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Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2008Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other org- anizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form

The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection**A** For the 2008 calendar year, or tax year beginning **6/01**, 2008, and ending **5/31**, 2009

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Garden Club of Houston 4212 San Felipe, Box 486 Houston, TX 77027	D Employer identification number 76-0008423
			E Telephone number 713-520-6565
			F Group Exemption Number

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method: ☐ Cash ☐ Accrual
 Other (specify) **Hybrid**

I Website: **www.gchouston.org**

H Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Organization type (check only one) — ☒ 501(c) (3) (insert no) 4947(a)(1) or 527

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$1,000,000 or more, file Form 990 instead of Form 990-EZ

▶ \$ **491,678.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

REVENUE	1 Contributions, gifts, grants, and similar amounts received	1	246,625.
	2 Program service revenue including government fees and contracts	2	237,938.
	3 Membership dues and assessments	3	
	4 Investment income	4	7,115.
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G. If any amount is from gaming, check here ☐)		
	a Gross revenue (not including \$ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe ▶)	8		
9 Total revenue (add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8)	9	491,678.	
EXPENSES	10 Grants and similar amounts paid (attach schedule)	10	173,065.
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	
	13 Professional fees and other payments to independent contractors	13	1,600.
	14 Occupancy, rent, utilities, and maintenance	14	3,347.
	15 Printing, publications, postage, and shipping	15	8,649.
	16 Other expenses (describe ▶ See Statement 2)	16	243,708.
	17 Total expenses (add lines 10 through 16)	17	430,369.
18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	61,309.	
NET ASSETS	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	730,358.
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	791,667.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	730,358.	791,667.
23 Land and buildings		
24 Other assets (describe ▶)		
25 Total assets	730,358.	791,667.
26 Total liabilities (describe ▶)	0.	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	730,358.	791,667.

BAA For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990.

Form 990-EZ (2008)

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Part V Other Information (Note the statement requirement in General Instruction V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity	33	X
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes	34 X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or 6033(e) notice, reporting, and proxy tax requirements?	35a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	35b	
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' complete applicable parts of Schedule N	36	X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.		
b Did the organization file Form 1120-POL for this year?	37b	X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?	38a	X
b If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38b N/A		
39 501(c)(7) organizations Enter:		
a Initiation fees and capital contributions included on line 9 39a N/A		
b Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0., section 4912 ▶ 0.; section 4955 ▶ 0.		
b 501(c)(3) and (4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' complete Schedule L, Part I	40b	X
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T	40e	X
41 List the states with which a copy of this return is filed ▶ <u>None</u>		

42a The books are in care of ▶ Helen K. Buckwalter Telephone no ▶ 713-520-6565
 Located at ▶ 3210 Ella Lee Lane Houston TX ZIP + 4 ▶ 77019

	Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country ▶ _____	42b	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U S ? If 'Yes,' enter the name of the foreign country: ▶ _____	42c	X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** — Check here ☐ N/A
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ **43** N/A

	Yes	No
44 Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ	44	X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ	45	X

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51. See Statement 7

46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

Yes No

46 ☐ ☒

47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

47 ☐ ☒

48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

48 ☐ ☒

49a Did the organization make any transfers to an exempt non-charitable related organization?

49a ☐ ☒

b If 'Yes,' was the related organization(s) a section 527 organization?

49b ☐ ☐

50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$100,000				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
Total number of other independent contractors receiving over \$100,000		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer <u>Helen K. Buckwalter</u> Date <u>3/25/2010</u>		Type or print name and title <u>HELEN K. BUCKWALTER, TREASURER</u>	
Paid Preparer's Use Only	Preparer's signature <u>[Signature]</u>	Date <u>3.1.10</u>	Check if self-employed ☒	Preparer's Identifying Number (See instructions) <u>N/A</u>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <u>Blazek & Vetterling</u> <u>2900 Wesleyan, Suite 200</u> <u>Houston, TX 77027-5132</u>		EIN <u>N/A</u>	Phone no <u>(713) 439-5739</u>
	May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No			

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Form 990-EZ (2008)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
b 33-1/3 support test – 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ☐		
17a 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ☐		
b 10%-facts-and-circumstances test – 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐		

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Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	78,696.	126,934.	273,005.	140,658.	246,625.	865,918.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose	265,444.	360,647.	250,119.	386,430.	237,938.	1,500,578.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1-5	344,140.	487,581.	523,124.	527,088.	484,563.	2,366,496.
7a Amounts included on lines 1, 2, 3 received from disqualified persons	4,800.	1,925.	1,925.	15,020.	19,970.	43,640.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	4,800.	1,925.	1,925.	15,020.	19,970.	43,640.
8 Public support. (Subtract line 7c from line 6).						2,322,856.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	344,140.	487,581.	523,124.	527,088.	484,563.	2,366,496.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	5,497.	16,404.	30,401.	23,531.	7,115.	82,948.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b.	5,497.	16,404.	30,401.	23,531.	7,115.	82,948.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (add lines 9, 10c, 11, and 12)						2,449,444.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	94.8 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g.	16	96.6 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	3.4 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	2.9 %

19a 33-1/3 support tests – 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization. ☒

b 33-1/3 support tests – 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization. ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

