

NAPLES ISLANDS GARDEN CLUB BYLAWS

Adopted March 10, 2014; Amended October 2025

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1.1. Name. The name of this organization shall be "Naples Islands Garden Club", hereafter referred to as the "Club".

Section 1.2 Principal Office. The principal office of the Club for transaction of business is located in Los Angeles County California. The Board of Directors (hereafter referred to as the "Board") of the Club may, from time to time, change the principal of office from one location to another within Los Angeles County by noting the address of the principal of office, and effective date of the designation of such address on an Exhibit A to be attached to these Bylaws. Such changes of address shall not be deemed amendments of these Bylaws.

ARTICLE II

PURPOSE & LIMITATIONS

Section 2.1 Purpose. The purpose of the Club shall be to: create, promote and further interest in amateur gardening; support horticultural scholarship; encourage neighborhood beautification and environmental improvement; conserve natural resources; and promote an atmosphere of goodwill and fellowship within the community.

Section 2.2 Limitations. The following limitations and restrictions apply to all actions of the Club:

- (a) The Club is organized exclusively for charitable, educational or scientific purposes, and the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) No part of the net earnings of the Club shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above.
- (c) No substantial part of the activities of the Club shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements relating thereto).

- (d) Notwithstanding any other provision of these Bylaws, the Club shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) Upon the dissolution of the Club, assets shall be distributed: (i) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) to the federal government, or (iii) to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Club is then located, to such organizations, as such court shall determine, which are organized and operated exclusively for purposes permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

Section 3.1 Classes of Membership. The Club shall have the following four classes of membership:

- (a) Active Members. All members shall first be admitted to the Club as Active Members. Active members shall have their principal legal residence on Naples Islands. The Club shall have no more than 100 Active Members. Active Members shall be required to meet the following criteria each year to maintain their status as Active Members:
 - (i) Attend no fewer than 3 complete Regular meetings of the Club (including attendance at the full business portion of the meeting).
 - (ii) Pay annual membership dues in such amounts as may be established by the Club within 30 days of the due date.
 - (iii) Participate actively in at least one Club project or committee during each year of membership.
- (b) Sustaining Members. Sustaining Members shall be members who reside on Naples Islands, have been Active Members for at least 5 years, but who are unable for personal reasons to attend Club meetings or participate in Club activities on a regular basis. Sustaining Members shall not be entitled to vote, hold a position on the Board of the Club, or sponsor new members. Sustaining Members shall continue to pay annual dues. Sustaining Members, who were in Good Standing at the time they became Sustaining Members and who desire to be restored as Active Members shall, upon approval for such restoration as an Active Member by the Membership Committee of the Club, be given priority over prospective new members on any Club waiting list.
- (c) Associate Members. Associate Members shall be prior Active or Sustaining Members

who are no longer residents of Naples Islands. Associate Members shall pay annual dues but shall not be required to meet the annual membership requirements applicable to Active Members. Associate Members shall not be entitled to vote, hold a position on the Board of Directors of the Club, or sponsor new members.

- (d) Honorary Members. Honorary Members shall be individuals who have given special service to the Club. Honorary membership shall be for a period of one year. A maximum of 3 Honorary Members shall be permitted at any one time.

Section 3.2 Good Standing. For a member to be in Good Standing in the Club the member must continue to meet all the participation requirements for the class of membership which the member holds during each calendar year. The Board may excuse a member from the Good Standing requirements based on the Board's decision that there is valid reason why such requirements could not reasonably be met by a member during a year.

Section 3.3 Admission to Membership. A prospective member must meet all of the following requirements to be considered for membership:

- (a) Sponsored. A prospective member must be sponsored by at least two Active Members who have been Active Members for a minimum of two years.
- (b) Membership Application and Letters of Recommendation. A completed membership application in the required form and two sponsor letters of recommendation must be submitted to the Membership Chairman and approved by the Board. Upon approval the applicant's name will be posted in The Poppy and the application process may proceed.
- (c) Attendance at Club Activities. After submittal of the membership application, the applicant must attend three Club activities, two of which must be general membership business meetings. The sponsors of the applicant shall advise the Membership Chairman when the applicant is in attendance at each of the required Club activities.
- (d) Review and Approval by the Board. Upon completion of steps (a)-(c) above, the Board shall review the application of the prospective member. Upon decision of the Board that all requirements for admission to membership have been met, and that the applicant would be a good and active member of the Club, the Board shall vote on the application of the prospective member for membership in the Club.
- (e) Board decision final. The membership decisions of the Board shall be final, and the Board shall not be required to state any cause for accepting or rejecting any applicant for membership.
- (f) Notification and Waiting List. Upon approval of the application by the Board, the Board shall notify the sponsors of the applicant that the applicant has been approved for membership and shall place the name of the approved applicant on a prioritized waiting list for admission to the Club as memberships become available.

