

BYLAWS FOR
LEWES IN BLOOM, Inc.

ARTICLE I – NAME

The name of the organization is Lewes in Bloom [“LIB”], Inc.

ARTICLE II - PURPOSE

Section 1. Purpose. The purpose of Lewes in Bloom is to promote and maintain the beautification of Lewes public gardens and parks through floral displays, landscaping and installation of public art. LIB’s goals are to be a reliable community resource; to provide opportunities for members, residents and community supporters to enhance the Lewes city landscape; and to offer educational programming for the membership and the broader Lewes community.

Section 2. Non-discriminatory Policy. LIB will not discriminate on the basis of race, creed, color, religion, gender, age, or otherwise.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership. LIB is open to all individuals and organizations wishing to support its mission and goals. Members in good standing pay annual or lifetime dues and may hold office. Membership categories are Annual Single, Annual Family, Lifetime Single and Lifetime Family Membership.

Section 2. Dues. Dues are payable by January 31 of each year in the amount designated in membership categories. A final notice will be sent by February 1. Members who have not paid by February 15 will be removed from the membership roster.

ARTICLE IV - MEETINGS

Section 1. General Meetings. There will be a general meeting of the membership of LIB on a monthly schedule to be determined by the Board of Advisors.” One general meeting will be the Annual meeting.

Section 2. The purpose of the Annual meeting is to review the past year’s activities, events and accomplishments and provide for the introduction of the newly elected Board members and Officers.

ARTICLE V - BOARD OF ADVISORS (BOA), OFFICERS, NOMINATIONS, AND ELECTIONS

Section 1. Composition. The Lewes in Bloom Board members will be composed of not less than seven (7) nor more than nine (9) voting members. Members of the Board will be elected on the basis of knowledge and concern for the good of the Greater Lewes Community and will serve without compensation. The Board has the authority to include other non-voting members based upon their expertise.

A Board member will be nominated by the Governance Committee and elected by the Board as vacancies occur. A Board member will serve for a term of three (3) years, but not more than two (2) consecutive terms. A member may return to the Board following a one (1) year absence from their previous term. Terms of Board members will be staggered to prevent a complete turnover of the Board in any one year. Any Board member returning for a second term will not automatically assume the office held in their first term. The Board of Advisors may ask for ex-officio status upon completion of a board member’s term. He/she will have all the privileges of the Board except the right to make motions or to vote.

Section 2. Duties and Powers. The BOA will have control and manage the affairs and business of LIB and will act only in the name of LIB. The regularly convened general meetings of the membership will be presided over by the Co-Chairs. Each Board member will serve in a fiduciary capacity and will perform his/her duties in good faith and in the best interest of the organization with care, skill, and diligence.

All standing committees operate under the oversight of the BOA. Committees may recommend projects, expenditures, and initiatives within their assigned scope, but no committee may obligate LIB financially beyond their authorized budget

Section 3. Quorum and Voting. The participation of 51% of the voting BOA members, to include at least one Co-Chair, will constitute a quorum for the transaction of business. A Board member will have only one vote. All electronic (e-mail) requests from a Board member for an immediate decision or discussion should be addressed in a timely fashion. The Board may elect to include electronic attendance (e.g. Zoom).

Section 4. Officers, Limitations and Terms. The Governance Committee will consist of up to three (3) Co-Chairs, a Recording Secretary, and a Treasurer. These Officers will be elected by a majority vote of the BOA. Only active members may hold office. The Governance Committee has the authority to include other non-voting members, based upon expertise, to join the Committee.

Section 5. Duties of Officers and Other Board Members.

- a. The Co-Chairs will preside at all General Meetings of the members and lead the BOA. They will present an annual report of the work of LIB at the Annual meeting; ensure that all books, reports, and certificates required by law are properly kept and/or filed; designate which Board members in addition to the Treasurer will have the authority to sign checks and/or drafts of LIB; plan and coordinate agendas; have access to the electronic email list of LIB members; serve as committee liaisons at large; maintain community relations with various community organizations such as the Lewes Chamber of Commerce, and the City of Lewes; and perform other duties at the direction of the Board.
- b. The Recording Secretary will keep records of attendance and record minutes of board meetings; maintain the Minutes; maintain records of Bylaws and Policies; issue notices and distribute minutes in a timely manner; receive letters of resignation of a Board member; and perform other record keeping duties at the direction of the Board.
- c. The Treasurer will serve as Chair of the Finance Committee; make deposits and pay obligations of LIB in a timely manner; have the authority to sign checks and/or drafts of LIB; reconcile accounts regularly; prepare periodic financial reports for meetings; with the Finance Committee, propose a budget for the coming fiscal year for adoption by the BOA; supply all annual or periodic tax or financial information required by applicable entities; retain financial records as required; and perform other duties at the direction of the Board.

Section 6. BOA Meetings.

- a. Monthly Meeting. The BOA will meet monthly (except for November and December) in person or remotely. Any other meeting of the Board may be called at the discretion of the Co-Chairs.

Section 7. Nominations for the BOA. The Governance Committee will nominate candidates and Officers for upcoming vacancies on the Board.

Section 8. Resignation Or Termination. An Officer or BOA member may resign from the board before the end of their term by submitting notice in writing to the Recording Secretary of LIB for report at the next meeting of the BOA.

