

**NATIONAL GARDEN CLUBS, INC.
NINETY-FIRST ANNUAL CONVENTION**

Rosen Plaza Hotel, Orlando, Fl. Wednesday and Thursday, May 18 - 19, 2022

Call to order and welcome: President Mary Warshauer called the ninety-first Convention of the Board of Directors of the National Garden Clubs, Inc. to order at 9:01 AM, EDT on Wednesday, May 18, 2022.

Inspiration: Angie Raitano, Gardening Committee Habitat for Humanity Landscaping, presented the Inspiration.

Pledge of Allegiance to the Flag of the United States: Led by Connie Gladding, United States Navy Commander, Retired.

Conservation Pledge: Led by Sarah McReynolds, PLANT AMERICA Committee.

Adoption of Agenda with Appendix: The agenda with appendix was adopted as amended.

Welcome to State: Marjorie Hendon, President of the Florida Federation of Garden Clubs, Inc., welcomed us to the state.

Memorial Ceremony: Gay Austin, Former NGC President and Director of the Permanent Home and Endowment Trustees presented a memorial ceremony honoring members of NGC.

Preliminary Credentials Report: Suzanne Potts, Chairman of the Credentials Committee reported that as of 9:00 AM EDT on Wednesday 18, 2022 the voting strength was 203.

Convention Rules: The rules of the 2022 Convention were adopted.

Preliminary Registration Report: As of 6:00 PM May 17, 2022, our registration was 249.

Committee to approve minutes: Without objection the President appointed the following committee to approve the minutes of this meeting:

Donna Rouch, Second Vice President, Chair
Donna Marie Donnelly, Third Vice President
Gerianne Holzman, Corresponding Secretary

Timekeepers: Without objection the President appointed Karen Blackmore, Member Services Chairman and Robbie Kupper, President, Federated Garden Clubs of Nebraska, Inc. to serve as timekeepers.

Appointment of Tellers: Without objection, the President appointed Suzy Andrego, Flower Show School Credentials and Cecelia Millea, President, The Garden Club of New Jersey, Inc. to serve as tellers.

Welcome: The President welcomed those in attendance: NGC former Presidents, current Region Directors, and PH&E Trustees.

Report of 2019 NGC Annual Convention, Presented by Mary Warshauer. Report on file.

Reports of all Elected and Appointed Officers: Reports given and are on file.

Reports on NGC project grants: Pat Wolanski, Sponsorship Chairman reported on our NGC Project Grants. Report on file.

Meeting adjourned at 10:02 AM, EDT until May 19, 2022.

Call to order: The business meeting of the Ninety-First Annual Convention of the National Garden Clubs, Inc. reconvened at 9:00 AM, EDT May 19, 2022.

Interim Credentials Report: Suzanne Potts, Chairman of the Credentials Committee reported that as of 9:00 AM EDT on Thursday, May 19, 2022, the voting strength was 211.

Interim Registration Report: As of 9:00 AM May 19, 2022, our registration was 281.

Report of the Board of Directors: Monica Hansen, Recording Secretary, reported. Report is on file.

Adoption of the budgets: The NGC 2022-2023 annual budget as presented by Lynette Jeffres, NGC Treasurer, was adopted.

Adoption of Bylaw amendments – refer to appendix for full content.

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| 1. Article IX - Duties of Officers, Elected Officers Section 5. F | APPROVED |
| 2. Article IX - Duties of officers, elected officers Section 1. G | APPROVED |
| 3. Article IX - Duties of officers, elected officers Section 1. O | APPROVED |
| 4. Article IX - Duties of officers, elected officers Section 2. E | APPROVED |
| 5. Article IX - Duties of officers, elected officers Section 4. B | APPROVED |
| 6. Article IX - Duties of officers, elected officers Section 5. C | APPROVED |

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| 7. Article IX - Duties of officers, elected officers Section 7. D | APPROVED |
| 8. Article XI - Election of officers Section 1. E. 2 | APPROVED |
| 9. Article XVI - Committees, Section 4. B. 1 | APPROVED |
| 10. Article XVI - Committees, Section 4. B. 4 | APPROVED |
| 11. Article XVI - Committees, Section 4. B. 5 | APPROVED |
| 12. Article XVI - Committees, Section 4. B. 6 | APPROVED |
| 13. Article XVI - Committees, Section 4. A | APPROVED AS AMENDED |
| 14. Article XVI - Committees, Section 4. C | APPROVED |
| 15. Article XVII - Finances, Section 3. C. 3 | APPROVED |
| 16. Article XVII - Finances, Section 3. C. 2. b. 3 | APPROVED |

Certificates to State Garden Club Presidents: Presented by Mary Warshauer.

Reports of Committee Chairmen: Reports on file.

Report of Convention Coordinators: Reports on file.

Invitation to the 2023 NGC Convention: Presented by Darlene Newell, report on file.

