

ARTICLE I PURPOSE

The purpose of this Club shall be to promote among its members a love for and an intelligent interest in the cultivation of flowers, of gardens and of landscapes, the beautification of local streets and highways, the encouragement of love of nature, and the conservation of plants and trees throughout the State of Georgia.

The Special Projects supported by this Club are the development and care of the garden at the Atlanta Speech School and the development and care of the Mary Howard Gilbert Memorial Quarry Garden at the Atlanta History Center.

ARTICLE II CORPORATION

The principal office of the Corporation shall be located in Fulton County, Georgia. The Corporation may have other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and shall continuously maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office, and the address may be changed from time to time by the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

The Board of Directors shall be composed of the Officers of the Club and the Chairs of the standing Committees. The number of Directors may vary from year to year, but in no event shall be less than seven (7). The Board shall meet at the call of the President:

1. To consider and plan for the general welfare of the Club;
2. To discuss, if possible, any new business to come before the Club; and
3. To enforce the requirements of membership, including participation and absenteeism, according to the Guidelines established by the Directors.

No Director shall be an employee of nor shall any Director receive a fee for services to the Board or the Corporation.

ARTICLE IV MEMBERSHIP

The active membership of the Club shall consist of those who have a love for and abiding interest in flowers and are willing at all times to cooperate in the duties and activities of the Club.

ARTICLE V CLASSES OF MEMBERSHIP

The Club shall be composed of seven (7) classes of membership: Members-Elect, Active, Associate, Professional, Sustaining, Honorary and Non-Resident. The Members-Elect, Active, Associate and Professional categories shall comprise Mimosa's quota of seventy (70) members. Sustaining, Honorary and Non-Resident members shall not be counted in the quota of the club. The classes of membership are determined as follows:

Member-Elect: election through the second (2nd) full year of membership.

Active: beginning of third (3rd) year of membership through completion of fifteenth (15th) year of membership.

Associate: beginning of sixteenth (16th) year of membership through completion of twenty-fifth (25th) year of membership.

Sustaining: beginning of twenty-sixth (26th) year of membership through completion of fiftieth (50th) year of membership.

Honorary: beginning of fifty-first (51st) year of membership ongoing; Honorary membership may also be bestowed by unanimous vote of the Club on a person or persons who have shown special interest and concern for the Mimosa Garden Club.

Professional: Professional membership status shall be granted to those members of Mimosa who request such after their fifth full year of membership who work full-time. Professional membership classifications must be requested to the Board yearly by July 1.

Non-Resident: Non-Resident status shall be granted to those members who request such due to relocation from the Metropolitan Atlanta area for an extended period. Upon returning to Atlanta, a Non-Resident member may have a time period not to exceed six months to be returned to proper membership, whether or not there is an existing vacancy, upon written request to the President of Mimosa Garden Club.

ARTICLE VI ADMISSION TO MEMBERSHIP

Candidates for active membership may be proposed at any time to the President of the Mimosa Garden Club, from one sponsor and two endorsers. There will be a cap of three new members per year if places are available in accordance with the Club's quota. A proposal made prior to any March meeting of the Club shall be considered for vote by the membership. The sponsor shall complete a New Member Proposal Form which may be obtained from the Mimosa Garden Club website. A letter of support from the sponsor and two endorsers must be attached to the New Member Proposal Form and submitted to the President prior to the March meeting.

Following the March meeting, all New Member Proposal Forms and supporting letters will be posted to the Club website, and notice will be given to the membership regarding spots available for new members and voting procedures. Each member may vote for the same number of candidates as there are vacancies. Each member will vote using the electronic ballot tab found on the Mimosa Garden Club website. The official ballot must be submitted via the website by April 15, and all ballots will be tabulated electronically. The newly elected members, if any, will be announced at the April meeting. The vote required for election to membership will be the affirmative vote of a simple majority of the members whose official ballots are tabulated on the website prior to the April meeting. If there are more candidates receiving the necessary votes for election than there are vacancies, the candidates receiving the highest number of votes shall be elected. Any vacancy or vacancies not filled by candidates receiving a simple majority of the votes on the original ballots will be held open until the following year.

In case of a tie vote for an unfilled vacancy, the names of the tied candidates will be announced at the April meeting and by email to all members. Voting on these particular candidates will take place by written ballots at the May meeting. The candidate or candidates receiving the largest number of affirmative votes from the membership present and voting at the May meeting will fill the remaining existing vacancy or vacancies sequentially. If the tie is not broken in one balloting, the vacancy or vacancies will remain until the following April.

A member must have been a member of Mimosa for three (3) years before becoming eligible to sponsor or endorse a candidate. A member may not sponsor or endorse different candidates in consecutive years. A member may sponsor or endorse the same candidate for consecutive years without waiting.

