RESTATED BYLAWS OF THE INDIANAPOLIS GARDEN CLUB, INC.
ADOPTED JUNE 2004
Revised 2023

ARTICLE
Name and Purpose

Section 1.1 Name. The name of the nonprofit corporation is THE INDIANAPOLIS GARDEN CLUB, INC. (hereinafter referred to as the "Club").

Section 1.2 Purpose. The purpose of the Club is to stimulate the knowledge and love of gardening: to share the advantages of association by means of educational meetings, conferences, correspondence, and publications; and to restore, improve, and protect the quality of the environment through educational programs and action in the fields of conservation and civic improvements.

ARTICLE 11
Members

Section 2.1 Membership in the Garden Club of America. The Club is a member club of the Garden Club of America.

Section 2.2 Classes of Members. There shall be five (5) classes of members in the Club as follow: Active, Associate, Non-Resident, Honorary, and Emeritus.

Section 2.2.1 Active.

Section 2.2.1.1 Responsibilities. An Active member is active in the work of the Club. She shall be expected to attend at least five (5) general meetings per year, accept office, serve on committees, participate in the Garden Walk and the Flower Show, pay dues, and financially support Club activities, entertain the Club, and remain Active for a minimum of ten (10) years.

Section 2.2.1.2 First Year Members. In addition to responsibilities of Active membership, First Year members are required to attend First Year Member Orientation Program as outlined in the Standing Rules.

Section 2.2.1.3 Number. The number of Active members shall be limited to 75, except in the acceptance of an Active transfer member mid-year. See Section 2.5 Transfer.

Section 2.2.1.4 Sabbatical. An Active member, who, due to special circumstances, is unable to participate in the work of the Club as requires by Sec. 2.2.1.1 of these Bylaws, may be awarded a sabbatical (and retain Active member status) for a period of one year upon written request to the Corresponding Secretary and at the discretion of the Board of Directors. Any extension of a sabbatical shall be considered annually upon written request to the Corresponding Secretary and at the discretion of the Board of Directors. The granting of a sabbatical shall not affect any other provision of the Bylaws. Dues shall be half of the Active dues.

Section 2.2.2 Associate. After completion of at least ten (10) years of active service or upon becoming Non-Resident, an Active member may be awarded Associate status for the following year at the discretion of the Board of Directors upon written request to the Corresponding Secretary prior to April 1, approved be the Board and reviewed yearly. An Associate is encouraged to attend meetings regularly, serve on committees, financially support Club activities, and entertain the Club. An Associate may not serve as an officer of the Club.

Section 2.2.3 Non-Resident Member. A member may be considered a Non-Resident member who does not maintain a primary residence in Indianapolis or within 75 miles, does not reside/visit the Indianapolis area for more than 30 days per year. A request should be made to the Corresponding Secretary prior to April 1, approved by the Board, and reviewed yearly. Dues shall be paid at a reduced rate determined by the Finance Committee plus meeting expenses when in attendance at Club meetings or activities.

Section 2.2.4 Honorary.

Section 2.2.4.1 Admission of Honorary Membership. Membership may be awarded at any time by vote of the Board of Directors to someone in the Club or in the community who has made significant contributions to the Club.

Section 2.2.4.2 Termination of Honorary Membership. Honorary membership may be withdrawn at any time by the Board of Directors.

Section 2.2.5 Emeritus. A long-standing member or family member may request Emeritus status when no longer able to attend meetings. This special request is granted at the discretion of the Board of Directors and reviewed yearly. Dues shall be paid at a reduced rate determined by the Finance Committee.

Section 2.3 Admissions.

Section 2.3.1. Proposal of New Members. Candidates for admission shall be proposed in writing by an Active or resident Associate member, seconded by two Active or Associate members. An Active or Associate member may propose one and second one candidate in any club year or may second two candidates. The proposal for membership and the seconding letters shall be received by the Admissions Committee Chairman by April 15th.

Section 2.3.2 Action by Admissions Committee. The Admissions Committee shall meet by the last week in April and elect new Active members pursuant to Section 5.3 of these Bylaws and in accordance with the Standing Rules for the Admissions Committee.

Section 2.4 Reinstatement. An Associate, a Non-Resident member, or a former member who has resigned from the Club while in good standing may make application in writing to the Board of Directors at any time for reinstatement to membership.