[illegible]

Garden Club of Houston

76-0008423

Statement 1
Form 990-EZ, Part I, Line 10
Grants and Similar Amounts Paid

Class of Activity:	Rienzi Gardens	
Donee's Name:	Museum of Fine Arts	
Donee's Address:	1001 Bissonnet	
	Houston, TX 77005	
Cash Amount Given:		\$ 23,000.
Class of Activity:	Cockrell Butterfly Center	
Donee's Name:	Museum of Natural Science	
Donee's Address:	1 Hermann Circle Dr	
	Houston, TX 77030	
Cash Amount Given:		\$ 25,000.
Class of Activity:	Landscape Improvements	
Donee's Name:	Hospice at the TX Medical Ctr	
Donee's Address:	1905 Holcombe Blvd	
	Houston, TX 77030	
Cash Amount Given:		\$ 15,694.
Class of Activity:	Beautification of RO park	
Donee's Name:	Friends of River Oaks Park	
Donee's Address:	3646 Locke Lane	
	Houston, TX 77027	
Cash Amount Given:		\$ 20,000.
Class of Activity:	Healing Garden	
Donee's Name:	Texas Children's Hospital	
Donee's Address:	6621 Fannin	
	Houston, TX 77030	
Cash Amount Given:		\$ 10,000.
Class of Activity:	Mecom Fountain	
Donee's Name:	Hermann Park Conservancy	
Donee's Address:	6001 Fannin St.	
	Houston, TX 77030	
Cash Amount Given:		\$ 10,000.
Class of Activity:	Repair Hurricane damage	
Donee's Name:	Friends of Sheldon Lake	
Donee's Address:	15315 Beaumont Hwy	
	Houston, TX 77049	
Cash Amount Given:		\$ 5,500.
Class of Activity:	Student conserv. efforts	
Donee's Name:	Student Conservation Association	
Donee's Address:	3015 Richmond, Ste. 290	
	Houston, TX 77098	
Cash Amount Given:		\$ 5,000.
Class of Activity:	Garden restoration	
Donee's Name:	Museum of Fine Arts Houston	
Donee's Address:	1001 Bissonnet	
	Houston, TX 77005	
Cash Amount Given:		\$ 20,000.

Garden Club of Houston

76-0008423

Statement 1 (continued)
Form 990-EZ, Part I, Line 10
Grants and Similar Amounts Paid

Class of Activity:	Entrance landscaping	
Donee's Name:	Houston Arboretum & Nature Ctr	
Donee's Address:	4501 Woodway Drive	
	Houston, TX 77024	
Cash Amount Given:		\$ 600.
Class of Activity:	Garden enhancement	
Donee's Name:	Bo's Place	
Donee's Address:	10050 Buffalo Speedway	
	Houston, TX 77054	
Cash Amount Given:		\$ 10,000.
Class of Activity:	Bissonnet plantings	
Donee's Name:	Museum of Fine Arts	
Donee's Address:	1001 Bissonnet	
	Houston, TX 77005	
Cash Amount Given:		\$ 10,000.
Class of Activity:	Seasonal plantings	
Donee's Name:	Medical Center Park	
Donee's Address:	1313 Hermann Drive	
	Houston, TX 77030	
Cash Amount Given:		\$ 1,271.
Class of Activity:	Landscape improvements	
Donee's Name:	Friends of Neighborhood Libraries	
Donee's Address:	500 McKinney Street	
	Houston, TX 77002	
Cash Amount Given:		\$ 3,000.
Class of Activity:	After-school garden	
Donee's Name:	Houston Audubon Society	
Donee's Address:	440 Wilchester Blvd.	
	Houston, TX 77079	
Cash Amount Given:		\$ 2,000.
Class of Activity:	Plating of Citrus	
Donee's Name:	Pilgrim Academy	
Donee's Address:	6302 Skyline Drive	
	Houston, TX 77057	
Cash Amount Given:		\$ 2,000.
Class of Activity:	General support	
Donee's Name:	Urban Harvest	
Donee's Address:	2311 Canal Street	
	Houston, TX 77003	
Cash Amount Given:		\$ 10,000.

Garden Club of Houston

76-0008423

Statement 2
Form 990-EZ, Part I, Line 16
Other Expenses

Advertising and Promotion	\$	9,570.
Bulb and plant material		102,417.
Bulb Mart		39,240.
Conferences, Conventions, and Meetings		20,171.
Dues to National organization		17,869.
Flower Show		5,000.
Information Technology		1,761.
Office Expenses		6,127.
Other expenses		7,144.
Sales tax expense		16,926.
Security		4,890.
Storage		5,515.
The Garden Path		7,078.
Total	\$	<u>243,708.</u>

Statement 3
Form 990-EZ, Part III, Line 28
Statement of Program Service Accomplishments

Annual Bulb and Plant Show: Each year the Garden Club of Houston gathers the best bulbs and plants suitable for our area and makes them available to the public. A booklet describing the planting, care and maintenance of these bulbs and plants is distributed to the general public. Members are present to answer questions and provide educational information.

