

NATIONAL GARDEN CLUBS, INC.
2019-2021 BOARD OF DIRECTORS' FALL MEETING
MINUTES

Renaissance St. Louis Airport Hotel

Friday, September 20, 2019

Call to Order President Gay Austin called the ninetieth fall meeting of the 2019-2021 NGC Board of Directors to order at 8:30 a.m. on September 20, 2019 at the Renaissance St. Louis Airport Hotel in St. Louis, Missouri and welcomed those in attendance.

The Recording Secretary, Donna Donnelly was present.

Opening Exercises Maggi Burns, President of Tennessee Federation of Garden Clubs, Inc., gave the invocation.

The Cleveland Junior Naval Academy Color Guard presented the colors of the Flag of the United States of America.

Margie Soileau, President of Colorado Federation of Garden Clubs, Inc., led the Pledge of Allegiance to the Flag of the United States of America.

Jodi Meyer, Central Region Director and Scholarship Committee Member, welcomed the Board of Directors to the Region.

Nan McCabe, President of the Federated Garden Clubs of Missouri, Inc., welcomed the Board of Directors to the State of Missouri.

Recognition of former NGC Presidents President Austin welcomed the former Presidents of National Garden Clubs, Inc., Lois Dupre Shuster (2001-2003), Kitty Larkin (2005-2007), Shirley Nicolai (2011-2013), Sandra Robinson (2015-2017) and Nancy Hargroves, Immediate Past President and PH&E Trustees Director.

Introduction of 2019-2021 Region Directors President Austin recognized the 2019-2021 Region Directors present: Suzanne Bushnell, New England; Gail Corle, Central Atlantic; Lena Bateman, Deep South; Jodi Meyer, Central; Linda Lawson, South Central; Darla Anderson, Rocky Mountain; and Robin Pokorski, Pacific. Carolyn McCafferty, South Atlantic, was not in attendance.

Credentials Report Suzanne Potts, Credentials Chairman, presented the Preliminary Credentials Report as of 8:00 a.m. on September 20, 2019:

NGC President	1
NGC Honorary President	0
NGC Elected Officers	5
NGC Appointed Officers	4
Region Directors	7
Advisory Committee	5
PH&E Trustees	6
State Presidents	43
Representatives of State Presidents	3
NGC Chairmen	41
NGC Standing Committee Members	<u>185</u>
Subtotal	300
Less Duplications	<u>82</u>
Total Voting Strength	218

ADOPTED

Quorum The Chair declared a quorum present.

Registration Report Karen Blackmore 2019 Fall Board Meeting Vice-Chairman, presented the Registration Report as of 8:00 a.m. September 20, 2019, for information only.

