BYLAWS

ARTICLE I: NAME

The name of this Organization shall be GardenComm International ("GardenComm").

ARTICLE II: PURPOSE

Section 1. DEFINITION.
The Organization shall be a not-for-profit organization for professional communicators in the green industry.

Section 2. PURPOSE.
GardenComm provides leadership and opportunities for education, recognition, career development and a forum for diverse interactions for professionals in the field of gardening communication.

ARTICLE III: MEMBERSHIP AND HONORS

Section 1. CLASSES AND QUALIFICATIONS FOR MEMBERSHIP
Membership is open to all who satisfy the conditions for membership as set forth below, as determined by the Organization. There is no maximum number of members. Members in good standing are those whose current dues are paid and who comply with the provisions of these Bylaws.

A. **REGULAR MEMBER.** An individual actively or constructively engaged in professional horticultural communication and closely allied fields is eligible for Regular Membership. Horticultural communication shall be interpreted to include writing, editing, art, photography, blogging, teaching, speaking, public relations, radio and television broadcasting, curriculum development, and any similar activities related to horticulture. Dues shall apply.

B. **EMERITUS MEMBER.** A Regular Member in good standing with at least ten (10) preceding consecutive years of membership may, upon retirement from garden communicating, become an Emeritus Member by requesting such status in writing. Emeritus Members shall be eligible for reduced dues as determined by the Board of Directors.

C. **STUDENT MEMBER.** A post-secondary student enrolled in a program leading toward a degree or certificate and who is genuinely interested in a full- or part-time career in horticultural communication (as interpreted in Section 1-A) shall be eligible for Student Membership. Student Members shall be eligible for reduced dues as determined by the Board of Directors, and are expected to apply for Regular Membership after meeting the requirements of Section 1-A.

D. **ALLIED MEMBER.** A company or organization in an allied industry whose business practices are in harmony with the objectives of GardenComm may, upon payment of a sum determined by the Board of Directors, become an Allied Member. Privileges of Allied Members will be determined by the Board of Directors.

E. **INSTITUTIONAL MEMBER.** A botanic garden, arboretum, plant society, educational institution or others that qualify, may upon payment of dues determined by the Board of

Directors become an Institutional Member. Privileges will be determined by the Board of Directors.

Section 2. DUES
There shall be annual membership dues. The Board of Directors may determine from time to time the amount of such dues payable by each class of membership. Members whose dues are in arrears may be suspended after 90 days of grace.

Section 3. RIGHTS OF MEMBERS

A. All members in good standing may vote, hold an elected or appointed office, and serve on committees in the Organization.

B. Only members in good standing may attend meetings of the Organization at the member rates, and only members in good standing may attend meetings specified to be for members only.

C. Except as herein otherwise provided, membership shall be terminated by the death, resignation, or expulsion of a member or by the dissolution or liquidation of the organization; and any right or interest of a member shall terminate upon the happening of any such event or otherwise.

Section 4. HONORS

A. **FELLOW.** A member in good standing who has demonstrated exceptionally high degrees of skill and professional ethics and dedication to the objectives of GardenComm, by recommendation of the Honors Committee and approval of the Board of Directors, shall be designated a Fellow. Dues shall apply.

B. **HONORARY MEMBER.** A non-member who has contributed measurably to the objectives of GardenComm through professional or avocational activities, after recommendation by the Honors Committee and approval of the Board of Directors, shall be designated an Honorary Member. Honorary Members shall be excused from dues.

C. **HALL OF FAME.** Membership in the Hall of Fame is the highest honor that GardenComm can bestow. A person whose life and career has materially reflected and advanced the objectives of GardenComm, by recommendation of the Honors Committee and approval of the Board of Directors, shall be designated a member of the Hall of Fame. Members of the Hall of Fame shall be excused from dues.

Section 5. MEETINGS
The Annual Meeting of Members shall be at such time and place as the Board of Directors may from time to time determine. A special meeting of the members may be called at any time by the President, the Board of Directors, or not less than ten percent (10%) of the members in good standing.