3.4 Voting Member.

- (a) Only Active Members Entitled to Vote. Active Members shall be entitled to vote, as set forth in these Bylaws, on the election of officers and directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the corporation, on any amendment to the Articles of Incorporation, except as otherwise specified in the California Nonprofit Corporation Law; and on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the

California Non-Profit Corporation Law. In addition, members shall have all rights afforded members under the California Non-Profit Corporation Law.

- (b) Non-voting Members Status. The Club may refer to persons of certain non-voting classes as "members", even though those persons are not voting members as set forth in Section 3.4(a) of these Bylaws, but no such reference shall constitute anyone a member within the meaning of the California Non-Profit Corporations Code unless that person or entity shall have qualified for a voting membership under Section 3.4(a) of these Bylaws. References in these Bylaws to members shall mean members as defined in the California Non-Profit Corporations Code and as set forth in Section 3.4(a) of these Bylaws. By amendment of these Bylaws, the Club may grant some or all of the rights of a member of any class, as set forth in these Bylaws, to any person who does not have the right to vote on any of the matters specified in Section 3.4(a) of these Bylaws, but no such person or entity shall be a member within the meaning of the California Non-Profit Corporations Code.

Section 3.5 Termination of Membership. Membership in the Club may be terminated by the Board by the giving of written notice to the member that the membership is terminated. Good cause for termination of membership includes, but is not limited to:

- (a) Failure of a member to meet the requirements to be in Good Standing.
- (b) A member's actions place the non-profit or charitable status of the Club in jeopardy.
- (c) A member's actions interfere with the conduct of the business of the Club, or bring discredit upon the Club.
- (d) A violation of Section 15.5.

Section 3.6 Reinstatement to Membership of Previous Member. A person who has previously been a member of the Club, and who was in Good Standing at the time of resignation from the Club, may apply directly to the Second Vice President of the Club for reinstatement as a member without going through the membership application process set forth in Section 3.3 above. The Board, in its sole discretion, exercised in the best interest of the Club, shall vote to accept or reject the application for reinstatement. If the Board accepts the application the name of the prior member shall have priority on the waiting list for admission to the Club just below any prior Sustaining Member as memberships become available. If the Board denies the application it shall inform the applicant of its decision and is not required to provide any reason for such denial. Upon reinstatement the reinstated member shall be considered a new member of the Club and shall be required to meet all the requirements of a new member in the Club.

ARTICLE IV

DUES, FEES & FISCAL YEAR

Section 4.1 Dues and Fees.

- (a) Board sets Fees. Initiation fees, assessments, dues and charges shall be fixed by the Board, and be payable as these Bylaws or the Board shall require. Elected members shall not be permitted to claim membership until all fees, assessments; dues and charges due have been paid.
- (b) Payment of Dues. Annual dues for all memberships shall be due and payable on May 1st of each year for the following Fiscal year. The Second Vice President shall inform, in writing, any member who has not paid dues for the following Fiscal year by June 1st and that failure to pay

the delinquent dues in full by June 30th shall automatically terminate the membership status of such non-paying member effective June 30th.

- (c) Bills due on Presentation. All bills for indebtedness to the Club are due upon presentation. If any bill is not paid within thirty (30) days of the date of presentation, a ten percent (10%) penalty will be added to the bill. If the amount of indebtedness is not paid in full within sixty (60) days after it is due, the member shall be advised of the delinquency. Privileges as a member shall cease, and the treasurer shall make a report thereof to the Board at the next meeting. The Board may, at its discretion, at said meeting or at any time thereafter, take action as set forth in Section 3.5 above to terminate the membership.
- (d) Fiscal Year. The Fiscal year of the Club shall be July 1st through June 30th.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.1 Meeting of Members.