Reports of Officers	<p>The following officers reported: (Copies on file)</p> <p>Gay Austin, President Mary Warshauer, First Vice-President Brenda Moore, Second Vice-President Donna Rouch, Third Vice-President Donna Donnelly, Recording Secretary (no report)p Lynette Jeffres, Treasurer Bonnie Borne, Corresponding Secretary Andrea Little, Historian Joan H. Corbisiero, PRP, Parliamentarian Nancy Hargroves, PH&E Trustees Director</p>
Executive Director	Executive Director, Michelle Smith, reported. (Copy on file)
Auditor's Report	Brenda Moore, Internal Audit Committee Chairman, reported that the Internal Audit Committee had met with the auditors Mueller Prost PC and gave permission for the auditors to proceed to their final audit report. This will be a qualified report and will be submitted to the Board of Directors for adoption at their May 2020 Convention in Wisconsin.
2020 Convention Program and Budget	<p>The tentative program and proposed budget for the 2020 NGC Convention in Milwaukee, Wisconsin was presented.</p> <p style="text-align: right;">RATIFIED</p>
Recommendations for Ratification	<p>On behalf of the Executive Committee, Recording Secretary Donna Donnelly presented the following recommendations for ratification:</p> <ol style="list-style-type: none"> 1. That Shirley Nicolai be approved to fill the vacancy as PH&E Trustee for the term expiring 2021, caused by the passing of Linda Nelson Bentson. <p style="text-align: right;">RATIFIED</p> 2. That the appointment of the <i>TNG</i> Review Committee, a special committee to formulate a strategic plan to transition <i>TNG</i> from a print publication to an online-only version be approved, to report to the Executive Committee before or at the 2021 Convention in East Rutherford, New Jersey, with Mary Warshauer as chairman and Sandy Robinson and Bonnie Borne as members. <p style="text-align: right;">RATIFIED</p> 3. That the sale of approximately 135 donated '<i>Kitty's Lark</i>' and '<i>Violet Dawson</i>' peonies by Member Services at the 2019 Fall Board meeting in St. Louis, Missouri at the price of \$20 per tuber be approved, with all proceeds designated for the <i>PLANT AMERICA</i> Community Grants Fund. <p style="text-align: right;">RATIFIED</p> 4. That the following be ratified as an International Affiliate Garden Club: #696 – Colibri Grupo de Estudio Escuelas Educativas, Guatemala <p style="text-align: right;">RATIFIED</p>
For Adoption	<ol style="list-style-type: none"> 5. That the Plant America Grants for the fiscal year 2019-2020 be increased from \$40,000 to \$50,000 exclusive of administrative expense. <p style="text-align: right;">ADOPTED</p> 6. That 8000 copies of 2021 Vision of Beauty calendars be ordered from Swift Print Communications at a cost of \$24,872 to be sold at: <ul style="list-style-type: none"> • 1 copy - \$6.75 (includes shipping) • 2-49 copies - \$5 plus shipping • 50-99 copies - \$4.50 plus shipping

- 100+ copies - \$4 plus shipping

ADOPTED

7. That 500 copies of *Collection of Inspiration & Installations* book be ordered at a cost of \$3,883 from Swift Print Communications to be sold at \$15 per copy.

ADOPTED

8. That the following Member Services' items be discounted:

- NGC Charm Bracelet - \$10
- Blue Star Charm - \$3
- Flower Show Judge Charm - \$3
- Life Member Charm - \$3
- NGC Member Charm - \$3
- Club President Charm - \$3
- Past President Charm - \$3
- Monarch Butterfly Pin - \$5
- NGC Scarf (Green) - \$20
- NGC 2015-2017 Scarf - \$20
- *Designs Made Easy* - \$5
- *Table Settings for All Seasons* - \$10

ADOPTED

9. That 500 Blue Star Memorial Ornaments be purchased from C. Sanders at a cost of \$2,555 plus shipping to sell for \$10 per ornament through Member Services.

ADOPTED

10. That \$600 be included in the NGC 2019-2020 budget for expenses of Sponsorship benefits at NGC Annual Convention.

ADOPTED

11. That approval be given for Gay Austin, NGC President, to sign the five-year Memorandum of Understanding for Penny Pines Program between National Garden Clubs, Inc. and the USDA Forest Service.

ADOPTED

12. That the \$25,802.62 balance of the "International Disaster Fund," a donor restricted account, be transferred on October 1, 2019 to the "Natural Disaster Fund." The balance can be used for any International Disasters NGC approves for the next five years. After five years the principal amount and time commitment is satisfied, either by time or by use, and the remaining balance can be used for any natural disaster. NGC will no longer accept donations for this fund as of October 1, 2019.

ADOPTED

13. That Life Membership Donations that are currently split with PH&E and the Scholarship Fund be split with PH&E and the Plant America Community Grants Fund.

ADOPTED

14. That the following actions will become effective immediately:
- a. The benefit of a printed copy of TNG for **new** Life Memberships will cease.
 - b. No new subscriptions for the printed *TNG* will be accepted.

ADOPTED

15. Flower Show Schools Handbook:
HB P. 3 D. 2. B. ii. Reads:

There should be several exhibits, usually three (3) or more, of botanically identical (variety, cultivar, series or trademarked name), or similar in form, color, size or description to justify forming a subclass.

