

BYLAWS



**National Garden Clubs, Inc.
4401 Magnolia Avenue
St. Louis, Missouri 63110-3492**

Justified May 2023

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BYLAWS

NATIONAL GARDEN CLUBS, INCORPORATED

ARTICLE I -- NAME

The name of the Corporation is **NATIONAL GARDEN CLUBS, INCORPORATED**; hereinafter referred to as **NGC**.

ARTICLE II -- OBJECT

The objects and purposes for which the Corporation is organized, as contained in paragraph 5, as amended, of the Articles of Incorporation, are:

- (1) To be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) To coordinate and further the interests and activities of State Federations of Garden Clubs, State Garden Clubs, State Associations of Garden Clubs, and the National Capital Area Garden Clubs, together with similar organizations in the territories and possessions of the United States and foreign countries.
- (3) To aid in the protection and conservation of natural resources, to promote civic beauty, and encourage the improvement of roadsides and parks.
- (4) To encourage and assist in establishing and maintaining botanical gardens and horticultural centers for the advancement of science and for the enjoyment and education of the public.
- (5) To study and advance the fine arts of gardening, landscape design, floral design and horticulture.
- (6) To cooperate with other organizations in the furtherance of the foregoing objectives and in such activities as may be determined by the Board of Directors.
- (7) To further horticultural education, conservation and landscape design through gift scholarships.
- (8) To establish and maintain permanent headquarters and to construct and furnish buildings and improvements to house the same in the City of St. Louis, State of Missouri, and in such other place or places as might be lawfully selected and determined by the Board of Directors.
- (9) To acquire real and personal property and any interest therein, by purchase, gift or any other legal means, as may be necessary and proper for carrying on its legitimate affairs.
- (10) To restrict the activities of the Corporation so that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

- statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code and,
- (11) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of St. Louis County, Missouri, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III -- CORPORATE SEAL AND OFFICIAL EMBLEM

Section 1. -- CORPORATE SEAL

The Corporate Seal shall be circular in form and shall have inscribed upon it the following: National Garden Clubs, Incorporated; Official Seal, Missouri. It shall be affixed by authority of the Recording Secretary to official documents as required.

Section 2. -- OFFICIAL EMBLEM

The official emblem shall be circular in form with the words National Garden Clubs, Incorporated, inscribed upon the circumference. The columbine shall be incorporated within the center of the design. The official emblem may be used for non-commercial purposes by member clubs. With the approval of the Board of Directors, the official emblem may be used for commercial purposes by member clubs and for commercial or non-commercial purposes by others.

ARTICLE IV -- DESIGNATED GEOGRAPHIC REGIONS

State Federations of Garden Clubs, State Garden Clubs, State Associations of Garden Clubs and the National Capital Area Garden Clubs shall, hereinafter in these Bylaws, be referred to as State Garden Clubs.

The State Garden Clubs shall be grouped into no fewer than eight designated geographic Regions, as follows:

REGIONS	STATES	REGIONS	STATES
<u>New England</u>	Connecticut Maine Massachusetts New Hampshire Rhode Island	<u>Central</u>	Illinois Indiana Iowa Michigan Minnesota

	Vermont		Missouri Wisconsin
<u>Central Atlantic</u>	Delaware Maryland National Capital Area New Jersey New York Ohio Pennsylvania	<u>South Central</u>	Arkansas New Mexico Oklahoma Texas
<u>South Atlantic</u>	Kentucky North Carolina South Carolina Virginia West Virginia	<u>Rocky Mountain</u>	Colorado Kansas Montana Nebraska North Dakota South Dakota Utah Wyoming
<u>Deep South</u>	Alabama Florida Georgia Louisiana Mississippi Tennessee	<u>Pacific</u>	Alaska Arizona California Hawaii Idaho Nevada Oregon Washington

ARTICLE V -- HEADQUARTERS AND AUXILIARY OFFICES

The principal office and NGC Headquarters shall be located at 4401 Magnolia Avenue, St. Louis, Missouri 63110-3492. Auxiliary offices may be established in any other area as deemed necessary by the Board of Directors.

ARTICLE VI -- MEMBERSHIP

The membership of NGC shall consist of two classes: Voting Membership and Non-Voting Membership.

Section 1. -- VOTING MEMBERSHIP

Voting membership shall consist of members of State Garden Clubs that are members of NGC.

A. Eligibility

A State Garden Club shall have been organized for a minimum of one year.

B. Application

Application shall be submitted by the State Garden Club to NGC Headquarters and approved by the NGC Board of Directors. Application shall be accompanied by per capita dues and a typewritten list of names and addresses of state officers in order of rank, and state chairmen; and names of member clubs in alphabetical order including the names and addresses of the Presidents. (May 2023)

C. Admission

Voting membership shall be limited to one State Garden Club from each state, and from the National Capital Area, determined by a majority vote of the NGC Board of Directors.

Section 2. -- NON-VOTING MEMBERSHIP

Non-voting membership shall consist of five classes: Life Members who are not delegates; National Affiliates; International Affiliates who are not serving on the NGC Board of Directors; all categories of Youth Gardeners and E-Members at Large.

Non-voting members may attend all NGC Convention meetings but shall be ineligible to debate or to hold office.

