

NATIONAL GARDEN CLUBS, INC.
2011-2013 BOARD OF DIRECTORS' PRE-CONVENTION MEETING
MINUTES

Sheraton Hotel, Seattle, Washington

Friday, May 24, 2013

- Call to Order President Shirley S. Nicolai called the meeting of the 2011-2013 NGC Board of Directors to order at 9:30 A.M. on May 24, 2013 at the Sheraton Hotel, Seattle, Washington, and welcomed those in attendance.
- Recording Secretary, Gay L. Austin, was present.
- Opening Exercises Becky Hassebroek, President, Alaska Garden Clubs, gave an inspirational reading.
- Roger Buhr, Flower Show Schools Student Schedule Correction Committee led the Pledge of Allegiance to the Flag of the United States of America.
- Quorum The Chair declared a quorum present.
- Committee to Approve The President appointed the following committee to approve the minutes of the 2013 Board of Minutes
Minutes Directors' Pre-Convention Meeting:
 Sandra H. Robinson, Second Vice-President as Chairman
 Nancy L. Hargroves, Third Vice-President
 Poss Tarpley, Corresponding Secretary
- Timekeepers The President appointed the following to serve as timekeepers:
 Jennifer Moreno, Special Education Activities, Chairman
 Suzanne Potts, Nominating Committee Member, Central Region
- Report of the Sandra H. Robinson, Chairman of the committee to approve the minutes of the Fall Board Meeting, Committee to Approve September 29, 2012 in Little Rock, Arkansas, reported that the minutes had been approved and the Minutes circulated.
- Ratification of The President presented the following appointments for ratification:
Appointments Ann M. Fiel, Chairman, 2015 NGC Convention, Louisville, Kentucky
 Joan B. Wiperman, Vice-Chairman, 2015 NGC Convention, Louisville, Kentucky
 Nancy L. Hargroves, Third Vice-President, Committee to Approve History of the
 2011-2013 Administration Chairman
 Poss Tarpley, Corresponding Secretary, Committee to Approve History of the 2011-2013
 Administration.
- RATIFIED**
- Reports of Officers The following officers deferred their reports until the Annual Meeting:
 Shirley S. Nicolai, President
 Linda Nelson, First Vice-President
 Sandra H. Robinson, Second Vice-President
 Nancy L. Hargroves, Third Vice-President
 Gay L. Austin, Recording Secretary
 Poss Tarpley, Corresponding Secretary
 Pamela C. Hebert, Historian
 Joan H. Corbisiero, Parliamentarian
 Renee D. Blaschke, PH&E Trustees Director
- Betty Grimes, Treasurer, presented a financial report. Report on file.
- Executive Director Executive Director, Michelle Smith reported. Report on file.
Report
- Conventions Report Convention Coordinator, Anne Bucher and Vice-Coordinator, Phyllis Steele reported on dates of future NGC Conventions.
 2014 – Embassy Suites, Norman, Oklahoma, April 30 – May 4, 2014

2015 – Louisville, Kentucky, May 15 – 17, 2015
2016 – Michigan - TBA
2017 – Marriott Hotel, Richmond, Virginia, May 14 – 16, 2017
2018 – Madison, Wisconsin - TBA

Donna Marsheck, 2014 Annual Convention Chairman, issued an invitation to attend the 2014 Annual Convention in Norman, Oklahoma.

Fall Board Meetings Report Diane Bullock, Fall Board Meeting Coordinator, reported on future Fall Board of Directors' Meetings:
2013 – Marriott Airport, St. Louis, Missouri – September 24 – 29, 2013
2014 – Des Moines Marriott Downtown, Des Moines, Iowa – September 24 – 28, 2014
2015 – St. Louis, Missouri - TBA
2016 – Holiday Inn by the Bay, Portland, Maine - September 26 - October 2, 2016
2017 – St. Louis, Missouri – TBA
2018 – Orlando, Florida - TBA

2012 Buffalo Convention Final Report Barbara Campbell, Vice-Chairman, 2012 NGC Convention, presented the final report of 2012 NGC Convention in Buffalo, NY. Revenue over expenses was \$83,470.32 which was divided equally between the Federated Garden Clubs of New York State, Inc. and the NGC Endowment Fund. Report on file.