Section 2.5 Transfer. A member of another GCA member club who moves to the Indianapolis area may be admitted to membership in the Club by action of the Board of Directors at any time during the club year, provided that a letter of recommendation has been received from the home club's president and the member herself has indicated an interest in being admitted. It is acceptable for the admission of an Active Transfer member to cause the Club's Active membership to temporarily exceed the limit of 75, but only until the April Admissions Committee meeting.

Section 2.6 Resignation/Forfeiture. A member may resign by written notice to the Corresponding Secretary, who shall notify her of the acceptance of her resignation by the Board of Directors. Any Active, Associate or Non-Resident member who has not paid club dues for two (2) consecutive years shall be considered not in good standing and her membership is automatically forfeited.

Section 2.7 Meetings.

Section 2.7.1 Regular Meetings. Regular meetings shall be held once a month with the exception of July, August and January or February, unless otherwise decided by the Board of Directors. A notice of each meeting shall be sent to each member by the Corresponding Secretary.

Section 2.7.2. Annual Meeting. The Annual Meeting shall be held in May or June; if possible, following the Annual Meeting of The Garden Club of America.

Section 2.7.3. Special Meetings. A special meeting may be called by the President and must be called at the written request of ten members of the Club, stating the purpose of said meeting.

Section 2.7.4 Voting. Only Active and Associate members are entitled to vote.

Section 2.7.5 Quorum. Thirty (30) voting members shall constitute a quorum for the transaction of business.

Section 2.7.6 Guests. The hostess of the day may invite two (2) guests. No guests my attend the Annual Meeting. Exceptions may be made for out-of-town guests.

Section 2.8 Dues. All members, except Honorary Members, shall pay regular dues in such amount as determined by the Board of Directors. Annual dues shall be payable as of April 30 and are delinquent after May 15 of each year. The Treasurer shall give notice to members in advance of the due date and of any delinquency. A late fee may be assessed if payment is not received by May 15.

ARTICLE III
Board of Directors

Section 3.1 Powers. All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Club managed under the direction of the Board of Directors ("Board").

Section 3.2 Qualification and Term. The officers together with the chairmen of Standing Committees shall constitute the Board. The outgoing President shall become a member of the Board for one year following the expiration of her term. The members of the Board shall serve a term of one (1) year.

Section 3.3 Meetings. Regular meetings shall be held once a month with the exception of July, August and January or February, unless otherwise decided by the Board. Notice of each meeting shall be sent to each member by the Corresponding Secretary.

Section 3.4 Quorum. Fifteen (15) shall constitute a quorum for the Board.

ARTICLE IV
Officers

Section 4.1 Number/Qualification. The officers shall be the President, First and Second Vice Presidents, Recording Secretary, Corresponding Secretary and Treasurer, each of whom shall be an Active member of the Club.

Section 4.1.1 President. The President shall have general and active supervision, control, and management of the day-to-day affairs of the Club, subject to the orders and resolutions of the Board; shall see that all orders and resolutions of the Board are carried into effect; shall preside at all meetings of the members and of the Board; and shall perform such other duties as the Board may assign from time to time.

Section 4.1.2 First Vice President. The First Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the First Vice President shall exercise the powers and perform the duties of the President. The First Vice President shall be Chairman of the Community Projects Committee and shall exercise such other powers and perform such other duties as may from time to time be assigned to her by the President.

Section 4.1.3 Second Vice President. The Second Vice President shall assist the President and First Vice President in the performance of their duties. In the absence of the First Vice President, the Second Vice President shall exercise the powers and perform the duties of the First Vice President. The Second Vice President shall be the Chairman of the Admissions Committee, shall plan and implement the activities of the First Year Member Orientation Program, and shall exercise such other powers and perform such other duties as may from time to time be assigned to her by the President or First Vice President.

Section 4.1.4 Recording Secretary. The Recording Secretary shall attend all meetings of the Board and of the members and shall act as Secretary of such meetings; shall record all votes and the minutes of all proceedings of the meetings of members and the Board in a book or books to be kept for that purpose; shall be custodian of the books and records (except for financial books and records) and the list of members of the Club; and in general, shall exercise all powers and perform all duties as may be, from time to time, assigned by the Board or the President.

Section 4.1.5 Corresponding Secretary. The Corresponding Secretary shall give or cause to be given all notices provided for in the Bylaws or required by law and in general, shall exercise all powers and perform all duties as may be, from time to time, assigned by the Board or the President.