A. NGC Life Members

NGC Life Membership shall be accorded to an individual who is a member or a non-member of a garden club by submitting an application and contribution through the NGC Life Membership Chairman. (May 2023)

B. 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 as 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.

Admission shall be by approval of the Executive Committee, subject to ratification by the Board of Directors. Affiliate Members shall receive them **Call to the NGC Convention** on the COMAAI and NGC websites. All communications shall be electronic. (May 2023)

C. Youth Gardeners.

1. Junior, Intermediate and High School Gardener groups become Affiliate Members upon yearly registration with the appropriate NGC chairman.

2. International and other youth groups may apply for an Affiliate

Membership through the appropriate NGC chairman. Admission shall be by vote of the Executive Committee, subject to ratification by the Board of Directors.

D. E-Members at Large.

ARTICLE VII -- DUES, FEES AND CONTRIBUTIONS

Section 1. – DUES

- A. Annual dues of each State Garden Club shall be \$1.00 per capita on all categories of members, including NGC Life Members.
1. Annual dues for State Garden Club membership shall be paid to NGC Headquarters between June 1 and October 31 of that year.
 2. Annual dues shall be delinquent after October 31. Notices of dues unpaid shall be given by the NGC First Vice-President/President-Elect and Liaison to the State Presidents and Region Directors. (May 2023)
 3. State Garden Clubs failing to remit dues by October 31 shall forfeit representation at the NGC Convention.
 4. State Garden Clubs failing to remit dues by October 31 shall be excluded from any tabulations used to determine NGC Awards and shall not be eligible to submit scholarship applicant(s).
 5. Additional dues payment for members not included in the State Roster shall be remitted by a State Garden Club to NGC Headquarters prior to March 31 of the following year. These additional dues will be utilized in tabulating the number of delegates to the NGC Conventions. (May 2023)
 6. State Garden Clubs failing to remit dues prior to June 1 of the following year shall forfeit membership.
- B. Annual Dues of Affiliate Member Organizations
1. Annual dues of each National Affiliate Member organization shall be \$30.00 per annum, as approved by the Board of Directors, and payable to NGC Headquarters by October 31. (May 2023)
 2. Annual dues of each International Affiliate Member organization shall be \$35.00 per annum, as approved by the Board of Directors, and payable to NGC Headquarters by October 31. (May 2023)
 3. Affiliate member organizations failing to remit dues by October 31 shall be excluded from any tabulations used to determine NGC Awards and shall forfeit representation at the NGC Convention.
 4. Affiliate Member organizations failing to remit dues prior to June 1 of the following year shall forfeit membership.
- C. Youth Gardener groups shall pay no NGC individual dues.
- D. E-Members at Large shall pay dues to NGC as determined by the Board of Directors.

Section 2. -- FEES

One annual fee for all Youth Gardener groups within a State Garden Club or country shall be \$10.00 per state or country, as approved by the Board of Directors, and payable by October 31. (May 2023)

Section 3. -- CONTRIBUTIONS

The one-time contribution of a Life Membership in NGC shall be two hundred dollars.

ARTICLE VIII -- OFFICERS-ELIGIBILITY

Section 1. ELECTED OFFICERS

- A. The elected officers shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Recording Secretary, and a Treasurer.
- B. To be eligible for nomination to the office of President or Vice-President, each nominee shall have served as President of a State Garden Club for a minimum of two years and shall have served an additional two years on the NGC Board of Directors within the six years at the time of the election.
- C. To be eligible for the office of Recording Secretary or Treasurer, the nominee shall have served two years as an elected officer of a State Garden Club and shall have served a minimum of two years on the NGC Board of Directors at the time of election.
- D. All officers elected and installed at the NGC Convention in the odd-numbered years shall have attended two of the previous three NGC Conventions at the time of election.
- E. Each nominee shall have the endorsement of the Governing Board of that State Garden Club, signed by the State President.
- F. Officers shall be elected for a term of two years, or until their successors are elected. No elected officer shall serve more than one term in the same office except the Recording Secretary and the Treasurer who may serve no more than five terms. (May 2021)
- G. Officers shall assume their duties at the close of the NGC Convention at which they are elected except the Treasurer who shall assume office at the close of that fiscal year.
- H. No Vice-President shall serve for more than two years in the same Chairmanship except when designated to fill an unexpired term.

Section 2. -- PRESIDENT-ELECT

The First Vice-President becomes President-elect on June 1 in the even-numbered year.

Section 3. -- HONORARY PRESIDENT

The title of Honorary President may be conferred for life upon a former President of NGC by a two-thirds vote of the Convention Delegates. There may be only one Honorary President.

Section 4. -- APPOINTED OFFICERS

The appointed officers of NGC shall be a Corresponding Secretary, an Historian, a Parliamentarian, and a Director of the Permanent Home and Endowment Trustees.

ARTICLE IX -- DUTIES OF OFFICERS

Each officer shall:

- A. Serve as a member of the Executive Committee and of the Board of Directors.
- B. Perform the duties prescribed by these Bylaws, the Standing Rules and by the adopted Parliamentary Authority.
- C. Report to each NGC Convention and at other times as required.

