

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

Peabody Hotel, Little Rock, Arkansas

Saturday, September 29, 2012

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 September 29, 2012 at the Peabody Hotel, Little Rock, Arkansas, and welcomed those in attendance.

Recording Secretary, Gay L. Austin, was present.

Opening Exercises Board Members shared a moment of silence, in remembrance of departed members of the Board of Directors since the May meeting in Buffalo, New York: Patsy Ruth Miller, Treasurer; Joan Pryor, GSS Accrediting Committee (NE, P); and Dorothy Hurd, Trees and Shrub Committee, Plantings for Public Places and former NGC Presidents Violet Dawson and Barbara (Babs) Barnette.

Maria Nahom, Environmental Studies Schools, Accrediting Chairman (CA, SC, RM P), gave the invocation.

David Robson, FSS Accrediting Committee (SC, RM) and Horticulture Book Committee, led the Pledge of Allegiance to the Flag of the United States of America.

Judy Grotts, South Central Region Director, welcomed the Board of Directors to the South Central Region.

Nancy Keisman, President of the Arkansas Federation of Garden Clubs, Inc., welcomed the Board of Directors to the state of Arkansas.

Recognition of former NGC Presidents President Nicolai welcomed the former Presidents of National Garden Clubs, Inc.: Lois Duprè Shuster (2001-2003), Kitty Larkin (2005-2007), Barbara D. May (2007-2009) and Renee D. Blaschke, Immediate Past President and PH&E Trustees Director.

Introduction of 2011-2013 Regional Directors President Nicolai recognized the Regional Directors: Joyce A. Kimball, New England; Jeanne T. Nelson, Central Atlantic; Mary Dixon, South Atlantic; Sara Lanier, Deep South; Florence Smith, Central; Judy Grotts, South Central; Terry Kroke, Rocky Mountain; and Debbie Hinchey, Pacific.

Credentials Report Sally K. Warner, Credentials Chairman, presented the Preliminary Credentials Report as of 8 A.M. September 29, 2012.

NGC President	1
NGC Honorary President	0
NGC Elected Officers	5
NGC Appointed Officers	4
Regional Directors	8
Advisory Committee	4
PH&E Trustees	5
State Presidents	44
Representatives of State Presidents	1
NGC Chairmen	91
NGC Standing Committee Members	<u>58</u>
Subtotal	221
Less Duplications	<u>64</u>
Total Voting Strength	157

Quorum The Chair declared a quorum present.

ADOPTED

Registration Report	Judi Davis, 2012 Fall Board Meeting Chairman, gave the Registration Report as of 8:00 A.M. September 29, 2012, for information only. Total Registration – 250, including 13 Spouses and 15 Guests
Standing Rules of the Board of Directors	Joan Corbisiero, Parliamentarian, presented the Standing Rules of the Board of Directors. ADOPTED BY 2/3 VOTE
Adoption of Agenda	The Agenda for the Fall Board Meeting was adopted as distributed.
Committee to Approve Minutes	The President appointed the following committee to approve the minutes of the 2012 Board of Directors' Fall Board 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: Carolyn Golden Patterson, International Disasters Vice-Chairman Donna W. Nowak, Plant It Pink Chairman
Report of the Committee to Approve the Minutes	Sandra H. Robinson, Chairman of the committee to approve the minutes of the Board of Directors' Meeting, May 18, 2012 in Buffalo, NY, reported that the minutes had been approved and circulated. Without objection, a correction was made on page 2 under Conventions Report (2016 – TBA and 2017 – Richmond, VA).
Resignations	The following resignations were presented: Mary Ellen Alden, Gardening Study Schools Accrediting Committee (DS, C) Suzanne Wheeler, Organization Study Committee Maureen Colton, Strategic Planning Committee Chairman ACCEPTED WITH REGRET
Ratification of Appointments	The following appointments were made by NGC President Nicolai and approved by the Executive Committee: Sandra Gossman, Chairman 2014 Fall Board Meeting, Des Moines, Iowa Loretta Daisy, Vice-Chairman 2014 Fall Board Meeting, Des Moines, Iowa Marie Harrison, Horticulture Book Committee Bonni Dinneen, Gardening Study Schools Accrediting Committee (C, SC) Inger Jones, Gardening Study Schools Accrediting Committee (NE, P) Mary Ellen Alden, National Butterfly Liaison Doris Duckworth, Environmental Studies Schools Committee Evallee Ciuca, Planting for Public and Special Places, Trees and Shrubs Committee Ann L. Becker, Strategic Planning Committee Chairman RATIFIED
Ratification of New Treasurer	President Nicolai reported that on May 30, 2012, the Executive Committee approved Betty Grimes as Treasurer for the remainder of the 2011 – 2013 administration to fill the vacancy in the office of Treasurer created by the passing of Patsy Ruth Miller on May 22, 2012. Subsequently, the Executive Committee also designated Betty Grimes as NGC Fiscal Agent for the remainder of the 2011-2013 administration. RATIFIED
Ratification of 2013 – 2015 Nominating Committee Chairman and Vice-Chairman	President Nicolai reported that the Executive Committee elected Wanda Davis to serve as Chairman of the 2013 – 2015 Nominating Committee and Elaine Dates to serve as Vice-Chairman of the 2013 – 2015 Nominating Committee. RATIFIED
Reports of Officers	The following officers reported: (Copies on file.) Shirley S. Nicolai, President Linda Nelson, President-Elect