ADOPTED

2012 Fall Board Meeting Final Report Bobbie Verser, Vice-Chairman, 2012 Fall Board Meeting, presented the final report of the 2012 Fall Board meeting in Little Rock, Arkansas. The profit was \$6,091.02 which was divided equally between Arkansas Federation of Garden Clubs, Inc. and the NGC Endowment Fund. Report on file.

ADOPTED

Budgets Betty Grimes, Treasurer, presented annual budgets of the General Fund, the Scholarship Fund, the Operation Wildflower Fund and the PH&E Fund. 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**.

For Ratification On behalf of the Executive Committee, Gay L. Austin, Recording Secretary, presented the following recommendations for ratification:

1. That the time spent for oral point scoring be increased by one-half hour each for horticulture and design for Flower Show Judges' School - Courses II, III, and IV.

RATIFIED

2. That the publishing of information on NGC Flower Show Schools (as listed) be permitted in A *Fresh Look at Judging Floral Design*.

RATIFIED

3. That the *Horticulture Exhibiting and Judging* book, 197 pages of text and 10 pages of color photographs, be priced at \$40.00 for sale through member services.

RATIFIED

4. That 15,000 copies of the 2014 *Vision of Beauty* calendars at \$2.36 each, be ordered from Smith Printing Communications.

5. That the envelopes for the *Vision of Beauty* calendars be eliminated.

6. That four cases (200 copies) of 2012 *Vision of Beauty* calendars be shipped to Seattle, Washington Convention, to be sold at a discounted price, to be determined by the Member Services Chairman.

#4 - #6 RATIFIED

7. That the following new International Affiliate Garden Clubs be approved as members of National Garden Clubs, Inc.:
- Club Jardin Tropical de Retalhuleu #647 - Central America, Guatemala
 - Sicquete Chiapas Club de Jardineria Horticultura y Arreglo Floral #648 - Mexico
 - Los Robles de Chacabuco #649 - South America, Argentina
 - Troncos Garden Club #650 – South America, Argentina
 - Garden Club Necochea #651 – South America, Argentina
 - Garden Club Paso de Los Toros #652 – South America, Uruguay
 - Club de Jardineria Semillas #653 – Mexico
 - The Garden Club of Seoul #654 – South Korea
- RATIFIED**
8. That an email address (one that can go from chairman to chairman) be set up to receive photos to be considered for use in the *Vision of Beauty* Calendar, and that an interactive form for submission of entries be available on the NGC website.
- RATIFIED**
9. That a new textbook, *Botany for Gardeners*, be added to the Gardening Study Schools recommended reading list and that the book, *Living With Plants*, be removed from the GSS required reading list, effective immediately.
- RATIFIED**
10. That NGC adopt the platform: “National Garden Clubs, Inc. recognizes the value of conserving the natural beauty found within the National Parks, National Seashores, Wild and Scenic Rivers, National Monuments and Battlefields and all other historic sites within the National Park System. It is vital that adequate support to ensure the continuation of educational and recreational opportunities be sustained. National Garden Clubs, Inc. believes these sites are irreplaceable National treasures and worthy of protection so they will remain places of learning and enjoyment for present and future generations.”
- RATIFIED**
11. a) That \$50 be awarded to the winner of the Conservation Award (#6) for the most significant conservation activities. National Capital Area Garden Clubs, Inc. to donate the \$50.00 in honor of Shirley Nicolai.
- b) That Alice and LeRoy Overton of Tennessee be approved as new sponsors for \$500 for NGC Award #43, Butterfly Award for the 2013-2015 administration.
- c) That NGC Award #43, Butterfly Award for the last year of the 2011-2013 administration, be sponsored for \$500 by NGC President, Shirley S. Nicolai.
- RATIFIED**
12. That the printing of the 2013 – 2015 NGC Directory by Swift Print Communications be approved, subject to approval by the Finance Committee.
- RATIFIED**
13. That the acceptance of the bequest by NGC from the estate of Mrs. Barbara H. Barnette be ratified.
14. That the authorization of NGC Executive Director, Michelle A. Smith, to communicate with Merrill Lynch Wealth Management on behalf of NGC with regards to the transfer of assets from the account of the late Mrs. Barbara H. Barnette to NGC be ratified.
15. That the authorization of NGC Executive Director, Michelle A. Smith, to sign the IRA Beneficiary Distribution form and any other forms to allow the proper transfer of the donation from the account of the late Barbara H. Barnett to National Garden Clubs, Inc. be ratified.
- #13 - #15 RATIFIED**
16. That the former Presidents of Arkansas Federation of Garden Clubs, Inc. sponsor Award #60 (Junior Leadership Award for an adult individual who has given outstanding service to youth as a