Final Credential Report: Voting strength 212

Final Registration Report: Final tally 282

Adjournment: There being no further business, President Mary Warshauer adjourned the meeting at 10:08 AM, EDT

<small>Authentisign</small> <i>Monica Hansen</i> <small>06/24/2022 3:52:21 PM EDT</small>	06/24/2022
Monica Hansen, Recording Secretary	Date
<small>Authentisign</small> <i>Mary Warshauer</i> <small>06/20/2022 9:21:34 AM EDT</small>	06/20/2022
Mary Warshauer, President	Date
<small>Authentisign</small> <i>Donna Rouch</i> <small>06/23/2022 10:07:51 PM EDT</small>	06/23/2022
Donna Rouch, Second Vice President	Date
<small>Authentisign</small> <i>Donna Marie Donnelly</i> <small>06/23/2022 11:02:06 PM EDT</small>	06/23/2022
Donna Marie Donnelly, Third Vice President	Date
<small>Authentisign</small> <i>Gerianne Holzman</i> <small>06/24/2022 12:18:33 PM EDT</small>	06/24/2022
Gerianne Holzman, Corresponding Secretary	Date

**NGC BYLAWS
2022 NGC ANNUAL MEETING
MAY 18, 2023 SESSION**

KEY – underline = insert words
~~Strikethrough~~ = omit words

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 5. - Third Vice-President F. Be responsible for publishing proposed bylaws amendments in the winter issue of <i>The National Gardener</i>.</p>	<p>F. Be responsible for publishing proposed bylaws amendments in the winter issue of <i>The National Gardener</i> on the <u>website</u>.</p>	<p>F. Be responsible for publishing proposed bylaw amendments on the website. APPROVED</p>

Rationale: *Bylaws will no longer be printed in The National Gardener. They can be accessed on the NGC website.*

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE IX -- DUTIES OF OFFICERS Section 1. PRESIDENT The President shall: G. Serve as a member of the Internal Audit Committee and a member of the Performance Evaluation Committee.</p>	<p>Section 1. PRESIDENT The President shall: G. Serve as a member of the Internal Audit Committee and a member of the Performance Evaluation Committee.</p> <p>Add new O. <u>Appoint Audit Committee subject to the approval of the Executive Committee and ratification by the Board of Directors.</u></p> <p><u>Re-letter current O to P</u></p> <p><i>Rationale: The President appoints the Audit Committee for her term.</i></p>	<p>Section 1. PRESIDENT The President shall: G. Serve as a member of the Performance Evaluation Committee.</p> <p>O. Appoint Audit Committee subject to the approval of the Executive Committee and ratification of the Board of Directors.</p> <p>Re-letter current O to P</p>
<p>Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: E. Serve as a member of the Finance Committee, a member of the Internal Audit Committee, a member of the Performance Evaluation Committee, and ex officio a member of the Permanent Home and Endowment Trustees.</p>	<p>Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: E. Serve as a member of the Finance Committee, a member of the Internal Audit Committee, a member of the Performance Evaluation Committee, and ex officio a member of the Permanent Home and Endowment Trustees.</p>	<p>Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: E. 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.</p>

<p>Section 4. SECOND VICE-PRESIDENT The Second Vice-President shall:</p> <p>B. Serve as Chairman of the Finance Committee and of the Internal Audit Committee.</p> <p>Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall:</p> <p>C. Serve as a member of the Internal Audit Committee.</p> <p>Section 7. TREASURER The Treasurer shall:</p> <p>D. Serve as a member of the Finance Committee and a non-voting member of the Internal Audit Committee.</p>	<p>Section 4. SECOND VICE-PRESIDENT The Second Vice-President shall:</p> <p>B. Serve as Chairman of the Finance Committee and of the Internal Audit Committee.</p> <p>Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall:</p> <p>C. Serve as a member of the Internal Audit Committee.</p> <p>Section 7. TREASURER The Treasurer shall:</p> <p>D. Serve as a member of the Finance Committee and a non-voting member of the Internal Audit Committee.</p>	<p>Section 4. SECOND VICE-PRESIDENT The Second Vice-President shall:</p> <p>B. Serve as Chairman of the Finance Committee.</p> <p>Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall:</p> <p><i>Re-letter</i></p> <p>Section 7. TREASURER The Treasurer shall:</p> <p>D. Serve as a member of the Finance Committee.</p> <p>APPROVED</p>
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Rationale: *Conforming amendment*

<p>NGC BYLAWS</p> <p>Current Wording</p> <p>ARTICLE XI - ELECTION OF OFFICERS</p> <p>Section 1. ELECTIONS</p> <p>E. 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.</p>	<p>Proposed Amendment</p> <p>E. 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. <u>Each page of the ballot must be signed.</u></p>	<p>Would Read After Amended</p> <p>E. 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.</p> <p style="text-align: center;">APPROVED</p>
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Rationale: *The voter needs to sign each page of their ballot.*