Membership is not transferrable.

A member may resign "in good standing" from the Mimosa Garden Club if all membership requirements have been met, i.e., meeting attendance, payment of dues, payment of Party tickets, and hostess duties.

A former member who has resigned "in good standing" may re-apply for membership to the Mimosa Garden Club within the same membership class she was in at the time of resignation, regardless of her current age. The following procedures will then apply, based on her membership class:

If the former member is returning in a membership class included in the Membership quota (Member-Elect, Active, Professional or Associate) she must be proposed for membership as outlined for a new candidate in this Article VI.

If the former member is returning in the membership class of Sustaining or Honorary, she must submit a written request to the Board for consideration. A former member may not return as a Non-Resident.

Upon readmission to the Club, the new member must fulfill all the requirements for her membership class, and must participate in the work and activities of the Club. She may vote, but may not hold office for the first two (2) years after being readmitted, and may not sponsor or endorse a candidate for the first three (3) years after being readmitted.

ARTICLE VII PRIVILEGES OF MEMBERSHIP

Members-Elect must attend five (5) meetings each year and must participate in the work and activities of the Club, including the Southeastern Flower Show and Mimosa's biennial fundraising party. They may vote, but may not hold office or sponsor a candidate for membership. Members-Elect must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. Members-Elect are exempt from Hostess requirements.

Active members shall have all the privileges of membership. They must attend five (5) meetings of each year and participate in some of the work and activities of the Club. Active members must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. They must fulfill all requirements under the Hostess Guidelines.

Associate members shall have all the privileges of membership. They must attend one (1) meeting each year. Associate members must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. They must fulfill all requirements under the Hostess Guidelines.

Professional members shall have all the privileges of membership. They must attend one (1) meeting each year. Professional members must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. They must fulfill all requirements under the Hostess Guidelines.

Sustaining members shall have all the privileges of membership. There is no meeting attendance requirement for Sustaining members. Sustaining members must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. They must fulfill all requirements under the Hostess Guidelines.

Honorary members shall have all the privileges of membership. There is no meeting attendance requirement for Honorary members, nor are they required to pay dues or purchase tickets to the biennial fund raising party. Honorary Members are exempt from Hostess requirements.

Non-resident members shall have all the privileges of membership except the right to hold office. Non-Resident members must pay annual dues and purchase four (4) tickets to the Club's biennial fund raising party. Non-Resident members are exempt from Hostess requirements.

Extenuating Circumstances: If a member encounters extenuating circumstances that prevent her from fulfilling her Club responsibilities, she must contact the President of the Club, and at the discretion of the President and/or Board, it will be determined whether special consideration is warranted.

ARTICLE VIII OFFICERS

The Officers of the Club shall consist of a President, Vice President, Second Vice President (Speech School), Third Vice-President (Quarry Garden), Recording Secretary, Corresponding Secretary, and Treasurer.

ARTICLE IX ELECTION OF OFFICERS

A nominating committee of five (5) members shall draw up a slate of officers to be voted on by the membership at the April meeting. The committee shall be composed of the current President, Vice President and immediate past President, and one Active and one Associate member elected by a majority of those present at the January meeting. A majority of those present at the April meeting shall be necessary for the election of Officers.

ARTICLE X TERM OF OFFICE

The Officers shall serve one year, or until their successors are elected. The Vice President shall serve one year in that capacity and will automatically become President after that year. The Treasurer shall be elected for a term of two years.

ARTICLE XI DUTIES OF OFFICERS

The President shall preside at all meetings of the Club and of the Board of Directors, and shall appoint all committees and be ex-officio members of them. She shall perform any other duties pertaining to her office.

The Vice President shall assume the duties of the President in her absence. She shall be in charge of the Special Projects and the Flower Show, except when the party and the flower show fall in the same year, in which case a flower show chairman shall be appointed from the membership. The Vice President shall also be responsible for maintaining the Hostess Chart.

The Recording Secretary shall keep a correct record of all meetings and ensure the minutes are posted to the web site. She shall keep all papers and documents relating to the Club, which shall be open at all times to the inspection of the members.

The Treasurer shall collect and receive, hold and pay out all money subject to the orders of the Club. She shall keep a correct account, in detail, of all monies received and expended by her and shall render a report at meetings and when called upon by the President or the Board of Directors.

ARTICLE XII VACANCIES IN OFFICE

The President shall appoint the successor to any office that becomes vacant and such successor shall serve until the next election. If the office of the President becomes vacant, the Vice President shall succeed until the next annual election, and a second Vice President shall be installed as one of the Club's permanent officers.