Section 4.1.6 Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the receipts, expenditures, and financial condition of the Club; shall be the custodian of the corporate funds; shall deposit, in the name of and to the credit of the Club, all moneys of the Club in such depositories as may be designated by the Board; shall disburse the funds of the Club as may be ordered by the Board or by the President; and in general, shall exercise all powers and perform all duties customarily incident to such office, including the filing of all documents as required by law, and such other powers, and duties as may from time to time be assigned by the Board or by the President.

Section 4.2 Election. The election of the Officers shall take place at the Annual Meeting. In addition to the slate presented by the Nominating Committee, nominations may be made from the floor.

Section 4.3 Term of Office. Each officer shall hold office until the next annual meeting of the members and until the officer's successor is elected and qualified, or until the officer's death, resignation, or removal from office. No officer may serve more than two (2) consecutive terms in the same office.

Section 4.4 Vacancies. The Board is empowered to fill a vacancy caused by the death, resignation, or removal of an officer.

ARTICLE V
Committees and Delegates

Section 5.1 Designation of Standing Committees. There shall be Standing Committee which shall include Garden Club of America committees with Zone Representatives. There may be additional committees appointed by the President. Unless otherwise provided in these Bylaws, the President shall appoint a Chairman of each Standing Committee of the Club and each committee shall report directly to the Board. Members of committees shall be appointed by the chairmen.

Section 5.2 Nominating Committee.

Section 5.2.1 Number/Qualification. The Nominating Committee shall consist of three (3) members: The immediate Past President, who shall be Chairman, and two (2) other members appointed by the President and the Chairman.

Section 5.2.2 Responsibilities.

Section 5.2.2.1 Slate of Officers. The Nominating Committee shall select annually, in the spring, a slate of candidates for office, which slate shall be sent to each member prior to the Annual Meeting.

Section 5.2.2.2 Appointment of Admissions Committee Members. The Nominating Committee shall appoint annually the following members by February 1 to serve on the Admissions Committee that will meet the following April:

A. Four (4) Members of the Board;
B. Four (4) Active or Associate members; and
C. Two (2) Active or Associate members to serve as alternates.

The Nominating Committee shall give due regard to age and experience in the Club and shall not appoint members who have served on the Admissions Committee within the last three years. Members appointed as alternates and who do not actually serve are not included within this prohibition. Each person appointed shall be willing and available to attend one or more Admissions Committee meetings scheduled by the Chairman.

Section 5.3 Admissions Committee.

Section 5.3.1 Responsibilities. The Admissions Committee shall elect new members to the Club and present their names to the Board for approval.

Section 5.3.2 Number/Qualifications. The Committee shall consist of the Second Vice President, who shall serve as Chairman of the Committee, four (4) members of the Board, and four (4) Active or Associate members (or alternates) as appointed by the Nominating Committee. The immediate past Admissions Committee Chairman shall serve Ex-Officio.

Section 5.4 Delegates. Delegates to the Annual Meeting and Zone Meetings of the Garden Club of America shall be appointed by the President.

ARTICLE VI
Finance

Section 6.1 Approval by Members. Major decisions concerning commitments for long range and/or projects exceeding $3,000 shall be voted upon by the membership. Such projects must be presented at one meeting and voted upon at a subsequent meeting.

Section 6.2 Accounts. There shall be five separate accounts:

Section 6.2.1 Administrative/Flower Show Checking Account. The Administrative/Flower Show Checking Account provides money for (i) the Club's expenses (ii) Zone X expenses (iii) Garden Club of America dues and expenses and (iv) the Club's Flower Show expenses.

Section 6.2.2 Administrative/Flower Show Savings Account. The balance of the Administrative Savings Account may be no less than $10,000 and holds funds in reserve for (i) the Club's expenses; (ii) Zone X expenses; (iii); Garden Club of America dues and expenses; and (iv) the Club's Flower Show. Funds from this account may be transferred to Administrative/Flower Show Checking Account for payment of expenses.

Section 6.2.3 Garden Walk/Community Projects Checking Account. The Garden Walk/Community Projects Checking Account will be used to pay any expenses related the Garden Walk and to disburse funds to community projects receiving grants in any Fiscal Year.

Section 6.2.4 Garden Walk/Community Projects Savings Account. The Garden Walk/Community Projects Savings Accounts includes all net proceeds from the Garden Walk and provides money in support of community projects and donations. It includes the former Memorial Fund. The balance of the Garden Walk/Community Projects Savings Account may be no less than $10,000. Funds from this account may be transferred to the Garden Walk/Community Projects Checking Account for payment of expenses.