- (a) Place of Meeting. Meetings of the members shall be held at any place within the County of Los Angeles, State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.
- (b) Regular Meetings. Regular meetings of members shall be held on the second Monday of each month (except for July and August when no regular meetings shall be held), or at such other days or times as may be designated by the Board. The Regular meeting for the month of May shall be the Annual Meeting of the Club. The purpose of the annual meeting is to elect officers every even year and to ratify all actions of the Board of Directors.
- (c) Special Meetings. A special meeting of the members may be called for any lawful purpose as follows:
 - (i) By a majority vote of the Board;
 - (ii) By the President;
 - (iii) By ten percent (10%) or more of the members. A special meeting called pursuant to Section 5.1(c)(ii) or 5.1(c) of the Bylaws shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Secretary of the Club. The Secretary shall give notice promptly to the members entitled to vote, in accordance with Section 5.1(d) of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board. The meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by majority vote of the Board. No business may be transacted at a special meeting other than as disclosed in the notice of the meeting.
- (d) Notice Requirements for Members' Meetings.

(i) General Notice Requirements.

(aa) Whenever members are required or permitted to take any action at a meeting, notice of the meeting shall be given in accordance with Section 5.1(d) of these Bylaws, to each member. The notice shall specify the place, date, and the hour of the meeting.

(bb) For a special meeting the notice shall state the general nature of the business to be transacted.

(cc) For regular and annual meetings, the notice shall state the matters that the Board intends to present for action by the members, but any proper matter may be presented at the meeting.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice, or written waiver of notice, states the general nature of the proposal or proposals:

(aa) Removing a Director without cause;

(bb) Amending the Articles of Incorporation; or

(cc) Electing to wind up and dissolve the corporation.

(iii) Manner of Giving Notice. Notice of any meeting of members shall be in writing, or delivered electronically, and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally, Email, or by other means of communication, addressed to each member, at the address given by the member to the Club for purposes of notice.

(e) Quorum.

(i) Number Required. One-third of the total Active Members of the Club in good standing shall constitute a quorum for the transaction of business at any meeting of members.

(ii) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough members have withdrawn to leave less than a quorum. Any action taken after the loss of a quorum must be approved by at least the number of members who would have been required to take the action when the quorum was present.

(f) Voting.

(i) Eligibility to Vote. Subject to the provisions of the California Non-Profit Corporation Law, the only persons entitled to vote at any meeting of members shall be Active Members who are in good standing as of the record date determined pursuant to Section 3.1(a) of these By-Laws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of officers and Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) Voting. Each member entitled to vote shall be entitled to cast one vote on

each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

- (iv) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the California Non-Profit Corporation Law or by the Articles of Incorporation of the Club.
- (g) Waiver by Attendance. A member's attendance at a meeting shall constitute a waiver of notice of the meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- (h) Robert's Rules of Order. Robert's Rules of Order, as amended, shall govern the conduct of all meetings.

5.2. Action Without a Meeting.

- (a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all voting members consent in writing to the action. The written consent or consents shall be filed in the Club minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.
- (b) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by written ballot complying with Section 5.2(b)(i) and (ii) of these Bylaws.
 - (i) Solicitation of Written Ballots. The Club shall distribute one written ballot to each member entitled to vote on the matter. Such ballot shall be mailed or delivered in the manner required by Section 5.1(d)(iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Officers and Directors, state the percentage of approvals necessary to pass the measure or measures; (3) with respect to ballots for election of Officers and Directors, state the name of each nominee; and (4) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Club, specifying the address to which the ballot is to be sent. If the member solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Officers or Directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner

indicating that authority to vote is withheld, shall not be voted.

- (ii) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) and received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without meeting.
- (iii) Revocation. A written ballot may not be revoked.
- (iv) Filing. All written ballots shall be filed with the Recording Secretary of the corporation and maintained in the corporate records for at least two (2) years.

Section 5.3. Record date for Notice, Voting, Written Ballots and Other Actions.

- (a) Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board may fix, in advance, a "record date", which shall not be more than sixty (60) days nor fewer than ten (10) days before any such action without a meeting. Only members of record, and in Good Standing, on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Non-Profit Corporation Law.
- (b) Record Date Not Determined By Board.
 - (i) Record Date for Notice or Voting. If not to the otherwise fixed by the Board, the record date for determining members entitled to receive notice of, or to vote at, a meeting of members shall be the business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.
 - (ii) Record Date For Action by Written Ballot. If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be on the day on which the first written ballot is mailed or solicited.
 - (iii) Record date for Written Consent for Action Without a Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by written consent on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
 - (iv) Record Date For Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be on the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

- (c) Definition of "Members of Record". For purposes of this section 5.3 a person holding a voting membership at the close of business on the record date shall be a member of record.

5.4. Proxies. No member shall be entitled to give any agent a proxy to exercise any voting rights of the member.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Powers.

