

Bylaws of
Gardeners Connect, formerly known as the Garden Center
Association of Greater Kansas City,
a civic organization.

Accepted 21 January 2012
Amended 16 January 2021

ARTICLE ONE: Name, Organization and Location

Section 1. The name of this Corporation shall be Gardeners Connect, as approved by a vote of the membership at the January 21, 2012 annual meeting.

Section 2. The Corporation is organized under the Missouri Nonprofit Corporation Act. No part of any net earnings and no dividends of the profits of the Corporation shall inure to the benefit of any member, director or officer unless authorized by the Board of Directors as payment for goods and services.

Section 3. The principal office and location of the Corporation shall be at Kansas City, Missouri, or such other location as the Board shall establish from time to time.

ARTICLE TWO: Gender

Section 1. Whenever the terms "they" or "them" "their" are used in these Bylaws, they shall be deemed to include all gender pronouns respectively.

ARTICLE THREE: Purposes and Powers

Section 1. The Corporation is organized for the following purposes and powers:

A. To promote and encourage among citizens of the metropolitan Kansas City area an interest in horticulture and related garden activities, to carry on an educational program pertaining thereto, and to provide a place or places where such activities may be conducted in order to attain a more attractive and beautiful community.

Mission Statement: To educate and inspire members of our community to become more complete gardeners.

B. To solicit contributions and engage in fund-raising projects and campaigns to accomplish any or all of its purposes.

C. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which it is organized, including, but not in limitation of, the general powers conferred by law and the objects and purposes herein set forth and all powers permitted by the Missouri Nonprofit Corporation Act, as amended; provided, however, that any activities carried on by the Corporation which are not in furtherance of one or more of its educational, scientific or literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, shall be limited to an insubstantial portion of its total activities.

D. The Corporation is not organized for pecuniary profit and no part of its income or property shall be distributed to any member, director or officer unless authorized by the board as payment for goods or services.

ARTICLE FOUR: Membership and Dues

Section 1. All members whether individual, household, honorary, or an affiliated group, shall complete an application for membership to the Membership Coordinator and shall pay all dues payable in connection with such membership classification.

Section 2. There shall be the following classes of membership:

- A. Individual Member
- B. Household Member
- C. Life Member
- D. Affiliate Member
- E. Honorary Member
- F. Complimentary Member
- G. Business Member

Section 3. Qualification of Members:

A. Individual Member: any person who has an active interest in gardening and who agrees to uphold the objectives of the Corporation, whether or not a member of a local garden club, shall be eligible to apply for Individual Membership in the Corporation. Application shall be made to the Membership Coordinator, accompanied by payment of the required dues for such membership according to the schedule set by the board for various classes of memberships.

B. Household Member: any two persons residing in the same household and who have an active interest in gardening and who agree to uphold the objectives of the Corporation, whether or not members of a local garden club, shall be eligible to apply for a Household Membership in the Corporation. Application shall be made to the Membership Coordinator, accompanied by payment of the required dues for such membership according to the schedule set by the board for various classes of memberships. A Household Membership shall entitle two persons in the same household to each receive a membership card each, but shall only entitle the household to receive one Newsletter.

C. Life Member: any person who has an active interest in gardening and who agrees to uphold the objectives of the Corporation, whether or not a member of a local garden club, shall be eligible to apply for Life Membership in the Corporation. Application shall be made to the Membership Coordinator, accompanied by payment of the required dues for such membership according to the schedule set by the board for various classes of memberships.

D. Affiliate Member: any garden club or plant society in the metropolitan Kansas City area, whose purposes are in harmony with Article Three, Section 1, of the Bylaws of the Corporation shall be eligible to apply for an Affiliate Membership. Application shall be made under the procedure outlined above for admittance of Individual Members, except that the application shall be accompanied by the names and addresses of the group's president and chairman and payment of the necessary dues.

E. Honorary Member: from time to time may be selected under the following procedure. A recommendation for Honorary Membership, signed by not less than five (5) Individual Members shall be submitted to the Membership Chairman, who will in turn submit its

recommendation to the Board. The Board may not elect more than two such candidates in any year.

F. Complimentary Member: from time to time the Corporation may give Complimentary Memberships to cooperating persons. No dues shall be assessed for this category of membership. A person receiving a complimentary membership shall have no right to vote, but shall be on the mailing list.

G. Business Member: any business who has an active interest in gardening and who agrees to uphold the objectives of the Corporation, whether or not a member of a local garden club, shall be eligible to apply for Business Membership in the Corporation. Application shall be made to the Membership Coordinator, accompanied by payment of the required dues for such membership according to the schedule set by the board for various classes of memberships. A business receiving a business membership shall have no right to vote, but shall be on the mailing list.

