

NATIONAL GARDEN CLUBS, INC.
2023– 2025 FALL BOARD OF DIRECTORS’ MEETING MINUTES

Held virtually, via Zoom

Thursday, September 21, 2023, at 1:00 EDT

Call to Order and Welcome: President Brenda Moore called the ninety-fourth fall Board of Directors Meeting of the National Garden Clubs, Inc. to order at 1:00 PM EDT on September 21, 2023, via Zoom.

Inspiration: The inspiration was given this morning by Debi Harrington, Chair of the Sponsors’ Grants Committee.

Introductions: The President introduced the former Presidents of NGC who were with us on Zoom today.

Region Directors attending today: Lynne Ehnert - Central Region; Monica Hansen - Central Atlantic Region; Debby Cooper - Deep South Region; Susan Miner - New England Region; Carol Norquist - Pacific Region; Robbie Kupper - Rocky Mountain Region; Carcille Burchette - South Atlantic Region, and Sarah McReynolds - South Central Region.

Credentials Report/Quorum: Suzanne Potts, Credentials Chair
Total voting strength is 161.

Registration Report: Cherie LeJeune, Registration Chair
Total on-line attendance is 162

Approval of Rules of The Board of Directors Meeting: Patty Arndt, Parliamentarian
The Convention Rules were read and adopted.

Adoption of agenda: The agenda was adopted as amended.

Committee to approve minutes: The President appointed the following committee to approve the minutes of this meeting -

Donna Donnelly, Second Vice President, Chair
Gerianne Holzman, Third Vice President
Bud Qualk, Corresponding Secretary

Timekeepers: The President appointed Carol Norquist and Carolyn Olley to serve as timekeepers.

Report of the committees appointed to approve the minutes:

Donna Rouch, reported that the minutes of the May 2, 2023, Board of Directors' meeting were approved and distributed.

Donna Marie Donnelly, reported that the minutes of the May 5, 2023, Post-Convention Board of Directors' meeting were approved and distributed.

Acceptance of Resignations:

Poss Tarpley – Media Committee, Website Webmaster

Mary Owen – Social Media Committee Member

Betsy Steele – Nominating Committee Chair

ACCEPTED WITH REGRET

Ratification of Appointments:

Trish Bender – Social Media Committee Member

Lynette Jeffres – Foundation Exploratory Committee

Mary Owen – Protocol Committee

Arabella Dane – Vision of Beauty Committee

APPROVED

Appointment of Special Committee – Strategic Financial Planning Committee:

Lynette Jeffres, Chair, with members Donna Rouch, Bill Trapp, and Susan Yoder.

APPROVED

Introduction of state garden club presidents: Donna Rouch, First Vice President and Liaison to State Garden Club Presidents and Region Directors, introduced the State Presidents of NGC.

Reports of Officers: Copies of reports given are on file.

Other Reports: Bill Trapp, Executive Director, copy on file.

Report on the 2022-2023 audit: Report on the 2022-2023 audit, Judy Binns, Chairman: The Audit for the year ending May 31, 2023, is in progress, and a report will be forthcoming when the audit is completed. The Audit is being conducted by Summit West CPA Group, P.C.

Adoption of the proposed budget and presentation of the tentative program for the 2023 Convention, which were distributed by email earlier.

APPROVED

Ratification of Nominating Committee Chair and Vice-Chair due to resignation of Betsy Steele:

Betty Cookendorfer - Nominating Committee Chair

Nancy Rana - Nominating Committee Vice Chair

APPROVED

Ratification of continuing sponsorships and/or projects:

Youth related -

A. That the Poetry contest for youth be continued. Youth Poetry Contest Titles:

• 2024 “I Spy With My Little Eye, Something Green Outside” – celebrating our Green world

• 2025 “My Garden Has Vegetables To Spare That I Can Share” – helping fight hunger by sharing vegetables from our garden.

APPROVED

B. That the Children’s Book *My Green is Gone* - trademarked and in production will be available May 2023.

APPROVED

C. That the Activity book, *Do Something Green*, will be placed on web for printing out.

APPROVED

D. That the Smokey Bear/Woodsy Owl poster contest be continued.

APPROVED

E. That the Youth Sculpture Contest, using recyclable, reused, or reduced material be continued.

APPROVED

Adult related -

F. That the following project grants and sponsorships be continued:

• Ames • Espoma and • Plant America

APPROVED

NGC Programs and Grants -

G. That the following programs, projects, and grants be continued:

• PLANT AMERICA

APPROVED

• Natural Disaster Grants/World Gardening

APPROVED

• Blue Star and Gold Star Memorial Marker Program

APPROVED

• The National Garden Week Project

APPROVED

• Penny Pines Reforestation Project

APPROVED

Ratification of new sponsorships/projects -

• PLANT AMERICA - Feed America

APPROVED

• PLANT AMERICA - Plant for Pollinators

APPROVED

• PLANT AMERICA - Landscape for Wildlife

APPROVED

Recommendations from Executive Committee:

- A. That the Tea Room Society of Augusta, Missouri, be admitted as an NGC National Affiliate member.