Any members of the Board taking actions judged not in the best interest of LIB or displaying a lack of interest by missing three (3) consecutive meetings without prior notice may be subject to removal by a majority vote of the Board.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees. There will be Standing Committees as follows:

- a. The Governance Committee consists of the Officers of the Board. It is responsible for identifying, qualifying, and nominating prospective new advisors to the Board. This committee ensures Board compliance with LIB Bylaws and non-profit status. The Board may add additional members to this committee if it is determined that additional or special expertise or experience is required.
- b. The Membership Committee is responsible for the recruitment of LIB members. It oversees the annual and ongoing solicitation of new members; sends out the annual renewal reminders; and ensures collection of dues. This committee maintains the electronic list of LIB members.
- c. The Communications Committee is responsible for public relations pertaining to LIB events. It will communicate regularly with LIB members via email, maintain the LIB website and social media platforms, market LIB events through available means such as signage and local media outlets, and approve LIB committees' press releases. In the absence of the Committee Chair, press releases may be approved by the Board Co-Chair(s).
- d. The Fundraising Committee formulates and coordinates fundraising events and activities including grant applications, donations, and business sponsorships designed to generate revenue for LIB. It presents fundraising proposals to the Board and maintains a donor database.
- e. The Horticulture Committee is responsible for budgeting, planning, purchasing, planting, and maintaining all LIB barrels, containers, and established garden sites. The committee organizes planting schedules and designs landscapes when needed and oversees watering. It recommends new planting sites and manages the garden patron program.
- f. The Program Committee is responsible for soliciting and obtaining guest speakers that provide enrichment opportunities for the membership and for demonstrations of garden related topics at general membership meetings.-
- g. The Children's Learning Garden Committee maintains a children's learning garden at Stango Park in Lewes. The Committee provides activities and hands-on garden experiences for children of all ages.
- h. The Social Committee oversees the planning of social events for LIB members.
- i. The Decorating Committee decorates some of our downtown gardens and barrels with seasonal decorations for the fall and winter holiday seasons. They are also the creators of the annual Lewes Holiday Parade float.
- j. The Art in Bloom Committee (AIB) enhances the beautification and cultural environment of Lewes and the community at large by means of public art such as sculptures, murals, and mosaics in Lewes' parks and other private and public open spaces.
- k. The Finance Committee, under the leadership of the Treasurer, manages the finances of Lewes in Bloom as described in Article VII: The BOA can designate Assistant Treasurers as needed. In the absence of the Treasurer, those designated as Assistant Treasurer by the BOA may assume the responsibilities of the Treasurer. An Assistant Treasurer shall be designated by the BOA to conduct correspondence such as thank you notes to people or businesses for donations and sponsorships.

Section 2. Other Committees. Other Committees will be established as the Board deems it necessary to carry on the work of LIB.

ARTICLE VII - FINANCES

Section 1. Fiscal Year; Annual Budget. The fiscal year will run from July 1 to June 30. The Finance Committee will propose the budget for the coming fiscal year for consideration at the May meeting and adoption at the June meeting of the BOA. The budget may be approved as proposed or may be revised as necessary.

Section 2. Tax Filing. The Treasurer will supply all annual or periodic tax and financial information required of LIB by the LIB accountant and applicable entities.

Section 3. Financial Investments. A Co-Chair and Treasurer may be designated by the Board to execute any necessary documentation for the investment of Board approved financial investments.

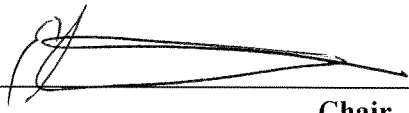
Section 4. Dissolution of Assets. In the event of the dissolution of Lewes in Bloom, all financial assets of the organization will be transferred to a fund within the Greater Lewes Foundation, a 501 (c)(3) organization, to continue its mission and the beautification efforts within the City of Lewes. If that organization does not exist at the time of dissolution, another 501 (c)(3) organization will be selected by the final officers and directors.

ARTICLE VIII - AMENDMENT TO RULES AND REGULATIONS

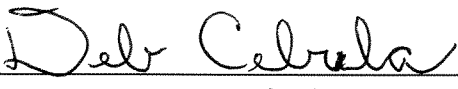
Bylaws may be amended by a 2/3 majority vote of the BOA.

Adopted by 2026 Governance Committee members:

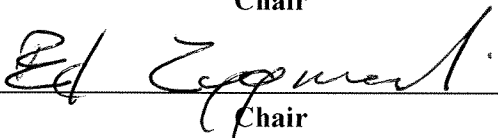
Liz Clements


Chair

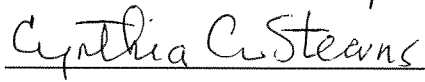
Deborah Cebula


Chair

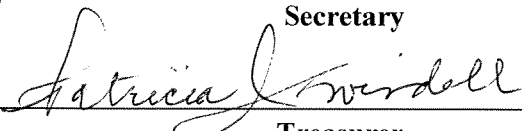
Edward Zygmanski


Chair

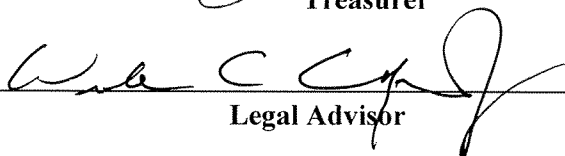
Cindy Stearns


Secretary

Patrician Swindell


Treasurer

Bill Carpenter


Legal Advisor

ADOPTED by Lewes in Bloom Board of Advisors on May 28, 2026

HISTORICAL REFERENCES:

ADOPTED LIB RULES AND REGULATIONS SUPERSEDE PREVIOUSLY ADOPTED RULES AND REGULATIONS

Revised and adopted by the BOA on May 28, 2026

Revised and adopted by the BOA on June 27, 2024

Revised and adopted by the BOA on December 13, 2023

Revised and adopted by the BOA on September 15, 2022

Revised and adopted by the BOA on August 23, 2018

Revised and adopted by the BOA on February 25, 2016

Revised and adopted by the BOA on October 22, 2015

Adopted on February 28, 2013