

NATIONAL GARDEN CLUBS, INC.
NINETY-SECOND ANNUAL CONVENTION
Greenbrier Resort & Hotel, White Sulphur Springs, WV
Wednesday and Thursday, May 3 - 4, 2023

Call to order and welcome: President Mary Warshauer called the ninety-second Convention of the National Garden Clubs, Inc. to order at 9:00 AM, ET on Wednesday, May 3, 2023.

Inspiration: Pat Wolanski, Sponsorship Chairman, presented the Inspiration.

Introductions: President Warshauer introduced those seated on the dais.

Presentation of colors: The Presentation of Colors was performed by the Greenbrier East Junior ROTC.

Pledge of allegiance to the flag of the United States: Led by Bud Qualk, Co-Chairman of Special Projects – Gardening with Nature

Conservation Pledge: Led by Mary Ann Ferguson-Rich, member of the Media Committee.

Welcome to State: Vickie Stedman, President of the West Virginia Garden Clubs, Inc., welcomed us to the state.

Response: The response was given by Nancy Griffin, President of the Federation of Colorado Garden Clubs, Inc.

Memorial Ceremony: Robin Pokorski, member of the Organization Study Committee, presented a memorial ceremony honoring members of NGC who have passed on.

Preliminary Credentials Report: Suzanne Potts, Chairman of the Credentials Committee reported that as of 9:00 AM ET on Wednesday May 3, 2023, the voting strength was 215. Report on file.

Quorum: The Chair declared a quorum present.

Approval of Rules of the 2023 NGC Convention: Read by Patty Arndt, Parliamentarian The rules of the 2023 NGC Convention were approved as stated.

Adoption of Convention Agenda with Appendix: The agenda was distributed by email prior to the meeting and was adopted.

Adoption of convention program: The program for this meeting was distributed to members in their registration packet and was adopted as corrected.

Preliminary Registration Report: The preliminary Registration report was given by Pam Simien, Registrar for the 2023 Convention. As of 9:00 AM ET Wednesday May 3, 2023, our registration was 619.

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 Mary Owen, President, Virginia Federation of Garden Clubs, Inc. and David Healy, Member of the Finance Committee to serve as timekeepers.

Appointment of Tellers: Without objection, the President appointed Joyce Milberg, Member of the Finance Committee, and Betsy Steele, Member of the Nominating Committee to serve as tellers.

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

Report of the committee appointed to approve the minutes of the May 18 - 19, 2022 General Session in Orlando, Florida: Donna Rouch, Second Vice President
The Minutes were approved and circulated.

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

Citations: President Warshauer presented citations to the following:

1. Cherie Lejeune and Pat Rupiper for Virtual Resources
2. Gerianne Holzman for *The National Gardener*
3. Robin Pokorski for *The Toolkit for Success*

The meeting adjourned at 10:04 AM, ET until May 4, 2023.

Call to order: The business meeting of the Ninety-Second Annual Convention of the National Garden Clubs, Inc. reconvened at 9:00 AM, ET May 4, 2023.

Interim Credentials Report: Suzanne Potts, Credentials Committee Chairman
As of 9:00 AM EDT on Thursday, May 4, 2023, the voting strength was 238. Report on file.

Interim Registration Report: Pam Simien, Convention Registration
As of 9:00 AM May 4, 2023, our registration was 619. Report on file.

Nomination and Election of Officers: Marge McGoff, Chairman of the Nominating Committee. Introductions were made of those serving on the Committee and the slate of Officers for the 2023 – 2025 term were announced.

First Vice President	Donna Rouch
Second Vice President	Donna Marie Donnelly
Third Vice President	Gerianne Holzman
Recording Secretary	Monica Hansen
Treasurer	Lynette Jeffres

Monica Hansen, Recording Secretary, read the bylaws pertinent to the election of officers.

As there were no other nominations from the floor, the chair declared all the above nominees elected with Brenda Moore, President-Elect, to serve as President for 2023- 2025.

Report of the Board of Directors: Read by Monica Hansen, Recording Secretary
Report on file.

Adoption of the budget: Lynette Jeffres, Treasurer
The NGC 2023-2024 annual budget was included in the Convention Packet emailed to Board Members prior to this meeting. **APPROVED**

- Adoption of Bylaw amendments – refer to appendix for full content.**
- 1. Article VI - Membership, Sec. 1 Voting Membership B. Application **RATIFIED**
 - 2. Article VI - Membership, Sec. 2 Non-voting Membership **RATIFIED**
 - A. NGC Life Members **RATIFIED**
 - 3. Article VI - Membership, Sec. 2 Non-voting Membership **RATIFIED**
 - B. 2. International Affiliate **RATIFIED**
 - 4. Article VII - Dues, Fees and Contributions Sec. 1 Dues. A. 2. **RATIFIED**