Sandra H. Robinson, Second Vice-President
Nancy Hargroves, Third Vice-President
Gay L. Austin, Recording Secretary
Betty Grimes, Treasurer, Budget Committee Chairman
Poss Tarpley, Corresponding Secretary
Pam Hebert, Historian
Joan H. Corbisiero, Parliamentarian
Renee D. Blaschke, PH&E Trustees Director

- Executive Director Report Executive Director, Michelle Smith reported. (Copy on file.)
- Auditor's Report The Recording Secretary read the report of the auditor, Mueller Prost, PC, Certified Public Accountants.
ADOPTED
- 2013 Convention Program and Budget The tentative program and proposed budget for the 2013 NGC Convention in Seattle, Washington was presented.
ADOPTED
- Recommendations On behalf of the Executive Committee, Gay Austin, Recording Secretary, presented the following recommendations:
- For Adoption
1. That the concept of a NGC sponsored tour to Ireland in conjunction with the WAFIA Ireland Flower Show which takes place June 18-22, 2014 be approved.
ADOPTED
 2. That NGC partner with *flower* magazine as a means of promoting membership. NGC is to receive a remit for each subscription to *flower* by NGC members and launch this project with an article or Q&A with President in the spring (2013) or summer (2013) issue of *flower*.
ADOPTED
 3. That in exchange for each flower subscription brought in at \$17.99 (a discounted rate) *flower* will remit \$2.00 to NGC.
ADOPTED
 4. That the invitation from the Florida Federation of Garden Clubs, Inc. to host the 2018 NGC Fall Board Meeting in Orlando, Florida be accepted.
ADOPTED
 5. That the New Landscape Design Schools Operations Guide be approved for printing.
ADOPTED
 6. That the name of outgoing President, Shirley S. Nicolai, be added to the list of names in the bylaws for whom scholarships are awarded.
ADOPTED
 7. That the following changes to the *Handbook for Flower Shows* be approved.
Delete p. 43 – 2C (Award of Merit). Replace with:
“Classes in each eligible section must share: 1) some physical quality, e.g., flowering, foliage, AND 2) some life cycle, e.g., annual, perennials, biennial; or one genus, e.g. (flowering or foliage) *Hemerocallis*, *Hosta*, *Rosa*; or some common characteristics, e.g., vegetables/fruits/nuts, bulbs (flowering or foliage), vines (flowering or foliage), herbs, orchids, etc. Being a cut specimen is not a sufficient shared quality. Exhibits within a section must be judged by the same scale of points.”

REFERRED BACK TO FLOWER SHOW SCHOOLS COMMITTEE

For Ratification

That, if our conditions are met, NGC accept an invitation from *This Old House* magazine to publish a spring or summer article featuring gardens of NGC members from different regions or growing zones. Members would be invited to submit existing or new quality photographs of their gardens.

RATIFIED

Amendments to Standing Rules

On behalf of the Executive Committee, Gay Austin, Recording Secretary, presented the following amendments to the NGC Standing Rules for adoption by the Board of Directors:

- 1. Page 7, CONVENTIONS, FALL BOARD MEETINGS, EXECUTIVE COMMITTEE MEETINGS, 19. currently reads: "A copy of the Convention Book of the NGC Convention, the auditor's report, receipts, bills and canceled checks shall be sent to NGC Headquarters and to the NGC Treasurer."

