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 Convenion) Delete crossed-out text and insert underlined text.

Proposed Changes

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Proposal #1		ARTICLE VI, MEMBERSHIP
ARTICLE VI, MEMBERSHIP	ARTICLE VI, MEMBERSHIP	Section 2. NON-VOTING
Section 2. NON-VOTING	Section 2. NON-VOTING	MEMBERSHIP
MEMBERSHIP	MEMBERSHIP	Non-voting membership shall
Non-voting membership shall	Non-voting membership shall	consist of five classes: Life
consist of five classes: Life	consist of five classes: Life	Members who are not delegates,
Members who are not delegates,	Members who are not delegates,	National Affiliates, International
National Affiliates, International	National Affiliates, International	Affiliates not serving on the NGC
Affiliates who are not serving on	Affiliates who are not serving on	Board of Directors, all categories
the NGC Board of Directors, all	the NGC Board of Directors, all	of Youth Gardeners and Virtual
categories of Youth Gardeners and	categories of Youth Gardeners	Members.
E-Members at Large.	and E-Members at LargeVirtual	
	Members.	Non-voting members may attend
Non-voting members may attend		all NGC Convention meetings and
all NGC Convention meetings but	Non-voting members may attend	other events but shall be
shall be ineligible to debate or to	all NGC Convention meetings and	ineligible to debate or hold office.
hold office.	other events but shall be ineligible	
	to debate or to hold office.	(Note: A-B remain as printed.)
(Note: A-B remain as printed.)		
	(Note: A-B remain as printed.)	C. Youth Gardeners
C. Youth Gardeners		1. Junior, Intermediate and High
1. Junior, Intermediate and High	C. Youth Gardeners	School Gardener groups become
School Gardener groups become	1. Junior, Intermediate and High	Affiliate Members upon yearly
Affiliate Members upon yearly	School Gardener groups become	registration with the appropriate

Affiliate Members upon yearly registration with the appropriate NGC chairman.

Currently Reads

- 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

- 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 Virtual Members A Virtual Member shall be an

individual committed to the objectives and mission of the National Garden Clubs, Inc., and

Would Read After Amendment

- 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.

desires NGC association without becoming a State Garden Club member.	

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	ARTICLE X – NOMINATING	ARTICLE X – NOMINATING
COMMITTEE	COMMITTEE	COMMITTEE
Section 1. Structure	Section 1. Structure	Section 1. Structure
The Nominating Committee	The Nominating Committee	The Nominating Committee
shall be composed of a	shall be composed of a	shall be composed of two
Chairman, Vice-Chairman and	Chairman, Vice-Chairman and	members from each Region. In
two members from each	two members from each	the event of a vacancy, the
Region. There shall be one	Region. There shall be one	state president of the person
Alternate for reach member	Alternate for reach member	causing the vacant position will
position. The Vice-Chairman	position. The Vice-Chairman	appoint a new member.
shall be a member of the Board	shall be a member of the Board	
of Directors and shall attend	of Directors and shall attend	
each meeting of the Nominating	each meeting of the Nominating	
Committee as a non-voting	Committee as a non-voting	
member.	member. In the event of a	
	vacancy, the state president of	
	the person causing the vacant	
	position will appoint a new	
	<u>member.</u>	

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

Proposal #3

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 oddnumbered 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.

Proposed Changes

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- 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.

Would Read After Amendment

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- Executive Director shall attend the meetings and participate except for the right to make motions and the right to vote.

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.

Currently Reads Proposal #4

ARTICLE X – NOMINATING COMMITTEE

Section 1-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 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.

Proposed Changes

ARTICLE X – NOMINATING COMMITTEE

Section 1-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 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 prior to before 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 before service.
- 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.
- 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.

Would Read After Amendment

ARTICLE X – NOMINATING COMMITTEE

Section 1-B Members

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- 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 before service.
- 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.

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.