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Non-Profit Corporation Law, and any other applicable law, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Club shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board").
- (b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:
- (i) Power to Transact Business. Transact the general business of the Club, consider all questions of policy and present recommendations for action to the membership.
 - (ii) Power to Approve or Disapprove. Approve or disapprove all actions, or proposed actions, of officers, Directors, Committees, and employees.
 - (iii) Power to Appoint and Remove. Appoint and remove, at the pleasure of the Board, all appointees, agents and employees of the Club; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with the Bylaws; and fix their compensation.
 - (iv) Power to Adopt and Amend the Annual Budget. Prepare, adopt and amend the annual budget of the Club.
 - (v) Change of Principal Office. Change the principal office or the principal business office in the State of California from one location to another and designate any place within the State of California for the holding of any meeting, including annual meetings.
 - (vi) Power to Adopt, Amend, and Rescind Standing Rules. Power to adopt, amend, or rescind Standing Rules for the benefit of the operations of the Club.

Section 6.2. Directors. The Board of Directors of the Club shall be composed of:

- (a) Elected Directors consisting of the President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Corresponding Secretary elected by the members for two-year terms, and the Immediate Past President (members filling these positions are both Directors and Officers).
- (b) Appointed Directors consisting of the Parliamentarian appointed by the President, and the chairmen of the Standing Committees appointed as set forth in Article X Section 10.2 of these Bylaws.

Section 6.3. Term. Directors shall be elected for a two year term every other year at the May meeting of members, installed at the June meeting, and serve until their successors have been duly elected, or

appointed, and installed. The chairmen of the Standing Committees shall serve as Directors for a two-year term after their appointment in accordance with Article X Section 10.2.

6.4. Vacancies.

- (a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:
 - (i) The death, removal or resignation of any Director: or
 - (ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony involving moral turpitude or has been found by final order or judgment of any court to have breached a duty under California Non-Profit Corporation Law.
- (b) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the President or the Recording Secretary of the Club, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be left without any duly elected or appointed Director or Directors in charge of its affairs.
- (c) Filling Vacancies. Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not fewer than a quorum, or by a sole remaining Director.
- (d) No Vacancy or Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 6.5 Removal of Director. The Board shall have the power, by majority vote, to remove any officer or director for good cause. Good cause for removal of an officer shall include, but not be limited to:

- (i) Failure of the director to carry out the functions of the office.
- (ii) Failure to maintain status as in good standing in the Club.
- (iii) Failure to maintain a principal residence on Naples Islands.
- (iv) Taking any action that brings the non-profit/charitable status of the Club into jeopardy.

Section 6.6 Executive Committee. The elected officers of the Club shall constitute an Executive Committee of the Board. The Executive Committee shall have the power to take the following actions between Board meetings subject to the subsequent ratification by the Board:

- (a) Terminate the employment of any employee of the Club for reasonable cause.
- (b) Approve an expenditure, not exceeding \$1,000, not previously budgeted where the best interests of the Club require immediate action.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 7.1. Place of Meetings. Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the President.

Section 7.2. Annual, Regular and Special Meetings.

- (a) Regular Meeting. Regular meetings of the Board shall be held on the fourth Monday of each month except for July and December, or at such other time as the Board may hereafter set. The Regular Meeting for May shall constitute the Annual Meeting of the Club.
- (b) Special Meetings.

- (i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President or any two Directors.
 - (ii) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(aa) By personal delivery of written notice.

(bb) By telephone, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate that notice promptly to the Director.

(cc) Facsimile.

(dd) Email.

All such notices shall be given or sent to the Director's address, telephone, email or fax number as shown on the records of the corporation.

- (c) Time Requirements. Notices given by personal delivery, telephone, facsimile, or email, shall be delivered, telephoned, faxed or e-mailed at least forty-eight (48) hours before the time set for the meeting.
 - (d) Contents of Notice. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Club. It need not specify the purpose of the meeting.

Section 7.3. Quorum. A simple majority of the number of Directors then elected or appointed shall constitute a quorum for the transaction of business. Subject to the more stringent provisions of the California Non-Profit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material Financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of or appointment to committees of the Board, and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough Directors have withdrawn to leave fewer than a quorum. Any action taken after the loss of a quorum must be approved by at least the number of Directors who would have been

required to take the action when the quorum was present.

Section 7.4. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

Section 7.5 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing or electronically to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the Board. For the purposes of this Section 7.5 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the Club is a party.

Section 7.6 Voting. Each Director, except the President shall have one vote. In the event of a tie in voting the President shall have the right to cast a vote for the purpose of breaking the tie vote.