Section 4. Dues for the various classes of membership shall be set by the Board. Classes of membership shall be set or modified by the board.

Section 5. Any member failing to pay annual dues by the due date may be suspended. Application for reinstatement shall be made to the Membership Coordinator and shall be accompanied by all dues required for reinstatement.

Section 6. No member may be terminated or suspended as a member of the Corporation, except in compliance with Section 355.211 of the Missouri Nonprofit Corporation Act, as amended; provided, however, nothing contained in this Section 6 of Article Four shall require that any person or organization shall remain a member of the Corporation if such person or organization fails to pay their or its dues to the Corporation as and when required by the Corporation and these Bylaws.

ARTICLE FIVE: Meetings

Section 1. The annual meeting of the members shall be held at such place and time in the Greater Kansas City area as the Board may designate in written notice to all of the members. Written or printed notice of the place and time of such meeting shall be sent to all members not less than ten (10) days prior to the date of the annual meeting. Written notice may be given in the Corporation's Newsletter, by postcard or any other means of communication regularly sent to members of the Corporation. Notice of an annual meeting must include a description of the matters to be voted on at such meeting.

Unless a smaller percentage is approved by action of the Board, five percent (5%) of the number of members of the Corporation who have a right to vote at the annual meeting of the Corporation shall constitute a quorum for the transaction of business at the annual meeting. The number of members that shall be needed for a quorum at the annual meeting shall be determined from the membership rolls of the Corporation as of the close of business on the day preceding the date of the annual meeting. The affirmative vote of the members present at an annual meeting at which a quorum is present shall constitute the act of the members of the Corporation. Unless one-third (1/3) or more of the members entitled to vote are present at the annual meeting, in person or by written proxy, the only action that may be voted upon at an annual meeting are those matters that are described in the notice of the annual meeting.

At the annual meeting, new members to the Board shall be elected. Following the election of new members to the Board, the members shall elect the new officers of the Corporation. Following the election of directors and officers, the President and Treasurer shall present to the members the financial report of the Corporation and such other general reports of the activities of the Corporation as the officers shall determine. Nominations for directors and officers, in addition to

those submitted by the Nominating Committee, may be made by any voting member from the floor at the annual meeting. Those persons receiving the largest number of votes by ballot for the respective offices from members entitled to vote at the annual meeting shall be declared elected. When only one candidate is nominated, the voting may be by raised hands. If no nominations are made from the floor, the presiding officer may ask for a motion to vote on the entire slate of names presented by the Nominating Committee.

Action required or permitted to be approved by the members of the Corporation may be approved without a meeting of members if the action is approved in writing by members holding at least eighty percent (80%) of the members of the Corporation entitled to vote at an annual meeting. The record date for determining the members entitled to take action without a meeting is the date the first member signs the written consent approving such action. Written notice of any action approved by written consent of the members shall be given to all members who have not signed the written consent.

Section 2. Special meetings of the members may be called by the Board, by the majority of the officers, or by a petition signed by twenty-five (25) voting members, and notice thereof given as provided for the annual meeting. Such notice shall state the purpose or purposes for which the meeting is called. Only those matters that are within the purpose or purposes described in the notice of the special meeting of members may be conducted at the special meeting of members.

Section 3. At the annual meeting or at any other meeting of the members, the rights and privileges of the various classes of membership shall be as follows:

A. Individual Members may attend all meetings of the members and shall have one (1) vote on all matters before the meetings. Individual Members shall be eligible for election to the Board and appointment to any committee.

B. Household Members may attend all meetings of the members and each household member shall have one (1) vote on all matters before the meetings. Household Members shall be eligible for election to the Board and appointment to any committee.

C. Life Members may attend all meetings of the members and shall have one (1) vote on all matters before the meetings. Life Members shall be eligible for election to the Board and appointment to any committee.

D. Affiliate Members may be represented at all meetings of the members by its president, or by any other person designated as the authorized representative of such organization, and shall have one (1) vote on all matters presented at the meetings to be cast by its representative. The president or other representative of an Affiliate shall be eligible for election to the Board and appointment to any committee.

E. Honorary Members may attend all meetings of the members, but shall have no right to vote. Honorary Members shall not be eligible for election to the Board or appointment to any committee.

F. Complimentary Members may attend all meetings of the members, but shall have no right to vote. Complimentary Members shall not be eligible for election to the Board, but shall be eligible for appointment to any committee.

Section 4. The majority of the voting members present at any duly called meeting of members shall decide all matters presented for determination.