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE XVI – COMMITTEES Section 4 – AUDIT COMMITTEE</p> <p>B. The Committee shall:</p> <ol style="list-style-type: none"> 1. Meet annually at NGC Headquarters to review the internal control processes. 4. Engage the external auditors for a designated term, not to exceed six years. This action will be subject to approval by the Executive Committee and to ratification by the Board of Directors. 	<p>B. The Committee shall:</p> <ol style="list-style-type: none"> 1. Meet <u>electronically</u> to review the internal control processes annually. <u>at NGC Headquarters</u> 4. <u>Engage the external auditors for a designated term, not to exceed six years. This action will be subject to approval by the Executive Committee and to ratification by the Board of Directors. The chairman shall sign the letter of Engagement with the auditors annually.</u> 5. <u>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 PH&E Trustees, or the NGC Headquarters' staff.</u> 6. <u>The chairman shall present a report and</u> 	<p>B. The Committee shall:</p> <ol style="list-style-type: none"> 1. Meet electronically to review the internal control processes annually. 4. The chairman shall sign the letter of Engagement with the auditors annually. 5. 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 PH&E Trustees, or the NGC Headquarters' staff. 6. 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.

	<p><u>the audit findings to the Executive Committee, PH&E Trustees and the Finance Committee and be available to answer any questions.</u></p>	<p>APPROVED</p>
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Rationale: The audit committee does not engage the auditors.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE XVI – COMMITTEES Section 4 – AUDIT COMMITTEE A. The Internal Audit Committee shall consist of the Second Vice-President as Chairman, the President, First Vice-President/President-elect, and Third Vice-President as members. The Treasurer will participate except for the right to make a motion and vote.</p>	<p>A. The Internal Audit Committee shall consist of the Second Vice-President as Chairman, the President, First Vice-President/President-elect, and Third Vice-President as members. The Treasurer will participate except for the right to make a motion and vote; three members, which include a <u>chairman, appointed by the President.</u> <u>Preference should be given to those with financial knowledge. These members shall not be Officers or Finance Committees.</u></p>	<p>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 Finance Committees.</p> <p style="text-align: center;">APPROVED AS AMENDED</p>
<p>Rationale: Compliance with the Grant Thornton Not-for-Profit Audit Committee Guidebook.</p>		

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE XVI – COMMITTEES Section 4 – AUDIT COMMITTEE C. The Internal Audit Committee shall review and approve fund performance and usage of the amounts expended from the Permanent Home & Endowment Fund, the NGC Scholarship Fund, the NGC Endowment Fund and the Operation Wildflower Fund.</p>	<p>C. The Internal Audit Committee shall 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.</p>	<p>APPROVED</p>

Rationale: *This is the job of the Finance Committee*

Current Wording	Proposed Amendment	Would Read After Amended
<p>NGC BYLAWS ARTICLE XVII - FINANCES Section 3. FINANCE COMMITTEE C. Funds</p>	<p>C. Funds Add new 3. <u>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.</u></p>	<p>C. Funds Add new 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. APPROVED</p>

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>ARTICLE XVII - FINANCES Section 3. FINANCE COMMITTEE C. Funds 2. b) Scholarship Fund 3) NGC Scholarships are presented annually honoring: Helen S. Hull Cordelia Gray Brumby Helen Hussey Champlin Cornelia H. Kellogg Jessie M. Conner Katherine Henby Hedley Evelyn Mooney Geraldine Dean Eleanor R. Crosby Winifred Fink Jean T. Ladson Ellamae Fehrer Ellen Griffin Thekla Neuner Martha Smith Eleanor L. Yates Barbara Barnette Lois Dupré Shuster June P. Wood Barbara D. May Shirley S. Nicolai Sandra H. Robinson Nancy L. Hargroves</p>	<p>C. Funds 2. b) Scholarship Fund 3) NGC Scholarships are presented annually honoring: Helen S. Hull Cordelia Gray Brumby Helen Hussey Champlin Cornelia H. Kellogg Jessie M. Conner Katherine Henby Hedley Evelyn Mooney Geraldine Dean Eleanor R. Crosby Winifred Fink Jean T. Ladson Ellamae Fehrer Ellen Griffin Thekla Neuner Martha Smith Eleanor L. Yates Barbara Barnette Lois Dupré Shuster June P. Wood Barbara D. May Shirley S. Nicolai Sandra H. Robinson Gay L. Austin</p>	<p>C. Funds 2. b) Scholarship Fund 3) NGC Scholarships are presented annually honoring: Helen S. Hull Cordelia Gray Brumby Helen Hussey Champlin Cornelia H. Kellogg Jessie M. Conner Katherine Henby Hedley Evelyn Mooney Geraldine Dean Eleanor R. Crosby Winifred Fink Jean T. Ladson Ellamae Fehrer Ellen Griffin Thekla Neuner Martha Smith Eleanor L. Yates Barbara Barnette Lois Dupré Shuster June P. Wood Barbara D. May Shirley S. Nicolai Sandra H. Robinson Gay L. Austin</p>
<p>Section 3. - Bonding</p>	<p>Section 3 4. - Bonding</p>	<p>Section 4. - Bonding</p>
<p>Rationale: Add the previous President's name to the NGC Scholarship list.</p>		

APPROVED