

**NGC Proposed Bylaw Changes –Approved by the Board of Directors 6/4/2024
(To be voted on by general assembly at the 2025 NGC Annual Convention)
Delete crossed-out text and insert underlined text.**

Currently Reads	Proposed Changes	Would Read After Amendment
<p>Proposal #1 ARTICLE VI, MEMBERSHIP 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.</p> <p>Non-voting members may attend all NGC Convention meetings but shall be ineligible to debate or to hold office.</p> <p>(Note: A-B remain as printed.)</p> <p>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</p>	<p>ARTICLE VI, MEMBERSHIP 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<u>Virtual Members</u>.</p> <p>Non-voting members may attend all NGC Convention meetings <u>and other events</u> but shall be ineligible to debate or to hold office.</p> <p>(Note: A-B remain as printed.)</p> <p>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 <u>Virtual Members</u> <u>A Virtual Member shall be an individual committed to the objectives and mission of the National Garden Clubs, Inc., and</u></p>	<p>ARTICLE VI, MEMBERSHIP Section 2. NON-VOTING MEMBERSHIP Non-voting membership shall consist of five classes: Life Members who are not delegates, National Affiliates, International Affiliates not serving on the NGC Board of Directors, all categories of Youth Gardeners and Virtual Members.</p> <p>Non-voting members may attend all NGC Convention meetings and other events but shall be ineligible to debate or hold office.</p> <p>(Note: A-B remain as printed.)</p> <p>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. Virtual Members A Virtual Member shall be an individual committed to the objectives and mission of the National Garden Clubs, Inc., and desires NGC association without becoming a State Garden Club member.</p>

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Rationale: Section 2. Update term E-Members at Large to Virtual Member. Designate that Non-voting members may attend events in addition to the convention, e.g., courses, webinars, etc.

D. E-membership at Large is a non-voting membership class never defined in the bylaws. The new category of non-voting membership was created for individuals who want to join National Garden Clubs, Inc. without being a State Garden Club member. (Note the use of State Garden Club instead of local garden club because local garden clubs are not the member entities of NGC, only State Clubs are members. P. Arndt edit)

Currently Reads	Proposed Changes	Would Read After Amendment
Proposal #2 ARTICLE X – NOMINATING COMMITTEE 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.	ARTICLE X – NOMINATING COMMITTEE 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. <u>In the event of a vacancy, the state president of the person causing the vacant position will appoint a new member.</u>	ARTICLE X – NOMINATING COMMITTEE Section 1. Structure The Nominating Committee shall be composed of two members from each Region. In the event of a vacancy, the state president of the person causing the vacant position will appoint a new member.

Rationale: This reduces the number of people who attend the meetings. The state president reserves the right to appoint a member from their state in the case of a vacancy. Per Bylaw Change (May 2023), "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." The Chair and Vice Chair come from among the Nominating Committee Members, they are not additional committee members. The vice chair should be allowed to vote, otherwise that region loses one of its votes.

Currently Reads	Proposed Changes	Would Read After Amendment
<p>Proposal #3</p> <p>ARTICLE XVIII – PERMANENT HOME AND ENDOWMENT TRUSTEES</p> <p>Section 1 – Members</p> <p>A. Membership</p> <p>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.</p> <p>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.</p>	<p>ARTICLE XVIII – PERMANENT HOME AND ENDOWMENT TRUSTEES</p> <p>Section 1 – Members</p> <p>A. Membership</p> <p>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, <u>Second Vice President, Third Vice President, and</u> 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.</p> <p>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.</p>	<p>ARTICLE XVIII – PERMANENT HOME AND ENDOWMENT TRUSTEES</p> <p>Section 1 – Members</p> <p>A. Membership</p> <p>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, Second Vice President, Third Vice President, and Treasurer 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.</p> <p>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>

Rationale: Conform to Bylaw change ratified at May 2023 annual meeting, making the Second and Third Vice President ex-officio members of PH&E under Article IX Duties of Officers, Section s 4 and 5.