leader of a Junior Garden club), effective immediately.

RATIFIED

- 17. That a Special Limited Edition version of the NGC silk scarf in blue be ordered with special pricing at the convention for the purchase of a blue and a green scarf. Cost approximately \$2,410.

RATIFIED

- 18. That items from Carruth Studio (handmade sculptures), costing \$350, be purchased for sale at the Seattle Convention through Member Services.

RATIFIED

- 19. That the Dothan Area Botanical Gardens, Alabama be accepted as an NGC Affiliate.

RATIFIED

- 20. That a tour to Costa Rica, from November 4 – 10, 2013, be sponsored by NGC.

RATIFIED

FOR INFORMATION ONLY

It was reported to the Board that the Executive Committee also took the following actions:
Selected “Plant ... Protect ... Participate” (bullets are to separate words) as the NGC Tag Line from suggestions submitted by the membership.

Approved the concept of an Oehme, van Sweden and Associates renovation plan for the Friendship Garden at the U.S. National Arboretum, totaling no more than \$130,000. (In 2006 NGC transferred the funds to NGCGC for management; as of October 31, 2012, the fund was approximately \$150,000.00).

For Adoption.

On behalf of the Executive Committee, Gay L. Austin, Recording Secretary, presented the following recommendations for adoption:

- 1. That Honorary NGC Life Memberships be granted to Mary Barnette Ferguson, daughter of Barbara (Babs) Barnette and Lester Barnett Underwood and William Edward Underwood, grandsons of Barbara Barnette. Funding for the above Honorary NGC Life Members will come from the Barbara Barnette donation.

ADOPTED

- 2. That *flower* Magazine and NGC *The National Gardener* do a full-page ad swap in the fall issue of *flower* Magazine and the fall issue of the *TNG* Magazine. Implementation to be overseen by Third Vice-President, Nancy L. Hargroves. Monies to be taken from the public relations budget.

ADOPTED

- 3. That the *TNG* advertising rates be increased by an average of 9% to 10%. *TNG* Editor is given discretion to gradually increase advertising rates for long time, constant advertisers.

- 4. That the annual subscription rate for *TNG* subscriptions be increased, effective January 1, 2014,

to: \$8.00	1 year	U.S. Postal
\$21.00	3 years	U.S. Postal
\$18.00	1 year	Foreign Subscription
\$36.00	3 years	Foreign Subscription
\$36.00	1 year	Foreign Subscription/Airmail
\$88.00	3 years	Foreign Subscription/Airmail

#3 and # 4 ADOPTED

- 5. That D&O Insurance with Employment Practice Liability, effective 6/1/13, be purchased at a cost of \$5,305.00. Funding to be taken from the Endowment Fund, for 2013 – 2014 fiscal year.

ADOPTED

- 6. That all undesignated monetary gifts be placed in the NGC Endowment Fund.