Section 6. NOTICE
Notice of the time and place of all meetings, national and regional, of the members shall be

mailed or delivered electronically at least twenty (20) days in advance of the meeting. Notice of special meetings shall specify the general nature of business to be conducted at such special meetings.

Section 7. VOTING
All individual members of the Organization shall be entitled to one vote. Each Allied Member shall designate a single voting representative.

Section 8. QUORUM
A quorum for the transaction of business at a meeting of the members shall be the lesser of 100 members or 10% of the total membership entitled to vote, either present in person or by proxy.

Section 9. MEMBERSHIP APPLICATION
Applications for membership shall be on a form supplied by the Organization and accompanied by one year's dues.

Section 10. TERMINATION OF MEMBERSHIP
The Board of Directors, by affirmative vote of two- thirds (2/3) of all the members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

ARTICLE IV: LEADERSHIP

All leadership roles begin on January 1st and end on December 31st and are for two years. A special, one-time exception will be made in 2024 when at least two directors shall serve a one-year or three-year term in order to avoid all directors rolling off at the same time. All leaders must be members in good standing throughout their leadership terms.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. GENERALLY DEFINED

A. The Officers of the Organization, (Immediate Past President, President, Vice President), and Executive Director (ex-officio non- voting) shall be the Executive Committee which shall have and exercise the authority of the Board of Directors between meetings of the Board.

B. A quorum shall consist of a minimum of two- thirds (2/3) of the Executive Committee.

Section 2. OFFICERS GENERALLY, ELECTION
The Officers of the Organization shall consist of the Immediate Past President, President, and Vice President. Any GardenComm member who has been in good standing for two years or more can volunteer to be an officer on the Executive Committee, although experience in prior leadership roles in this or other organizations will be favorably viewed when candidates are chosen. It is expected that those willing to be on the ExComm will serve for three two-year terms, moving from VP to President to Past President. These positions can be filled by the request of the President or Past President, but if one or more qualified candidates wish to step up at the same time, an election will be held and all GardenComm members will vote to determine who holds those positions.

In appreciation for their service, All ExComm officers are offered certain benefits, enumerated below. All benefits go into effect FOLLOWING a completed year of service. (If an officer serves for 6 years, they get 6 years of free membership.)

Section 2. PRESIDENT
The President shall preside at all meetings of the Organization, Executive Committee, and the Board of Directors, call special meetings of the Organization, the Executive Committee, and Board of Directors as indicated, and, under the direction of the Board of Directors, have general supervision of the Organization and the direction of the expenditure of money except as herein provided. The President's duties shall include, but are not limited to, the following:

- Serving a 2-Year Term
- Leading the Executive Committee
- Setting the agenda for all leadership meetings
- Communicating with members through a monthly letter
- Chairing the Finance Committee meetings
- Attending as many committee meetings as possible
- Leading Monday Meet Ups
- Serving as primary liaison with GardenComm staff
- (Free membership benefits, spotlight benefits, half-price registration for in-person meetings) Note: These rewards can be declined by any volunteer.

Section 3. VICE PRESIDENT
In the absence of the President, the Vice President shall preside at all meetings of the Organization and of the Board of Directors. In the event of resignation, removal or death of the President, the Vice President shall exercise all the authority, privileges, and power of the President. The Vice President's duties shall include, but are not limited to, the following:

- Serving a 2-year term
- Chairing the Education Committee (finding a co-chair is optional)
- Attending Finance Committee meetings
- (Free membership benefits, spotlight benefits, half-price registration for in-person meetings) Note: These rewards can be declined by any volunteer.

Section 4. IMMEDIATE PAST PRESIDENT
The Immediate Past President assists the Board of Directors in the maintenance of continuity from one administration to the next. The Immediate past President's duties shall include, but are not limited to, the following:

- Serving a 2- year term
- Soliciting volunteers to serve as directors or head up committees
    - Compile list of names September – October
    - Have complete list by November 1
    - If more than one person is interested in a leadership role, an election is held with all GardenComm members eligible to vote.
    - If only one person is interested, the current board votes to accept and announces the new leader to all members.