Statement 4
Form 990-EZ, Part III, Line 29
Statement of Program Service Accomplishments

Public Gardens: The Club maintains the south garden at the Museum of Fine Arts, Houston, the Texas Medical Center Park, the Hospice at the Texas Medical Center, and supports the restoration of the MFAH-Rienzi Gardens. It also places benches in public areas. The Garden Club provides maintenance and embellishment of these public spaces, which are enjoyed by all Houstonians and many visitors to our city.

Statement 5
Form 990-EZ, Part III, Line 30
Statement of Program Service Accomplishments

Community Donations: The Club grants funds to support parks, the environment, civic improvement and education. Upholding our mission to "stimulate the love of gardening and to protect the quality of the environment" The Garden Club supports organizations like Urban Harvest, which allows for a network of urban gardens, farms and orchards within the city meant to empower, educate, and foster community.

Garden Club of Houston

76-0008423

Statement 6
Form 990-EZ, Part III, Line 31
Statement of Program Service Accomplishments

Description	0. Grants	Program Service Expenses
Other Program Services: The Club's mission is to stimulate the knowledge and love of gardening and to protect the quality of the environment through programs and action in the fields of education, conservation and civic improvement. Programs to accomplish this mission include open meetings, flower shows, conferences, correspondence and publications.		13,301.
Includes Foreign Grants: No		
Total	\$ 0.	\$ 13,301.

Statement 7
Form 990-EZ, Part VI
Regarding Transfers Associated with Personal Benefit Contracts

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? No

**BYLAWS OF
THE GARDEN CLUB OF HOUSTON
(REVISED JUNE, 2009)**

**ARTICLE I
Objectives**

The objectives of The Garden Club of Houston ("the Club") shall be as set forth in the Club's Articles of Incorporation, as they may be amended from time to time (the "Articles of Incorporation").

**ARTICLE II
Expenditures**

Any and all net income generated by the Club, including, but not limited to, net income generated from dues, flower shows, plant sales, garden tours, and annual dues paid to the Club shall be used by the Club in the accomplishment of its objectives.

**ARTICLE III
Board of Directors**

Section 1. Power, Number, Term of Office

The business and affairs of the Club shall be managed by or under the direction of the Board of Directors, and subject to the restrictions imposed by law, the Articles of Incorporation or these Bylaws. The Board of Directors may exercise all the powers of the Club.

The initial number of Directors shall be three (3) and the initial Directors shall be those persons named in the Club's original Articles of Incorporation. Thereafter, unless otherwise provided by resolution of the Board of Directors, the Board of Directors shall consist of the elected officers of the Club: President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer and the Prior President.

The number of Directors which shall constitute the entire Board of Directors shall be determined from time to time by resolution of the Board of Directors, provided that (a) no decrease in the number of Directors which would have the effect of shortening the term of an incumbent Director may be made by the Board of Directors and (b) there shall never be less than three (3) Directors. Each Director's term of office as a Director shall coincide with such individual's term of office as an officer of the Club, that is, with the exception of the Treasurer, the one (1) year period commencing with the date of the Annual Meeting of the Members (as provided for in Article VI, Section 1 of these Bylaws) at which the officers are installed. Hereinafter, references in these Bylaws to Articles and Sections are references to same in these Bylaws unless otherwise indicated. The Treasurer's term of office is the two (2) year period commencing with the date of such Annual Meeting. In any event, each Director's term of office shall continue until such individual's successor as an officer is duly elected, qualified and installed or until her earlier death, resignation or removal.

Section 2. Quorum. Unless otherwise required by law or provided for in the Articles of Incorporation, a majority of the total number of Directors shall constitute a quorum for the transaction of business of the Board of Directors and the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Removal. Any Director or the entire Board of Directors may be removed, with or without cause, by affirmative majority vote of the eligible Voting Members.

Section 4. Vacancies; Increases in the Number of Directors. Any vacancy occurring in the Board of Directors shall be filled by (a) nomination by the Nominating Committee; (b) approval by the Board of Directors; (c) election by the affirmative vote of a majority of the eligible Voting Members of the Club. A Director elected by a majority of the Membership to fill a vacancy shall be elected for the unexpired term of her predecessor in office and until her successor shall have been duly elected and qualified. Any vacancy in the office of a Director to be filled by reason of an increase in the number of Directors shall be filled by (a) nomination by the Nominating Committee; (b) approval by the Board of Directors; (c) election by the affirmative vote of a majority of the eligible Voting Members of the Club at an Annual, General or Special Meeting of the Members (see Article VI, Sections 1, 2 and 3).

Section 5. Compensation. No Director shall receive compensation for services rendered as a Director; however, the Board of Directors may reimburse a Director for reasonable expenses actually incurred in her capacity as a Director.

Section 6. Approval or Ratification of Acts or Contracts by Members. The Board of Directors shall submit any act or contract involving the expenditure of non-budgeted items of more than \$5000 for approval or ratification at any meeting of the Members; any such act or contract approved or ratified by a majority vote of the eligible Voting Members shall be as valid and as binding upon the Club and upon all the Members as if it has been approved or ratified by every Member of the Club.