STRIKE 19. and **SUBSTITUTE**: "The following items should be sent to NGC Headquarters: NGC Convention/Fall Board Meeting Report form, final financial report, bills and receipts."

ADOPTED BY 2/3 VOTE

- 2. Page 8, FINANCE 6. a. and b. currently read: "a. A copy of the current financial statement shall be prepared for each member of the Board of Directors at each regular Board meeting. b. A twelve-month statement of Income and Expenses for the fiscal year (June 1-May 31) shall be included in the Fall Board Meetings packets."

STRIKE a. and **SUBSTITUTE** for b. "Members of the Board of Directors shall receive a copy of the year-end financial report fifteen (15) days prior to the fall board meeting. The report shall be distributed by Headquarters by electronic device. Hard copy available from Headquarters by request only."

ADOPTED BY 2/3 VOTE

- 3. Page 8, FINANCE 7. b. currently reads: "An independent auditors report shall be published in an issue of *The National Gardener*."

STRIKE 7. b. and renumber.

ADOPTED BY 2/3 VOTE

- 4. Page 12, HEADQUARTERS - EXECUTIVE DIRECTOR, 8. currently reads: "Minutes of Meetings shall be distributed by Headquarters by electronic device as follows: ..."

ADD to list: "ORGANIZATION STUDY: Committee and ex-officio members, the Parliamentarian and the Executive Director."

ADOPTED BY 2/3 VOTE

- 5. Page 13. HISTORIC TRAILS

STRIKE

ADOPTED BY 2/3 VOTE

- 6. Page 14. MEMBER SERVICES, 1. Currently reads: "The annual Member Services Catalog is available from NGC Headquarters."

STRIKE 1. and **SUBSTITUTE** new 1.: "Items for sale by Member Services are listed on the NGC website."

ADOPTED BY 2/3 VOTE

- 7. Page 16. PAST PRESIDENTS

STRIKE "PAST" and insert "FORMER"

Change: "Past" to "former" in all places where applicable in Standing Rules.

ADOPTED BY 2/3 VOTE

Amendments to Bylaws

On behalf of the Executive Committee, Gay Austin, Recording Secretary, presented the following amendments to the NGC Bylaws for approval by the Board of Directors and for recommendation to the voting body at the 2013 NGC Convention in Seattle, Washington:

1. Page 4, Article VI, MEMBERSHIP, Section 2. NON-VOTING MEMBERSHIP, first paragraph currently reads: “Non-voting membership shall consist of six classes: Honorary Life Members, who are not members of a Garden Club; Life Members who are not delegates; Affiliates; National Affiliates; International Affiliates; and all categories of Youth Gardeners.”

STRIKE “six” and **INSERT** “five”

STRIKE “Affiliates”

To read: “Non-voting membership shall consist of five classes: Honorary Life Members, who are not members of a Garden Club; Life Members, who are not delegates; National Affiliates; International Affiliates; and all categories of Youth Gardeners.”

APPROVED

2. Page 4, Article VI, MEMBERSHIP, Section 2. NON-VOTING MEMBERSHIP, C. currently reads: “All NGC Life Members shall receive a subscription to *The National Gardener*, if requested.”

STRIKE letter “C” and renumber D and E.

(Formatting error. This sentence belongs with “B.”) Renumber.

APPROVED

3. Page 4, Article VI, MEMBERSHIP, Section 2. NON-VOTING MEMBERSHIP, D. Affiliates, National Affiliates and International Affiliates currently reads: “Any organization, within the United States or its territories or possessions, or any such organization in a foreign country, expressing a desire to further the objectives and purposes of NGC shall be eligible for the applicable affiliate membership as listed below:

1. Affiliate Membership—Organizations within the United States or its territories or possessions which are local or regional in scope;
2. National Affiliate Membership—Organizations within the United States or its territories or possessions which are national in scope;
3. International Affiliate Membership—Organizations in a foreign country.

Affiliate Membership may be accorded to such organizations upon recommendation in writing to the NGC Affiliates, National Affiliates or International Affiliates Chairman from a state garden club, a member garden club, or an affiliate organization, by submitting an application and required dues.”