Section 7.7 Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of the Board may be taken without a meeting by written ballot complying with Section 7.7(a) and (b) of these By-Laws.

- (a) Solicitation of Written Ballots. The Recording Secretary shall distribute one written ballot to each member of the Board. Such ballot shall be mailed or delivered electronically to each Director. All solicitations of votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure or measures; (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the Director an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Recording Secretary, specifying the address to which the ballot is to be sent. If the member solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of officer's, a written ballot that is marked by a member "withhold" or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted.
- (b) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot and received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without meeting.
- (c) Revocation. A written ballot may not be revoked.
- (d) Filing. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least two (2) years.

Section 7.8 Proxies. No Director shall be entitled to give any agent a proxy to exercise any of such Director's voting rights.

Section 7.9 Robert's Rules of Order. Robert's Rules of Order, as amended, shall govern the conduct of all meetings of the Board.

ARTICLE VIII

OFFICERS

Section 8.1. Elected Officers. The elected Officers of the Club shall be the President, First Vice President, Second Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and Immediate Past President.

Section 8.2. Term of office. Officers shall be elected for a two-year term. They shall take office upon installation at the regular annual meeting of the Club and serve until their successors have been duly elected and installed. The Club Treasurer may serve two consecutive two-year terms. All other elected officers are limited to one term in the same position on the Board, and must thereafter either be elected, or appointed, to a different position on the Board, or go off the Board for a period of not less than two years.

Section 8.3. Removal of officers. The Board shall have the power, by majority vote, to remove any officer for good cause. Good cause for removal of an officer shall include, but not be limited to:

- (a) Failure of the officers to carry out the functions of the office.
- (b) Failure to maintain status of Good Standing in the Club.
- (c) Failure to maintain a principal residence on Naples Islands.
- (d) Taking any action that brings the non-profit/charitable status of the Club into jeopardy.

Section 8.4. Resignation of Officers. Any officer may resign upon written notice to the Club Recording Secretary.

Section 8.5. Vacancies in Office. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled through appointment by the Board. The person so appointed shall serve out the remaining balance of the term of the officer being replaced because of death, resignation, removal or other cause.

Section 8.6. Responsibilities of Officers.

- (a) President. The President shall:
 - (i) Preside at all meetings of the Club and the Board.
 - (ii) Appoint Standing and Special Committee chairmen.
 - (iii) Co-sign Club checks with either the Treasurer or Recording Secretary.
 - (iv) Be an ex-official member of all committees.
 - (v) Establish such committees as may be in the best interest of the Club.
 - (vi) Appoint a Financial Review Committee, composed of the Treasurer and at least two Active Members to audit the Financial records of the Club at the end of each Fiscal year.
 - (vii) Sign all contracts.
- (b) First Vice President. The First Vice President shall:
 - (i) Perform the duties of the President either in the absence of, or at the request of, the President.
 - (ii) Serve as Program Chairman. As Program Chairman, the First Vice President shall prepare and submit a list of programs for regular meetings of the Club for the following year to the Board annually at its June meeting.
 - (iii) Coordinate with the chairmen of the December Luncheon, Flower Show, Reservations chair, and Installation/June luncheon events.
 - (iv) Co-sign checks with either the President, Recording Secretary or Treasurer.
 - (v) Select and present the gift to the President at the end of the President's term.
- (c) Second Vice President. The Second Vice President shall:
 - (i) Perform the duties of the First Vice President either in the absence or at the request of the First Vice President.
 - (ii) Serve as Membership Chairman responsible for all stages of the process of application for membership and for new member orientation.
 - (iii) Compile the membership roster with the assistance of the Roster Chairman
 - (iv) Collect and record membership dues and turn the funds collected over to the Treasurer.
 - (v) Be responsible for orientation of new members.
 - (vi) Record membership attendance at meetings of the Club.
- (d) Treasurer. The Treasurer (with input from the President) shall:
 - (i) Create an annual budget for review and approval by the Board at its August meeting. Upon approval by the Board, the proposed budget shall be submitted by

