

NATIONAL GARDEN CLUBS, INC.
2017-2019 PRE-CONVENTION BOARD OF DIRECTORS' MEETING
MINUTES

Loews Philadelphia Hotel
Philadelphia, Pennsylvania

Tuesday, May 22, 2018
Millennium Hall (2nd floor) – 2:00 p.m.

- Call to Order President Nancy Hargroves called the 89th Pre-Convention meeting of the Board of Directors to order at 2:02 p.m. on May 22, 2016 at the Loews Philadelphia Hotel Philadelphia, Pennsylvania and welcomed those in attendance.
- Mary Owen, Recording Secretary, was present.
- Invocation Gerianne Holzman, Communications Print Committee – *KIT/TNG* Editorial Review, Schools Database Committee, gave the invocation.
- Pledge of Allegiance The Pledge of Allegiance to the flag of the United States of America was led by Lynette Jeffres, Wyoming Federation of Garden Clubs, Inc. President.
- Quorum The Chair declared a quorum present.
- Adoption of Agenda The agenda was adopted as distributed.
- Committee to Approve Minutes The President appointed the following committee to approve the minutes of the 2018 Pre-Convention Board of Directors Meeting:
 Mary Warshauer, Second Vice-President, as Chairman
 Brenda Moore, Third Vice-President
 Robin Pokorski, Corresponding Secretary
- Appointment of Timekeepers The President appointed the following to serve as timekeepers:
 Marilyn McIntosh, Nominating Committee, Central Region; Gardening Committee, Habitat for Humanity Landscaping
 Sandra Dennis, Nominating Committee Vice-Chairman
- Report of Committee to Approve Minutes Mary Warshauer, Chairman of the Committee appointed to approve the minutes of the September 15, 2017 Board of Directors Meeting in St. Louis, Missouri, reported that the minutes were approved and circulated.
- Resignations The President announced the following resignations:
 Lorraine Gabler, 2018 Fall Board Meeting Chairman
 Rene McCoy, Pollinator Gardening Chairman
 Sally Warner, Credentials Chairman
 Carolyn Patterson, School Gardens Chairman
 Pat Wania, Fall Board Meeting Vice-Coordinator
 Terry Holman, Sponsors & Partnerships Committee

ACCEPTED WITH REGRET

- Appointments The President announced the appointments approved by the Executive Committee:
 Gina Jogan, Chairman 2018 Fall Board Meeting, Orlando, Florida
 Jo Ann Guise, Vice-Chairman 2018 Fall Board Meeting, Orlando, Florida
 Kitty Larkin, Chairman 2020 Convention, Milwaukee, Wisconsin
 Liz Murken, Vice-Chairman 2020 Convention, Milwaukee, Wisconsin
 Frances Thrash, Pollinator Gardening Chairman
 David Healy, Representative to National Pollinator Garden Network
 Suzanne Potts, Credentials Chairman
 Linda McLendon, Landscape Design Schools Committee, Reading Chairman