Currently Reads Proposed Changes Would Read After Amendment Proposal #5 **ARTICLE VI – MEMBERSHIP** ARTICLE VI – MEMBERSHIP ARTICLE VI – MEMBERSHIP Section 2, NON VOTING Section 2, NON VOTING Section 2, NON VOTING **MEMBERSHIP MEMBERSHIP MEMBERSHIP B.** National Affiliates and **B.** National Affiliates and B. National Affiliates and **International Affiliates International Affiliates International Affiliates** 2. International Affiliate 2. International Affiliate 2. International Affiliate Membership – Organization in a Membership – Organization in a Membership – Organization in a foreign country. Affiliate foreign country. Affiliate foreign country. Affiliate Membership may be accorded Membership may be accorded Membership may be accorded to such organizations by the to such organizations by the to such organizations by the submission of an application submission of an application submission of an application and required dues to NGC and required dues to NGC and required dues to NGC Headquarters. Admission shall Headquarters. Admission shall Headquarters. Admission shall be by approval of the Executive be by approval of the Executive be by approval of the Executive Committee, subject to Committee, subject to Committee. Affiliate Members ratification by the Board of ratification by the Board of shall receive the Call to the NGC Convention on the COMAAI and Directors. Affiliate Members Directors. Affiliate Members shall receive the Call to the NGC shall receive the Call to the NGC NGC websites. All Convention on the COMAAI and Convention on the COMAAI and communications shall be NGC websites. All NGC websites. All electronic. communications shall be communications shall be C. Youth Gardeners electronic. electronic. 1. Junior, Intermediate, and C. Youth Gardeners C. Youth Gardeners High School Gardener groups 1. Junior, Intermediate, and 1. Junior, Intermediate, and become Affiliate Members upon High School Gardener groups High School Gardener groups yearly registration with the become Affiliate Members upon become Affiliate Members upon appropriate NGC chairman. yearly registration with the yearly registration with the 2. International and other appropriate NGC chairman. appropriate NGC chairman. youth groups may apply for an 2. International and other 2. International and other Affiliate Membership through youth groups may apply for an youth groups may apply for an the appropriate NGC chairman. Affiliate Membership through Affiliate Membership through Admission shall be by vote of the appropriate NGC chairman. the appropriate NGC chairman. the Executive Committee-Admission shall be by vote of Admission shall be by vote of the Executive Committee, the Executive Committee, subject to ratification by the subject to ratification by the

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

Board of Directors.

Board of Directors.

Currently Reads	Proposed Changes	Would Read After Amendment
Proposal #6		
ARTICLE IX – DUTIES OF	ARTICLE IX – DUTIES OF	ARTICLE IX – DUTIES OF
OFFICERS – ELECTED OFFICERS	OFFICERS – ELECTED OFFICERS	OFFICERS – ELECTED OFFICERS
Section 1. PRESIDENT	Section 1. PRESIDENT	Section 1. PRESIDENT
I. Appoint an Executive Director	I. Appoint an Executive Director	
for NGC Headquarters subject	for NGC Headquarters subject	Remove Section I and reletter.
to the approval of the Executive	to the approval of the Executive	
Committee. Any contract shall	Committee. Any contract shall	
be limited to 2 years. Duties	be limited to 2 years. Duties	
and responsibilities of the	and responsibilities of the	
Executive Director shall be	Executive Director shall be	
outlined in the Headquarters	outlined in the Headquarters	
Manual.	Manual.	

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.

Currently Reads	Proposed Changes	Would Read After Amendment
Proposal #7		
ARTICLE XVII – PERMANENT	ARTICLE XVII – PERMANENT	ARTICLE XVII – PERMANENT
HOME AND ENDOWMENT	HOME AND ENDOWMENT	HOME AND ENDOWMENT
TRUSTEES, Section 2, DUTIES	TRUSTEES, Section 2, DUTIES	TRUSTEES, Section 2, DUTIES
A. The Trustees shall keep	A. The Trustees shall keep	A. The Trustees shall keep
minutes and report action taken	minutes and report action taken	minutes and report action taken
to the Executive Committee at	to the Executive Committee at	to the Executive Committee at
its regular meeting. Business of	its regular meeting. Business of	its regular meeting. Business of
an urgent nature may be	an urgent nature may be	an urgent nature may be
transacted by electronic device	transacted by electronic device	transacted by electronic device
or postal mail as authorized by	or postal mail as authorized by	or postal mail as authorized by
the Director.	the Director.	the Director.
B. The Trustees shall be	B. The Trustees shall be	B. The Trustees shall be
responsible for enlargement	responsible for enlargement	responsible for enlargement
and improvement of the	and improvement of the	and improvement of the
grounds and buildings;	grounds and buildings;	grounds and buildings;
furnishings and equipment of	furnishings and equipment of	furnishings and equipment of
NGC Headquarters as required;	NGC Headquarters as required;	NGC Headquarters as required;
all construction, reconstruction,	all construction, reconstruction,	all construction, reconstruction,
maintenance, and repair	maintenance, and repair	maintenance, and repair
thereof. Routine items shall be	thereof. Routine items shall be	thereof. Routine items shall be
the responsibility of the	the responsibility of the	the responsibility of the
Executive Director.	Executive Director.	Executive Director.
C. Four members shall	C. Four members shall	C. Four members shall
constitute a quorum.	constitute a quorum.	constitute a quorum.
	D. The PH&E Director and	D. The PH&E Director and
	<u>Trustees shall have the sole</u>	Trustees shall have the sole

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.

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.

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.