Change to read:

*There **must** be three (3) of more, of botanically identical (variety, cultivar, series or trademarked name), or similar in form, color, size or description to justify forming a subclass.*

Effective July 1, 2021

ADOPTED

16. Flower Show Schools Handbook:
HB Change in FSS Curriculum p. 126 and 127
Add to FSS Course III and IV
Combination Plantings will be taught in Course III and Collections and Displays will be taught in Course IV. Students will be instructed to review general requirements for NGC Top Exhibitor Awards, Horticulture Commenting Vocabulary, and Judging Procedures as taught in prior courses. Instructor will answer questions but not elaborate on the above topics except Botanical Arts Horticulture.
Effective July 1, 2021

ADOPTED

17. Flower Show Schools Handbook:
Judging Credits
All Accredited, Accredited Life and Accredited Master Judges are eligible to earn an Alternate Judging Credit by evaluating an NGC Flower Show which qualifies for an NGC FS Achievement Award.
Effective July 1, 2021.

ADOPTED

18. That the Organizational Study Committee Chairman be authorized to remove all duplicate numerical references in NGC Bylaws and Standing Rules. (ten and under-spelled out; 11 and over-number without parentheses).

ADOPTED

Bylaw Amendments

Key: underlined means insert words; ~~strike through~~ means omit words.

ARTICLE XVI - COMMITTEES

Section 4. INTERNAL AUDIT COMMITTEE

- A. The Internal Audit Committee shall consist of the Second Vice-President (~~Finance Committee Chairman~~) as Chairman, the President, First Vice-President/President-elect, the Third Vice-President and Treasurer as members. The Treasurer will participate except for the right to make a motion and vote.

ADOPTED

ARTICLE IX - DUTIES OF OFFICERS, ELECTED OFFICERS

Section 7. TREASURER

- D. Serve as a member of the Finance Committee and a non-voting member of the Internal Audit Committee.

ADOPTED

ARTICLE IX - DUTIES OF OFFICERS

J. Section 7. TREASURER

Authorize the disbursement of funds of up to \$8,000 ~~or more~~ in excess of the adopted General Fund, Scholarship Fund or Operation Wildflower Fund budgets with approval of the President. ~~and if~~ If a disbursement is in excess of \$8,000, ~~by~~ approval of the Executive Committee and ratification by the Board of Directors is required.

ADOPTED

ARTICLE XII – CONVENTIONS AND MEETINGS

Section 1. – CONVENTION

- B. The Call to the NGC Convention shall be ~~printed~~published in the Winter issue of *The National Gardener* and shall be THE OFFICIAL CALL TO THE NGC CONVENTION.

ADOPTED

ARTICLE XVII - FINANCES

Section 3. FINANCE COMMITTEE

C. Funds

1. General Fund

The General Fund of NGC shall be derived from the payment of dues, fees, ~~subscriptions to *The National Gardener*~~, sales by Member Services, investment, transfers from other funds and other sources as authorized by the Board of Directors. These funds shall be used for administration, program expenses, and the ~~printing and mailing~~ publishing and applicable distribution cost of *The National Gardener*.

ADOPTED AS AMENDED

ARTICLE XVII – FINANCES

Section 3. FINANCE COMMITTEE

C. Funds

2 a) Permanent Home and Endowment Fund

~~2) A percentage, not to exceed five (5) percent of value averaged over the past three (3) years as determined by the Finance Committee and the Permanent Home and Endowment Trustees, of cash and investments of this fund as a May 31 shall be available for use during succeeding years for:~~

- ~~(a) investment fees and audit fees of the fund;~~
- ~~(b) transfers to the General fund for routine expenses of Headquarters such as utilities, insurance, salaries and expenses of operating the office of NGC;~~
- ~~(c) transfers to the General Fund for general maintenance;~~
- ~~(d) transfers to the General Fund for one half (1/2) of the subscription fees to *The National Gardener* for NGC Life Members and one half of the expenses;~~
- ~~(e) land, buildings, improvements, furnishings, equipment and collections.~~

Renumber

ADOPTED

ARTICLE XVII – FINANCES

Section 3. FINANCE COMMITTEE

C. Funds

2 b) Scholarship Fund

~~2) A percentage not to exceed five (5) percent of the value averaged over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:~~