- the Treasurer to the members at the next regular meeting of the members.
- (ii) Keep accurate account of all money received and paid out by the Club.
- (iii) Deposit all money and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board.
- (iv) Disburse the funds of the Club as may be ordered by the Board.
- (v) Render to the Board or the President, when requested, an account of all transactions as Treasurer and of the Financial condition of the Club and shall have other powers and perform such other duties as may be prescribed by the Board or the By-Laws.
- (vi) Make financial reports to the members at each regular meeting of the members.
- (vii) Receive all dues from the Membership Chairman.
- (viii) Prior to August 1st each year, prepare and submit a year-end financial report with pertinent supporting financial records to the Board
- (viii) Serve as chairman of the Financial Review Committee appointed by the President to review the year-end financial report before submittal to the Board.
- (ix) Prepare and submit a final year-end financial report to the Board at its August meeting.
- (x) Following the end of term of office as Treasurer assist the new Treasurer in the preparation and submittal of the final year-end financial report for the prior fiscal year to the August meeting of the Board following the installation of the new Treasurer.
- (xi) Send or cause to be sent to the Directors such financial statements and reports as are required by law or these By-Laws to be given.
- (xii) Ensure that the books of account shall be open to inspection by any Director at all reasonable times.
- (xiii) Co-sign Club checks with either the President or Recording Secretary.
- (xiv) In performance of the duties of the Treasurer set forth above, the Treasurer, with approval of the Board, may use the assistance of a non-member bookkeeper.

(e) Recording Secretary. The Recording Secretary shall:

- (i) Keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board.
- (ii) Keep, or cause to be kept, at the principal office of the Club a copy of the Articles of Incorporation and By-Laws, as amended to date.
- (iii) Be the custodian of all records of the Club.
- (iv) Maintain a complete and accurate record of the membership of the Club.
- (v) Keep a record of the proceedings of all meetings of the membership.
- (vi) Give, or cause to be given, notice of all meetings of the Board required by these By-Laws to be given and shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws.
- (vii) Co-sign Club checks with either the President, Treasurer or First Vice President

(f) Corresponding Secretary. The Corresponding Secretary is responsible for:

- (i) All correspondence of the Club.
- (ii) In the absence of the Recording Secretary record accurate minutes of all meetings of the Club and Board.
- (iii) Preparation of the Consent Agenda for Board and Membership meetings.
- (iv) Telephone/email communication with members.

- (g) Immediate Past President. The Immediate Past President of the Club shall:
 - (i) Serve in an advisory position to the Board.
 - (ii) Serve as Chairman of the Nominating Committee.
 - (iii) Upon request, assist the officers in the recruitment of members to fill all required volunteer positions within the Club .
- (h) Officers in Good Standing. All officers shall be Active Members in good standing. The term of any officer who ceases to be in Good Standing shall automatically terminate and the Board shall appoint a new member to fill the remaining term of such officer.

ARTICLE IX

ELECTION OF OFFICERS

Section 9.1. Nominations.

- (a) Officers and Directors. Officers shall be nominated as follows:
 - (i) Nominating Committee. A Nominating Committee, composed of the Immediate Past President, as Chairman, and four additional Active Members selected by the membership shall be elected at the February or March Regular meeting of each year in which officers are to be elected. At the following Regular meeting the Nominating Committee shall propose a President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Corresponding Secretary to serve as officers and directors.
 - (ii) Nominations to be Posted. The nominations proposed by the Nominating Committee shall be published in the next published Club publication.
 - (iii) Additional Nominations. Additional nominations may be made by any ten Active Members and shall be submitted to the Recording Secretary in written form signed by such ten Active Members within fifteen days of the meeting at which nominations have been presented. Upon receipt of additional nominations the Recording Secretary shall inform the President that the election will be by written ballot and place the names of all nominated members on the ballot to be presented to the membership.
 - (iv) Write-In. Any Active member shall have the right to write in the name of any Active Member not previously nominated. Any Active Member desiring to exercise this right shall inform the Recording Secretary not less than ten days prior to the Regular meeting in which the election shall take place to allow the Recording Secretary sufficient time to prepare written ballots for the election that provide space for such write-in votes.
- (b) Qualifications for Candidates. Candidates to be nominated as elected officers of the Club shall have been Active Members in Good Standing for at least twelve months prior

to their nomination. A candidate to be nominated for President must have previously held at least two prior positions on the Board.

Section 9.2 Voting.

- (a) Voting Without a Written Ballot. When no written ballot is required under the terms of these Bylaws the presiding officer shall call for a vote by voice vote by the Active members in attendance. The presiding officer shall announce the results of the vote. If there is no objection to the announced determination of the presiding officer the vote shall be entered into the minutes of the meeting. Upon objection by any Active member to the announcement of the results of the voice vote, the vote shall not count, and a new written vote shall be conducted according to the procedures set forth in Section 9.2(b) below.
- (b) Ballots To Be Distributed. When written ballots are required , the Recording Secretary shall distribute written ballots to all Active Members in attendance at the May Regular meeting. Voted ballots shall be returned to the Recording Secretary during the meeting, counted by the Nominating Committee, and the results announced to the members.
- (c) No Variation From Election Procedures. Except as provided herein , no nominations for Officers and Directors shall be made.

