

NATIONAL GARDEN CLUBS, INC.
2013-2015 BOARD OF DIRECTORS' FALL MEETING
MINUTES

Downtown Des Moines Marriott Hotel, Des Moines, Iowa

Saturday, September 27, 2014

Call to Order President Linda G. Nelson called the eighty-fifth fall meeting of the 2013-2015 NGC Board of Directors to order at 9:34 a.m. on September 27, 2014 at the Downtown Des Moines Marriott Hotel, Des Moines, Iowa and welcomed those in attendance.

Recording Secretary, Carol L. Hall, was present.

Opening Exercises Sara F. Brooks, Chaplain, gave the invocation.

Valerie C. Tipps, Vice-Chaplain, led the Pledge of Allegiance to the Flag of the United States of America.

Gerry Ford, Central Region Director and Scholarship Committee member welcomed the Board of Directors to the Central Region.

Sandra R. Wales, President of the Federated Garden Clubs of Iowa, Inc., welcomed the Board of Directors to the state of Iowa.

Recognition of former President Nelson welcomed the former Presidents of National Garden Clubs, Inc., Deen Day NGC Presidents Sanders (1999-2001), Lois Dupre' Shuster (2001-2003) Kitty Larkin (2005-2007), Renee D. Blaschke, (2009-2011) and Shirley S. Nicolai, Immediate Past President and PH&E Trustees Director.

Introduction of 2013- President Nelson recognized 2013-2015 Region Directors present: Maria Nahom, New 2015 Regional Directors England; Mary Warshauer, Central Atlantic; Martha Morgan, South Atlantic; Gloria Blake, Deep South; Gerry Ford, Central Nancy C. Voyles, South Central; Beverly Heidelberger, Rocky Mountain; Elaine Gunderson, Pacific.

Credentials Report Sally K. Warner, Credentials Chairman, presented the Preliminary Credentials Report as of 8:00 a.m. September 27, 2014.

NGC President	1
NGC Honorary President	1
NGC Elected Officers	5
NGC Appointed Officers	4
Regional Directors	8
Advisory Committee	4
PH&E Trustees	4
State Presidents	46
Representatives of State Presidents	0
NGC Chairmen	120
NGC Standing Committee Members	<u>102</u>
Subtotal	295
Less Duplications	<u>72</u>
Total Voting Strength	223

ADOPTED

Quorum The Chair declared a quorum present.

Registration Report Sandra Gossman, 2014 Fall Board Meeting Chairman, presented the Registration Report as of 8:00 a.m. September 27, 2014, for information only.

Total Voting Strength 223

Guests	<u>15</u>
Total Registration	238

Standing Rules of the Board of Directors Joan Corbisiero, Parliamentarian, presented the Standing Rules of the Board of Directors.
ADOPTED BY 2/3 VOTE

Agenda The agenda was adopted.

Committee to Approve Minutes The President appointed the following committee to approve the minutes of the 2014 Board of Directors Meeting:
 Nancy L. Hargroves, Second Vice-President as Chairman
 Gay L. Austin, Third Vice-President
 Robin Pokorski, Corresponding Secretary

Timekeepers The President appointed the following to serve as timekeepers:
 Roger Buhr, FSS Schedule Correction Chairman (SA,P)
 Joan Craig, Golden Circle Member

Report of the Committees to Approve the Minutes Nancy L. Hargroves, Chairman of the committee to approve the minutes of the May 2, 2014 Board of Directors' Meeting in Norman, Oklahoma reported that the minutes had been approved and circulated.

ADOPTED

Resignations The following resignations were accepted by the Executive Committee from the following:
 June P. Wood, Chairman, *Handbook for Flower Shows* Revision Committee
 Julia A. Clevert, Vice-Chairman, *Handbook for Flower Shows* Revision Committee
 Helen H. Pritchard, ESS Consultants' Councils Chairman and NGC Nominating Committee Member from Connecticut
 Nancy Stark (Higgins), GSS Consultants' Councils Chairman
ACCEPTED WITH REGRET

Ratification of Appointments The following appointments made by President Nelson were approved by the Executive Committee:
 Rebecca Linney , Chairman, 2016 Fall Board Meeting in Portland, Maine
 Pamela Newcomb, Vice-Chairman, 2016 Fall Board Meeting in Portland, Maine
 David Robson, Chairman, *Handbook for Flower Shows* Revision Committee.
 June P. Wood, Advisor, *Handbook for Flower Shows* Revision Committee.
 Claudia Chopp, *Handbook for Flower Shows* Revision Committee.

