## APPENDIX A TO THE AGENDA GENERAL SESSION. MAY 22, 2025

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.* 

Currently Reads	Proposed Changes	Would Read After Amendment
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 <del>to</del> 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
registration with the appropriate	Affiliate Members upon yearly	NGC chairman.
NGC chairman.	registration with the appropriate	2. International and other youth
2. International and other youth	NGC chairman.	groups may apply for an Affiliate
groups may apply for an Affiliate	2. International and other youth	Membership through the
Membership through the	groups may apply for an Affiliate	appropriate NGC chairman.
appropriate NGC chairman.	Membership through the	Admission shall be by vote of the
Admission shall be by vote of the	appropriate NGC chairman.	Executive Committee, subject to
Executive Committee, subject to	Admission shall be by vote of the	ratification by the Board of
ratification by the Board of	Executive Committee, subject to	Directors.
Directors.	ratification by the Board of	D. Virtual Members
D. E-Members at Large	Directors.	A Virtual Member shall be an
	D. E-Members at Large Virtual	individual committed to the
	<u>Members</u>	objectives and mission of the
	A Virtual Member shall be an	National Garden Clubs, Inc., and
	individual committed to the	desires NGC association without
	objectives and mission of the	becoming a State Garden Club
		I and a self-control of the self-control of th

National Garden Clubs, Inc., and

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 <del>a</del>	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. <del>There shall be one</del>	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	
	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** Proposal #3 **ARTICLE XVIII – PERMANENT ARTICLE XVIII – PERMANENT ARTICLE XVIII – PERMANENT HOME AND ENDOWMENT** HOME AND ENDOWMENT HOME AND ENDOWMENT **TRUSTEES TRUSTEES TRUSTEES** Section 1 - Members Section 1 – Members Section 1 – Members A. Membership A. Membership A. Membership 1. The Permanent Home and 1. The Permanent Home and 1. The Permanent Home and **Endowment Trustees of NGC Endowment Trustees of NGC Endowment Trustees of NGC** shall consist of six Trustees, two shall consist of six Trustees, two shall consist of six Trustees, two of whom shall be appointed by of whom shall be appointed by of whom shall be appointed by the President in the oddthe President in the oddthe President in the oddnumbered year. One of these numbered year. One of these numbered year. One of these two appointments shall be the two appointments shall be the two appointments shall be the immediate Past President, who immediate Past President, who immediate Past President, who shall serve as Director. The shall serve as Director. The shall serve as Director. The immediate Past President shall immediate Past President shall immediate Past President shall have the option to decline the have the option to decline the have the option to decline the appointment as Director of the appointment as Director of the appointment as Director of the Permanent Home and Permanent Home and Permanent Home and **Endowment Trustees if unable Endowment Trustees if unable Endowment Trustees if unable** to serve. In that event, the Past to serve. In that event, the Past to serve. In that event, the Past President serving as Director President serving as Director President serving as Director shall serve for an additional shall serve for an additional shall serve for an additional term of two years. The term of two years. The term of two years. The President, First Vice President, First Vice President, First Vice President/President-elect, President/President-elect, President/President-elect, Second Vice President, Third Treasurer, and the Finance Second Vice President, Third Committee Chairman shall be Vice President, and Treasurer,-Vice President, and Treasurer ex-officio members. The names and the Finance Committee shall be ex-officio members. of the nominees for Trustees Chairman shall be ex-officio The names of the nominees for shall be presented for approval members. The names of the Trustees shall be presented for nominees for Trustees shall be approval of the Executive of the Executive Committee and except for the Director, presented for approval of the Committee and except for the ratification by the Board of **Executive Committee and** Director, ratification by the Board of Directors. Directors. except for the Director, 2. The Vice Presidents, the ratification by the Board of 2. The Parliamentarian and the Parliamentarian and the Directors. **Executive Director shall attend** 2. The Vice Presidents, The **Executive Director shall attend** the meetings and participate the meetings and participate Parliamentarian and the except for the right to make except for the right to make **Executive Director shall attend** 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.

the meetings and participate except for the right to make motions and the right to vote.

motions and the right to vote.

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 Conventionsprior 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 toattend a meeting, the Region Director shall appoint a member from the Region already servingon 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**

- 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 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 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 <del>, subject to</del>	Committee. Affiliate Members
ratification by the Board of	ratification by the Board of	shall receive the Call to the NGC
Directors. Affiliate Members	<del>Directors</del> . Affiliate Members	Convention on the COMAAI and
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	
Board of Directors.	Board of Directors.	

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

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.