- Participating in meetings as available
- Attending committee meetings according to interest and availability
- Providing past history, insights
- (Free membership benefits, spotlight benefits, half-price registration for in-person meetings) Note: These rewards can be declined by any volunteer.

Section 5. VACANCIES
A vacancy of an Excomm officer shall be filled by appointment of a present or past Director by the President with approval by the Board of Directors. The appointed Officer will serve until the next election, when the office will be filled by an elected Officer.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD
The Board of Directors shall consist of one Director from each time zone (Eastern, Central, Mountain, Pacific) and two "at large" directors. Additionally, the Board will include the Immediate Past President, the President, and the Vice President. All members of the Board are eligible to vote.

Section 2. DEFINITION, ELECTION AND TERM OF DIRECTORS

A. A call for volunteers will be sent out every fall, and members in good standing may put forth their name for the position/positions they are willing to fill. The Immediate Past President may also solicit members to apply for specific positions.

B. If more than one member is willing to run for a Director position, there will be an election; Directors shall be elected by a majority vote of the total number of members casting a ballot. Elections, if held, will take place in early December, and ballots will be sent to members in good standing at least fifteen (15) days in advance of their due date. All members may vote in such elections. Elections will be completed before January 1st.

C. If only one person volunteers to fill a board position, that person will be appointed by the President or Past President if their position is approved by the board. Directors' terms shall begin on January 1st and end on December 31st and last for two years, with the one-time exception described in Article IV (Leadership) above.

D. Each director shall serve a two-year term and may serve up to two consecutive two-year terms, but must then leave the Board of Directors for a minimum of one year before seeking re-election. Directors are expected to attend three out of four annual virtual Board of Director meetings, to be a member of at least one committee, and to plan in-person meetings, if desired. Those meetings must not cost GardenComm (net zero or positive cash flow) and charges to members should be kept at a minimum.

Additionally, time zone designated Directors shall organize at least two virtual meetings per year. These meetings should be at a time convenient to members in that time zone, but are open to all members.

- Topics can be related to a garden/plant topic (i.e. dry climate garden, cold climate vegetable gardening) or an aspect of communications (i.e. writing a newsletter, improving video skills, self-publishing)
- Meetings should be coordinated to ensure no conflicting meetings are taking place at the same time.

The two "at large" Directors ("DALs") shall not be responsible for two meetings per year. Both DALs must serve on at least one committee. Additionally, one DAL will be responsible for member outreach and development, and the other will oversee Power Circle organization.

- DAL #1 - Be responsible for reaching out via email to other members when asked by staff to do so. (Example: sending a reminder about an upcoming event, renewal of membership, or entries to the awards program.) Coordinating a "Welcome Connections Zoom" for new members so they can introduce themselves and ask questions about GardenComm. Promote the organization to new audiences.
- DAL #2 Take names of people interested in Power Circles and launch new PC's throughout the year as 3 or more people want to join a group in the same topic. Promote the Power Circles to new members.

All six Directors are offered the following in gratitude for their service:

- half-price fee for any meetings they attend as a director.
- a free one-year membership for each year FOLLOWING a year they serve and fulfil the expectations above. (If a Director serves for 4 years, they get 4 years of free membership.)
- one free "spotlight" listing on a "Hire A Professional Communicator" page for each year FOLLOWING the completion of a year as a Director.

Section 3. VACANCIES

A vacancy in the Board of Directors shall be filled for the remainder of the term by appointment made by the President and approved by a majority of the Board of Directors.

Section 4. MEETINGS

Special meetings of the Board of Directors may be called at any time by the President. Upon request of a majority of the Directors, filed with the Executive Director, the President shall call a special meeting of the Board of Directors at the time and place specified in the request. All meetings of the Board of Directors may be held in person, by teleconference or video conference.

Section 5. NOTICE

Written notice of the time and place of the annual and all regular meetings of the Board of Directors shall be delivered at least fourteen (14) days in advance of the meeting to Board of Directors members. Written notice of the time and place of, and general nature of the business to be conducted at, all special meetings of the Board of Directors shall be delivered at least five (5) days in advance of the meeting to Board of Directors members.