ADOPTED

7. That the Assembly of Flower Arrangers (AFA) be authorized to meet with Flower Arranger Study Group (FASG) to draft the terms of an operating agreement for WAFA membership.
ADOPTED
8. That the following changes to the *Handbook for Flowers Shows*, 2007 edition, be approved, effective January 1, 2014.
 - a. *TNG* labels are no longer required on flower show schools forms.
 - b. For the Plant Society Flower Show Award, #34-3, the Horticulture Division may be judged according to plant society rules. (page 68)
 - c. Award of Merit: ADD after Section Award, “for cut non-arboreal specimens” (page 43)
ADOPTED
9. That the following changes to the *Handbook for Flower Shows*, 2007 edition, be approved, effective July 1, 2013:
 - d. DELETE: Scale of Points #2
ADD: All designs to be judged by the same scale of points. (page 303)
 - e. Capsule Table (HB page 216-D)
DELETE: #2 and #3
SUBSTITUTE:
 2. The exhibit must include a decorative unit.
 3. The table mode is applicable to limited space. Schedule must provide dimensions of space allotted.**ADOPTED**
10. That the Environmental Study, Gardening Study and Landscape Design Schools eliminate the *TNG* label requirement.
ADOPTED

Amendments to
Standing Rules

On behalf of the Executive Committee, Gay L. Austin, Recording Secretary, presented the following Standing Rules for adoption:

1. **NGC Standing Rules, CONVENTIONS, FALL BOARD MEETINGS, EXECUTIVE COMMITTEE MEETINGS, page 4**
 1. RENAME section “MEETINGS AND NGC-SPONSORED EVENTS” and move section listing in Table of Contents to after “LANDSCAPE DESIGN SCHOOL”
 2. **ADD** first subheading: “ CONVENTIONS, FALL BOARD MEETINGS, EXECUTIVE MEETINGS” to current content
PROPOSED CHANGES TO ITEMS IN THIS SUBHEADING:
 1. Conventions, Fall Board Meetings, Executive Committee Meetings, #1
ADD at end of sentence: “or downloaded from the NGC website”.
TO READ: *NGC Convention Procedure Manual, NGC Fall Board Meeting Procedure Manual, and Procedures for the Planning and Executing of the Winter Executive Committee Meeting* shall serve as guides and be available upon request or downloaded from the NGC website.
 2. Conventions, Fall Board Meetings, Executive Committee Meetings
STRIKE: #3 and renumber
 3. Conventions, Fall Board Meetings, Executive Committee Meetings, #6 and #8
CURRENTLY READS:
 6. Members of the Executive Committee and former Presidents should be seated at the first (head) table at one meal during the NGC Convention and may be assigned to designated tables at other times during the session.
 8. At the discretion of the NGC President, in lieu of receiving lines at receptions, honorees may be stationed at designated areas throughout the room.
STRIKE: #6 and #8 and **MOVE TO NGC Convention Procedure Manual**
 4. Conventions, Fall Board Meetings, Executive Committee Meetings, #7
CURRENTLY READS: All Convention and Fall Board Meeting parties for

candidates for NGC office shall be discontinued.

SUBSTITUTE: There shall be no parties/functions for candidates for NGC Office at Conventions or Fall Board Meetings.

5. Conventions, Fall Board Meetings, Executive Committee Meetings

After #15, **INSERT** new items #16, #17, #18, #19:

#16. All financial activity for NGC Conventions, Fall Board Meetings, Winter Executive Committee Meetings will be included in NGC's year-end financial statements, audit and Federal 990 tax return. A separate audit or review of these meetings is not required.

#17. NGC Conventions, Fall Board Meetings and Winter Executive Committee Meetings will use a checking account set up with NGC's Federal Tax ID Number.

- After a bank is chosen, the chairman or treasurer shall contact NGC Headquarters to request paperwork needed to open the account.
- The NGC Corporate Banking Resolution provides four signees for the account – NGC President, NGC Treasurer, Meeting Chairman and Meeting Treasurer

#18. Contracts for NGC meetings shall be signed either by the NGC Vice-President who will be NGC President at the time of the meeting, or by a person authorized to sign the contract in a corporate resolution issued by the NGC President. The resolution should be only for a specific event.

#19. A budget for the meeting shall be submitted to the Finance Committee for approval at its meeting preceding the event.

