

APPENDIX A – “BYLAWS”

**BYLAWS APPROVED BY THE BOARD OF DIRETORS
AT FALL BOARD MEETING, SEPTEMBER 22, 2022**

NATIONAL GARDEN CLUBS, INC

Key - underline means insert words. ~~Strikethrough~~ mean to omit words.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #1 ARTICLE XVII – FINANCES Section 3. FINANCE COMMITTEE B. Duties. The committee shall: 6. Approve salary and salary adjustments for staff; salary schedule to be effective January 1 for a period of one year. Adjustments for increased responsibilities may be considered at any time.</p>	<p>ARTICLE XVII – FINANCES Section 3. FINANCE COMMITTEE B. Duties. The Committee shall: 6. Approve salary and salary adjustments for staff; salary schedule to be effective January 1 at the beginning of the fiscal year for a period of one year. Adjustments for increased responsibilities may be considered at any time.</p>	<p>ARTICLE XVII – FINANCES Section 3. FINANCE COMMITTEE B. Duties. <u>RENUMBER</u></p>

Rationale: The Headquarters staff salaries will be determined by the Executive Director.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #2 ARTICLE XXII -- AMENDMENTS Section 3. -- NATIONAL EMERGENCY If an NGC convention cannot be held, in the event of a National Emergency, these Bylaws may be amended by a two-thirds vote by mail ballot or by balloting using Internet service that supports anonymous voting following the procedures outlined in ARTICLE XI, Section 1. (May 2021)</p>	<p>ARTICLE XXII -- AMENDMENTS Section 3. -- NATIONAL EMERGENCY If an NGC convention cannot be held, in the event of a national emergency, these Bylaws may be amended by a two-thirds vote <u>with previous notice</u> by mail ballot or by balloting using an internet service that supports anonymous voting following the procedures outlined in ARTICLE XI, Section 1. (May 2021)</p> <ul style="list-style-type: none"> a. <u>Ballots shall be sent by electronic device or postal mail to the Board of Directors.</u> b. <u>All ballots must be received by the Recording Secretary within 30 days of the start of the voting period.</u> c. <u>A plurality of the votes returned shall determine the results.</u> 	<p>ARTICLE XXII -- AMENDMENTS Section 3. -- NATIONAL EMERGENCY If an NGC convention cannot be held, in the event of a national emergency, these Bylaws may be amended by a two-thirds vote with previous notice by mail ballot or by balloting using an internet service that supports anonymous voting following the procedures outlined in ARTICLE XI, Section 1. (May 2021)</p> <ul style="list-style-type: none"> a. Ballots shall be sent by electronic device or postal mail to the Board of Directors. b. All ballots must be received by the Recording Secretary within 30 days of the start of the voting period. c. A plurality of the votes returned shall determine the results.

Rationale: To give specific instructions for amending Bylaws when an NGC Convention cannot be held due to a national emergency.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #3 ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> A. Transact the business of NGC except as otherwise provided for by the Articles of Incorporation or by these Bylaws. B. Act on matters presented by the Executive Committee. C. Consider recommendations of the President to fill vacancies in chairmanships. D. Authorize Official Publications, and publication of any information designed to advance objectives of NGC. E. Keep minutes of its meetings and report its actions to the convention delegates at the next NGC Convention. <p>Letter F. Add New</p>	<p>ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> A. Transact the business of NGC except as otherwise provided for by the Articles of Incorporation or by these Bylaws. B. Act on matters presented by the Executive Committee. C. Consider recommendations of the President to fill vacancies in chairmanships. D. Authorize Official Publications, and publication of any information designed to advance objectives of NGC. E. Keep minutes of its meetings and report its actions to the convention delegates at the next NGC Convention. F. <u>In the event an NGC Convention cannot be held due to a National Emergency, act on behalf of the voting assembly to conduct business via electronic meeting and/or voting.</u> 	<p>ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> A. Transact the business of NGC except as otherwise provided for by the Articles of Incorporation or by these Bylaws. B. Act on matters presented by the Executive Committee. C. Consider recommendations of the President to fill vacancies in chairmanships. D. Authorize Official Publications, and publication of any information designed to advance objectives of NGC. E. Keep minutes of its meetings and report its actions to the convention delegates at the next NGC Convention. F. In the event an NGC Convention cannot be held due to a National Emergency, act on behalf of the voting assembly to conduct business via electronic meeting and/or voting.

