

**The Brome Lake Garden Club Co-founded in 1985
by Donald Miller and John Mitchell**

General Bylaws

1. The objective of the Brome Lake Garden Club (the Club) is to bring together gardeners and to provide them with information about gardening. As described in the bylaws, effective June 24, 1985: "The purpose of the Club shall be to educate the members in gardening and growing plants, as well as to help create a general interest in horticulture throughout the area."

2. The officers of the Club shall consist of a president, a vice president, a treasurer, and a secretary.

2.1 The President shall preside at all meetings of the Club, shall ensure that all orders and resolutions of the Board of Directors (the Board) are carried into effect, and shall appoint the chairs of the Standing Committees.

2.2 The Vice President shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as shall from time to time be imposed by the Board.

2.3.1 The Treasurer shall be responsible for the funds and securities of the Club, shall keep full and accurate accounts of its assets, liabilities, receipts, and disbursements.

2.3.2 The Treasurer shall provide the President, and any person designated by the Board with access to all financial records, banking information, and reports required.

2.3.3 The Treasurer shall render to the Board, at its regular meetings or whenever required, an accounting of all transactions and a statement of the financial position of the Club.

2.3.4 The President shall have oversight of the Club's financial affairs and shall be a signatory on the Club's bank account, together with the Treasurer. The Board may designate additional members to have access to view the Club's financial statements and banking information. No change shall be made to signing authority or access to view without Board approval.

2.3.5 The Treasurer shall keep the President and the Board informed of all matters relating to the Club's finances and shall provide prompt responses to reasonable requests for information, clarification and documentation within two (2) days except in the event of extenuating circumstances.

2.3.6 The Treasurer shall maintain the membership list of the Club and shall keep it current. The Treasurer shall provide the President and the Secretary with access to the membership list.

2.4 The Secretary shall prepare the notices and agendas of the meetings, and be responsible for recording and sending the minutes of the meetings to the Board.

3. The Board of Directors shall manage the affairs of the Club.

3.1 The Board shall consist of the President, the Vice President, the Treasurer, the

Secretary and the Chairs of the Standing Committees, to a maximum of twelve (12) and a minimum of eight (8) directors, each to serve a term of two years.

3.2 The Board may, at its discretion, combine the functions of the Secretary and the Treasurer.

3.3 The Board may, at its discretion, extend a two-year term of any director for one additional year.

3.4 The immediate Past President may attend meetings of the Board ex officio.

3.5 The meetings of the Board may be held at such time and place as determined by the President, upon seven (7) days' notice, written or verbal, and a majority of the Board plus one shall constitute a quorum.

3.6 The members of the Board shall receive no remuneration for their services.

3.7 The Board may, with or without cause, remove an officer by a vote of two-thirds of the directors present at a special meeting duly called for that purpose by a written notice of not less than seven (7) days.

3.8 The Board shall determine the annual membership dues.

3.9 Unless otherwise determined by the Board, the fiscal year shall terminate on Dec 31st of each year.

4. The Standing Committees shall include (1) Speakers and Conferences, (2) Garden Visits, (3) Special Events and (4) Communications. The President shall be a member of all committees ex officio.

5. The membership of the Club shall consist of those persons whose dues are fully paid by the date of the Annual Meeting.

5.1 Only members shall be entitled to attend the activities and meetings of the Club, unless otherwise authorized by the Board.

5.2 In the event that the Board authorizes the inclusion of non-members in any activity of the Club, Temporary/Occasional membership shall apply, upon payment of a daily rate

5.3 There shall be only one class of membership: Active.

5.3.2 Active members shall be members who pay annual dues.

5.3.3 Temporary/Occasional members are those authorized as in Section 5.2 hereof.

5.3.4 An Active member may be removed from membership by the members, at a special meeting called for such purpose.

6. The Annual Meeting of the members shall be held no later than four (4) months after the end of the fiscal year. Reports of the President, the Treasurer, and the Nominations by the Board shall be received at each annual meeting, as well as any business as is brought before it.

7. The Nominating Committee shall consist of two current officers and one member, not currently serving on the Board.

7.1. The Nominating Committee shall consider from amongst the members those who might serve as directors of the Club, and shall report its recommendations to the President no later than ten (10) days prior to the Annual Meeting.

8. Every director of the Board, or other person(s) authorized to undertake any task on behalf of the Club, shall be indemnified and saved harmless from and against any liability, cost, charge, and expense which such person sustains or incurs in respect of any claim, action, suit or proceedings brought against such person, in respect of any act, deed, matter or thing made, done or permitted in the execution of any such task.

Revised and issued this tenth (10) day of August 2026.