ARTICLE X COMMITTEES

Section 10.1. Standing Committees and Sub-Committees.

- (a) The Club shall have the following Standing Committees and Sub-Committees:

APPOINTED STANDING COMMITTEES CHAIRMEN	APPOINTED SUB-COMMITTEES CHAIRMEN
Community Liaison Appointed Chairman	Hospitality, Sunshine
<u>Publications Appointed Chairman</u>	Website, Newsletter, Distribution, Roster, Publicity
Beautification Appointed Chairman	Beautification Awards, La Bella Fontana, Naples Plaza Median, 2nd Street Planters Naples School
Fundraising Appointed Chairman	Book Clubs, Bunco, Bridge, Plant Boutique, Dine-Out Night, Fall Fundraiser
Member Activities Appointed Chairman	Travel, Excursions, May Day, Horticulture, Arbor Day, Veterans Day
Scholarship Appointed Chairman	
Report to 1 st Vice President:	Flower Show, Installation, Christmas Lunch

- (a) Each Sub-Committee shall operate under the guidance of, and report to, the Standing Committee to which it is assigned in subparagraph (a) above. The Flower Show, Christmas Lunch, and June Luncheon Sub-Committees shall operate under the guidance of, and report to, the First Vice President.

Section 10.2 Standing Committee Chairmen and Members. The President with the approval of the Board shall appoint the Chairman of each Standing Committee for a two-year term. The Chairman of each Standing Committee shall serve as an appointed member of the Board during that term.

Section 10.3 Sub-Committee Chairmen and Members.

- (a) The President with approval of the Board shall appoint the Chairmen of the Sub-Committees.
- (b) The Chairman of each Sub-Committee shall operate under the guidance of the Chairman of the Standing Committee or First Vice President as set forth in section 10.1(a) above.
- (c) The Chairman of each Sub-Committee may select committee members without the approval of the President.

Section 10.4 Special and Ad Hoc Committees. The Club shall have such Special and Ad Hoc committees as the Board shall determine are desirable in furtherance of the purposes and activities of the Club. The chairmen and members of these committees shall be appointed by the President with the approval of the Board.

Section 10.5 Creation or Discontinuance of Standing and Sub-Committees. The Board shall have the power to create such additional Standing and Sub-Committees as it deems in the best interest of the Club and to discontinue any Standing or Sub-Committee.

Section 10.6 Removal of Members of Committees. Except for the Chairman of a Standing Committee, any member of a committee of the Club may be removed from such committee without cause by decision of the person who appointed the person to such committee. The Chairman of a Standing Committee may only be removed from such chairmanship in accordance with the procedures set forth herein for removal of a Director of the Club.

Section 10.7 In Good Standing. All members of the committees of the Club shall be required to be in good standing in the Club to be selected to participate on a committee and to continue participation on a committee.

Section 10.8 Qualifications to be Appointed Chairman of a Standing Committee. To qualify for appointment as chairman of a Standing Committee a member shall have been an Active Member in Good Standing for a period of not less than six months prior to nomination.

Section 10.9 Attendance at Board Meetings. The Chairman of a Standing Committee may have another member of the Standing Committee attend Board meetings when the Chairman is unable to attend for the purpose of providing information to the Board, and taking information from the Board back to the Standing Committee. The person attending for the Chairman shall not be entitled to vote

nor be counted in determining a quorum at such Board meeting.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 11.1. Indemnification.

- (a) Right of Indemnity. To the full extent permitted by law, and in consideration of the agreement of members to assume positions as officers and directors of the Club, and of members to provide volunteer services to the Club, the Club shall indemnify its Directors, officers, employees, volunteers and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including any action by or in the right of the Club, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in section 7237(a) of the California Corporations Code. Such indemnity shall include the provision of legal counsel reasonably acceptable to the indemnified party, and the payment of reasonable legal expense incurred.
- (b) Limitation on Right of Indemnity. Notwithstanding any provision of Section 11.1(a) above no right of indemnity shall accrue in connection with any acts or omissions that constitute intentional misconduct or gross negligence.
- (c) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.
- (d) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these By-Laws shall be advanced by the Club prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Club therefore.