Section 7. Advisory Board. The Board of Directors of the Club shall establish an Advisory Board composed of Members who, because of their experience and familiarity with the activities in which the Club is engaged, are in the Board of Directors' judgment qualified to advise with respect to the Club's activities. At all times, each then-serving chairman of each Garden Club committee shall be a member of the Advisory Board and shall have a term of office coterminous with her term as chairman of such committee. Members serving on the Advisory Board as a result of being chairmen of Garden Club committees shall serve for a term of one (1) year or such longer term as may be fixed by the Board of Directors. The number of members of the Advisory Board shall be fixed by the Board of Directors. The Officers and Directors of the Club may consult with the Advisory Board from time to time with respect to the Club's activities but the maintenance of the Advisory Board shall in no way restrict the powers of the Board of Directors, nor limit its responsibilities or obligations. The Advisory Board shall have no responsibility for the management of the Club's affairs. Advisory Board Members shall not receive any compensation for their services, provided, however, the Club may reimburse an Advisor for reasonable expenses actually incurred by her in her capacity as a member of the Advisory Board.

ARTICLE IV Membership

Section 1. Classes, Numbers and Qualifications of Members. There shall be six classes of Membership, and such classes are designated as follows: (A) Active, (B) Affiliate, (C) Associate, (D) Inactive, (E) Provisional, and (F) Honorary.

A. ACTIVE MEMBERS

Active Members shall uphold the objectives and participate in the activities and responsibilities of the Club. One (1) year's service as a Provisional Member is required before attaining Active status. Active Members shall be limited to one hundred thirty (130) in number until changed by the Board of Directors.

1. Active Members:

- a. Have all privileges of membership.
- b. May hold elective office.
- c. May serve on the Admissions and

Nominating Committees.

- d. May vote.
- e. May propose and second Prospective Members.
- f. Hold membership in The Garden Club of Houston, which is a member club of The Garden Club of America.

2. The following requirements are necessary to maintain Active status.

- a. Attend a minimum of four (4) General Meetings.
- b. Contribute a minimum of eight (8) hours to the Bulb and Plant Mart and four (4) hours to the Flower Show or to *Florescence*, including preparation or equivalent work relevant to the Bulb and Plant Mart and the Flower Show.
- c. Pay dues.

3. Active Members who are unable to fulfill the above listed requirements by May will automatically become Affiliate Members or Associate Members, as determined by their length of Active Status. A written excuse for the unfulfilled requirements may be given to the Corresponding Secretary for presentation to the Board of Directors who may approve retention of Active Membership status.

4. Active Members who may deem it necessary to request a Leave of Absence [not to exceed one (1) year] may make such a request to the Corresponding Secretary who will present it to the Board of Directors for a decision. During such leave of absence, a Member's dues will continue in effect.

B. AFFILIATE MEMBERS

Affiliate Members must have been Active Members for at least ten (10) years.

1. Affiliate Members:

- a. Have all privileges of Active Membership except that of holding elective office on the Board of Directors.
 - b. May serve on the Admissions and
- Nominating Committees.
- c. Pay dues.

- d. May vote.
- e. May propose and second Prospective Members.
- f. Hold Membership in The Garden Club of Houston, which is a member club of The Garden Club of America.

2. Affiliate Members may apply for reactivation or admission to Active Membership upon written request to the Corresponding Secretary who will present it to the Board of Directors for a decision. The reactivation request takes priority over the election of new Members.

C. ASSOCIATE MEMBERS

Associate Members are those who have been active for less than ten (10) years, but ongoing circumstances prevent fulfillment of active requirements.

- 1. Associate Members:
 - a. Have all privileges of Active Membership except those of holding elective office, serving on the Admissions or Nominating Committees, voting, proposing or seconding members.
 - b. Pay dues.
 - c. Hold Membership in The Garden Club of Houston, which is a member club of The Garden Club of America.

2. After having met Active Membership requirements for one (1) year, Associate Members may apply to reactivate Membership status upon written request to the Corresponding Secretary who will present the request to the Board of Directors for a decision. The reactivation request takes priority over the election of new Members.

D. INACTIVE MEMBERS

Inactive Members are longtime Members who are no longer able to participate in club activities. Such members shall have been Active or Affiliate Members for at least 25 years.

- 1. Inactive Members:
 - a. Will have no service or financial obligations to the Club.
 - b. Will not receive mailings or correspondence from the Club.
 - c. May not vote, hold office, or propose new Members.
- 2. Upon a request to the Corresponding Secretary from the Member or a member of the family of such Member that they be placed in the Inactive Category, the Board of Directors will consider the request and may give Board approval. The Board of Directors may also identify the need for placing a Member in this category.

E. PROVISIONAL MEMBERS

Provisional Members shall be limited to twenty-two (22) in number. They are chosen for Membership because of a demonstrated interest in the objectives of the GCH.

- 1. Provisional Members:
 - a. Have all privileges of Active Membership except those of voting, holding elective office, serving on the Admissions and Nominating Committees, or as chairman of a Standing or Special Committee, and proposing or seconding Prospective Members.
 - b. Comply with duties and requirements as listed in Standing Rules (Section I.2).

- c. Pay dues.
- d. Hold membership in The Garden Club of Houston, which is a member club of The Garden Club of America.