RATIFIED

Reports of Officers	<p>Nancy Hargroves, President, reported. Report on file</p> <p>Gay Austin, First Vice-President, Liaison to the State Presidents and Region Directors, deferred report.</p> <p>Mary Warshauer, Second Vice-President, Finance Committee Chairman and Internal Audit Committee Chairman, deferred report.</p> <p>Brenda Moore, Third Vice-President, Organization Study Committee Chairman and Award of Excellence Committee Chairman, deferred report.</p> <p>Mary Owen, Recording Secretary, deferred report.</p> <p>Betty Grimes, Treasurer, Budget Committee Chairman, reported. Report on file.</p> <p>Robin Pokorski, Corresponding Secretary, deferred report.</p> <p>Shane Looper, Historian, deferred report.</p> <p>Joan Corbisiero, Parliamentarian, deferred report.</p> <p>Sandra Robinson, PH&E Trustees Director, deferred report.</p>
Other Reports	Michelle Smith, Executive Director, reported. Report on file.
Report of the Nominating Committee	<p>Bonnie Borne, Chairman of the Nominating Committee, reported the names of members endorsed by their states to serve as NGC officers.</p> <p>First Vice-President: Mary Warshauer, The Garden Club of New Jersey, Inc.</p> <p>Second Vice-President: Brenda Moore, West Virginia Garden Club, Inc.</p> <p>Third Vice-President: Gerianne Holzman, Wisconsin Garden Club Federation</p> <p>Third Vice-President: Shirley Tetreault, New Mexico Garden Clubs, Inc.</p> <p>Third Vice-President: Becky Hasselbroek, Alaska Garden Clubs</p> <p>Third Vice-President: Donna Rouch, Federated Garden Clubs of Nebraska, Inc.</p> <p>Treasurer: Lynette Jeffres, Wyoming Federation of Garden Clubs, Inc.</p> <p>Recording Secretary: Donna Donnelly, The Garden Club of South Carolina, Inc.</p> <p>Recording Secretary: Sarah Reynolds, Texas Garden Clubs, Inc.</p>
Auditor's Report	<p>The Recording Secretary read the report of the auditor, Mueller Prost PC, Certified Public Accountants.</p> <p style="text-align: right;">ADOPTED</p>
Convention Coordinators Report	<p>Becky Crow, Conventions Coordinator, and Pat Abercrombie, Conventions Vice-Coordinator, reported on future Conventions:</p> <p>April 29 – May 2, 2019 at Beau Rivage Resort and Casino in Biloxi, Mississippi</p> <p>May 11 – 16, 2020 at Potawatomi Hotel in Milwaukee, Wisconsin</p> <p>May 17 – 20, 2021 at the Hilton Meadowlands Hotel in Rutherford, New Jersey</p>
Fall Board Meetings Coordinators Report	<p>Joyce Milberg, Fall Board Meetings Coordinator, reported on future Board Meetings:</p> <p>September 26 – 28, 2018 at Rosen Plaza Hotel in Orlando, Florida</p> <p>September 18 – 20, 2019 at Renaissance Airport Hotel in St. Louis, Missouri</p> <p>September 23 – 26, 2020 at Holiday Inn in Fargo, North Dakota</p>
Invitation to 2018 Fall Board Meeting	Gina Jogan, Chairman of the 2018 Fall Board Meeting, extended the invitation to Orlando, Florida.
2017 Fall Board Meeting Final Report	<p>Joyce Milberg, Fall Board Meetings Coordinator, gave the final report for the 2017 Fall Board Meeting in St. Louis, Missouri. The surplus was \$2,467.70 with NGC <i>PLANT AMERICA</i> Community Project Grant Fund receiving \$1,850.78 and East Central District of Missouri receiving \$616.92, a 75%/25% split.</p> <p style="text-align: right;">ADOPTED</p>
2017 Convention Final Report	<p>Judy Binns, Chairman 2017 Convention, gave the final report of the 2017 Convention in Richmond, Virginia. There being a negative balance, the debt will be shared between NGC (\$5,326.00) and The Virginia Federation of Garden Clubs (\$1,000.00).</p>

ADOPTED

Program/Budget 2018 Fall Board Meeting

The tentative program and proposed budget for the 2018 Fall Board Meeting in Orlando, Florida were presented.

ADOPTED

Adoption of Budgets for 2018-2019

Betty Grimes, Treasurer and Budget Committee Chairman, presented the annual budgets of the General Fund, the Scholarship Fund, Operation Wildflower Fund and the PH&E Fund for 2018-2019.

The budgets of the General Fund, The Scholarship Fund, and the Operation Wildflower Fund were approved and will be submitted to the convention body for adoption.