Rationale: When an NGC Convention cannot be held due to a national emergency, authority will be granted to the Board of Directors to act on behalf of the assembly, so that Bylaws and other necessary business can be completed without interruption.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
Proposal #4 ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as a member of the Performance Evaluation Committee.	ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as a member <u>chairman</u> of the Performance Evaluation Committee.	ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as chairman of the Performance Evaluation Committee.

Rationale: The PH&E Trustees Director, having the longest association with the Executive Director, shall serve as chairman of the Performance Evaluation Committee which performs the annual Performance Evaluation of the Executive Director.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
Proposal #5 ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Pg6 Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: D. ADD NEW	ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Pg6 Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: <u>D. Manage the Nominating Committee and Region Director rotation schedules.</u> <u>RELETTER</u>	ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Pg6 Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: D. Coordinate the rotation schedules of the Nominating Committee and Region Directors. <u>RELETTER</u>

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Rationale: There is no assignment for the management of the Nominating Committee and Region Director rotation schedules. This duty shall be assigned to the First Vice President.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #6 ARTICLE XXII – AMENDMENTS Section 1. – WITH PREVIOUS NOTICE These Bylaws may be amended at any NGC Convention by a two-thirds vote of the delegates present and voting, provided that the proposed amendments shall have been presented in writing to the Executive Committee and the Board of Directors and published in the Winter issue of <i>The National Gardener</i>.</p>	<p>ARTICLE XXII – AMENDMENTS Section 1. – WITH PREVIOUS NOTICE These Bylaws may be amended at any NGC Convention by a two-thirds vote of the delegates present and voting, provided that the proposed amendments shall have been presented in writing to the Executive Committee and the Board of Directors and published in the Winter issue of <i>The National Gardener</i>. posted on the website.</p>	<p>ARTICLE XXII – AMENDMENTS Section 1. – WITH PREVIOUS NOTICE These Bylaws may be amended at any convention by a two-thirds vote of the delegates present and voting, provided that the proposed amendments shall have been presented in writing to the Executive Committee and the Board of Directors and posted on the website.</p>

Rationale: To provide notice for bylaw amendments in a timely manner. Currently, notice is allowed only one time per year in the Winter Issue of the TNG.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #7 Article X – NOMINATING COMMITTEE (pg12) Section 1. – Structure The Nominating Committee shall be composed of a Chairman, Vice-Chairman and two members from each Region. There shall be one Alternate for each member position. The Vice-Chairman shall be a member of the Board of Directors and shall attend each meeting of the Nominating Committee as a non-voting member.</p>	<p>Article X – NOMINATING COMMITTEE Section 1. – Structure The Nominating Committee shall be composed of a Chairman, Vice-Chairman, three members of the Board of Directors and two one members member from each Region. There shall be one Alternate for each member position. The Vice-Chairman shall be a member of the Board of Directors and shall attend each meeting of the Nominating Committee as a non-voting member.</p>	<p>Article X – NOMINATING COMMITTEE Section 1. – Structure The Nominating Committee shall be composed of three members of the Board of Directors and one member from each Region.</p>

Rationale: The Nominating Committee will be represented by board members and Region members. Alternate members have been discontinued.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #8 ARTICLE X – NOMINATING COMMITTEE (pg12) Section 1. STRUCTURE A. Chairman and Vice Chairman 1. To be eligible to serve as Chairman or Vice-Chairman, each nominee shall have served a minimum of two years as an elected officer of a State Garden Club, a minimum of four years as a member of the NGC Board of Directors and shall have attended two of the three previous NGC Conventions prior to assuming that position. 2. The Chairman and the Vice-Chairman shall be elected by the Executive Committee subject to ratification by the Board of Directors at the Fall Board of Directors' Meeting held in the even-numbered year. Recommendations may be sent to the President and the Recording Secretary by members of the NGC Board of Directors and by State Garden Clubs at least four (4) weeks prior to the Fall Board of Director's Meeting held in the even-numbered year.</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. STRUCTURE A. Chairman and Vice Chairman 1. To be eligible to serve as Chairman or Vice-Chairman, each nominee shall have served a minimum of two years as an elected officer of a State Garden Club, a minimum of four years as a member of the NGC Board of Directors and shall have attended two of the three previous NGC Conventions prior to assuming that position. 2. <u>The</u> The <u>A</u> Chairman and the Vice-Chairman shall be elected <u>from among the members of the Nominating Committee</u> by the Executive Committee subject to ratification by the Board of Directors at the Fall Board of Directors' Meeting held in the even-numbered year. Recommendations may be sent to the President and the Recording Secretary by members of the NGC Board of Directors and by State Garden Clubs at least four (4) weeks prior to the Fall Board of Director's Meeting held in the even-numbered year.</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. STRUCTURE A. Chairman and Vice Chairman 1. A Chairman and Vice Chairman shall be elected from among the members of the Nominating Committee by the Executive Committee subject to ratification by the Board of Directors at the Fall Board Meeting held in the even-numbered year.</p>