Section 11.2. Insurance . The Club shall purchase and maintain insurance, including voluntary workers compensation insurance, to the full extent permitted by law in amounts to be determined by the Board on behalf of its officers, Directors, employees and other agents of the Club, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE XII

RECORDS AND REPORTS

Section 12.1. Maintenance of Corporate Records. The Club shall keep:

- (a) Adequate and correct books and records of account.
- (b) Minutes in written form of the proceedings of the Board.
- (c) A record of its members, giving their names and addresses and the class of membership held.

Section 12.2. Inspection by Directors . Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Club. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 12.3. Annual Report to Board. Except as provided under Section 8321 of the California Corporations Code, not later than one hundred twenty (120) days after the close of the Fiscal year of the Club, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the Fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the Fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the Fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the Fiscal year.

Section 12.4. Annual Statement of Certain Transactions and Indemnification.

- (a) Conflict of Interest. The Board shall prepare annually and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the Fiscal year of the Club:
- (b) Any transaction to which the Club was a party, and in which any Director or officer of the Club had a direct or indirect material Financial interest, if such transactions involved over Five Hundred Dollars (\$500.00), or was one of the number of original transactions with the same person involving, in the aggregate, over One Thousand Dollars (\$1,000.00);
- (c) Any indemnification or advances aggregating more than Five Hundred Dollars (\$500.00) paid during the Fiscal year to any officer or Director of the Club pursuant to Article XI hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the Club, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

Section 12.5. Members' Inspection Rights. Subject to the California Corporations Code, any member may, upon reasonable notice, inspect the books and records of the Club.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Section 13.1. California Law to Apply. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Non-Profit Mutual Benefit Corporation Law

shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XIV

AMENDMENT

Section 14.1. Adoption or Amendment by Members. Bylaws may be adopted, or these Bylaws may be amended or repealed by approval of a vote of a majority of the Active Members of the Club. The term "majority", as used in this section, is as defined in the California Non-Profit Corporation Law.

Section 14.2. Amendment by Board. Subject to the right of members under Section 14.1, Bylaws may be adopted, amended or repealed by a majority vote of the Board with the exception of the following:

- (a) Bylaw fixing or changing the authorized number of Directors, or the minimum and maximum number of Directors, or
- (b) Bylaw materially and adversely affecting the voting rights of members.

Section 14.3. Maintenance of Bylaws. The Recording Secretary of the Club shall maintain a true and correct copy of all amendments of the Bylaws, certified by the Recording Secretary, and attach such amendments to the official Bylaws of the Club and maintain such amendments with the official records of the Club at the principal office of the Club.

Section 14.4. Notice of Proposed Amendment. No amendment to the Bylaws shall be voted upon any meeting of the Board or members unless notice thereof, together with notice of the meeting, is mailed to those members entitled to vote at least thirty (30) days prior to the time fixed for the meeting.

ARTICLE XV

MISCELLANEOUS

Section 15.1 Unauthorized Representation. No member shall set herself forward as representing the Club, or as speaking on behalf of the Club without the express prior permission of the Board. Section

Section 15.2 Procedure. The conduct of all meetings of the members or the Board, and all parliamentary questions not otherwise covered by these Bylaws shall be governed by the then current edition of Robert's Rules of Order.

Section 15.3 Execution of Instruments, Deposits of Funds. The Board, except as otherwise provided in these Bylaws, may, by resolution duly adopted, authorize any officer, director, member, or agent of the Club to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Club. Unless so authorized, no officers, director, member or agent, shall have the power or authority to bind the corporation by any contract, or to pledge or commit the credit of the Club, or to render the Club monetarily liable for any purpose or in any amount. Notwithstanding the preceding, all checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness must be signed by no fewer than two of the following Club officers: President, Treasurer, Recording Secretary.

Section 15.4 Deposit of Funds. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks or other Financial institutions as the Board may designate.

Section 15.5 Use of Member Information. Member information may be used for Club purposes only. No member shall use, permit to be used, or disclose information about members for any other purpose.

**CERTIFICATION OF SECRETARY
OF
NAPLES ISLANDS GARDEN CLUB**

I hereby certify that I am the duly elected and acting Recording Secretary of Naples Islands Garden Club in Long Beach, California, a California nonprofit corporation, and that the forgoing Bylaws of said corporation were, after due notice, duly adopted by the requisite vote of the membership of the corporation at a general meeting of its membership held on October 2025.

Kristen Fisher

A handwritten signature in black ink, appearing to read 'Kristen Fisher', is written over a horizontal line.

Kristen Fisher, Recording Secretary