The PH&E budget was **ADOPTED** by the Board

Recommendations for Adoption

Mary Owen, Recording Secretary, presented the following recommendations on behalf of the Executive Committee:

- 1) That the itinerary and price for an NGC-sponsored tour on October 8-13, 2018 be approved. The garden tour will be in Arkansas, and the cost will be \$2,050.00 per person, which includes a \$100.00 donation to NGC. The cost of a single supplement is \$600.00.

ADOPTED

- 2) That Member Services purchase the following pins:
50 President’s Pins at a cost of \$22.37 each, total - \$1,118.50.
50 Past President’s Pins at a cost of \$22.37 each, total - \$1,118.50
Total purchase cost is \$2,237; pins to be sold for \$25 each.

ADOPTED

- 3) That the following inactive funds be transferred to the *PLANT AMERICA* Community Project Grant Fund, Line Code 111924:

<u>Line Codes</u>		
111161	FLOWER SHOW FUND	\$ 29,585.61
111191	ENERGY CONSERVATION	\$ 2,906.66
111261	LAND TRUSTS – NATURE	\$ 407.88
111282	FLORAL DESIGN PUBLICATIONS FUND	\$190,650.42
111321	FLOWER SHOW 2000	\$ 185.95
111566	MISC. RESTRICTED FUND	\$ 2,588.45
111601	NGC FOUNDATION	\$ 8,580.67
111922	PHOTO CONTEST RESTRICTED FUND	<u>\$ 1,794.54</u>
	TOTAL	\$236,700.18

*Leaving a balance of \$150,000 in FDPF

ADOPTED

- 4) That the funds from Wafa \$93.81, Line Code 111555 be transferred to the International Flower Show Fund, Line Code 111801 and that the funds from Green The Gulf Coast \$2,000.00, Line Code 111546 be transferred to Natural Disaster Grant Fund, Line Code 111381.

ADOPTED

- 5) That 100 Past Presidents pins be purchased from Levy Company for \$22.37 each with a one-time die charge of \$375.00 so that the pins will read “Former Club President.” Pins to sell for \$30.00 each.

ADOPTED

- 6) That \$75,000.00 be awarded in grants from the *PLANT AMERICA* Community Project Grant Fund, Line Code 111924 income for the 2018-2019 fiscal year, subject to

approval of consolidation of inactive funds by Board of Directors.

ADOPTED

- 7) That all textbooks required for NGC, Inc. schools be commercially available to students via normal retail or online outlets. NGC, Inc. will cease involvement in textbook publishing. An exception is made for the *Handbook for Flower Shows* – 2017 edition, PDF and all future editions.

ADOPTED

- 8) That the following be approved for NGC affiliate membership:
Club de Jardinera Kokodama (Club number 685)
Club de Jardinera y Aarregio Floral, Club de Gulf Mexico
Fisherton Garden Club, Argentina
Ituizaingo Garden Club, Argentina
Jacaranda Garden Club, Argentina
La Flor Garden Club, Argentina

ADOPTED

- 9) That the concept of providing a series of short video clips and power point presentations along with printed explanations of how to prepare for and succeed when taking the FSS series of courses for credit be approved. These capsules are to be made available on the website to interested parties, whether FSS Chairmen or individuals who want to learn more about entering and holding flower shows.

ADOPTED

For Ratification

- 1) That the following be approved as International Affiliates:
Escuela Educacionales Salto, Uruguay, South America (Judges Council)
Club Floral de Quetzaltenango, Central America
Name change from #140 Florali Filial Club Jardin de Guatemala to #140 Club Florali de Guatemala

ADOPTED

- 2) That the resignation of Sandra Walters, 2018 Fall Board Meeting Chairman, Orlando, Florida, be accepted with regret.

ADOPTED

- 3) That the invitation from Claudia Bates, Florida Federation of Garden Clubs, Inc., to host the NGC 2022 Annual Convention in Florida be accepted.

ADOPTED

- 4) That National Garden Clubs be a sponsor of the 2018 National Children & Youth Garden Symposium hosted by the American Horticultural Society in Ithaca, NY on July 11-14 at the Bronze Level for \$1,500.00 with funds to come from the NGC Wildflower Fund.