Section 6.2.5 Endowment Fund. The IGC Educational Endowment Fund is a Board Designated Endowment Fund established to provide support for special educational programs and speakers that benefit all members of the Club. The Fund balance must exceed $75,000 before any funds are expended. Once that level has been achieved, the maximum allowable annual spendable percentage of the Fund balance should be 5% of the prior fiscal year-end balance, as determined by the Finance Committee. The funds will be allocated to programs and speakers consistent with the Fund's purpose, as determined by the IGC Educational Endowment Fund Committee.

ARTICLE VII
Amendments

These Bylaws may be amended, if such amendments be proposed and seconded at any regular meeting, and a written draft of the same be distributed to each member at least ten (10) days before a subsequent meeting at which it is to be presented for vote.

ARTICLE VII
Standing Rules

Standing Rules are the procedures and regulations, consistent with these Bylaws, which shall implement and clarify these Bylaws. They shall be binding on all members. Standing Rules shall, upon recommendation of the Board, be adopted, amended, waived, or rescinded by the Board. In the event of a conflict between the Bylaws and Standing Rules, the Bylaws shall govern.

GENERAL STANDING RULES

1. Annual dues for Active and Associate memberships shall be $275.00. Member must also purchase two Garden Walk tickets unless they become a donor (no company advertisement) that coincides with the sponsorship levels. Dues for Non-Resident and Emeritus members shall be paid at a reduced rate determined by the Finance Committee in order to cover annual dues required by GCA.
2. Any member who has not submitted expenses for reimbursement prior to the Club's June 30th fiscal year end will not be reimbursed for said expenses.
3. The Club shall be responsible for the President and one delegate to attend the Zone X meetings, the GCA Annual Meeting, and one delegate each to the Shirley Meneice and NAL Conferences.
4. Reimbursed expenses include: basic registration and one hotel room per delegate for no more than 2 delegates for each conference or meeting.

The reimbursement for the hotel room shall not exceed the maximum amount as determined by the Finance Committee.

5. Any member who is serving the Club in a Zone or Garden Club of America position shall be invited to all Board meetings in a non-voting capacity.
6. The Club should invite all Zone X directors, officers, and National Chairmen to visit the Club at least once during their two (2) year terms.
7. The Club Whistle Blower Policy, Conflict of Interest Policy, and Document Retention Policy, each as approved November 11, 2009, shall be reviewed and approved annually and kept with the minutes of the meeting at which they are reviewed and approved annually and kept with the minutes of the meeting at which they are reviewed and approved. All Board members and members of the Community Projects Committee shall sign annually a Conflict of Interest information form.

STANDING RULES FOR FIRST YEAR MEMBER ORIENTATION PROGRAM

1. First Year Members will fulfill the responsibilities outlined in Section 2.2.1.1 of the Bylaws which are the same for all Active members. In addition, they will complete the First Year Member Orientation Program (FYMOP), which includes the following requirements:
    a. Attend and participate in FYMOP meetings and group activities as coordinated by the second Vice President.
    b. Sample offerings of at least two (2) different committees by attending a committee meeting, workshop, or club activity.
    c. Attend one (1) Board meeting.
    d. Serve a shift at Garden Walk and Flower Show.
    e. Serve on a committee approved by the Second Vice President.
2. First Year Member's committee selection will be finalized after the Fall Orientation Meeting. The placement must first be approved by the Second Vice President and President. Most First Year Members will serve as Garden Co-Captains for the Garden Walk the following June.
3. The Second Vice President will plan and implement the FYMOP including educational and orientation meetings, provide guidance throughout the first year, coordinate group activities, facilitate involvement on club committees, encourage interaction with all Club members, and educate the new members about IGC, our Zone X, and GCA.

STANDING RULES FOR ADMISSIONS COMMITTEE

1. The Admissions Committee shall meet by the last week in April.
2. The Proposing and Seconding letters shall be received by the Chairman by April 15th.
3. No member of the Admissions Committee may propose or second a candidate for membership.
4. The Officers of the Club shall determine the number of new members who can be admitted in one year based on the number of Active members as of April 15th.
5. If a relative of a member of the Admissions Committee is proposed for membership, then that member shall excuse herself from the Admissions Committee.
6. A quorum shall consist of 7 members.
7. Voting shall be by a secret, written ballot and all letters and discussion regarding the candidates shall be confidential.
8. The Chairman shall present the elected members' names to the Board at the May Board meeting.
9. The Chairman shall plan an orientation program for the new members prior to the first meeting of the Club year following their election.
10. The Chairman shall prepare a report summarizing the action taken and providing any suggestions of comments for the ensuing year. Any changes in policy or procedure shall be subject to the approval of the Board.