RENUMBER BALANCE:

6. Conventions, Fall Board Meetings, Executive Committee Meetings, Prior #16

CURRENTLY READS: Treasurers of NGC Conventions and of the Fall Board Meetings in the even-numbered year and in the election year if not held in St. Louis, shall send 50% of surplus funds to Headquarters for the NGC Endowment Fund, retaining 50%. One recognition for the 50% balance will be given at Headquarters to the member Region or State Garden Club hosting the NGC Convention and to the Region or State Garden Club hosting the Fall Board Meeting in even-numbered years or in the election year if not held in St. Louis. The amount of the 50% balance will determine the category of recognition.

\$2,500 or more - 12" x 18" - STEWARDS OF TOMORROW, Terrace Wall

\$1,000 to \$2,499 - 5 1/2" x 18" Name Plate -

STEWARDS OF TOMORROW, Brick Column

\$500 to \$999 – Plaque - FRIENDS OF THE FUTURE, East Foyer

\$100 to \$499 - Name of State Garden Club inscribed in THE ROLL OF HONOR BOOK

SUBSTITUTE: The final financial report is due to NGC Headquarters and the Finance Committee Chairman by the next Finance Committee Meeting after the Convention or Fall Board Meeting. Treasurers of NGC Conventions and Fall Board Meetings in the even-numbered year and in the election year if not held in St. Louis shall issue a check for all remaining funds to NGC when closing the bank account after all bills are paid. Supporting bank statements, bills/invoices and receipts for all checks should be sent to NGC Headquarters by either hard copy or electronic scan. After receipt, review and acceptance of the final financial report by the NGC Finance Committee, excess funds will be distributed by NGC Headquarters as follows: 50% to the host state and 50% to NGC Endowment Fund. One recognition for the 50% balance will be given at Headquarters to the member Region or State Garden Club hosting the NGC Convention and to the Region or State Garden Club hosting the Fall Board Meeting in even-numbered years or in the election year if not held in St. Louis. The amount of the 50% balance will determine the category of recognition.

\$2,500 or more - 12" x 18" Name Plate - STEWARDS OF TOMORROW, Terrace Wall

\$1,000 to \$2,499 - 5 1/2" x 18" Name Plate - STEWARDS OF TOMORROW, Brick Column

\$100 to \$999 - Name of State Garden Club inscribed in THE ROLL OF HONOR BOOK

RENUMBER all items in this subheading

ADOPTED AS AMENDED

3. **ADD** new subheading “REGIONAL MEETINGS AND NGC-SPONSORED EVENTS” with content:
1. All financial activity for Regional Meetings and NGC-sponsored events will be included in NGC’s year-end financial statements, audit and Federal 990 tax return. A separate audit or review of these meetings is not required.
 2. Regional Meetings will use the region’s checking account set up with NGC’s Federal Tax ID Number.
 3. Regional Meetings and NGC-sponsored events will use a checking account set up with NGC’s Federal Tax ID Number.
 - a. After a bank is chosen, the Chairman or treasurer of the NGC-sponsored event should contact NGC Headquarters to request paperwork needed to open the account.
 - b. The NGC Corporate Banking Resolution provides four signees for the account – two of which must be the NGC President and NGC Treasurer.
 4. Contracts for NGC meetings shall be signed either by the NGC President or by a person authorized to sign the contract in a corporate resolution issued by the NGC President. The resolution should be only for a specific event.
 5. A budget for the meeting shall be submitted to the Finance Committee by the Chairman for approval six months or more before the meeting.
 6. The final financial report is due by the next Finance Committee Meeting after the meeting or NGC sponsored event to NGC Headquarters and the Finance Committee Chairman. Supporting bank statements, bills/invoices and receipts for all checks should be sent to NGC Headquarters by either hard copy or electronic scan. After receipt, review and acceptance of the final financial report by the NGC Finance Committee, excess funds will be distributed by NGC Headquarters as follows:
 - Regional Meetings – Percentage to the host state and to Region’s account per Standing Rules of each Region.
 - NGC-Sponsored Events – To the host or other recipients have been prearranged

ADOPTED AS AMENDED

4. **NGC Standing Rules, FINANCE, page 8, #9, #10 and #15**

CURRENTLY READS:

9. The budget of the Scholarship Chairman shall be charged to the Scholarship Fund.
10. The budget of the Calendar Chairman and Committee shall be charged to Member Services.
15. The Proposed Budget for an Incoming Administration is presented at the final meeting of the outgoing Finance Committee, approved by the Executive Committee and the Board of Directors at the Pre-Convention Board Meeting with adoption by the NGC Convention delegates.