ADOPTED

- 5) That “*DRAFT*” registration forms for NGC Meetings not be distributed and that all Convention materials be available in final form and posted on the NGC website by December 1 of the year preceding the Convention.

ADOPTED

- 6) That 500 copies of *Stewards of the Land* at a cost of \$15,216.00 be ordered, subject to approval of the Finance Committee.

ADOPTED

- 7) That the following procedures of the Sponsors and Partnerships Committee be

approved:

- a) All leads regarding potential NGC, Inc. sponsor/partners (including those that are generated by the S&P Committee) shall be directed to and managed by the Sponsors and Partnerships Committee.
- b) The President and Finance Chair each shall have the ability to decline any potential sponsor/partner before analysis is conducted.
- c) The Sponsors and Partnerships Committee shall perform qualitative analysis of the potential sponsor/partner to determine if there is an intrinsic, mutually beneficial relationship between the parties. If such determination is made, a recommendation to proceed shall be prepared and delivered to the Finance Committee.
- d) The Finance Committee shall review and approve/decline the Sponsors and Partnerships Committee's recommendation prior to contract execution.
- e) A contract shall be executed between NGC, Inc. and partner/sponsor in accordance with current 501(c)(3) regulations.
- f) The Sponsors and Partnerships Committee Chairman shall assign a relationship manager as liaison between the partner/sponsor and NGC, Inc. The relationship manager shall be responsible for managing the qualitative relationship and monitoring quantitative goals against obligations.

ADOPTED

Standing Rules Amendments

(Amend by inserting or adding Underlined words and striking out words in ~~Strikethrough~~ font.)

PUBLICATIONS, page 21

2. The Publications-Print Chairman shall review NGC publications prior to publication, except those for which the President appoints a special committee. The President shall inform the Publications-Print Chairman whenever a committee for specialized subjects is appointed. ~~She appoints such a committee for specialized subjects.~~
3. Any books and /or material written for NGC become the property of NGC. All submissions for publication must be sent to NGC Publications-Print Chairman, Website Chairman, and Headquarters electronically in editable format. To copyright will be the decision of the NGC Executive Committee and would be in the name of NGC.
5. Permission to reproduce and /or translate sections from any publication shall be addressed to the Publications-Print Chairman.

ADOPTED BY 2/3 VOTE

NATIONAL CHAIRMAN, STATE PRESIDENTS, page 22

1. ~~The President Elect and the Vice Presidents shall make every effort, with the help of the Region Directors, to see that no State Garden Club has to forfeit its turn for either Region Director or Nominating Committee representation due to ineligibility.~~
5. NGC stationery shall be available for Chairmen, ~~Region Directors~~ and officers in limited quantity from Headquarters. Amounts over limitations must be paid out of Chairman's ~~Region Director's~~ budget.
6. ~~The incoming Region Director, after being elected by the governing body of the State Garden Club, shall plan the first Region Meeting or Conference with the host committee.~~
7. ~~Outgoing~~ Region Directors shall report at the NGC Convention, at the discretion of the President and the new State Garden Club Presidents in the Region.
8. ~~In order that names may be available for NGC Chairmen, incoming Region Directors shall ask the State Garden Club Presidents in the Region to recommend qualified persons willing to serve as Region Representatives.~~
9. ~~Each Region Director shall appoint Region Representatives for NGC Chairman. In the event a NGC Chairman suggests the name of an individual to serve as Region Representative for that NGC Chairmanship, the Director will comply whenever feasible.~~
10. ~~In odd numbered years, incoming Region Directors shall provide names and complete mailing addresses of Region Representatives to the NGC Headquarters for inclusion in the kits or books of the NGC Chairman at the Post Convention Board of Directors Meeting.~~