STRIKE word “Affiliates,” from title.

STRIKE 1.

STRIKE in 2. words “which are national in scope” and renumber.

STRIKE subsequent paragraph and **SUBSTITUTE**: “Affiliate Membership may be accorded to such organizations by the submission of an application and required dues to NGC Headquarters.”

Entire section to read:

Page 4, Article VI, MEMBERSHIP, Section 2. “NON-VOTING MEMBERSHIP, C. National Affiliates and International Affiliates

Any organization within the United States or its territories or possessions, or any such organization in a foreign country, expressing a desire to further the objectives and purposes of NGC shall be eligible for the applicable affiliate membership listed below:

1. National Affiliate Membership – Organizations within the United States or its territories or possessions

2. International Affiliate Membership – Organizations in a foreign country.

Affiliate Membership may be accorded to such organizations by the submission of an application and required dues to NGC Headquarters.”

APPROVED

4. PAGE 17, Article XVI – Committees, Section 2. Advisory Committee A.
STRIKE “Past” before “Presidents” and insert the word “former”.
 To read: The Advisory Committee shall consist of the former presidents of NGC.
 Change the word “Past” to “former” president in all places where applicable in bylaws.

APPROVED

5. Page 21, Article XVII, FINANCES, Section 2. Finance Committee, C. Funds,
 a) PH&E Fund 2) currently reads: “A percentage, ... of cash and investments of this fund
 as of May 31 shall be available for use during succeeding years for: (a) investment fees, audit fees and legal fees of this fund;
STRIKE in (a) “and legal fees” and **INSERT** “and” between words “fees, audit” to read “investment fees and audit fees of this fund”. (b) through (e) remain unchanged

APPROVED

6. Page 21, Article XVII, Finances, Section 2. Finance Committee, C. Funds,
 b) Scholarship Fund currently reads: “A percentage, ... of cash and investments of this fund as of May 31 shall be available for use during succeeding years for: ...
INSERT new (c) “investment fees and audit fees of this fund;”
INSERT new (d) “payroll expenses associated with scholarships;”
 (a) and (b) remain unchanged. Renumber remaining.

APPROVED

7. Page 23, Article XVII, FINANCES, Section 2. Finance Committee, C Funds,
 c) Operation Wildflower Fund 2) currently reads: A percentage ... shall be available for use during succeeding years for: ...
INSERT new (c) “Investment fees and audit fees of this fund.” (a) and (b) remain unchanged.

APPROVED

8. Page 23, Article XVII, FINANCES, Section 2. Finance Committee, C Funds
 d) NGC Endowment Fund 2) currently reads: “A percentage... shall be available for use during succeeding years for: (a) investment fees, audit fees and legal fees of this fund;
STRIKE “and legal fees” and **INSERT** “and” between words “fees, audit” to read “investment fees and audit fees of this fund;” (b) and (c) remain unchanged.

APPROVED

Report of Nominating Committee

Dale Defeo, Nominating Committee Chairman, introduced those serving on the Nominating Committee and presented the following nominees for 2013 – 2015 NGC officers:

Sandra H. Robinson	First Vice-President
Nancy Hargroves	Second Vice-President
Gay Austin	Third Vice-President
Carol Hall	Recording Secretary
Betty Grimes	Treasurer
Linda Nelson became President-Elect June 1, 2012	

Future Annual Conventions Report

Convention Coordinator, Anne Bucher and Vice-Coordinator, Phyllis Steele reported on dates of future NGC Conventions.

2013	Sheraton Hotel, Seattle Washington, May 24 – 26, 2013 Post Convention Board of Directors’ Meeting, Monday, May 27, 2013
2014	Embassy Suites, Norman, Oklahoma, April 30 – May 3, 2014
2015	Crown Plaza, Louisville, Kentucky, May 15 – 17, 2015
2016	TBA
2017	Richmond, Virginia, May 14 – 16, 2017