Section 5. At any duly called meeting of members, members may attend a meeting by telephone or internet video chat software, if the necessary and appropriate telephone and/or computer equipment and software are available and functioning while the meeting is called to order. If at

least three (3) members are in attendance at a meeting, a meeting will not be adjourned because equipment, internet, computer, software, or malfunctions prevent members from attending.

Section 6. At any duly called meeting of members, if a member is unable to attend and is in fact absent from a meeting, the member may vote on all matters presented for determination at the meeting by email or by proxy. A member wanting to vote by email must, before the meeting is called to order, send an email to the Board president which clearly states the following: (1) that the member will not be attending the meeting; and (2) the member's vote on the matter(s) presented. At the time a matter is decided, the Board president will specifically identify the absent member and state their vote on the matter, as stated in the email. The email need not be attached with the meeting's minutes unless so directed in the email. A member wanting to vote by proxy [hereinafter "Principal"] must notify the Board president before the meeting is called to order that they will not be attending the meeting and whom they have designated to vote as their proxy [hereinafter "Proxy"]. It is the obligation of the Principal to clearly state their vote to the Proxy. The Proxy must attend the meeting or notify the Board president in an email before the meeting is called to order that the Proxy will not be attending the meeting and how the Proxy and the Principal vote on the matter(s) to be determined. If a member has informed the Board president that they are voting by proxy, the member is a Principal and is bound by the vote of the Proxy. If a member has not informed the Board president that they are voting by proxy and whom they have designated as their proxy, the absent member is not a principal, they do not have a proxy, and the vote stated on their behalf shall not be counted.

ARTICLE SIX: Fiscal Year, Budget, Endowments and Audits

Section 1. The Corporation's fiscal year shall commence on January 1 of each year and shall end on December 31 of the same year.

Section 2. The programs and activities of the Corporation for any fiscal year shall be conducted so that expenditures for all committees shall not exceed the amount of appropriations authorized by the Board or the Executive Committee. The Treasurer shall submit a suggested budget for approval by the Board at the first meeting of the Board each fiscal year. The budget may be amended at any regular or special meeting of the Board.

Section 3. Endowments may be received upon such terms as the Board from time to time may determine.

Section 4. An annual audit or inspection shall be made by an independent certified public accountant and/or a committee of three (3) persons selected by the Board. Such accountant shall receive reasonable compensation for such services to be approved by the Board and paid by the Corporation.

ARTICLE SEVEN: Board of Directors

Section 1. The number of members of the Board shall be no fewer than three (3). The number of Directors may be increased or decreased from time to time by amendment to these Bylaws.

Section 2. Directors must be members of the Corporation.

Section 3. The term of each Director shall be three (3) consecutive years. A Director shall be permitted to succeed themselves for two additional consecutive three (3) year terms.

Section 4. When any vacancy of the members of the Board shall occur because of death, resignation, or otherwise, a majority of the remaining Directors may elect a successor to serve the unexpired term of such Director. The term of any person elected by the Board to fill an unexpired term of a Director shall not count as a term of office for the person so elected.

Section 5. Three (3) members of the Board shall constitute a quorum for the transaction of business. In all matters coming before the Board, each Director shall be entitled to cast one (1) vote.

Section 6. The Board shall meet at least once annually per fiscal year. Regular or special meetings of the Directors may be held at such time and place as the Directors may determine, or in the case of special meetings, as may be called by the President or any two (2) other members of the Board. Regular meetings may be held without notice. Special meetings may be held upon three (3) days written notice by the Secretary, President, or Treasurer, addressed to each Director. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice nor waiver of notice of such meeting, except as herein otherwise provided.

Section 7. At any duly called meeting of the board, directors may attend a meeting by telephone or internet video chat software, if the necessary and appropriate telephone and/or computer equipment and software are available and functioning while the meeting is called to order. If at least three (3) directors are in attendance at a meeting, a meeting will not be adjourned because equipment, internet, computer, software, or malfunctions prevent members from attending.

Section 8. At any duly called meeting of Board of Directors, if a director is unable to attend and is in fact absent from a meeting, the director may vote on all matters presented for determination at the meeting by email or by proxy. A director wanting to vote by email must, before the meeting is called to order, send an email to the Board president which clearly states the following: (1) that the director will not be attending the meeting; and (2) the director's vote on the matter(s) presented. At the time a matter is decided, the Board president will specifically identify the absent director and state their vote on the matter, as stated in the email. The email need not be attached with the meeting's minutes unless so directed in the email. A director wanting to vote by proxy [hereinafter "Principal"] must notify the Board president before the meeting is called to order that they will not be attending the meeting and whom they have designated to vote as their proxy [hereinafter "Proxy"]. It is the obligation of the Principal to clearly state their vote to the Proxy. The Proxy must attend the meeting or notify the Board president in an email before the meeting is called to order that the Proxy will not be attending the meeting and how the Proxy and the Principal vote on the matter(s) to be determined. If a director has informed the Board president that they are voting by proxy, the member is a Principal and is bound by the vote of the Proxy. If a member has not informed the Board president that they are voting by proxy and whom they have designated as their proxy, the absent director is not a principal, they do not have a proxy, and the vote stated on their behalf shall not be counted.