APPROVED

- B. To eliminate Award MAE-2 Social Media/Websites, effective January 1, 2024:
Section B (Social Media page designed and managed by club members)
Section D (Social Media page professionally designed)

APPROVED

- C. “That the suspension of contributions from Member Services of 60% of the sales of all books printed by NGC with funds from the Floral Design Publications Fund, be continued for the 2023-2025 administration.”

APPROVED

- D. “That the Penny Pines donation of \$68 be increased to \$75, effective January 1, 2024, to cover the cost of the transaction fee.”

RECOMMENDATION REFERRED BACK TO THE FINANCE

COMMITTEE FOR FURTHER REVIEW

- E. That beginning with the 2025 NGC Annual Convention, NGC HQ will prepare NGC Annual Convention budgets.

APPROVED

- F. For NGC to host a Zoom Environmental school, Course I October 30 and 31 and Course II in the Spring of 2024.

APPROVED

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BYLAWS: Amendments to Bylaws approved by the Board of Directors, will be published on the NGC website and brought to the convention delegates at the 2024 NGC Convention for ratification

**Bylaw Proposals -
Proposal #1**

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #1 ARTICLE XVI-COMMITTEES Section 1.-STANDING COMMITTEES 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 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. <u>Exceptions may be made at the discretion of the President.</u></p>	<p>ARTICLE XVI-COMMITTEES Section 1.-STANDING COMMITTEES 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. Exceptions may be made at the discretion of the President.</p>

APPROVED

Bylaw Proposal #2

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #2 ARTICLE XVI-COMMITTEES Section 5-MEMBERSHIP COMMITTEE The Membership Committee shall consist of a Chairman appointed by the President with a minimum of six members on the committee.</p>	<p>ARTICLE XVI-COMMITTEES Section 5-MEMBERSHIP COMMITTEE The Membership Committee shall consist of a Chairman appointed by the President with a minimum of six members on the committee. <u>and a minimum of three additional members, all appointed by the President.</u></p>	<p>ARTICLE XVI-COMMITTEES Section 5-MEMBERSHIP COMMITTEE The Membership Committee shall consist of a Chairman and a minimum of three additional members, all appointed by the President.</p>

APPROVED

Bylaw Proposal #3

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #3 ARTICLE XVII-FINANCES Section 3. FINANCE COMMITTEE A. Membership 1. The Finance Committee shall consist of the Second Vice President as Chairman, the First Vice President/President-Elect, the Treasurer, the Director of the Permanent Home and Endowment Trustees and a minimum of three members and no more than six members appointed by the President. The Chairman shall report at each meeting of the executive committee and the board of directors and at the NGC convention. 2. The Third Vice President, the Parliamentarian and the Executive Director shall attend the meetings and participate except for the right to make motions and the right to vote.</p>	<p>ARTICLE XVII-FINANCES Section 3. FINANCE COMMITTEE A. Membership 1. The Finance Committee shall consist of the Second Vice President as Chairman, the First Vice President/President-Elect, <u>the Third Vice-President</u>, the Treasurer, the Director of the Permanent Home and Endowment Trustees and a minimum of three members and no more than six members appointed by the President. The Chairman shall report at each meeting of the executive committee and the board of directors and at the NGC convention. 2. The Third Vice President, the Parliamentarian and the Executive Director shall attend the meetings and participate except for the right to make motions and the right to vote.</p>	<p>ARTICLE XVII-FINANCES Section 3. FINANCE COMMITTEE A. Membership 1. The Finance Committee shall consist of the Second Vice President as Chairman, the First Vice President/President-Elect, the Third Vice-President, the Treasurer, the Director of the Permanent Home and Endowment Trustees and a minimum of three members appointed by the President. The Chairman shall report at each meeting of the executive committee and the board of directors and at the NGC convention. 2. The Parliamentarian and the Executive Director shall attend the meetings and participate except for the right to make motions and the right to vote.</p>

APPROVED

Bylaw Proposal #4

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #4 ARTICLE XVII-FINANCES Section 3- FINANCE COMMITTEE B. Duties 5. Evaluate the efficiency and cooperation of staff members.</p>	<p>ARTICLE XVII-FINANCES Section 3- FINANCE COMMITTEE B. Duties 5. Evaluate the efficiency and cooperation of staff members.</p>	<p>Delete and Renumber</p>