Rationale: The Nominating Committee Chairman and Vice Chairman shall be elected based on their experience and up-to-date understanding of NGC. The Executive Committee selecting the Chairman and Vice Chairman from among the committee members allows the committee to be a smaller and more efficient group, and the individuals selected are knowingly committed to the work of the committee.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #9 ARTICLE X -- NOMINATING COMMITTEE (pg12) Section 1. – B. Members 1. To be eligible to serve as a Member or Alternate Member, each member shall have served two years as an officer of a State Garden Club, a minimum of two years as a member of the NGC Board of Directors and shall have attended two of the previous five NGC Conventions prior to assuming that position. The Member or Alternate Member must reside within the Region represented. 2. The States from which the Members and Alternate Members are selected shall be determined in rotation, as established in the NGC Standing Rules and must include each State Garden Club within the geographic areas designated in Article IV.1. 3. The Member and Alternate Member shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service. 4. If neither the Member nor the Alternate Member is able to attend a meeting, the Region Director shall appoint a member from the Region</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. – B. Members <u>1. Three Committee Members shall be elected by the Board of Directors from among the current members of the Board of Directors.</u> 1. 2. To be eligible to serve as a Member <u>representing a Region,</u> or Alternate Member, each member shall have served two years as an officer of a State Garden Club, a minimum of two years <u>of the prior six years</u> as a member of the NGC Board of Directors and shall have attended two of the previous five NGC Conventions prior to assuming that position. The Member or Alternate Member must reside within the Region represented. 2. <u>3.</u> The States from which the Members <u>representing a Region</u> and Alternate Members are selected shall be determined in rotation, as established in the NGC Standing Rules and must include each State Garden Club within the geographic areas designated in Article IV.1. 3. <u>4.</u> The Member <u>representing a Region</u> and Alternate Member shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service. 4. <u>5.</u> If neither the Member <u>representing a Region</u> nor the Alternate Member is able <u>unable</u> to attend a meeting, the Region Director shall appoint a member from the</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. – B. Members 1. Three Committee Members shall be elected by the Board of Directors from among the current members of the Board of Directors. 2. To be eligible to serve as a Member representing a Region, each member shall have served a minimum of two years of the prior six years as a member of the NGC Board of Directors. The Member must reside within the Region represented. 3. The States from which the Members representing a Region are selected shall be determined in rotation, as established in the NGC Standing Rules and must include each State Garden Club within the geographic areas designated in Article IV.1. 4. The Member representing a Region shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service. 5. If the Member representing a Region is unable to attend a meeting, the Region Director shall appoint a member from the Region already serving on the NGC Board of Directors to attend that meeting.</p>

already serving on the NGC Board of Directors to attend that meeting.	Region already serving on the NGC Board of Directors to attend that meeting.	
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Rationale: Three Committee members shall be Board Members to ensure the goal of including individuals who have a current and knowledgeable understanding of NGC. The members of the Nominating Committee will be comprised of representatives from the regions, ensuring a nationwide voice in the nominating process. The prerequisite changes allows for candidates to have a recent association with NGC and removes the candidate-limiting rules.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #10 ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES (pg17) B. Unless otherwise prescribed by these Bylaws, Chairmen and Committee members are appointed for the term of the current President. They may continue by re-appointment, not to exceed three consecutive terms. Exception: International Affiliates may serve more than three consecutive terms.</p>	<p>ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES (pg17) B. Unless otherwise prescribed by these Bylaws, Chairmen and Committee members are appointed for the term of the current President. They may continue by re-appointment, not to exceed three consecutive terms. Exception: Chairmanships that require expertise and knowledge in their field and International Affiliates may serve more than three consecutive terms.</p>	<p>ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES (pg17) B. Unless otherwise prescribed by these Bylaws, Chairmen and committee members are appointed for the term of the current President.</p>

Rationale: Standing Committee chairmen and members shall be determined by the President and shall be members of the Board of Directors for that term.