11. ~~Immediately following the NGC convention in odd numbered years, State Garden Clubs Presidents should send names and addresses of their Chairman to the Region Director (or Alternate) who will compile the lists for the corresponding Region Representatives. State Garden Clubs not having counterparts for specific NGC Chairmen shall indicate to whom communications are to be sent.~~
13. ~~Copies of information circulated by each NGC Officer and Committee Chairman to State Garden Clubs Presidents shall be sent electronically at the same time to Region Directors.~~

Renumber

ADOPTED BY 2/3 VOTE

Bylaw Amendments

Amend by inserting or adding Underlined words and striking out words in ~~Strikethrough~~ font. Bylaw amendments approved by the Board of Directors will be presented to the membership for adoption at the 2019 Convention.

1. **Article IV –DESIGNATED GEOGRAPHIC REGIONS**

State Federations of Garden Clubs, State Garden Clubs, State Associations of Garden Clubs and the National Capital Area Garden Clubs shall, hereinafter in these Bylaws, be referred to as State Garden Clubs.

The State Garden Clubs shall be grouped into ~~not less~~ no fewer than eight ~~(8)~~ designated geographic R regions, as follows:

APPROVED

To be submitted to the membership for adoption.

2. **Article VI – MEMBERSHIP**

The membership of NGC shall consist of two ~~(2)~~ classes: Voting Membership and Non-Voting Membership.

Section 1. Voting Membership

Voting membership shall consist of members of State Garden Clubs that are members of NGC.

A. Eligibility

A State Garden club shall have been organized for a minimum of one year ~~and shall be recommended by the Director of Region in which it is located.~~

APPROVED

To be submitted to membership for adoption.

3. **Section 2. NON-VOTING MEMBERSHIP**

Non-voting membership shall consist of ~~five~~ four classes: ~~Honorary Life Members, who are not members of a Garden Club;~~ Life Members who are not delegates; National Affiliates; International Affiliates, who are not serving on the NGC Board of Directors; and all categories of Youth Gardeners.

Non-voting members may attend all NGC Convention meetings but shall be ineligible to debate or to hold office.

~~**A. NGC Honorary Life Members**~~

~~NGC Honorary Life Membership may be accorded to an individual who is not a member of a garden club upon recommendation of the NGC President and of the Life Membership committee with the approval of the Board of Directors. A State Garden Club, a member club or a member may sponsor an individual for Honorary Life Membership by submitting an application and contribution through the NGC Life Membership Chairman.~~

DEFEATED

To be reconsidered by Organization Study Committee.

4. **Article VII – DUES, FEES AND CONTRIBUTIONS**

Section 3. - Contributions

The one-time contribution of ~~an Honorary Life Membership or~~ a Life Membership in NGC shall be two hundred dollars (~~\$200.00~~).

DEFEATED

To be reconsidered by Organization Study Committee.

5. **Article XVI – FINANCES**

b) SCHOLARSHIP FUND

1) Income shall be derived from one-half (1/2) of ~~NGC Honorary Life Membership of~~ NGC Life Membership contributions, memorials, honoraria, donations from members or State Garden Clubs, and from investments.

DEFEATED

To be reconsidered by Organization Study Committee.

6. **Article VIII – OFFICERS’ ELIGIBILITY**

Section 1. Elected Officers

- A. The elected officers of NGC shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Recording Secretary, and a Treasurer; ~~and a Director for each Region.~~
- ~~D. To be eligible for the nomination as Region Director or Alternate Region Director, each nominee shall have served as President of a State Garden Club for a minimum of two (2) years and shall have attended two (2) of three (3) previous Region Conventions/Meetings at the time of election. In the event the State Garden Club does not have a nominee who has served a minimum of two (2) years as President of a State Garden Club and willing to serve, the current President will become eligible for the Nomination.~~
- E. All officers elected and installed at the NGC Convention in the odd- numbered years shall have attended two (2) of the previous three (3) NGC Conventions at the time of election. ~~All Region Directors shall have attended a minimum of two (2) NGC Conventions and may include the NGC Convention at which they are installed.~~

Renumber

APPROVED

To be submitted to the membership for adoption.