ELECTED OFFICERS

Section 1. -- PRESIDENT

The President shall:

- A. Serve as chief executive officer and official representative of NGC.
- B. Preside at all meetings of NGC, the Board of Directors, and the Executive Committee.
- C. Appoint the Corresponding Secretary, the Historian and the Parliamentarian. These appointments are subject to the approval of the Executive Committee.
- D. Appoint the immediate Past President as Director of the Permanent Home and Endowment Trustees. This appointment is subject to the approval of the Executive Committee.
 1. The immediate Past President shall have the option to decline the appointment as Director of the Permanent Home and Endowment Trustees if unable to serve, at which time, the Past President serving as Director of the Permanent Home and Endowment Trustees shall remain as Director for a second two-year term.
 2. The immediate Past President shall have the option to serve a six-year term as Trustee as appointed by the President. This appointment is subject to the approval of the Executive Committee and to ratification by the Board of Directors.
- E. Appoint a second Permanent Home and Endowment Trustee, Chairmen and members of Standing and Special Committees subject to the approval of the Executive Committee and to ratification by the Board of Directors.
- F. Direct the activities of NGC Officers, Chairmen and members of committees.
- G. Serve as a member of the Performance Evaluation Committee. (May 2022)
- H. Approve programs for the NGC Conventions and for the Fall Board of Directors' Meetings.
- I. Appoint an Executive Director for NGC Headquarters subject to the approval of the Executive Committee. Any contract shall be limited to 2 years. Duties and responsibilities of the Executive Director shall be outlined in the Headquarters Manual.
- J. Appoint the editor of *The National Gardener* subject to the approval of the Executive Committee. Any contract shall be limited to 2 years.
- K. Be responsible, with the Executive Committee and the Permanent Home and Endowment Trustees, for the administration of NGC Headquarters.
- L. Confer with the Director of the Permanent Home and Endowment Trustees on expenditures in excess of the budget
- M. Present the State Garden Club Presidents following their elections, at the Post-Convention Meeting of the Board of Directors or at the Fall Meeting of the Board of Directors in the odd-numbered year.
- N. Appoint legal counsel, if necessary, subject to the approval of the Executive Committee and to ratification by the Board of Directors.
- O. Appoint Audit Committee subject to the approval of the Executive Committee and ratification of the Board of Directors. (May 2022)
- P. Serve as ex officio a member of all committees except the Nominating Committee.

Section 2. -- FIRST VICE-PRESIDENT

The First Vice-President shall:

- A. Assume the duties of the President in the absence of the President.
- B. Become President when a vacancy occurs.
- C. Serve as Liaison to the State Garden Club Presidents and Region Directors.
- D. Coordinate the rotation schedules of the Nominating Committee. (May 2023)
- E. Give notices at the Fall Board Meeting to the Region Director and to the President of the State Garden Club whose dues have not been paid.
- F. Serve as a member of the Finance Committee, a member of the Performance Evaluation Committee, and ex officio a member of the Permanent Home and Endowment Trustees. (May 2022)
- G. Serve as a member of the Organization Study Committee and participate including the right to make motions and to vote. (May 2023)
- H. Be authorized to perform the duties of the Treasurer, including the signing of checks, if the Treasurer is unable to serve.
- I. Serve as a signatory on all NGC accounts.
- J. Become President-elect and assume the additional duties of that office on June 1 in the even-numbered year.

Section 3. -- PRESIDENT-ELECT

The First Vice-President, having become President-elect on June 1 in the even-numbered year, in addition to the duties of the First Vice-President, shall:

- A. Select potential Permanent Home and Endowment Trustees, Chairmen and members of committees.
- B. Plan the Post-Convention Board of Directors' Meeting.
- C. Plan the first Fall Board of Directors' Meeting of the next administration with the host committee.
- D. Make preliminary plans and preparations for the NGC Conventions of the next administration.

Section 4. -- SECOND VICE-PRESIDENT

The Second Vice-President shall:

- A. Assume the duties of the President in the absence of the President and the First Vice-President or President-elect.
- B. Serve as Chairman of the Finance Committee. (May 2022)
- C. Serve as a member of the Budget Committee and a member of the Performance Evaluation Committee. (May 2021)
- D. Serve as ex officio a member of the Permanent Home & Endowment Trustees.
- E. Serve as a member of the Organization Study Committee and participate including the right to make motions and to vote. (May 2023)

Section 5. -- THIRD VICE-PRESIDENT

The Third Vice-President shall:

- A. Assume the duties of the President in the absence of the President, the First Vice-President/President-elect and Second Vice-President.
- B. Serve as Chairman of the Organization Study Committee.
- C. Serve as a member of the Finance Committee. (May 2023)
- D. Serve as ex officio a member of the Permanent Home and Endowment Trustees. (May 2023)

- E. Be responsible for publishing changes to NGC Standing Rules and shall provide the entire revised document to the website for posting. (May 2023)
- F. Be responsible for publishing proposed bylaw amendments on the website. (May 2022)

Section 6. -- RECORDING SECRETARY

The Recording Secretary shall:

- A. Record the proceedings of all meetings of the Executive Committee, of the Board of Directors, and of the NGC Conventions, distributing copies as required
- B. Be responsible for affixing the Official Seal of the Corporation.
- C. Be responsible for sending emergency ballots by mail or electronic device. Ballots received by regular mail within 30 days will be counted.
- D. Receive recommendations for Nominating Committee Chairman and Vice-Chairman from members of the Board of Directors and from State Garden Clubs.
- E. Be responsible for sending an electronic message immediately to the members of the Board of Directors requesting the names of those willing to fill the vacancy in the office of Third Vice-President.