STANDING RULES FOR COMMUNITY PROJECTS COMMITTEE

1. The request for new projects must be received by the Chairman by October 1.
2. New project proposals must be evaluated against the following criteria established in 2002 by the membership.
    a. Must be compatible with mission of the Club: "To stimulate the knowledge and love of gardening. To share the advantages of association by means of educational meetings, conferences, correspondence, and publications. To restore, improve, and protect the quality of the environment through educational programs and actions in the fields of conservation and civic improvements."
    b. Must be compatible with the interest of the membership and its committees for example: pertinence to local conservation issues, such as fresh water and green space, support of existing land and native specimens whenever possible should be considered; and educational opportunities for our members, for the community, or for children should be incorporated.

3. The Community Projects Committee consists of nine (9) members, including the First Vice President who serves as Chairman.
4. No committee member may serve more than two (2) consecutive years. After not serving one (1) year, a member is eligible to serve again.
5. The Chairman shall present a written proposal of the committee's choice of new project/projects to the Board and general membership one month and then voted upon in the subsequent month.
6. The Chairman shall present a report summarizing the action taken and providing any suggestions or comments for the ensuing year. Any changes in policy or procedure shall be subject to the approval of the Board.
7. Committee members must sign a Conflict of Interest statement.

STANDING RULES FOR FINANCE COMMITTEE

The Finance Committee shall consist of eight (8) members: the Executive Committee, which is composed of the President, who shall serve as a nonvoting ex officio member; the Treasurer, who shall serve as Chairman; the First Vice President; the Second Vice President; the Recording Secretary; and the Corresponding Secretary. In addition to the Executive Committee, the Finance Committee will include the immediate past Treasurer and the Endowment Chairman. Membership on the Finance Committee shall be limited to no more than two (2) consecutive terms in the same office.

Responsibilities of the Committee include:

1. Preparing and monitoring the budget. The budget shall be approved by the Board of Directors.
2. Recommending for approval by the Board and membership the amount of annual dues.
3. Setting financial policies and procedures.
4. Approving Garden Walk and Flower Show budgets
5. The Finance Committee of the Board shall administer the IGC Educational Endowment Fund. The Finance Committee will establish and review the investment policy and select the investment advisor for the Fund. The performance of the investment advisor will be evaluated annually at the end of the fiscal year (June 30). Based on performance of the Fund at the fiscal year end, the Finance Committee will determine, pursuant to Section 6.2.3 of the Bylaws, what portion of the up to 5% annual spendable amount of the June 30 balance of the Fund should be expended for Fund purposes for the following program year. This amount will be segregated from the investment account, to protect it from market fluctuations. Additionally, if it has been determined

by the IGC Educational Endowment Fund Committee in conjunction with the Finance Committee that funds need to be set aside for a particularly expensive future speaker, then the Finance Committee may do so at this time. This may mean the IGC could forgo a speaker from time to time.

STANDING RULES FOR THE IGC EDUCATIONAL ENDOWMENT FUND COMMITTEE

The IGC Educational Endowment Committee shall consist of four (4) members: the President, the Treasurer, the Educational Endowment Chair, the Program Chair.

The IGC Educational Endowment Chair and its members will have the following responsibilities:

1. The IGC Endowment Chair will record, deposit, and recognize any donations to the IGC Educational Endowment Fund, providing copies of all checks or stock transfers to the IGC Treasurer. In turn the IGC Treasurer will notify the Endowment Chair of any donations or of any memorial donations, which are automatically deposited in the IGC Educational Endowment Fund. The Treasurer will provide copies of these checks or stock transfers to the Endowment Chair.
2. The IGC Educational Endowment chair will solicit requests and ideas for educational speakers and programs from Board Members. Under the direction of the goals established by the Board President and the Board of Directors, the IGC Educational Endowment Committee members will research, vet, summarize, and recommend the expenditure of funds for a special educational program or speaker. This educational program or speaker will be of national or regional prominence and may be supplementary to the Club’s regular programming. The cost of the special IGC Educational Endowment Fund sponsored programs and speaker shall not exceed the annual spendable amount, as approved by the Finance Committee at the end of the fiscal year. This must also include any additional unspent spendable if the Finance Committee has approved such additional amounts in connection with a particular program or speaker.
3. The IGC Educational Endowment Committee will work with the Program Chair to make certain all the necessary arrangements for the sponsored programs and speakers are made.