APPROVED

Bylaw Proposal #5

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #5 ARTICLE XVII-PERMANENT HOME AND ENDOWMENT TRUSTEES Section 2 -Duties A. The Trustees shall keep minutes and report action taken to the Executive Committee at its regular meeting. Business of an urgent nature may be transacted by electronic device or postal mail as authorized by the Director. B. The trustees shall be responsible for enlargement and improvement of the grounds and buildings; furnishings and equipment of NGC headquarters as required; all construction, reconstruction, maintenance, and repair thereof. Routine items shall be the responsibility of the executive director. C. Four members shall constitute a quorum.</p>	<p>ARTICLE XVII-PERMANENT HOME AND ENDOWMENT TRUSTEES Section 2 -Duties A. The Trustees shall keep minutes and report action taken to the Executive Committee at its regular meeting. Business of an urgent nature may be transacted by electronic device or postal mail as authorized by the Director. B. The trustees shall be responsible for enlargement and improvement of the grounds and buildings; furnishings and equipment of NGC headquarters as required; all construction, reconstruction, maintenance, and repair thereof. Routine items shall be the responsibility of the executive director. C. Four members shall constitute a quorum. <u>The trustees shall approve salary adjustments for headquarters staff prior to the annual convention and submit to the executive committee for information only. The adjustments will become effective June 1. Adjustments for added responsibilities may be considered at any time.</u></p>	<p>ARTICLE XVII-PERMANENT HOME AND ENDOWMENT TRUSTEES Section 2 -Duties A. The Trustees shall keep minutes and report action taken to the Executive Committee at its regular meeting. Business of an urgent nature may be transacted by electronic device or postal mail as authorized by the Director. B. The Trustees shall be responsible for enlargement and improvement of the grounds and buildings; furnishings and equipment of NGC headquarters as required; all construction, reconstruction, maintenance, and repair thereof. Routine items shall be the responsibility of the executive director. C. The Trustees shall approve salary adjustments for Headquarters staff prior to the Annual Convention and submit to the Executive Committee for information only. The adjustments will become effective June 1. Adjustments for added responsibilities may be considered at any time.</p>

APPROVED

Bylaw Proposal #6

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #6 ARTICLE XVI-COMMITTEES Section 6 – ORGANIZATION STUDY COMMITTEE D. Be responsible for sending any proposed Bylaw amendment to <i>The National Gardener</i> to be published in the Winter issue.</p>	<p>ARTICLE XVI-COMMITTEES Section 6 – ORGANIZATION STUDY COMMITTEE D. Be responsible for sending any proposed Bylaw amendment to <i>The National Gardener</i> to be published in the Winter issue <u>the website for publication.</u></p>	<p>ARTICLE XVI-COMMITTEES Section 6 – ORGANIZATION STUDY COMMITTEE D. Be responsible for sending any proposed Bylaw amendment to the website for publication.</p>

APPROVED

STANDING RULES: The Amendments to the Standing Rules once adopted by the Board of Directors will go into effect immediately upon passage by the Board.

Standing Rule Proposal #1

Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #1 FINANCE 9. Salary adjustments for Headquarters will be approved by the Finance Committee prior to the Fall Board Executive Committee meeting and submitted to the PH&E Trustees and to the Executive Committee for information only. The adjustments will become effective the following January 1st. Adjustments for added responsibilities may be considered at any time.</p>	<p>Proposal #1 FINANCE 9. Salary adjustments for Headquarters will be approved by the Finance Committee prior to the Fall Board Executive Committee meeting and submitted to the PH&E Trustees and to the Executive Committee for information only. The adjustments will become effective the following January 1st. Adjustments for added responsibilities may be considered at any time.</p>	<p>Remove and Renumber</p>

APPROVED

Invitation to 2024 Convention and Board Meeting in Denver, Colorado:

Nancy Griffith, 2024 NGC Convention Chair

Preliminary report of the 2023 NGC Convention: Darlene Newell

Reports of Chairmen: Reports on file

- Suzanne Bushnell - Community Gardens - PLANT AMERICA - Feed America
- Virginia Schmidt - PLANT AMERICA - Plant for Pollinators
- Barbara Campbell - PLANT AMERICA - Landscape for Wildlife
- David Robson - PLANT AMERICA Community Grants
- Susan Yoder - Foundation Exploratory Committee

Announcements: LaMar Merrill, NGC Historic Landscape Preservation Chair - please contact him with information about any historic landscape preservations in your area.

Date of future Board of Directors' Meeting:

- June 2024 NGC Convention - Denver, Colorado
- September 19, 2024, FBM - NGC Headquarters, St. Louis, Missouri
- May 2025 Convention - Omaha, Nebraska

Final Credentials Report: Suzanne Potts, Credentials Chairman - Voting strength 153

Final Registration Report: Cherie LeJeune – final on-line registration 154

Adjournment: There being no further business, President Brenda Moore adjourned the meeting at 3:27 PM EDT

 <i>Monica Hansen</i>	09/27/23	09/27/23
Monica Hansen, Recording Secretary		Date
 <i>Brenda Moore</i>	09/26/23	09/26/23
Brenda Moore, President		Date
 <i>Donna Donnelly</i>		09/27/23
Donna Marie Donnelly, Second Vice President		Date
 <i>Gerianne Holzman</i>	09/27/23	09/27/23
Gerianne Holzman, Third Vice President		Date
 <i>Bud Qualk</i>	09/27/23	09/27/23
Bud Qualk, Corresponding Secretary		Date