Section 7. -- TREASURER

The Treasurer shall:

- A. Be responsible for the accounting of all monies, securities, and other intangible properties of NGC and for the collection and distribution of its funds.
- B. Be accountable for receipts and disbursements.
- C. Authorize the issue of statements and receipts.
- D. Serve as a member of the Finance Committee. (May 2022)
- E. Serve as ex officio a member of the Permanent Home and Endowment Trustees.
- F. Serve as Chairman of the Budget Committee.
- G. Present the proposed Permanent Home & Endowment Budget to the Finance Committee, the Permanent Home & Endowment Trustees, and the Executive Committee for approval and to the Board of Directors for adoption.
- H. Present the proposed General Fund, Scholarship Fund and Operation Wildflower Fund Budgets to the Finance Committee, the Executive Committee and to the Board of Directors for approval and to the convention delegates for adoption.
- I. Authorize the transfer of unrestricted funds with the approval of the President and the Finance Committee Chairman.
- J. Authorize the disbursement of funds of \$8,000 in excess of the adopted General Fund, Scholarship Fund or Operation Wildflower Fund budgets with approval of the President. If a disbursement is in excess of \$8,000 approval of the Executive Committee and ratification by the Board of Directors is required.
- K. Authorize the disbursement of funds in excess of the budget of the Permanent Home and Endowment Trustees only with the prior approval of the President and the Director of the Permanent Home & Endowment Trustees.
- L. Authorize the submitting of required materials for audit by the approved Certified Public Accounting Firm at the close of the fiscal year; or more often if required by the Executive Committee.
- M. Authorize inspection of all accounts and vouchers when requested.

- N. Authorize the distribution of the proposed budget by electronic device and/or postal mail to all members of the Board of Directors at least 15 days prior to the NGC Convention.
- O. Present a financial report to the Executive Committee, at the Board of Directors' Meetings, at the NGC Conventions and at such other times as may be required by the Board of Directors.
- P. Serve as a signatory on all NGC accounts.
- Q. Direct, with the Finance Committee Chairman and the Director of the Permanent Home and Endowment Trustees, the investment and reinvestment of all funds not to exceed \$200,000 annually, per fund, without the approval of the Finance Committee and/or Permanent Home and Endowment Trustees.
- R. Assume office at the close of the fiscal year.

Section 8 -- VACANCIES IN ELECTED OFFICES

- A. In the event of the absence of an elected officer at two consecutive meetings of the NGC Executive Committee, unless excused by the President, the office shall become vacant.
- B. In the event of a vacancy in the office of President in the first year of the administration:
 - 1. The First Vice-President shall assume the office of President and shall be eligible to serve another term as President.
 - 2. The Second Vice-President shall assume the office of First Vice-President, shall not assume the office of President-elect on June 1 in the even-numbered year, and shall be eligible to be nominated and elected First Vice-President for the next term.
 - 3. The Third Vice-President shall assume the office of Second Vice-President and shall be eligible to be nominated and elected to the office of Second Vice-President for the next term.
 - 4. The office of Third Vice-President shall be filled by an election by the Executive Committee subject to ratification by the Board of Directors. The Recording Secretary will be responsible for sending an electronic message immediately to the members of the Board of Directors requesting the names of those willing to fill the vacancy in the office of Third Vice-President. The election may be conducted by electronic device or postal mail. These officers shall be eligible to be nominated and elected to the office of Third Vice-President for the next term.
- C. In the event of a vacancy in the office of President in the second year of the administration:
 - 1. The President-elect shall assume the office of President and the duties of the President-elect shall be assumed by members of the Executive Committee with the exception of selecting potential Permanent Home and Endowment Trustees, Chairmen and members of committees.
 - 2. The Vice-Presidents shall remain in the same office.
- D. In the event of a vacancy in the office of First or Second Vice-President in the first year of the administration, not caused by a vacancy in the office of President:
 - 1. The Second Vice-President shall become First Vice-President and shall become President-elect on June 1 of the even-numbered year.

2. The Third Vice-President shall become Second Vice-President and shall be eligible to be nominated and elected to the office of Second Vice-President for the next term.
- E. In the event of a vacancy in the office of the President-elect or Second Vice-President in the second year of the administration, not caused by a vacancy in the office of President:
1. The Second Vice-President shall become President-elect and become President for the next administration.
 2. The Third Vice-President shall become Second Vice-President and shall be eligible to remain in that office for the next administration.
- F. In the event of a vacancy in the office of Third Vice-President in the first or second year of the administration, not caused by a vacancy in the office of President, the office shall be filled by an election by the Executive Committee subject to ratification by the Board of Directors. The Recording Secretary will be responsible for sending an electronic message immediately to the members of the Board of Directors requesting the names of those willing to fill the vacancy in the office of Third Vice-President. The election may be conducted by electronic device or postal mail. These officers shall be eligible to be nominated and elected to serve in the office of Third Vice-President for the next administration.
- G. In the event of a vacancy in the office of Recording Secretary or Treasurer in the first or second year of the administration, the office shall be filled by an election by the Executive Committee subject to ratification by the Board of Directors. The election may be conducted by electronic device or postal mail.

APPOINTED OFFICERS

Section 9. -- CORRESPONDING SECRETARY

The Corresponding Secretary shall:

- A. Conduct all correspondence as assigned by the President, by the Executive Committee, or by the Board of Directors.
- B. Maintain a current list of Chairmen and members of all Standing and Special Committees.
- C. Perform any other duties assigned by the President, the Executive Committee or the Board of Directors.

Section 10. -- HISTORIAN

The Historian shall:

- A. Record the noteworthy achievements of the administration.
- B. Obtain histories from States for placement in the NGC archives, effective with the 2019-2021 administration.
- C. Submit a history for review to a committee appointed by the outgoing President. Submit the history for editing to the committee one month after the NGC Convention following the close of the previous administration.