Section 6. QUORUM

A quorum shall consist of two-thirds (2/3) of the voting Board of Directors. In the absence of

the President and Vice President, one of the other Officers will be asked to chair the meeting.

Section 7. REMOVAL OF DIRECTORS
Any Director whose business, professional or other activities or interests are detrimental to the interests of the Organization or otherwise tend to discredit the Organization through association of such person as a representative of the Organization may, upon notice and opportunity to be heard, be removed as a Director upon approval of such action by at least two- thirds (2/3) of the other members of the Board of Directors, acting at any meeting of the Board, provided that notice of the proposed action is contained in the notice of the meeting. Any Director failing to attend at least one leadership meeting, Board meeting and Annual Conference within an operating year may be removed upon a majority vote of the other members of the Board, provided that notice of the proposed action is contained in the notice of the meeting.

Section 8. DUTIES
The Board of Directors is responsible for setting policy of the Organization, authorizing standing committees and conducting other business normally the prerogative of such a board. Directors are expected to support and participate in all activities related to the Organization's fiscal health, including but not limited to membership recruitment/retention. Additional activities will be outlined in the Board of Directors policies. The Board of Directors may by a majority vote establish organization policies and modify them at any regular or special meeting as long as they are not inconsistent or in conflict with these Bylaws.

Directors will sign an expectations document annually at the beginning of each term and are expected to follow the protocols accordingly.

ARTICLE VII: COMMITTEE CHAIRS AND CO-CHAIRS

Section 1. COMMITTEES
There will be five standing committees. A committee is defined as being between 2 and 6 people. More committees can be added later if needed.

- Finance
  - Chaired by the President
  - Oversees all financial information.
  - Includes at least two non-board members
- Education
  - Chaired by the Vice-President
  - Heads up planning for all education activities including for in-person events, virtual education, and Pathways to Professionalism
- Awards
  - Co-chaired by 2 members.
  - Finds qualified judges and coordinates with staff to schedule and administer the communications awards.
- Honors
  - Chaired by a member
  - Solicits nominations for honors and chooses who should be honored

        - Honorees are approved by the Executive Committee
    - Sustainability
        - Chaired by a member (Not necessarily the same person as the TSD Mentor)
        - Responsible for the Sustainability Award every year.

Committee Chairs and Co-Chairs are offered the following in thanks for their service:

- a free one-year membership for each year FOLLOWING a year they serve and fulfil the expectations above. (If a Committee Chair or Co-Chair serves for 4 years, they get 4 years of free membership.)
- one free "spotlight" listing on a "Hire A Professional Communicator" page for each year FOLLOWING the completion of a year as a Committee Chair or Co-Chair.

Section 2. OTHER COMMITTEES
The President, with the approval of the Board of Directors, shall have the authority to create and dissolve committees as needed.

Section 3. VACANCIES
Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Appointments shall be for the remainder of the term of the committee member being replaced.

ARTICLE VIII: TARGETED SKILL DEVELOPMENT

In the interest of providing more value to our members, we propose to assemble a group of volunteers that are willing to be Mentors for Targeted Skills Development.

Targeted Skill Development Mentors

- One mentor for each topic area:
    - Speaking Skills
    - Content Creators Skills
    - Podcasting/Broadcasting Skills
    - Writers/Authors Skills
    - Influencer Skills
    - Marketing Skills
    - Educators/Extension Knowledge
    - Green Industry Knowledge
    - Photography/Videography Skills
    - Sustainability Knowledge
    - Horticultural Knowledge

- At least one mentor is required for the TSD area to be covered.
- If no one volunteers for a particular TSD, that area will not be covered until a mentor is found. If someone has an idea for a TSD group on another topic, they can propose that to the board.
- Mentor
    - Agrees to serve a two-year term.

