to check with the Vice President so we do not include sale items that will conflict with any products brought by the Speaker. They need to keep careful records by categories of what sells, as well as be responsible for the money made. They will also need to check with the Treasurer about the availability of petty cash to make change.

G. Annual Garden Tour. This committee will find local gardens to tour and a local eating place for lunch and coordinate this event with the necessary insurance. This is an opportunity to learn more about gardening, as well as an opportunity to attract new members.

H. Legal Issues. When necessary, ad hoc committees will be formed to resolve issues such as insurance, incorporation with the State of California and our status with the federal government.

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This is to certify that the foregoing is a true and correct copy of the Amended Bylaws of the club named in the title thereto and that such Amended Bylaws were duly adopted by the Board of Directors of said club.

Dated: June 11, 2009

Ellen McQuinn Sharp
President