RATIFIED

Ratification of 2015-2017 Nominating Committee Chairman and Vice-Chairman President Nelson reported that the Executive Committee elected Nancy C. Voyles Chairman and Patricia Cargnoni, as Vice-Chairman of the 2015-2017 Nominating Committee.
RATIFIED

Reports of Officers The following officers reported: (Copies on file)
 Linda G.Nelson, President
 Sandra H. Robinson, President-Elect
 Nancy L. Hargroves, Second Vice-President
 Gay L. Austin, Third Vice-President
 Carol L. Hall, Recording Secretary
 Betty Grimes, Treasurer
 Robin Pokorski, Corresponding Secretary
 Pamela C. Hebert, Historian
 Joan H. Corbisiero, Parliamentarian
 Shirley S. Nicolai, PH&E Trustees Director

Executive Director Report	Executive Director, Michelle Smith, reported. (Copy on file)	
Auditor's Report	The Recording Secretary presented the report of the auditor, Mueller Prost, PC, Certified Public Accountants.	ADOPTED
2014 Convention Program and Budget	The tentative program and proposed budget for the 2014 NGC Convention in Louisville, Kentucky was presented.	ADOPTED
Recommendation for Ratification	On behalf of the Executive Committee, Carol L. Hall, Recording Secretary, presented the following recommendations for adoption:	
	<ol style="list-style-type: none"> 1. That a Restricted Fund named Deen Day Sanders Fund be established using the designated donations of \$325,000.00 donated by Deen Day Sanders. This fund is established for the purpose of maintaining, repair and improvements of National Garden Club, Inc. Headquarters. The principal remains restricted. The interest and dividends may be used on a yearly basis overseen by the Permanent Home and Endowment Trustees. The Fund is to be managed by NGC's Asset Management Service (currently Vanguard) along with other NGC funds with the oversight of the Finance Committee. 	RATIFIED
Recommendations for adoption	<ol style="list-style-type: none"> 1. That 100 Blue Star pins be ordered from Prism Marketing at a cost of \$5.40 each and a die charge of \$65.00, to retail for \$10.00 each. 	ADOPTED
	<ol style="list-style-type: none"> 2. That 250 NGC Membership pins be ordered from Prism Marketing at a cost of \$4.50 each and a die charge of \$65.00, to retail for \$10.00. 	ADOPTED AS AMENDED
	<ol style="list-style-type: none"> 3. That a scholarship be named in honor of our current NGC President, Linda G. Nelson. 	ADOPTED
	<ol style="list-style-type: none"> 4. That the following be approved as International Affiliates: Confederacion Mexicana de Horticultura Diseno y Ecologia, A.C. Amelissa Garden Club Club de Jardinaria Jazamine 	ADOPTED
	<ol style="list-style-type: none"> 5. That the following be approved as National Affiliates: St. John Garden Club (Virgin Islands) South Alabama Botanical & Horticultural Society (aka Mobile Botanical Gardens) 	ADOPTED
	<ol style="list-style-type: none"> 6. That the concept of commissioning new text to reflect an updated curriculum for NGC Landscape Design Schools in a printed and/or electronic version be approved. 	ADOPTED
	<ol style="list-style-type: none"> 7. That the educational booklet, "<i>Ecology Warriors</i>," prepared by the Environmental Concerns/Conservation Committee for use in the classroom, in youth groups and at garden club meetings, be sent electronically to all members currently in the <i>Keeping</i> 	

Touch e-mail address book.

ADOPTED

8. That the concept of an NGC partnership with Universidad La Gran Columbia (UGC) be approved, the purpose being to allow UGC to include NGC Educational Schools in their green academic curricula.

ADOPTED

9. That, if the concept of a partnership with Universidal La Grand Columbia is approved, a consulting committee will be appointed to handle the organizing process. Members of the committee: Renee Blasche, Chairman; Jane Bersch; Cathy Felton; Patricia Rupiper; Julie West; Idalia Aguliar; with Greg Pokorski, Advisor.