Section 11. -- PARLIAMENTARIAN

The Parliamentarian shall:

- A. Assist on points of Parliamentary procedure when requested.
- B. Fulfill required duties as outlined in *Robert's Rules of Order Newly Revised*.

- C. Attend meetings of the Finance Committee, the Permanent Home and Endowment Trustees and the Organization Study Committee and participate except for the right to make motions and to vote.

Section 12. -- PERMANENT HOME AND ENDOWMENT TRUSTEES DIRECTOR

The Chairman, hereinafter referred to as the Director, shall:

- A. Be the immediate Past President of NGC and shall serve a term of two years. The immediate Past President shall have the option to decline the appointment as Director of the Permanent Home and Endowment Trustees if unable to serve. The Past President serving as Director shall serve for an additional two-year term.
- B. Preside at meetings of the Trustees.
- C. Serve as a member of the Finance Committee
- D. Serve as a member of the Budget Committee.
- E. The PH&E Trustees' Director will be responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved.
- F. Confer with the President on expenditures in excess of the Permanent Home and Endowment Budget.
- G. Serve as chairman of the Performance Evaluation Committee. (May 2023)

ARTICLE X -- NOMINATING COMMITTEE

Section 1. -- STRUCTURE

The Nominating Committee shall be composed of a Chairman, Vice-Chairman and two members from each Region. 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.

- 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 held in the even-numbered year. (May 2023)
- B. Members
 - 1. To be eligible to serve as a 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 Members must reside within the Region represented.
 - 2. The States from which the 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 Members shall be elected by the Governing Board of the State Garden Clubs during the even-numbered year prior to service.
 - 4. If neither the Member is able 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.

Section 2. -- DUTIES

The Nominating Committee Members shall:

- A. Consider recommendations from members of the NGC Board of Directors and from State Garden Clubs.
- B. Request the availability of the Parliamentarian for counsel.
- C. Nominate one candidate for each elected office to be filled after having ascertained that each nominee is qualified and willing to serve if elected.
- D. Finalize and report the prepared slate to the Board of Directors at the Fall Meeting in the even-numbered year.

ARTICLE XI -- ELECTION OF OFFICERS

Section 1. -- ELECTIONS

- A. Nominations may be made from the floor.
- B. All elections shall be by ballot and a majority vote shall elect. However, in the event that there is only one nominee for any elected office to be filled, the chair shall declare the nominee elected.
- C. One-third of the delegates registered and qualified to vote shall constitute the quorum.
- D. A majority vote shall constitute an election.
- E. In the event a National Emergency prevents elections held at an NGC Convention, elections may be held by mail.
 1. Ballots shall be sent by electronic device or postal mail, to the Board of Directors by Headquarters.
 2. All ballots must be received by the Recording Secretary within 30 days by postal mail or by using an Internet service that supports anonymous voting to be counted. Each page of the ballot must be signed. (May 2022)
 3. A plurality of the ballots returned shall determine the results.
 4. Immediately upon the report of the Recording Secretary to the NGC President, the officer or officers elected shall assume their duties except for the Treasurer who shall assume the duties at the close of the fiscal year.

ARTICLE XII -- CONVENTIONS AND MEETINGS

Section 1. -- CONVENTION

- A. The NGC Convention shall be held in May whenever practicable, and no earlier than the last week in April nor later than the first week in June. The time and location or if the Convention is to be held electronically shall be presented for approval to the Board of Directors.
- B. The **Call to the NGC Convention** shall be published in the Winter issue of *The National Gardener* and shall be **THE OFFICIAL CALL TO THE NGC CONVENTION**.

Section 2. -- REPRESENTATION

A delegate shall be entitled to one vote.

A. NGC Board of Directors

Each member of the Board of Directors shall be entitled to one vote by virtue of their position.

B. State Garden Clubs

1. In addition to member(s) serving on the Board of Directors, each State Garden Club shall be entitled to elected delegates and alternates based on dues remitted to NGC by October 31 and any additional dues remitted prior to March 31.

- | | |
|-----------------------------------|----|
| a) Membership of 500 or less | 2 |
| b) Membership of 501 to 1,000 | 3 |
| c) Membership of 1,001 to 1,500 | 4 |
| d) Membership of 1,501 to 2,000 | 5 |
| e) Membership of 2,001 to 3,000 | 6 |
| f) Membership of 3,001 to 4,000 | 7 |
| g) Membership of 4,001 to 5,000 | 8 |
| h) Membership of 5,001 to 6,000 | 9 |
| i) Membership of 6,001 to 8,000 | 10 |
| j) Membership of 8,001 to 12,000 | 11 |
| k) Membership of 12,001 and above | 12 |

The maximum number of elected delegates of any State Garden Club is 12.

2. Each State Garden Club shall be entitled to the same number of elected alternates as elected delegates. An alternate shall become the delegate when a vacancy occurs.

Section 3. -- CREDENTIALS

A. Each State Garden Club President shall send a list of official delegates and alternates to the NGC Credentials Chairman one month prior to the NGC Convention. (May 2023)

B. The State Garden Club President may fill the authorized quota of delegates and alternates at the time of the NGC Convention by presenting the credentials of registered members of that State to the Credentials Chairman.

Section 4. -- SPECIAL MEETINGS

A special meeting of NGC may be called by the Board of Directors or by written request of ten (10) Presidents of State Garden Clubs.

Section 5. -- QUORUM

One-third of the delegates registered and qualified to vote shall constitute the quorum.