2. Upon completion of the Provisional requirements, the Member must fulfill Active Membership requirements while waiting for space within the Active Membership. To become Active, Provisional Members will be considered individually in alphabetical order and by the year in which they became Provisional Members of the Club. They must be voted upon by the Board of Directors to become Active.

F. HONORARY MEMBERS

Honorary Members are persons who have exhibited a background of interest in the Club and its objectives. They shall have a history of exceptional service to the Club or achievement in a related field on a local or national level.

- 1. Honorary Members:
 - a. Are invited to participate in activities of the Club but do not have service obligations to the Club.
 - b. Pay no dues.
 - c. Receive the GCH Newsletter.
 - d. May receive *The GCA Bulletin* for a subscription fee.
- 2. Procedures for proposing Honorary Members (refer to "Procedures #2" Page IV-61)

Section 2. Changes in Membership Classification.

A. All requests for a change of status in Membership must be submitted in writing to the Corresponding Secretary. All requests will be considered and voted upon at a Board of Directors meeting.

B. Active Members who have moved such a distance from the Houston area that it would be impossible to give service to the Club will automatically become Affiliate or Associate depending upon the number of years of Active Membership. For reactivation, refer to Article IV, B and C.

C. Reactivation requests take priority over election of new members.

Section 3. Membership Transfer

- A. There is no automatic transfer of Members between GCA clubs.
- B. If moving to another city, a GCA Member may request from the GCH Board of Directors a written recommendation to the GCA club of her choice.

C. If a Member of a GCA club in another city moves to Houston, that Member may become a Member of GCH provided (1) a written recommendation is received by the GCH Board of Directors from the governing body of her former club and (2) she is approved by the GCH Board. A Member who is admitted in this manner shall be classified as Associate for at least two (2) years. When she has fulfilled Active requirements for two (2) years, she is eligible for Active status and should request such in writing to the Corresponding Secretary who will present it to the GCH Board of Directors for a decision.

ARTICLE V

Officers

Section 1. Number, Titles and Term of Office. The officers of the Club shall be those officers elected by the Members at the January Meeting (President, First Vice President, Second Vice President, Treasurer, Corresponding Secretary, Recording Secretary and the Prior President) and such other officers as the Board of Directors may from time to time elect or appoint. A slate of proposed officers shall be prepared by the Nominating Committee and presented to the membership for election at the January Meeting. A Member proposed as First Vice President shall have been a Member for at least eight (8) years and must currently be an Active Member. A member proposed for Second Vice President shall have been an active member for at least six (6) years and must currently be an active member. Members proposed for Treasurer, Corresponding Secretary and Recording Secretary shall have been active members for at least four (4) years and must currently be active members. Officers elected at the January Meeting shall be installed at the first Annual Meeting occurring after such January Meeting. An officer's term of office shall be one (1) year (with the exception of the Treasurer who is elected for two (2) years) and such term of office shall commence with the date of the first Annual Meeting of the Members held after the January meeting at which the officer is elected. In any event, each officer shall hold office until her successor shall be duly elected and qualified or, if prior to the expiration of her term of office, her death, resignation or removal as hereinafter provided. Officers may be elected to the same or another office for a succeeding year, but, with the exception of the President and Prior President, may not hold an elective office and/or serve on the Board of Directors for a third consecutive year. Any two (2) or more offices may be held by the same person, except that the President and the Secretary shall not be the same person.

Section 2. Compensation. No officer shall receive compensation for services rendered as an officer; however, the Board of Directors may reimburse an officer for reasonable expenses actually incurred in her capacity as an officer.

Section 3. Removal. Any officer may be removed, with or without cause, by the affirmative majority vote of the eligible Voting Members.

Section 4. Vacancies. Any vacancy occurring in any office of the Club shall be filled by (a) nomination by the Nominating Committee; (b) approval by the Board of Directors; (c) election by the affirmative vote of a majority of the eligible Voting Members of the Club.

Section 5. The President

Duties:

- a. Presides at all meetings of the Board of Directors, the Advisory Board and General Meetings.
- b. With the approval of the Board of Directors, shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Club.
- c. Shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to her by the Board of Directors.

d. Serves as ex officio member of all committees except the Admissions, Community Contributions Committee, and Nominating Committees.

e. May, in consultation with the Board of Directors, appoint committees not otherwise provided or dissolve committees other than the Standing Committees.

f. May call Special Meetings of Board of Directors, Advisory Board or General Membership.

g. Shall generally perform such duties as pertain to the office.

Section 6. First Vice President

Duties:

- a. Shall be the President-Elect as of the January Meeting following her election.
- b. Shall assume the responsibilities and exercise the powers of the President in the absence or disability of the President.
- c. Serves on the Board of Directors.
- d. Serves on the Admissions Committee.
- e. Chairs the Community Contributions Committee.
- f. Serves as ex officio member of all committees except Nominating.
- g. When acting as the President, is subject to all the restrictions upon the President.

Section 7. Second Vice President

Duties:

- a. Serves as Provisional Chairman for newly elected members.
- b. Serves on the Board of Directors.
- c. Serves on the Admissions and Community Contributions Committees.