<i>Currently Reads</i>	<i>Proposed Changes</i>	<i>Would Read After Amendment</i>
<p>Proposal #4</p> <p>ARTICLE X – NOMINATING COMMITTEE</p> <p>Section 1-B Members</p> <p>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.</p> <p>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.</p> <p>3. The Members shall be elected by the Governing Board of the State Garden Clubs during the even-numbered year prior to service.</p> <p>4. If the member 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>	<p>ARTICLE X – NOMINATING COMMITTEE</p> <p>Section 1-B Members</p> <p>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 <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 <u>before</u> assuming that position. The Members must reside within the Region represented.</p> <p>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.</p> <p>3. The Members shall be elected by the Governing Board of the State Garden Clubs during the even-numbered year prior to <u>before</u> service.</p> <p>4. If the member 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> <p><u>4. If a Member cannot attend a meeting, the State President of that member shall appoint a member who is already serving on the Board of Directors to participate in that meeting. If no one is eligible to be appointed, the committee shall convene with one less member.</u></p>	<p>ARTICLE X – NOMINATING COMMITTEE</p> <p>Section 1-B Members</p> <p>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 of the prior six years as a member of the NGC Board of Directors and shall have attended two of the previous five NGC Conventions <u>before</u> assuming that position. The Members must reside within the Region represented.</p> <p>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.</p> <p>3. The Members shall be elected by the Governing Board of the State Garden Clubs during the even-numbered year <u>before</u> service.</p> <p>4. If a Member cannot attend a meeting, the State President of that member shall appoint a member who is already serving on the Board of Directors to participate in that meeting. If no one is eligible to be appointed, the committee shall convene with one less member.</p>

Rationale: Members who have served on the NGC BOD within the last six years are up to date with current procedure. This clarifies that the State President appoint a replacement in a vacancy and allows a quick replacement if needed, e.g., at the FBM in a sudden absence. The State President is not required to appoint a person from their state. If no one is eligible, it allows the committee to perform its business with one less member.

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<p>Proposal #5</p> <p>ARTICLE VI – MEMBERSHIP</p> <p>Section 2, NON VOTING MEMBERSHIP</p> <p>B. National Affiliates and International Affiliates</p> <p>2. International Affiliate Membership – Organization 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 the Call to the NGC Convention on the COMAAI and NGC websites. All communications shall be electronic.</p> <p>C. Youth Gardeners</p> <p>1. Junior, Intermediate, and High School Gardener groups become Affiliate Members upon yearly registration with the appropriate NGC chairman.</p> <p>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.</p>	<p>ARTICLE VI – MEMBERSHIP</p> <p>Section 2, NON VOTING MEMBERSHIP</p> <p>B. National Affiliates and International Affiliates</p> <p>2. International Affiliate Membership – Organization 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 the Call to the NGC Convention on the COMAAI and NGC websites. All communications shall be electronic.</p> <p>C. Youth Gardeners</p> <p>1. Junior, Intermediate, and High School Gardener groups become Affiliate Members upon yearly registration with the appropriate NGC chairman.</p> <p>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.</p>	<p>ARTICLE VI – MEMBERSHIP</p> <p>Section 2, NON VOTING MEMBERSHIP</p> <p>B. National Affiliates and International Affiliates</p> <p>2. International Affiliate Membership – Organization 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. Affiliate Members shall receive the Call to the NGC Convention on the COMAAI and NGC websites. All communications shall be electronic.</p> <p>C. Youth Gardeners</p> <p>1. Junior, Intermediate, and High School Gardener groups become Affiliate Members upon yearly registration with the appropriate NGC chairman.</p> <p>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.</p>

Rationale: Removing the requirement of the BOD to ratify the Affiliates expedites the process. No other non-voting membership requires BOD ratification.

<i>Currently Reads</i>	<i>Proposed Changes</i>	<i>Would Read After Amendment</i>
Proposal #6 ARTICLE IX – DUTIES OF OFFICERS – ELECTED OFFICERS Section 1. PRESIDENT 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.	ARTICLE IX – DUTIES OF OFFICERS – ELECTED OFFICERS Section 1. PRESIDENT 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.	ARTICLE IX – DUTIES OF OFFICERS – ELECTED OFFICERS Section 1. PRESIDENT Remove Section I and reletter.

Rationale: The position of Executive Director of NGC Headquarters should be filled by PH&E, as they are responsible for all matters relating to NGC Headquarters.

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Proposal #7 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.	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>D. The PH&E Director and Trustees shall have the sole</u>	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. D. The PH&E Director and Trustees shall have the sole

	<u>responsibility and authority to hire and/or dismiss for just cause the NGC Executive Director with a two-thirds vote by all members of the Permanent Home and Endowment Trustees, beginning with the 2025-2027 term.</u>	responsibility and authority to hire and/or dismiss for just cause the NGC Executive Director with a two-thirds vote by all members of the Permanent Home and Endowment Trustees, beginning with the 2025-2027 term.
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Rationale: Defines procedures for filling the Executive Director position and the drafting of and signatures required of the Executive Director's contractual agreement with NGC.