**ARTICLE XIII -- ELECTRONIC MEETINGS
by mail ballot to the Board of Directors**

Meetings of the Board of Directors, the Permanent Home and Endowment Trustees, all Committees, and the NGC Membership may be conducted by telephone and/or through the use of Internet meeting services designated by the President or the Chairman calling the meeting.

These Internet services shall support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, showing the results of votes.

These electronic meetings shall be subject to all rules adopted by the Board, or by the NGC, to govern them, which may include any reasonable limitations on, and requirements for members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the NGC. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

ARTICLE XIV -- THE EXECUTIVE COMMITTEE

Section 1. -- MEMBERSHIP

- A.** The Executive Committee shall consist of the President, President-elect, Vice-Presidents, Recording Secretary, Treasurer, Region Directors, Corresponding Secretary, Historian, Parliamentarian and the Permanent Home and Endowment Trustees Director.
- B.** Region Directors serve as representatives of NGC designated geographic Regions and shall be elected by the governing board of that director's State Garden Club in session during the even-numbered year prior to assuming office and presented to the NGC Convention in the odd-numbered year. The States from which the Region Director is 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.

Section 2. -- DUTIES

- A.** The Executive Committee shall:
 - 1. Possess and exercise all of the powers, duties, and responsibilities of the Board of Directors between meetings of the Board, except the power to fill officer vacancies for President-elect, First or Second Vice-President which shall be filled as prescribed in these Bylaws (ARTICLE IX)
 - 2. Poll opinion and secure a vote by postal mail from the Board of Directors on any question requiring authorization and/or election, the procedure as outlined in ARTICLE XI, Section 1.
 - 3. Keep minutes of its meetings and report its actions to the Board of Directors at the next regular meeting of the Board.
 - 4. Approve resolutions, other than courtesy, before proposal to the Board of Directors.
 - 5. Approve disbursements from the Permanent Home and Endowment Fund that are not budgeted and in excess of any amount established by the Board of Directors in the Standing Rules.
- B.** The Executive Committee may:
 - 1. Transact business of an urgent nature by electronic device or postal mail with the prior approval of the President.

2. Authorize the transfer of any surplus in the General Fund above operational requirements to the Permanent Home and Endowment Fund and/or the Scholarship Fund.

Section 3. -- MEETINGS

- A. The Executive Committee shall meet at least three times a year: immediately preceding the Fall Board of Directors' Meetings; immediately preceding the NGC Convention; and during the winter. Additional meetings may be called by the President.
- B. In the event of a national emergency, meetings may be postponed or omitted.
- C. The incoming Executive Committee shall meet during the time of the NGC Convention in the odd-numbered year.

Section 4. -- QUORUM

Ten members shall constitute the quorum.

ARTICLE XV -- BOARD OF DIRECTORS

Section 1. -- MEMBERSHIP

The Board of Directors shall consist of the elected and appointed Officers; Presidents of State Garden Clubs or a Vice-President as an alternate by permission of the NGC President; Region Directors, former Presidents of NGC; Permanent Home and Endowment Trustees; Chairmen and members of committees.

Section 2. -- DUTIES

The Board of Directors shall:

- 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. (May 2023)

Section 3. -- REGULAR MEETINGS

The Board of Directors shall:

Meet at least twice a year, in the Fall and immediately preceding the NGC Convention, and in the election year immediately following the NGC Convention. (May 2021)

Section 4. -- SPECIAL MEETINGS

Special Meetings may be called:

- A. By the President.
- B. Upon written request of 50 members of the Board of Directors.

Section 5. -- POSTPONED OR CANCELLED MEETINGS

Meetings may be postponed or canceled in the event of a National emergency, provided the Executive Committee approves the postponement or cancellation.

Section 6. -- QUORUM

Fifty members shall constitute the quorum.

ARTICLE XVI -- COMMITTEES

Section 1. -- STANDING COMMITTEES

Standing Committees shall be established by the President for the operation of NGC subject to the approval of the Executive Committee and to ratification by the Board of Directors. These Chairmen and/or committee members shall be members of the Board of Directors.

- A. The Chairmen shall:
 - 1. Perform such duties as indicated by the title.
 - 2. Report to the Board of Directors as required.
 - 3. Sign and date all reports and/or releases.
 - 4. Answer all mail promptly.
 - 5. Provide services related to the Chairmanship at no fee.
 - 6. Refrain from promoting personal books, publications or merchandise.
- 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.
- C. Committee recommendations contrary to established policy or procedure are required to be approved by the Executive Committee before becoming effective.
- D. State Presidents may serve in another capacity on the NGC Board of Directors during their term as Chairmen or Vice-Chairmen of future NGC Conventions or Fall Board Meetings. State Presidents may not serve as Committee Chairman or Vice-Chairmen. (May 2021)

Section 2. -- ADVISORY COMMITTEE

- A. The Advisory Committee shall consist of the former Presidents of NGC. When consulted, the Committee shall consider questions affecting NGC and submit recommendations to the Executive Committee.
- B. The Chairman shall be the immediate Past President. In the absence of the Chairman, a pro tem shall be elected from those present.

Section 3. -- BUDGET COMMITTEE

- A. The Budget Committee shall consist of the Treasurer as Chairman, the Chairman of the Finance Committee and the Director of the Permanent Home and Endowment Trustees.
- B. The Committee shall prepare the budgets of the General Fund, the Scholarship Fund, the Operation Wildflower Fund, and the Permanent Home & Endowment Trustees Fund with the assistance of Headquarters Staff for presentation to the Finance Committee, Permanent Home & Endowment Trustees, Executive Committee, Board of Directors and Convention Delegates for approval and/or adoption.