- Organizes at least one virtual network event per year around a specific aspect of the TSD, open to all members as a free benefit.
- Suggests at least one education program and presenter on their topic to the VP/Education Committee.
- Organizes other events as desired, but without cost to the organization.
- Willingness to be an occasional one-on-one mentor to members in their area of expertise. This phone call/zoom would be understood to be a one-time call, scheduled in advance, for 30 minutes or less.

TSD Mentors are offered the following in gratitude for their volunteering:

- Receives a free membership the year following each term they've successfully served, and pay half-price for any in-person meetings during that same year.
- Receives a free "spotlight" listing the year following each term they successfully complete a year of mentorship.

ARTICLE IX: EXECUTIVE DIRECTOR

Section 1. APPOINTMENT

An Executive Director shall be appointed by the Board of Directors on recommendation by the Search Committee. The Executive Director may be an employee of the Organization, or a designated manager affiliated with an association management firm retained by the Organization. Terms and conditions of the appointment shall be covered in a contract and approved by the Board of Directors. The Board of Directors can remove the Executive Director for cause by a two-thirds majority vote.

Section 2. RESPONSIBILITIES

The Executive Director shall be the chief administrator for all Organization activities. Responsibilities are to accomplish the goals and objectives as defined and established by the Board of Directors. He or she reports directly to the President on day-to-day matters. The Executive Director oversees all financial matters of the Organization in accord with the President and authorizes expenses within the approved budget. The Executive Director manages Organization staff to conduct business. The Executive Director is an ex-officio non-voting member of all committees, including the Executive Committee and Board of Directors.

ARTICLE X: FINANCES

Section 1. AUTHORITY

The funds of the Organization shall be expended by the Executive Director or, upon the absence or incapacity of the Executive Director, by the President in such amounts and for such purposes as have been approved by the Board of Directors.

Section 2. SIGNING OFFICERS

All checks shall be approved by either the President or the Executive Director. The Executive Director or any Officer may be bonded for amounts so recommended by the Finance Committee.

Section 3. LIMITATIONS
Neither Officers nor Directors shall incur any debt or liability in the name of the Organization beyond the appropriations as set forth in the fiscal budget without a budget amendment.

Section 4. FISCAL YEAR
The fiscal year of the Organization shall be the calendar year.

ARTICLE XI: CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1. CONTRACTS
The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. All contracts must be signed by the Executive Director or President.

Section 2. LOANS
No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC.
All checks, drafts, transfers or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer or Officers, Agent or Agents of the Organization and in such manner as shall from time to time be determined by the Organization's fiscal policies and procedures.

Section 4. DEPOSITS
All funds of the Organization not otherwise employed shall be deposited to the credit of the Organization in such banks, trust companies or other depositories as advised by the Executive Director and approved by the Financial Committee.

ARTICLE XII: INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION
The Organization shall defend and indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding either civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, or employee of the Organization, or is or was serving at the request of the Organization as a Director, Officer, or Employee of another organization, or is or was a Director, Officer, or Employee of the Organization serving at its request as an administrator, trustee or other fiduciary including attorney's fees, judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 2. INSURANCE AND OTHER INDEMNIFICATION
The Board of Directors shall have the power to (I) purchase and maintain, at the Organization's expense, insurance on behalf of the Organization and on behalf of others to the extent that

power to do so has been or may be granted by statute, and (2) give other indemnification to the extent not prohibited by law.

Article XIII. CONFLICTS OF INTEREST

There shall be a GardenComm "Conflict of Interest "policy included in the Board of Director policies that may be amended from time to time.

Article XIV: AMENDMENT OF BYLAWS

The Bylaws may be altered, amended or repealed by a majority of ballots received from members in good standing present.

N.B. Currently the rule applying to the amendment of bylaws reads as follows:

The Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the members in good standing present (or by proxy) at any regular or special meeting of the Organization, provided that such amendment has been recommended for adoption by the Board of Directors and a copy of such proposed amendment has been sent to all members at least fifteen (15) days in advance of such meeting. If no regular or special meeting can be arranged within thirty (30) days, the Bylaws may be altered, amended or repealed by ballot. Receipt of one hundred (100) valid ballots shall constitute a quorum.