7. **Article IX – DUTIES OF OFFICERS**

Section 9. REGION DIRECTORS

- ~~A. Each Region Director shall:~~
- ~~1. Direct the activities of the Region.~~
 - ~~2. Coordinate and promote the activities of NGC.~~
 - ~~3. Serve as a member of the NGC Scholarship Committee.~~
 - ~~4. Conduct and Annual or Biennial Region Convention in rotation as established in the Bylaws, Standing Rules, Rules of Procedure, or Policies of the Region.~~
 - ~~5. Appoint Region Chairman as necessary to carry out the purposes of NGC which shall conform, insofar as practical, to those of NGC.~~
 - ~~6. Inform the NGC President of an anticipated absence from any required meeting and secure approval for the Alternate Region Director to represent the Region with all the privileges of the Director.~~
 - ~~7. Adhere to ARTICLE XI for election procedures within the Region.~~
 - ~~8. In the event of a vacancy in the office of Region Director, the Alternate Region Director shall become the Regional Director. An Alternate Region Director shall then be elected as established within that Region according to prescribed procedure (Article XI Section 2).~~

APPROVED

To be submitted to the membership for adoption.

8. **Article XI – ELECTION OF OFFICERS**
~~**Section 2. ELECTION OF REGION DIRECTORS AND ALTERNATE REGION DIRECTORS**~~

~~The State from which the next Region Director and Alternate Region Director shall come is determined by the Bylaws, Standing Rules, Rules of Procedure or Policies of each Region. The Region Director and the Alternate Region Director must reside within the Region they represent.~~

~~A. The candidate for Region Director shall be:~~

- ~~1. Elected by the Governing Board of that Director's State Garden Club in session during the even numbered year prior to assuming office.~~
- ~~2. Presented to the NGC Convention in the odd numbered year.~~
- ~~3. Installed at the NGC Convention in the odd numbered year and assume office for a term of two years at the close of the NGC Convention.~~

~~B. The Candidate for Alternate Region Director shall be elected by the Governing Board of that State Garden Club in session during the even numbered year prior to assuming office.~~

APPROVED

To be submitted to the membership for adoption.

9. **Article XVI – COMMITTEES**
Section 1. STANDING COMMITTEES

~~B. The Chairmen may suggest to the Region Director a member to serve as Region Chairmen.~~

Renumber

APPROVED

To be submitted to the membership for adoption.

10. **Article IX – DUTIES OF OFFICERS, APPOINTED OFFICERS**
Section 11. HISTORIAN

The Historian shall:

- B. Obtain ~~H~~histories from States ~~and Regions~~ for placement in the NGC archives, effective with the 2019-2021 administration.

APPROVED

To be submitted to the membership for adoption.

The following Chairmen reported: Reports on file.

Nancy Voyles, Scholarship

Reports of Committee
Chairman

The dates for future meetings of the Board of Directors are:

September 28, 2018 (Friday) - Rosen Plaza Hotel, Orlando, Florida
April 30, 2019 (Tuesday) – Beau Rivage Hotel, Biloxi, Mississippi

Future Board Meetings

The meeting adjourned at 4:22 p.m.

Adjournment

<u><i>Mary Owen</i></u> Mary Owen, Recording Secretary	<u>8/20/2018</u> Date
<u><i>Nancy Hargroves</i></u> Nancy Hargroves, President	<u>8/20/2018</u> Date
<u><i>Mary Warshauer</i></u> Mary Warshauer, Second Vice-President	<u>8/20/2018</u> Date
<u><i>Brenda Moore</i></u> Brenda Moore, Third Vice-President	<u>8/20/2018</u> Date
<u><i>Robin Pokorski</i></u> Robin Pokorski, Corresponding Secretary	<u>8/20/2018</u> Date