Section 4. -- AUDIT COMMITTEE

- A. To begin with the 2023-2025 administration, the Audit Committee shall consist of three members which include a chairman, appointed by the President. Preference

should be given to those with financial knowledge. These members shall not be Officers or serve on the Executive or Finance Committees. (May 2022)

B. The Committee shall:

1. Meet electronically to review the internal control processes annually. (May 2022)
2. An Engagement Letter shall be obtained from the independent external auditor
3. selected by the NGC (Internal) Audit Committee. (May 2021)
4. Meet with the external auditors to monitor choice of accounting policies.
5. Oversee the performance of the external auditors.
6. Have the authority and responsibility to proceed to the final draft of the audit with the external auditors.
7. The chairman shall sign the letter of Engagement with the auditors annually. (May 2022)
8. After an auditing firm has served six consecutive years, Request For Proposals (RFPs) will be prepared, with the assistance of a Headquarters' staff member, and be sent out to various firms that deal with not-for-profits. The returned RFPs will be evaluated, and a new auditing firm will be selected by the Auditing Committee with approval by the Finance Committee and the Executive Committee. The auditing firms considered shall have no connection to anyone serving on the Executive Committee, the Finance Committee, the PH&E Trustees, or the NGC Headquarters' staff. (May 2022)
9. The chairman shall present a report and the audit findings to the Executive Committee, PH&E Trustees and the Finance Committee and be available to answer any questions. (May 2022)

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.

Section 6. -- ORGANIZATION STUDY COMMITTEE

The Organization Study Committee shall consist of the Third Vice-President serving as Chairman, the First Vice President, the Second Vice-President, and no more than six members appointed by the President. The Parliamentarian and the Executive Director shall serve as ex officio non-voting members. (May 2023)

The Committee shall:

- A. Receive suggestions from members of the Board of Directors for Bylaw amendments and amendments to the Standing Rules.
- B. Present proposed Bylaw amendments to the Executive Committee and to the Board of Directors for approval prior to consideration at the Annual Convention for adoption.
- C. Present proposed Standing Rule amendments to the Executive Committee for approval and to the Board of Directors for adoption.
- D. Be responsible for sending any proposed Bylaw amendment to *The National Gardener* to be published in the Winter issue.
- E. Be responsible for sending information on the adoption of Bylaws and Standing Rules for publication on the website.
- F. Study, evaluate and respond to all referred questions.

- G. Make recommendations to the Board of Directors for improving the operation and function of NGC.
- H. Be able to transact business of an urgent nature by electronic device or postal mail as authorized by the Chairman.

Section 7. -- SCHOLARSHIP COMMITTEE

The Scholarship Committee shall consist of a Chairman appointed by the President, and the current region Directors as members.

Section 8. -- SPECIAL COMMITTEES

Special committees may be appointed by the President, subject to the approval of the Executive Committee and ratification by the Board of Directors.

Section 9. -- COMMITTEE LISTS

The Corresponding Secretary shall maintain a current list of Chairmen and members of all Standing and Special committees.

ARTICLE XVII -- FINANCES

Section 1. -- FISCAL YEAR

The fiscal year of NGC shall be from June 1 through May 31.

Section 2. -- FINANCIAL REPORTING

All internal and external financial reporting will follow Generally Accepted Accounting Principles (GAAP).

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.
3. Business of an urgent nature may be transacted by electronic device or postal mail as authorized by the Chairman.

B. Duties.

The Committee shall:

1. Empower the Chairman, the Treasurer and the Director of the Permanent Home & Endowment Trustees to direct the investment and reinvestment of all funds not to exceed \$200,000 annually, per fund, without the approval of the Finance Committee and/or Permanent Home and Endowment Trustees.
2. Consider and approve proposed budgets for the succeeding year for the General Fund, the Scholarship Fund, the Operation Wildflower Fund and the Permanent Home and Endowment Fund as submitted by the Budget

Committee. The budgets of the General Fund, Scholarship Fund and Operation Wildflower Fund are subject to the approval of the Executive Committee, and to the Board of Directors at the Pre-Convention Meeting of the Board of Directors and to the NGC Convention Delegates for adoption. The budget of the Permanent Home and Endowment Fund is subject to the approval of the Executive Committee and adoption by the Board of Directors.

3. Credit any excess over expenses from NGC Conventions and from the Fall Board Meetings to the NGC Endowment Fund.
4. Recommend to the Executive Committee changes in procedure to effect greater efficiency and quality of service to the membership.
5. Evaluate the efficiency and cooperation of staff members.
6. Send to the Permanent Home and Endowment Trustees Director any recommendations relating to repairs at Headquarters building, landscaping, repair or replacement of furniture or fixtures.