Section 9. Attendance of a Director at any meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. All corporate powers, properties, and affairs of the Corporation shall be exercised, conducted and controlled by the Board, which shall authorize the work activities, policies, and development of the organization. The Board may vest in its Executive Committee any powers which it may have and exercise.

Section 11. No Director shall receive compensation for any services they may render to the Corporation unless authorized by the Board as payment for goods and/or services. Each officer shall be reimbursed for actual expenses reasonably incurred in the conduct of any corporate business authorized or approved by the Board.

ARTICLE EIGHT: Officers

Section 1. The officers of the Corporation shall be elected after election of the Board for the ensuing year. The Corporation shall have a President, a Secretary, and a Treasurer, and shall have the right to elect a Vice-President. All officers shall be elected from the membership of the Board. At the direction of the Board the offices of Secretary and Treasurer may be combined. The Immediate Past President shall be an ex officio member of the Board for a one (1) year term.

Section 2. The President, Vice-President(s), Secretary and Treasurer shall be elected by the members at the annual meeting. The President, Vice-President(s), Secretary and Treasurer shall each hold office for a term of one (1) year and shall be permitted to succeed themselves for an additional one-year term or until their respective successor is elected. Any officer may be removed from office for cause at any regular or special meeting of the Board duly called for that purpose by the affirmative vote of two-thirds (2/3) of all the members of the Board.

Section 3. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the Board may by a majority vote of those present at a duly held meeting choose a successor or successors for the unexpired term.

Section 4. No officer shall receive compensation for any services he may render to the Corporation unless authorized by the Board as payment for goods and/or services. Each officer shall be reimbursed for their actual expenses reasonably incurred in the conduct of any corporate business authorized or approved by the Board.

ARTICLE NINE: Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. They shall determine the general direction of the Corporation, shall preside at all meetings of the members of the Corporation and of its Board, and shall exercise the usual powers and functions of the office of President. They shall report on the progress of the Corporation at the annual meeting. After the annual meeting the President shall appoint all committee chairmen to serve for a term of one (1) year each. The President shall be an ex-officio member of all committees of the Corporation and shall serve as chairperson of the Executive Committee.

Section 2. The Vice-President, if any, in the absence or disability of the President, shall exercise all the duties of the President. The Vice-President shall be a member of the Executive Committee. The Second Vice-President, if any, shall assist the Vice-President in their duties, and in the absence of the Vice-President, shall perform the duties of the Vice-President.

Section 3. The Secretary shall give notice of all meetings of the members, the Board and Executive Committee, and shall keep accurate minutes of such meetings. They shall be custodian of all the records and documents of the Corporation and, in general, perform all duties incident to the office of Secretary. The Secretary shall be a member of the Executive Committee.

Section 4. The Treasurer shall account for the funds of the Corporation and keep all monies in the name of and to the credit of the Corporation in such bank or banks as may be designated by the Board. The Treasurer shall at all times keep a full and accurate account of disbursements of funds of the Corporation and shall pay all accounts payable up to the amount of \$100 without other approval. The Treasurer shall furnish an accurate account of all transactions and the financial condition of the Corporation when requested to do so by the President or the Executive Committee and shall present the financial report of the Corporation at the annual meeting. The Treasurer shall be a member of the Executive Committee.

ARTICLE TEN: Committees

Section 1. After the annual meeting, the Board shall approve all standing and special committees.

ARTICLE ELEVEN: Rules of Order

Section 1. *Robert's Rules of Order Newly Revised* shall govern the proceedings at all meetings of members and of the Board.

ARTICLE TWELVE: Amendments

Section 1. The Bylaws may be amended at an annual meeting, or at any special meeting of the members called for that purpose pursuant to Article 5.

ARTICLE THIRTEEN: Dissolution of the Corporation

Section 1. In the event of dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows: 1) to pay all indebtedness of the Corporation, 2) to pay all expenses of liquidation, and 3) the remainder shall be distributed to the City of Kansas City, a municipal corporation of the State of Missouri, to be used as its Board of Parks and Recreation Commissioners may direct solely for public purposes.