ADOPTED

10. That the following change to the *Handbook for Flower Shows* be approved, effective January 1, 2015. Under Design Scale of Points – Conformance change from 20 to 14 points, to be divided 7 for design type and 7 for remaining requirements. The 6 points are to be transferred to Design, raising that category from 42 to 48 point, allotting 8 points per design principle.

ADOPTED

Standing Rules
Amendments

PAGE 12, CONVENTIONS, FALL BOARD MEETINGS, EXECUTIVE COMMITTEE MEETINGS

6.c. Currently reads:

The NGC Convention Chairman shall present the report of the NGC Convention at the Fall Board Meeting that follows immediately after that NGC Convention

STRIKE c. AND SUBSTITUTE:

- c. The NGC Convention Chairman shall present a preliminary report of the NGC Convention at the Fall Board Meeting that follows immediately after that NGC Convention. A final Convention report shall be presented at the Board of Directors Meeting at the next NGC Convention.

ADOPTED BY 2/3 VOTE

6.d. Currently reads:

The names of the NGC Convention Chairman and the Vice-Chairmen shall be deleted from the roster following that meeting and will no longer be members of the Board of Directors in that capacity.

STRIKE d. AND SUBSTITUTE:

- d. Following the final Convention report, the names of the NGC Convention Chairman and Vice-Chairmen shall be deleted from the roster and will no longer be members of the Board of Directors in that capacity.

ADOPTED BY 2/3 VOTE

PAGE 12, CONVENTIONS, FALL BOARD MEETING, EXECUTIVE COMMITTEE

7.d. Currently reads:

The Fall Board Meeting Chairman shall present the report of the Fall Board Meeting at the NGC Convention immediately following that meeting.

STRIKE: d. AND SUBSTITUTE

- d. The Fall Board Meeting Chairman shall present a final report at the Board of Directors meeting of the next NGC Convention.

ADOPTED BY 2/3 VOTE

By Law Amendments

ARTICLE XVI – COMMITTEES, Section 4. INTERNAL AUDIT COMMITTEE

Currently reads:

- A. The Internal Audit Committee shall consist of the Second Vice President (Finance

Committee Chairman) as Chairman, the President, First Vice-President/President-Elect and Third Vice-President as members.

B. The Committee shall:

1. Meet annually at NGC Headquarters to review the internal control processes.
2. Meet with the external auditors to monitor choice of accounting policies.
3. Oversee the performance of the external auditors.
4. Engage the external auditors for a designated term, not to exceed six years. This action will be subject to approval by the Executive Committee and to ratification by the Board of Directors.

INSERT NEW 4.

4. Have the authority and responsibility to proceed to the final draft of the audit with the external auditors.

RENUMBER current #4 to #5.

ADOPTED

Recess
Reconvene

The meeting recessed for luncheon at 11:50 a.m.
The meeting reconvened at 2:28 p.m.

Bylaw Amendments
Continued

ARTICLE VI, Section 1. DUES

Currently reads:

Annual dues of each State Garden Club shall be fifty cents (\$.50) per capita on all categories of members, including NGC Life Members.

Strike: Fifty cents (\$.50) and insert one dollar (\$1.00)

Tellers Appointment
and Report

President Nelson appointed Mary Warshauer, Maria Nahom and Jackie Reynolds as Tellers.

Report of the Tellers:

- 196 votes cast
- 99 votes necessary for adoption
- 129 in favor
- 67 opposed

ADOPTED BY BALLOT VOTE

Report of the NGC
Nominating Committee

Wanda S. Davis, Chairman of the NGC Nominating Committee, introduced the members of the Nominating Committee and the NGC officers selected by the committee.

Nancy L. Hargroves	First Vice-President
Gay L. Austin	Second Vice-President
Mary Warshauer	Third Vice-President
Shirley Tetreault	Recording Secretary
Betty Grimes	Treasurer

Sandra H. Robinson became President-Elect on June 1, 2014

Future Annual
Conventions Meetings

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

- 2015 – Louisville, Kentucky – May 15 to May 17, 2015.
- 2016 – Grand Rapids, Michigan – May 2 to May 6, 2016.
- 2017 – Richmond, Virginia, TBA
- 2018 - Pennsylvania
- 2019 - Mississippi, TBA

Future Fall Board
Meetings

Fall Board Meeting Coordinator Diane Bullock and Vice-Coodinator Helga Frazzette reported on future NGC Board of Directors meetings.