C. Funds

1. GENERAL FUND

The General Fund of NGC shall be derived from the payment of dues, fees, sales by Member Services, investments, transfers from other funds and other sources as authorized by the Board of Directors. These funds shall be used for administration and program expenses. (May 2021)

2. RESTRICTED AND ENDOWMENT FUNDS

Investments are recorded in accordance with generally accepted accounting principles. Restricted and Endowment Funds shall be accounted for separately from the General Fund and shall include but not be limited to the following funds:

a. PERMANENT HOME AND ENDOWMENT FUND

- 1) Revenues derived from contributions, bequests, memorials and NGC Life Membership contributions shall be invested and shall not be expended. Revenues derived from contributions given for the purchase of specific items shall be used as designated.
- 2) Transfers may be made to the Scholarship Fund by majority vote of the Permanent Home and Endowment Trustees and of the Finance Committee.

b. SCHOLARSHIP FUND

- 1) Income shall be derived from memorials, honoraria, donations from members or State Garden Clubs, and from investments. (May 2021)
- 2) Transfers may be made to this Fund from the Permanent Home and Endowment Fund and the Operation Wildflower Fund.
- 3) NGC Scholarships are presented annually honoring:

Helen S. Hull	Lorena Martin Spillers
Cordelia Gray Brumby	Miriam Anderson Steel
Helen Hussey Champlin	Mary Badham Kittel
Cornelia H. Kellogg	May Duff Walters
Jessie M. Conner	Robert H. Rucker

Katherine Henby Hedley	Hazel L. Knapp
Evelyn Mooney	Lucille Mauntel
Geraldine Dean	Osa Mae Barton
Eleanor R. Crosby	Tempie Dahlgren
Winifred Fink	Jane Layman
Jean T. Ladson	Junne Johnsrud
Ellamae Fehrer	Violet Gose
Ellen Griffin	Hubert Bond Owens
Thekla Neuner	Hazel Dillingham
Martha Smith	Violet Herich Dawson
Eleanor L. Yates	Mary Louise Michie
Barbara Barnette	Deen Day Sanders
Lois Dupré Shuster	Phyllis Wood
June P. Wood	Kitty Larkin
Barbara D. May	Renee D. Blaschke
Shirley S. Nicolai	Linda Nelson Bentson
Sandra H. Robinson	Nancy L. Hargroves
Gay L. Austin	Mary Warshauer

- 4) A scholarship shall be established in the name of the current NGC President to be awarded at the NGC Convention in the second year of the administration and added to the NGC Scholarships as listed in four.
- 5) Other scholarships may be awarded as recommended by the Scholarship Committee and approved by the Executive Committee and the Board of Directors. If approved, the name will be added to the NGC Scholarships as listed in four.
- 6) Any additional scholarship may be established with a minimum contribution of \$100,000 to the NGC Scholarship Fund subject to approval by the Executive Committee and by ratification by the Board of Directors. If approved and ratified, the name will be added to the NGC Scholarships as listed in four.

c. OPERATION WILDFLOWER FUND

Income derived from royalties received from the copyrighted term "Operation Wildflower" were invested in the Operation Wildflower Trust Fund.

d. NGC ENDOWMENT FUND

- 1) Revenue shall be derived from contributions, revenues in excess of expenses from all NGC Conventions and from Fall Board Meetings.
- 2) Other unrestricted net assets shall be available for use by majority vote of the Executive Committee.

e. SPECIAL FUNDS

Interest from the Kellogg Medal for Civic Achievement Fund and the Spillers-Church-Hull Fund shall be used for special awards.

Interest from the Hubert B. Owens Fund shall be used for special awards and related purposes.

3. REVIEW AND APPROVE FUND PERFORMANCE

and usage of unexpended portions of the amounts available from the Permanent Home & Endowment Fund, the Scholarship Fund, the NGC Endowment Fund, and the Operation Wildflower Fund. (May 2022)

Section 4. -- BONDING

Bonds shall be required for the Treasurer and others whose duties entail the handling of monies. The amount of the bond shall be determined by the NGC Board of Directors.

ARTICLE XVIII -- PERMANENT HOME AND ENDOWMENT TRUSTEES

Section 1. -- MEMBERS

A. Membership

1. The Permanent Home and Endowment Trustees of NGC shall consist of six Trustees, two of whom shall be appointed by the President in the odd-numbered year. One of these two appointments shall be the immediate Past President who shall serve as Director. The immediate Past President shall have the option to decline the appointment as Director of the Permanent Home and Endowment Trustees if unable to serve. In that event, the Past President serving as Director shall serve for an additional term of two years. The President, First Vice-President/President-elect, Treasurer and the Finance Committee Chairman shall be ex-officio members. The names of the nominees for Trustees shall be presented for approval of the Executive Committee and except for the Director, ratification by the Board of Directors.
2. The Vice-Presidents, the Parliamentarian and the Executive Director shall attend the meetings and participate except for the right to make motions and the right to vote.

- B. The term of a Trustee shall be six years. A Trustee shall serve no more than one consecutive six-year term. In the event of a vacancy, the President shall appoint a replacement for the unexpired term.

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 the quorum.

ARTICLE XIX -- PUBLICATIONS

The Official publication of NGC shall be *The National Gardener*.

ARTICLE XX -- PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of NGC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XXI -- INDEMNIFICATION

Any current or former member of the NGC Board of Directors who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, taken on behalf of NGC, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith only to the extent that their conduct was authorized by NGC and to the extent permitted by Subsections 1 and 2 of Section 355.476 of the Missouri Revised Statutes.

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 posted on the website. (May 2023)

Section 2. -- WITHOUT PREVIOUS NOTICE

Without the prescribed notice, these Bylaws may be amended at any NGC Convention by a unanimous vote of the delegates present and voting.

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 2023)

- 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.
(May 2023)

ARTICLE XXIII -- DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of St. Louis County, Missouri, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

Revised: May, 1989

Revised: May, 2009

Amended: May, 2011

Amended: May, 2012

Amended: May, 2013

Amended: May, 2015

Amended: May, 2016

Amended: May, 2017

Amended: May, 2018

Amended: May, 2019

Amended: May, 2021

Amended: May, 2022

Amended: May, 2023