- ~~(a) scholarships;~~
- ~~(b) one half (1/2) of the subscription fees to *The National Gardener* for NGC Life Members; **REMOVE letter b, reletter**~~
- ~~(c) investment fees and audit fees of this fund;~~
- ~~(d) payroll expenses associated with scholarships;~~
- ~~(e) expenses incurred by the Scholarship Chairman;~~
- ~~(f) transfers to the General Fund for one half (1/2) of the NGC Life Membership Committee expense.~~

Renumber

ADOPTED

ARTICLE XVII – FINANCES

Section 3. FINANCE COMMITTEE

C. Funds

2.c) Operation Wildflower Fund

- 2) ~~A percentage not to exceed five (5) percent of the value averaged over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:~~
 - ~~(a) promotion of the objects and purposes of the organization;~~
 - ~~(b) transfers to the Scholarship Fund by a majority vote of the Finance Committee;~~
 - ~~(c) investment fees and audit fees of this fund.~~

ADOPTED

ARTICLE XVII – FINANCES

Section 3. FINANCE COMMITTEE

C. Funds

2.d) NGC Endowment Fund

- 2) ~~A percentage not to exceed five (5) percent of the value averaged over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:~~
 - ~~(a) investment fees and audit fees of this fund;~~
 - ~~(b) transfers to the General Fund for operating expenses;~~
 - ~~(c) loans to NGC Conventions and Fall Board Meetings and expenses in excess of revenues for NGC Conventions and Fall Board Meetings.~~

ADOPTED

ARTICLE XVI – COMMITTEES

Section 4. – INTERNAL AUDIT COMMITTEE

C. The Internal Audit Committee shall review and approve fund performance and usage of unexpended portions of the amounts available from the Permanent Home & Endowment Fund, the Scholarship Fund, the NGC Endowment Fund and the Operation Wildflower Fund.

ADOPTED

Standing Rules
Amendments

AWARDS (NGC)

2. Awards and awards rules shall be ~~printed~~ published in the Fall issue of *The National Gardener* in the odd numbered year; changes only in the Fall issue in the even numbered year on the NGC website.

ADOPTED BY TWO-THIRDS VOTE

FUNDS AND INVESTMENTS (Page 11)

5. It is the responsibility of the Finance Committee and Permanent Home and Endowment Trustees to establish guidelines for the investment of four restricted and endowment funds known as the Permanent Home and Endowment Fund, the Scholarship Fund, the NGC Endowment Fund and the Operation Wildflower Fund.

- 1) The Permanent Home and Endowment Fund: A percentage, not to exceed five (5) percent of value averaged over the past three (3) years as determined by the Finance Committee and the Permanent Home and Endowment Trustees, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:
 - (a) investment fees and audit fees of the fund;
 - (b) transfers to the General fund for routine expenses of Headquarters such as utilities, insurance, salaries and expenses of operating the office of NGC;
 - (c) transfers to the General Fund for general maintenance;
 - (d) land, buildings, improvements, furnishings, equipment and collection.

ADOPTED BY TWO-THIRDS VOTE

- 2) The Scholarship Fund: A percentage not to exceed five (5) percent of the value averaged

over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:

- (a) scholarships;
- (b) investment fees and audit fees of this fund;
- (c) payroll expenses associated with scholarships;
- (d) expenses incurred by the Scholarship Chairman;
- (e) transfers to the General Fund for one-half (1/2) of the NGC Life Membership Committee expense.

ADOPTED BY TWO-THIRDS VOTE

- 3) NGC Endowment Fund: A percentage not to exceed five (5) percent of the value averaged over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:

- (a) investment fees and audit fees of this fund;
- (b) transfers to the General Fund for operating expenses;
- (c) loans to NGC Conventions and Fall Board Meetings and expenses in excess of revenues for NGC Conventions ad from Fall Board Meetings.