- 2015 - St. Louis, Missouri
- 2016 - Portland, Maine

2017 - St. Louis, Missouri
 2018 - Orlando, Florida
 2019 - St. Louis, Missouri
 2020 - Greensboro, North Carolina
 2021 - St. Louis, Missouri

Invitation to 2015 Convention The invitation to attend the 2015 Convention in Louisville, Kentucky was issued by Ann M. Fiel, Chairman.

Preliminary Report of the 2014 NGC Convention Judy Grotts, Vice-Chairman of the 2014 NGC Convention in Norman, Oklahoma gave the preliminary report of the 2014 convention. Total attendance 511 and a surplus of approximately \$19,000, subject to the audit report.

Reports of Committee Chairmen The following Chairmen reported (copies on file):
 Marion Hilliard, President's Project Coordinator
 Mary Sue Colvin, Environmental Concerns & Conservation Committee Coordinator
 Debbie Skow, BeeGap Chairman (Read by Robin Pokorski)
 Judy Sheets, Gardens Committee Chairman and Habitat for Humanity
 Elaine Gunderson, NGC Ames Chairman
 Andrea Little, Blue Star Memorial Markers Chairman
 Jan Warshauer, *Vision of Beauty* Calendar Chairman

New Business Motion by Joan Franson, Golden Circle member, that the President appoint a committee of five to be composed of members other than those on the Executive Committee to study alternative sources of revenue including but not limited to amending the definition of currently restricted funds. The Committee is to report at the 2015 Annual Meeting.

ADOPTED

Members to be announced at the evening meeting.

Future Board of Directors Meeting The next meetings of the Board of Directors will be:
 May 15, 2015 – Louisville, Kentucky at the Crowne Plaza Louisville Airport Hotel.

Final Credentials Report Sally K. Warner, Credentials Chairman, presented the Final Credentials Report as of 12:00 p.m. on September 28 2014:

NGC President	1
NGC Honorary President	1
NGC Elected Officers	5
NGC Appointed Officers	4
Region Directors	8
Advisory Committee	4
PH&E Trustees	4
State Presidents	46
Representatives of State Presidents	0
NGC Chairmen	120
NGC Standing Committee Members	<u>102</u>
Subtotal	295
Less Duplications	<u>72</u>
Total Voting Strength	223

ADOPTED

Final Registration Report Sandra Gossman, 2014 Fall Board Meeting Chairman presented the Final Registration Report as of 12 noon on September 27, 2014, for information only.

Total Voting Strength	223
Guests	<u>15</u>
Total Registration	238

Adjourn The meeting adjourned at 4:16 p.m. to reconvene at the Banquet.

Reconvene The meeting reconvened at 9:45 p.m.

Motion Joanne Guise moved to destroy the ballots on the vote to recommend that the membership increase NGC dues. **ADOPTED**

Committee to Study Alternate Revenue Sources President Nelson appointed the following committee members to study alternative sources of revenue including but not limited to amending the definition currently restricted funds.

Les Westgard	North Dakota
Gerry St. Peters	Wisconsin
Dale DeFeo	Florida
Ellen Spencer	National Capital Area
Shane Looper	California

Courtesy Resolution Angela L. Raitano, Resolutions Chairman, read the Courtesy Resolution and moved its adoption. **ADOPTED**

Benediction Sara F. Brooks, Chaplain, gave the benediction.

Adjournment of Business Meeting There being no further business and no objection, the 2014 Fall Board Meeting of National Garden Clubs, Inc. was adjourned at 9:50 p.m.

Carol L. Hall _____ 12-1-2014 _____
 Carol L. Hall, Recording Secretary Date

Linda G. Nelson _____ 12-1-2014 _____
 Linda Nelson, President Date

Nancy L. Hargroves _____ 12-1-2014 _____
 Nancy L. Hargroves, Second Vice-President Date

Gay L. Austin _____ 12-1-2014 _____
 Gay L. Austin Third Vice-President Date

Robin Pokorski _____ 12-1-2014 _____
 Robin Pokorski, Corresponding Secretary Date