STRIKE: Current #9, #10 and #15

SUBSTITUTE new #9:

- #9. The proposed Annual Budget is presented for approval at the Winter Executive Committee Meeting. The Executive Committee must approve any subsequent amendments to the budget after the Winter Executive Committee meeting. Approximately one month before the convention, the budget goes to the Finance Committee for approval so that it may be distributed to the Board of Directors. The Board of Directors approves the budget at the Pre-Convention Board Meeting with adoption by the NGC Convention delegates.
- a. The budget of the Scholarship Chairman shall be charged to the Scholarship Fund.
 - b. The Finance Committee shall determine annually the number and amount of scholarships to be awarded.
 - c. The budget of the Calendar Chairman and Committee shall be charged to Member Services.

RENUMBER remaining

ADOPTED

5. **NGC Standing Rules, SCHOLARSHIP COMMITTEE, page 20, 1.** The Scholarship

Chairman shall:

ADD new “f.” to #1:

f. Make recommendations to the Finance Committee when necessary in reference to the number and/or amount of NGC Scholarships.

6. NGC Standing Rules, PERMANENT HOME AND ENDOWMENT TRUSTEES, page 16, #8. FRIENDS OF THE FUTURE

CURRENTLY READS: “A gift of \$1,000 (or a sum to \$2,000) is recognized by an individual nameplate hanging in the east Foyer.”

STRIKE and **RENUMBER**

7. NGC Standing Rules, NOMINATING COMMITTEE, page 15, #5.

CURRENTLY READS: “Candidates for NGC Office shall be notified in writing and requested to reply by letter.”

STRIKE: “in writing and requested to reply by letter.”

INSERT: “by the Committee of its decision on the day of its deliberation.”

TO READ: “Candidates for NGC Office shall be notified by the Committee of its decision on the day of its deliberation.”

8. NGC Standing Rules, WEBSITE, page 22

STRIKE entire section:

SUBSTITUTE:

1. The NGC Website is an e-property/asset that is a computer-generated communication and online shopping outlet for NGC members and the public.
2. The NGC Website may have more than one section. The password/s for any Restricted Sections shall be given to members of the Board of Directors at the post-convention Board Meeting and/or from NGC Headquarters.
3. There shall be a Website Chairman for the Public Section and one or more for any Restricted Sections, all of whom shall work with the hired Website provider and NGC Headquarters. Money for technical assistance shall be in the budget.
4. The Public Section shall contain information of benefit to garden club members and others interested in NGC. The material for this section shall be submitted by NGC chairmen and reviewed by an appointee of the President. Included in this section shall be items from Member Services and the NGC publication, *Keeping in Touch*, with the roster changes deleted.
Any information submitted for publication on the public NGC website will be accepted with the understanding that all contact information will be available to the general public. Members whose contact information is included on school forms must give consent.
5. It shall be the policy of NGC not to accept advertising links except those of approved partnerships. Links to National Affiliates and horticulture, design and environmental organizations shall be accepted on a reciprocal basis.

#5 - #8 ADOPTED

Committee Chairmen’s Reports The following Committee Chairmen reported:
Renee Blaschke - WAFA Liaison
Bonnie Borne - Scholarship Chairman

Adjournment There being no further business and no objection, the 2013 Pre-Convention Meeting of the Board of Directors of National Garden Clubs, Inc. was adjourned at 11:46 a.m.

Gay L. Austin, Recording Secretary Date

Shirley S. Nicolai, President Date