ADOPTED BY TWO-THIRDS VOTE

- 4) The Operation Wildflower Fund: A percentage not to exceed five (5) percent of the value averaged over the past three (3) years as determined by the Finance Committee, of cash and investments of this fund as of May 31 shall be available for use during succeeding years for:

- (a) promotion of the objects and purposes of the organization;
- (b) transfers to the Scholarship Fund by a majority vote of the Finance Committee;
- (c) investment fees and audit fees of this fund.

ADOPTED BY TWO-THIRDS VOTE

Future Annual Conventions Meetings	Convention Coordinator Becky Crow and Vice-Coordinator Pat Abercrombie reported on dates of future NGC Conventions: 2020 Milwaukee, Wisconsin, May 11-16 2021 East Rutherford, New Jersey, May 17-20 2022 Orlando, Florida, May 15-19 2023 West Virginia 2024 TBD
Future Fall Board Meetings	Fall Board Meeting Coordinator Ann Bucher and Deanna McFarlan reported on future Fall Board of Directors' Meetings: 2020 Fargo, North Dakota, September 23-26 2021 St. Louis, Missouri 2022 Cleveland, Ohio 2023 St. Louis, Missouri
Invitation to 2020 Convention	The invitation to attend the 2020 Annual Convention in Milwaukee, Wisconsin on May 11-16 was issued by, Kitty Larkin, Convention Chairman.
Preliminary Report of the 2019 Convention	Rhonda Rosetti, Chairman of the 2019 NGC Convention in Biloxi, Mississippi gave the preliminary report of the 2019 Convention stating that there was a registration of 742 attendees and that there would be an approximate surplus of \$33,000. Report on file.
Committee Chairmen's Reports	The following Chairman reported (copies on file): Barbara Campbell, Nominating Committee Chairman

Pam Dowd, Blue and Gold Star Memorial Markers Chairman
 Diane Dawson, Sponsorships and Partnerships Chairman
 Poss Tarpley, Website Chairman
 Phyllis White, Website Development Chairman
 Mary Ann Bryant, Tours Chairman
 David Robson, *Plant America* Community Grants Committee Chairman

Motion by Jan Warshauer, Flower Show Schools Committee Chairman, to amend Standing Rules to permit changes of Flower Show School policies and procedures annually was ruled not in order by the Chair and referred to the Organization Study Committee.

Future Board Meetings May 13, 2020 – Potawatomi Hotel, Milwaukee, Wisconsin
 September 23 – 26, 2020 – Fargo Holiday Inn, Fargo, North Dakota
 May 17-20, 2021 – Hilton Meadowlands Hotel, East Rutherford, New Jersey

Memorial Service Robin Pokorski Pacific Region Director, Scholarship Committee Member, offered a memorial service in remembrance of Former NGC President (2013-2015) Linda Nelson Bentson.

Final Credentials Report Suzanne Potts, Credentials Chairman, presented the Final Credentials Report as of noon on September 20, 2019:

NGC President	1
NGC Honorary President	0
NGC Elected Officers	5
NGC Appointed Officers	4
Region Directors	7
Advisory Committee	5
PH & E Trustees	6
State Presidents	43
Representative of State Presidents	3
NGC Chairmen	41
NGC Standing Committee Members	<u>185</u>
Subtotal	300
Less Duplications	<u>82</u>
Total Voting Strength	218

ADOPTED

Final Registration Report Mary Davidson-Officer, 2019 Fall Board Meeting Vice-Chairman presented the Final Registration report as of noon on September 20, 2019, for information only.

Total Voting Strength	218
Spouses	12
Guests	12
Speakers	<u>4</u>
Total Registration	246

Adjournment There being no further business, the 2019 Fall Board Meeting of National Garden Clubs, Inc. adjourned at 11:28 a. m.

Donna Donnelly 12/20/19
Donna Donnelly, Recording Secretary Date

Gay L. Austin 12/20/19
Gay L. Austin, President Date

Brenda Moore 12/20/19
Brenda Moore, Second Vice-President Date

Donna Rouch 12/20/19
Donna Rouch, Third Vice-President Date

Andrea Little 12/20/19
Andrea Little, Historian Date

