

Los Jardineros Garden Club of Taos Constitution and By-Laws

Amended 2011, 2015, 2016, 2018 and _____ 2024

Article I. Name

The name of the club shall be Los Jardineros – Garden Club of Taos

Article II. Purpose

Los Jardineros is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The objectives of the organization, within the requirements of section 501(c)(3) of the Internal Revenue Code, are to provide education which will stimulate the knowledge and love of horticulture, to encourage the keeping of the laws of conservation of our native plants, and to support and participate in civic projects of beautification.

Article III. Directors

The Directors of the organization shall be, **but not limited to**, President, Treasurer, Recording Secretary, Membership **Services** Director, Communications Director, Programs Director, ~~Tour Director, and the Grants Director~~ and three (3) At-Large Directors.

Article IV. Membership

Section 1. The membership of the club shall consist of any person interested in the objectives as stated in Article II and who pays the required dues or is permitted honorary membership (~~Lifetime, Tour Host, etc.~~) by the Board of Directors.

Section 2. There are ~~three~~ **two** categories of membership: ~~Active, Sustaining, and Honorary~~ **Individual and Dual**. ~~Each Active Member is given a ticket in exchange for four hours of work in support of the annual Garden & Home Tour. Active or Sustaining members become Lifetime Honorary Members upon attaining the age of 80. Honorary memberships are given to those whose homes were on the Garden & Home Tour in the previous year. Sustaining, Lifetime Honorary and Honorary members will receive a Garden Tour ticket.~~ **Honorary Lifetime members as of March 1, 2024 will continue as free lifetime members.**

Section 3. Dues are expected to be paid by March 15 of each year. Members whose dues are delinquent will be suspended from the member roster and not eligible for field

trips, ~~member discounts, receipt of the newsletter and not included in the Club Directory~~ or garden tours.

Section 4. The Board of Directors, if necessary, will approve a change of the yearly amount for dues based on projected operating expenses and current reserves. A written justification will be provided to the membership.

Article V. Meeting Quorum

Section 1. A quorum for any Member meeting consists of those members who attend the meeting. A majority of those members present, and voting is required to pass a motion.

Section 2. A quorum for any Board of Directors meeting consists of at least 50% of the filled Board of Directors positions. A majority of those members present, and voting is required to pass a motion.

Section 3. A quorum for any online meeting or voting consists of at least 50% of those voting online.

Article VI. Use of Club Resources

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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.

Article VII. Distribution of Assets at Dissolution

Upon the dissolution of the corporation, 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII. Board of Directors

Section 1. The CONFIRMATION OF DIRECTORS shall be ~~at the Annual meeting in October.~~ **presented annually prior to the first meeting of the year via email and posted on the club website.** The Nominating Committee will present the slate of Directors at the ~~Annual Meeting~~ **last meeting** and the slate shall be approved by the members with a majority vote. All Directors will serve one year, subject to re-confirmation, with the exception of the Communications Director and the Treasurer, who will serve ~~an~~ initial two-year terms ~~when an individual is first elected to the position.~~

Section 2. The Board of Directors shall consist of the following positions:

President	Tour Director
Treasurer	Programs Director
Recording Secretary	Membership Services Director
Communications Director	Three (3) At-Large Directors.
Grants Director	

Article IX. The DUTIES OF DIRECTORS:

Each member of the Board of Directors will keep records for their area of club operations and any Standing Committee minutes for the year in office.

Section 1. The PRESIDENT is the primary spokesperson for Los Jardineros Garden Club of Taos. The President is not the chief officer of Los Jardineros and is therefore not responsible for ensuring that the policies and programs enacted by the Board of Directors are implemented. Collectively the Board of Directors are the chief operating officers of Los Jardineros. The President shall chair the Board of Directors’ meetings. The President shall preside over the business portion of the monthly meetings. The President will also be the spokesperson with entities outside the organization.

Section 2. The RECORDING SECRETARY shall keep the minutes of the Board Meetings on file and prepare the agenda for the Board of Directors meetings, after consulting each member of the Board of Directors for agenda items.

Section 3. The COMMUNICATIONS DIRECTOR, with the assistance of the Communications Committee, will be responsible for the website and Facebook page, meeting and event announcements and reminders, and any other external **communication** as directed by the Board of Directors. ~~The committee will assist other Directors on publicity of events and the Tour. The Communications Director will be responsible for preparing the monthly newsletter with input from the Board of Directors, and transmitting it to the membership.~~

Section 4. The TREASURER shall pay all bills, collect dues, handle monies for fundraising, and give itemized reports at the request of the Board of Directors. The Treasurer will maintain the Square and ~~PayPal~~ **electronic** accounts. All financial records should be kept for a period of 7 years. The Treasurer, or in their absence the President, shall sign all checks.

~~Section 5. The GRANTS DIRECTOR will oversee the solicitation of proposals, grant award recommendations and administration of the Community Grant program, with the assistance of the Grants Committee.~~

~~Section 6. The TOUR DIRECTOR, with the assistance of the Tour Committee, will plan and manage the annual Taos Garden and Home Tour. This is the major fundraiser for the Club.~~

Section ~~7~~ **5**. The PROGRAMS DIRECTOR, with the assistance of the Programs Committee, will plan and manage the engagement of monthly Program speakers, field trips, ~~Members Only G~~ **garden T** ~~tours~~ **s** and workshops.

Section ~~8~~ **6**. The MEMBERSHIP SERVICES DIRECTOR, with the assistance of the Membership Services Committee will be responsible for membership renewals, new member receptions, meeting hospitality, ~~the Membership Directory, the local discount program~~ and the upkeep of the membership database in the Wild Apricot membership management application.

Section ~~9~~ **7**. The AT-LARGE DIRECTORS shall assist other Directors with their responsibilities as needed and other ad hoc duties, as determined by the Board of Directors.

Article X. Standing Committees

The STANDING COMMITTEES shall be: ~~Tao's Garden & Home Tour, Grants,~~ Membership Services, Programs and Communications.

Section 1. These Standing Committees exist to organize additional members to assist the particular Director with their functions. Each committee can determine how functions and work is organized. Each committee should have as many members as needed to keep the workload commitment manageable and appropriate to the members skills and abilities.

Article XI. The MEMBERSHIP AT LARGE may present recommendations for civic projects. The Board of Directors will make final decisions about projects.

Article XII. ~~MEETINGS of the club shall be held on the third Thursday of each month. There will be one meeting per month February April through July October. and the months of September and October. The monthly meeting in July will be a Members Only Garden Tour.~~

Article XIII. A NOMINATING COMMITTEE shall be appointed ~~in August~~ by the Board of Directors. The Committee shall nominate candidates willing to serve as Board of Directors ~~for the upcoming year~~ from the beginning of the year, except for those Directors fulfilling the second year of their two-year term.

Article XIV. AMENDMENTS to the by-laws and constitution are made by ~~a two-thirds vote of those members present and voting at a regular meeting~~ 50% of those voting in person or online, provided that the proposed amendment has been distributed prior to the meeting.

Article XV. The RULES contained in the current edition of Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the club may adopt.

Article XVI. NO INFORMATION ABOUT MEMBERS in the online or club directory may be disseminated, shared, or used for any purpose other than club business.

Article XVII. STANDING RULES may be instituted and amended by the Board of Directors as they see fit, as long as they do not conflict with the bylaws and are approved by a majority vote of the Board of Directors.