Section 8. Treasurer

Duties:

- a. Shall have responsibility for the custody and control of all funds and securities of the Club.
- b. Shall serve a two year term of office.
- c. Serves on the Board of Directors.
- d. Serves as Chairman of the Finance Committee and is responsible for calling meetings of this committee.
- e. Serves on the Admissions and Community Contributions Committees.
- f. Shall perform all acts incident to the position of Treasurer subject to the control of the President and the Board of Directors.
- g. Shall, if required by the Board of Directors, give such bond for the faithful discharge of her duties in such form as the Board of Directors may require.

Section 9. Recording Secretary

Duties:

- a. Shall keep an accurate record of all the meetings of (1) the Board of Directors, (2) the Advisory Board, and (3) the Membership.
- b. Performs all duties pertaining to the office of Secretary and other such duties as may be required by the Board of Directors.
- c. Serves on the Board of Directors.

- d. Serves on the Admissions Committee.

Section 10. Corresponding Secretary

Duties:

- a. Has charge of the correspondence of the Club and shall send out notices ordered by the President or the Board of Directors.
- b. Keeps a correct list of Members, their status and contact information and shall notify GCA's office and the GCA Zone IX Chairman of all changes.
- c. Is in charge of the Yearbook.
- d. Receives attendance information from the Records Chairman. Maintains correct Membership categories.
- e. Serves on the Board of Directors.
- f. Serves on the Admissions Committee.
- g. Notifies new Members of their election, sending at the same time a copy of the Section of these Bylaws concerning Requirements for Membership.

Section 11. Prior President. Served as President immediately prior to the current-serving President. Duties:

- a. Serves as Chairman of the Nominating Committee.
- b. Serves as Chairman of the Awards Committee.
- c. Serves on the Board of Directors.
- d. Serves on the Rienzi Advisory Committee.
- e. Serves as ex officio member of Policy Committee.

ARTICLE VI

Meeting of Members

Section 1. Annual Meetings. The Annual Meeting of the Members shall be held on the second Wednesday of May of every year except when otherwise specified by the Board of Directors. Notice of the Annual Meeting to all of the Members shall be given to the Members, and such notice may be given by setting the time and place in the Club's newsletter.

Section 2. General Meetings. General Meetings of the Members shall be held on the second Wednesday of every month from September through May except when otherwise specified by the Board of Directors. The time and place shall be designated, from time to time, by the Board of Directors. Notice of such General Meetings shall be given to the Members, and such notice may be given by setting the time and place in the Club's newsletter.

Section 3. Special Meetings. Special Meetings of the Members may be called by the President or, on the written request of any ten (10) Members, by the Corresponding Secretary, in each case on at least three (3) days notice to each Member. Unless otherwise provided in these Bylaws, such notice, of any waiver thereof pursuant to Article IX, Section 2, need not state the purpose or purposes of such special Meeting.

Section 4. Quorum. One-third (1/3) of all Active Members shall constitute a quorum for the consideration of matters pertaining to the purposes of the Club. Members present by proxy may not be counted toward a quorum. If

at any meeting of the Members there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Members present in person or by proxy at a meeting at which a quorum is in attendance shall constitute the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 5. Procedure for Meetings. All meetings shall be conducted in accordance with *Robert's Rules of Order - Newly Revised*.

Meetings of Board of Directors

Section 1. Place of Meetings; Order of Business. The Directors may hold their meetings and may have an office and keep the books of the Club, except as otherwise provided by law, in such place or places, within or without the State of Texas, as the Board of Directors may from time to time determine. At all meetings of the Board of Directors, business shall be transacted in such order as shall from time to time be determined by the President, or by resolution of the Board of Directors.

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 2. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in May every year one week before the Annual Meeting of the Members (as provided for in Article VI, Section 1). Notice of such Annual Meeting shall be required.

Section 3. Regular Meeting. Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by resolution of the Board of Directors. Notice of such Regular Meetings shall be required.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by the President or, on the written request of any two (2) Directors, by the Corresponding Secretary, in each case on at least twentyfour (24) hours personal, written, telegraphic, cable or wireless notice to each Director. Such notice, or any waiver thereof pursuant to Article IX, Section 2, need not state the purpose or purposes of such Special Meeting.

Section 5. Procedure for Meetings. All meetings shall be conducted in accordance with *Robert's Rules of Order - Newly Revised*.

ARTICLE VII

Fiscal Responsibilities and Dues

Section 1. Indemnification and Insurance

Each current and former Director, Advisory Board Member, and officer of the Club ("Indemnatee") shall be fully indemnified by the Club against liabilities, expenses and costs reasonably incurred by an Indemnatee in connection with any action, suit, proceeding or claim against such Indemnatee (collectively, "Action") to which such Indemnatee is a party by reason of such Indemnatee being, or having been, such current or former Director, Advisory Board Member, or officer, and against such sum as determined by a court in any Action or, in the absence of any such determination by a court, against such sum as the Board of Directors shall deem reasonable payment made in settlement of an Action, which they have determined to be in the best interests of the Club. No Indemnatee, however, shall be indemnified with respect to matters (a) as to which such Indemnatee shall be adjudged in such Action to be liable for negligence, (b) as to which the Board of Directors reasonably determines such Indemnatee to have been guilty of negligence in the absence of any judicial determination to the contrary, or (c) as to which such indemnification would be against public policy under Texas law. Such right of indemnification shall be in addition to any other rights to which Indemnatee may be entitled.