Future Fall Board Meetings	<p>Diane Bullock, Fall Board Meeting Coordinator reported on future Fall Board of Directors' Meetings:</p> <p>2013 Marriott Airport Hotel, St. Louis, Missouri, September 24 – 29, 2013</p> <p>2014 Des Moines Marriott Downtown, Des Moines, Iowa, September 23 – 28, 2014</p> <p>2015 St. Louis, Missouri - TBA</p> <p>2016 Holiday Inn by the Bay, Portland, Maine, September 26 - October 2, 2016</p> <p>2017 St. Louis, Missouri – TBA</p> <p>2018 Orlando, Florida – TBA</p> <p>2019 St. Louis, Missouri - TBA</p>																						
Invitation to 2013 NGC Convention	The invitation to attend the 2013 Annual Convention in Seattle, Washington was issued by Jeannette D. Pruin, Chairman																						
Report of 2012 NGC Convention	<p>Barbara Campbell, 2012 NGC Annual Convention Vice-Chairman in Buffalo, New York gave the report of the 2012 convention. There were 999 total registrants – 392 full time, 607 part time with 498 NYS attendees. Income over expenses was \$86,000.00 with 50% going to NGC and 50% going to Federated Garden Clubs of New York State, Inc.</p> <p style="text-align: right;">ADOPTED</p>																						
Recess	President Nicolai recessed the Board of Directors' Meeting at 11:40 A.M. for lunch.																						
Reconvene	President Nicolai reconvened the Board of Directors' Meeting at 2:30 p.m.																						
Flower Show Committee Recommendation	<p>Jean Ohlman, Flower Show School Chairman, presented a recommendation for changes to the <i>Handbook for Flower Shows</i>, effective July 1, 2013, for approval:</p> <p>Delete p. 43 – 2C (Award of Merit) and replace with:</p> <p>“Classes in each eligible section must share: 1) some physical quality, e.g., flowering or foliage, AND 2) some life cycle, e.g., annual, perennial, biennial; OR one genus, e.g. <i>Hemerocallis</i>, <i>Hosta</i>, <i>Rosa</i>; OR some common characteristics, e.g., vegetables/fruits/nuts, flowering or foliage bulbs, flowering or foliage vines, flowering or foliage herbs, orchids, etc. Being a cut specimen is not a sufficient shared quality. Exhibits within a section must be judged by the same scale of points.”</p> <p style="text-align: right;">ADOPTED AS AMENDED</p>																						
Committee Chairmen's Reports	<p>The following Chairmen reported (copies on file):</p> <p>Sara Brooks, Chairman – “Plant It Pink”</p> <p>Lois Duprè Shuster - SAGE & ROSES Project</p> <p>Mary Sue Colvin, Chairman - <i>Protecting Aquatic Ecosystems</i> President's Project</p> <p>Betsy Steele, Chairman - <i>Plantings for Public and Special Places</i> President's Project</p> <p>Pat Smith - Natural Disasters USA</p> <p>Guyneth Priem - Argentina Tour, November 4 – 13, 2012</p> <p>Mary Ann Moreno – Container Gardens Committee Member</p> <p>Ann Becker – Strategic Planning Committee Chairman</p>																						
Final Credentials Report	<p>Sally K. Warner, Credentials Chairman, presented the Final Credentials Report as of 3:05 P.M. September 29, 2012:</p> <table border="0" style="margin-left: 40px;"> <tr><td>NGC President</td><td style="text-align: right;">1</td></tr> <tr><td>NGC Honorary President</td><td style="text-align: right;">0</td></tr> <tr><td>NGC Elected Officers</td><td style="text-align: right;">5</td></tr> <tr><td>NGC Appointed Officers</td><td style="text-align: right;">4</td></tr> <tr><td>Regional Directors</td><td style="text-align: right;">8</td></tr> <tr><td>Advisory Committee</td><td style="text-align: right;">4</td></tr> <tr><td>PH&E Trustees</td><td style="text-align: right;">5</td></tr> <tr><td>State Presidents</td><td style="text-align: right;">44</td></tr> <tr><td>Representatives of State Presidents</td><td style="text-align: right;">1</td></tr> <tr><td>NGC Chairmen</td><td style="text-align: right;">91</td></tr> <tr><td>NGC Standing Committee Members</td><td style="text-align: right;"><u>58</u></td></tr> </table>	NGC President	1	NGC Honorary President	0	NGC Elected Officers	5	NGC Appointed Officers	4	Regional Directors	8	Advisory Committee	4	PH&E Trustees	5	State Presidents	44	Representatives of State Presidents	1	NGC Chairmen	91	NGC Standing Committee Members	<u>58</u>
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