ARTICLE XIII FISCAL YEAR

The fiscal year shall be such period as the Board of Directors shall determine and unless otherwise so determined, shall begin on the first day of January each year and end on the last day of December of the same year.

ARTICLE XIV MEETINGS

The Annual Meetings shall be held on a stated day in January of each year. Regular meetings shall be held on the same day in each month from September through May, omitting December. Special meetings may be called to order by five (5) members.

ARTICLE XV DATE AND HOUR OF MEETING

Unless otherwise stated, meetings shall be held on the fourth (4th) Tuesday of each month at ten-thirty (10:30) a.m.

ARTICLE XVI ORDER OF BUSINESS

The order of business for Annual and Monthly meetings shall be:

1. Welcome and Call to Order
2. Reading and Approval of Minutes
3. Announcements and Member Updates
4. Officer Reports
5. Committee Reports
6. Unfinished or New Business
7. Program
8. Adjournment and Lunch

**ARTICLE XVII
QUORUM**

A majority of the membership at any meeting shall constitute a quorum.

**ARTICLE XVIII
COMMITTEES**

The Standing committees shall be announced by the President at the first fall meeting. They shall be:

1. Program
2. Membership and Dues
3. Flower Show
4. Historian / Scrapbook
5. Corresponding Secretary
6. New Member Mentors & Luncheon
7. Biennial Party Chair(s)
8. Parliamentarian
9. Website
10. State Garden Club Liaison

Other Standing Committees may be created by a majority vote of the Club at the Annual Meeting. Special Committees may be appointed by the President at any time.

**ARTICLE XIX
DUES**

The dues for Member-Elect, Active, Associate, Professional, Sustaining and Non-Resident members shall be fifty dollars (\$50.00) per year, with a late fee of twenty-five dollars (\$25.00) imposed if dues are not received by December 1st. Honorary members shall not pay dues.

**ARTICLE XX
SUSPENSION OF RULES**

Any provision of these By-Laws which is capable of being temporarily laid aside other than the provisions of Article I, Purpose, and Articles V and VI, Membership, may be "suspended" for not more than one meeting by unanimous consent of members present, given by written ballot at the meeting.

**ARTICLE XXI
AMENDMENTS**

The members shall have the power to adopt, repeal, alter or amend these By-Laws at any meeting by the affirmative vote of no less than three-fourths present, but notice

shall be given to the members of any proposed amendment at least two (2) months before said meeting.

ARTICLE XXII CORPORATE SEAL

The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and under such information, including the year of incorporation, in the center thereof as is desired. In Lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parentheses or scroll which shall also be deemed the seal of the Corporation.

MIMOSA GUIDELINES

Hostess Responsibilities

With the exception of Members-Elect, Honorary and Non-Resident members, all members of the Club are required to host the monthly meetings on a rotating basis. The number of hostesses per meeting is limited to four, except in the case of Mimosa family members who exceed that number by one. Hostesses are responsible for coordinating with program chairs, securing a location for the meetings, providing lunch, renting chairs and tables if needed, and decorating the tables.

Members are required to serve as hostess once every three (3) years.

Contributions

All requests for donations over \$100.00 must go before the Board of Directors for study before presentation at a membership meeting. All such donations should be toward a garden oriented interest.

In the event of the death of a member or a member of her immediate family, a \$100.00 donation will be made to a charity of the family's choice. It will be the responsibility of the family or friends of the family to notify the Treasurer of the charity to which the contribution should be sent. In an effort to make a timely donation, this should be done within 6 months, using the Memorial Contribution Form. The Memorial Contribution Form may be found on the web site under the Member Info tab; it should be completed and returned to the President for approval. If a charity is not specified, Mimosa will make the donation to, on an alternating basis, the Atlanta Speech School garden and the Mary Howard Gilbert Memorial Quarry Garden at the Atlanta History Center.

Flower Show Reimbursements

In regards to reimbursements of members for expenses related to any flower show in which the Club participates, the total amount of reimbursements in any year will not exceed \$750.00, unless approved by a majority of the Officers of the Club.

Party Money

In accordance with the guidelines previously set, party proceeds shall be paid to the Club's two special projects: the Atlanta Speech School garden and the Mary Howard Gilbert Memorial Quarry Garden at the Atlanta History Center.

A member who wishes Mimosa to become involved in another gardening interest during our off-party year may present a thoroughly investigated report for additional fund-raising methods to the Board of Directors. If approved, this plan may then be presented to the membership.

Active Membership Requirements

Every Active member shall be required to participate in the work days at the Quarry Garden and Speech School each year.

The above guidelines have been set by previous executive committees and/or membership meetings.