The Club shall have the power and authority to purchase and maintain insurance on behalf of any Indemnatee against any liability that may be asserted against an Indemnatee, or that may be incurred by or arising out of an Indemnatee's being a current or former Director, Advisory Board Member, or Officer.

Section 2. Annual Budget

a. An Annual Budget will be prepared by the Finance Committee, presented to the Board of Directors and Advisory Board for approval and to the Club Membership for a vote.

b. Any Committee Expenditures which will exceed budgeted amounts must be presented to the Board of Directors.

Section 3. Fiscal Year and Dues. The Club's fiscal year shall begin June 1 of each year and end May 31 of the following year. Members shall be billed for dues in June. Any Member whose dues are not paid in full within ninety (90) days after the date statements are mailed in June, shall be mailed a final bill by certified mail, return receipt requested. Failure to pay dues within thirty (30) days of receipt of the final notice (as reflected by the certified mail receipt) shall be interpreted as and shall cause an automatic resignation from the Club. The amount of dues for each class of Members is set by the Board of Directors upon recommendation of the Finance committee.

Section 4. Dues.

a. ACTIVE, AFFILIATE, ASSOCIATE, PROVISIONAL MEMBERS

Shall pay dues.

b. INACTIVE MEMBERS

No dues are paid to the club by Inactive Members.

c. HONORARY MEMBERS

No dues are paid to the Club by Honorary Members.

ARTICLE VIII Committees

Section 1. Executive Committee. The Board of Directors may, by resolution passed by a majority of the Members of the Board of Directors, designate three (3) or more Directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Club, except where action of the Board of Directors is specified by law. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the Club's office, and shall report the same to the Board of Directors from time to time or upon request of the Board of Directors.

Section 2. Other Committees. The President and the Board of Directors, by resolution adopted by affirmative majority vote of the full Board of Directors, may designate from among the Membership one or more committees to assist the Board of Directors in carrying out its authority and responsibility; provided, however, that the creation and operation of any and all of the committees shall not relieve the Board of Directors of any responsibility imposed upon it by law. The President and the Board of Directors may dissolve Committees, other than Standing Committees, no longer needed for a particular function.

Section 3. Selection and Terms of Members of Committees. As soon as possible after the election of officers at the General Meeting of the Members to be held in January of each year (the "January Meeting"), the person elected as President for the next fiscal year (President-Elect) shall appoint Chairmen of all Standing and other committees other than the Admissions Committee for the next fiscal year beginning after such January meeting. After appointment by the President-Elect and prior to the next Annual Meeting of the Members, each Chairman shall appoint with the approval of the President-Elect individuals to serve on the committee of which she is Chairman unless these Bylaws require a specific composition of such committee. The term of office of each appointed Member of a committee shall be that one (1) year period commencing with the date of the first Annual Meeting of the Members taking place after such Member's appointment.

Section 4. Procedure; Meetings; Quorum. Each committee of the Club shall meet at such times and at such place or places as may be provided by such rules or by resolution of such committee. A majority of all the members of each such committee shall constitute a quorum and the affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the adoption of any resolution.

STANDING COMMITTEES

The following Standing Committees shall consist of a Chairman and the other members as set out below.

A. ADMISSIONS COMMITTEE

The Admissions Committee shall be responsible for considering proposals for Membership. (Refer to "Procedures #1b, Page IV-56)

1. The Admissions Committee shall be chosen by the members of the Nominating Committee and elected by a vote of the club membership at the January Meeting immediately preceding the fiscal year for which they are to serve.

2. The Admissions Committee shall consist of:

- The five elected officers of the Club with the exception of the President.
- The Chairman.
- Three Active or Affiliate Members.
- A First and Second Alternate. Alternate members do not vote unless one or more of the committee members are absent when the vote is taken.

3. Requirements for Committee Service:

- The Chairman shall be a member who has been Active for at least six (6) years and who shall have served on one of the last two (2) Admissions Committees.

- Committee members shall have been Active for at least five (5) years. Affiliate members are eligible to serve.

4. Terms of Office:

- No member of the Admissions Committee shall serve more than two (2) consecutive years.

- In the event that an officer otherwise eligible to be a member of the Admissions Committee cannot serve or would be serving a third consecutive year, the Nominating Committee shall name an Active or Affiliate Member to serve in her place.

- If a vacancy occurs before September 15 among the three Active or Affiliate Members of the Committee, the First Alternate member shall fill the vacancy, the Second Alternate member shall become the First Alternate member, and the Nominating Committee shall name a Second Alternate member. After September 15, this First Alternate member already serving on the Committee shall fill any vacancy among the voting members of the committee.

5. Meetings:

- The Admissions Committee shall hold meetings and shall select Provisional Members in accordance with Requirements as set forth in the Standing Rules of the Club, Section I.1. (Page IV-36)

B. COMMUNITY CONTRIBUTIONS COMMITTEE

The Community Contributions Committee (CCC) is responsible for receiving, searching out, researching, and considering proposals for awarding Club funds to worthwhile civic and community projects.

1. The CCC shall consist of:

- A Chairman who is the First Vice President of the Club.
- The Second Vice President.
- The Treasurer.
- The Civic Chairman.
- The Horticulture Chairman.

- The Conservation Chairman.
- Two former Club Presidents appointed by the President.
- A Member-At-Large appointed by the President.

2. Terms of Office:

- No member shall serve more than two (2) consecutive years. If necessary, the President-Elect will appoint a replacement.

3. Duties:

- To determine monetary distributions for community endeavors.
- To monitor community projects to which donations have been given.
- To investigate and approve proposals of new Projects and to evaluate existing GCH Projects. (Refer to "Procedures #3", Page IV-61)

C. FINANCE COMMITTEE

The Finance Committee prepares and presents the Budget and is responsible for long range financial planning.

1. The Finance Committee shall consist of:

- The Treasurer who is Chairman.
- The President of the Club.
- The First Vice President.
- The Assistant Treasurer who is appointed by the President-Elect.
- The Bulb and Plant Mart Treasurer.
- A Member-At-Large appointed by the President-Elect.
- Any other individual or individuals selected by the Treasurer (Chairman) with the approval of the President-Elect.
- Committee members shall have been Active for at least five (5) years.

D. NOMINATING COMMITTEE

The Nominating Committee shall select a slate of nominees for the following year.

1. The Nominating Committee shall consist of 5 (five) members: the Prior President who is the chairman and 4 (four) members appointed by the President with the advice and consent of the incoming Board of Directors (the elected officers of the Club).

- Appointments shall be made between the 1 st of June and the 15th of September.

2. Requirements for Committee Service: members of the Committee must have been Active for at least 5 (five) years, may be Affiliates and should represent varying age groups.

3. Duties:

- The Nominating Committee shall choose a nominee for President and First Vice President from those Members who shall have been Active for at least eight (8) years, who are currently Active and who have served recently on the Board of Directors.

- The Nominating Committee shall choose a nominee for Second Vice President from those Members who shall have been Active for at least six (6) years and who are currently Active. The Nominating Committee shall choose nominees for Treasurer, Corresponding Secretary and Recording Secretary from those Members who shall have been Active for at least four years and who are currently Active.

- The Nominating Committee shall select from the Membership an Admissions Committee Chairman who has been an Active Member for at least six (6) years and who shall have served on one of the last two (2) Admissions Committees.

- The Nominating Committee shall select three (3) Members and a First and Second Alternate, all of whom have been Active Members for at least five (5) years or are Affiliate Members to serve on the Admissions Committee.

- 4. Meetings and Presentation of Slate.

The Nominating Committee shall hold a meeting in November. The list of nominees shall be presented to the Board of Directors in January and then to the Membership for election at the January General Meeting. Fill vacancies that occur in the Board of Directors or Admissions Committee during the year for which they have been appointed to serve.

ARTICLE IX

Miscellaneous Provisions

Section 1. Registered Office. The registered office of the Club required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas shall be the registered office named in the original Articles of Incorporation, or such other office as may be designated from time to time by the Board of Directors in the manner provided by law. Such registered office need not be identical to any place of business maintained by the Club in the State of Texas.

Section 2. Notice and Waiver of Notice. Unless otherwise specified in these Bylaws, whenever any notice is required to be given by law, the Articles of Incorporation or under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed prepaid wrapper addressed to the person entitled thereto at her address as it appears on the records of the Club, and such notice shall be deemed to have been given on the day of such mailing.

Whenever notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 3. Resignations. Any Director, Advisory Board Member, member of a committee or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Corresponding Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. Books and Records. The Club shall keep (a) correct and complete books and records of accounts, (b) minutes of the proceedings of its Members and Board of Directors and (c) at its registered office or principal place of business a record of its Members, giving the names and addresses of all Members. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. Neither a Director nor a member of any committee shall be liable if, in the exercise of ordinary care, she relied and acted in good faith upon written financial statements of the Club represented to her to

be correct by the President or by the officer of the Club having charge of its books of account, or certified by an independent public or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Club.

Section 5. Action Without a Meeting or Telephone Conference Meeting. Any action permitted or required by law, the Articles of Incorporation or these Bylaws, to be taken at a meeting of the Members, the Board of Directors or any committee designated by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken is signed by all the Members of the Board of Directors or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, should be reported in the minutes of the next meeting of the Board of Directors, and may be stated as such in any document or instrument filed with the Secretary of State of Texas.

ARTICLE X

Amendments

These Bylaws may be amended at any General Meeting of the Membership, provided that (a) notice of the proposed amendment has been given by the Corresponding Secretary to each Active and Affiliate Member at least three (3) days prior to the Members' meeting at which the proposed amendment will be considered and (b) the proposed amendment is approved by an affirmative two-thirds (2/3) vote of those Active and Affiliate Members present at such meeting.

The Standing Rules may be amended at any meeting of the Members, provided that:

(a) the proposed amendment is approved by a majority vote of the eligible Voting Members.

CERTIFICATION:

I certify this to be a true and correct copy of the amended bylaws.

Officer's signature