- 5. Article VII - Dues, Fees and Contributions Sec. 1 Dues. A. 5. **RATIFIED**
- 6. Article VII - Dues, Fees and Contributions Sec. 1 Dues.
B. Annual Dues of Affiliate Member Organizations 1,2.
Section 2 Fees. **RATIFIED**
- 7. Article IX - Duties of officers, elected officers Sec. 5. E. **RATIFIED**
- 8. Article XII - Conventions and Meetings Sec. 3 Credentials A. **RATIFIED**
- 9. Article IX - Duties of officers, elected officers **RATIFIED**
Sec. 2 First Vice President F.
Sec. 4 Second Vice President E.
Sec. 5 Third Vice President D.
- 10. Article XVI- Committees, Section 6. Organization Study Committee **RATIFIED**
- 11. Article XVII-Finances, Section 3. Finance Committee B. Duties **RATIFIED**
- 12. Article XII - Amendments Sec. 3 National Emergency **RATIFIED**
- 13. Article XV - Board of Directors Sec. 2 Duties – A, B, C, D, E and F. **RATIFIED**
- 14. Article IX - Duties of Officers, Appointed Officers Sec. 12 G. **RATIFIED**
- 15. Article IX - Duties of Officers, Elected Officers Sec. 2 D. **RATIFIED AS AMENDED**
- 16. Article XXII - Amendments Sec. 1 With previous notice **RATIFIED**
- 17. Article X - Nominating Committee Sec. 1 Structure **DEFEATED**
- 18. Article X - Nominating Committee Sec. 1 Structure, A. 1, 2. **RATIFIED**
- 19. Article X - Nominating Committee Sec. 1 B. Members 1, 2, 3 and 4
Subsidiary motion made by Heather White and seconded, requesting that this proposal be returned to OSC for further review. **SUBSIDIARY MOTION PASSED**
- 20. Article XVI - Committees Sec. 1 Standing Committees B.
Subsidiary motion made by Julie West and seconded, requesting that this proposal be returned to OSC for further review. **SUBSIDIARY MOTION PASSED**

Reports of Committee Chairmen: Debi Harrington – Espoma Grants and Gerianne Holzman, *The National Gardener*. Reports on file.

Report of Convention Coordinators: Pat Wilson and Gina Jogan. Reports on file.

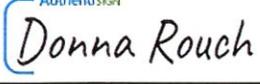
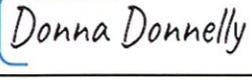
Invitation to the 2024 NGC Convention: Presented by Nancy Griffin. Report on file.

Final Credential Report: Voting strength 238

Final Registration Report: Final tally 567 checked in to date.

Citations: President Warshauer presented a citation to Mary Ann Bryant, Tour Chairman for NGC.

Adjournment: There being no further business, President Mary Warshauer adjourned the meeting at 10:42 AM, ET.

 Monica Hansen	06/06/23	06/06/23
Monica Hansen, Recording Secretary		Date
 Mary Warshauer	06/04/23	06/04/23
Mary Warshauer, President		Date
 Donna Rouch	06/04/23	06/04/23
Donna Rouch, Second Vice President		Date
 Donna Donnelly	06/05/23	06/05/23
Donna Marie Donnelly, Third Vice President		Date
 Gerianne Holzman	06/06/23	06/06/23
Gerianne Holzman, Corresponding Secretary		Date

NATIONAL GARDEN CLUBS, INC.
GENERAL SESSION
BYLAW AMENDMENTS FOR PRESENTATION TO
2023 NATIONAL GARDEN CLUBS, INC.
THE GREENBRIER RESORT AND HOTEL, WHITE SULPHUR SPRINGS, WV

KEY – underline means insert words
Strikethrough means omit words

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #1 ARTICLE VI – MEMBERSHIP Section 1. - VOTING MEMBERSHIP B. Application Application shall be submitted to the NGC Board of Directors from the State Garden Club. 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.</p>	<p>ARTICLE VI – MEMBERSHIP Section 1. - VOTING MEMBERSHIP B. Application Application shall be submitted by the <u>State Garden Club to NGC Headquarters and approved by the NGC Board of Directors.</u> from the State Garden Club. 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.</p>	<p>ARTICLE VI – MEMBERSHIP Section 1. - VOTING MEMBERSHIP 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.</p>
		<p>RATIFIED</p>

Rationale: *Membership applications will be submitted to NGC headquarters and approved by the Board of Directors.*

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amended
<p>Proposal #2 ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP 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. All NGC Life Members shall receive a subscription to <i>The National Gardener</i>, if requested.</p>	<p>ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP 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. All NGC Life Members shall receive a subscription to <i>The National Gardener</i>, if requested;</p>	<p>ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP 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.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: *The TNG is free and available to both the membership and the public.*

<p>NGC BYLAWS</p>	<p>Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #3 ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP B. 2. International Affiliate Membership--Organizations in a foreign country.</p>	<p>Affiliate Membership may be accorded to such organizations by the submission of an application and required dues to NGC Headquarters.</p> <p>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 in the Winter issue of <i>The National Gardener</i> mailed to the address designated. via electronic device. Affiliates shall also be able to receive the Call by electronic device. All other communications shall be by e-mail.</p>	<p>ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP B. 2. International Affiliate Membership--Organizations in a foreign country.</p> <p>Affiliate Membership may be accorded to such organizations by the submission of an application and required dues to NGC Headquarters.</p> <p>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 in the Winter issue of <i>The National Gardener</i> mailed to the address designated. on the COMAAI and NGC websites. Affiliates shall also be able to receive the Call by electronic device. All other communication shall be by e-mail. <u>electronic.</u></p>	<p>ARTICLE VI – MEMBERSHIP Section 2. - NON-VOTING MEMBERSHIP B. 2. International Affiliate Membership--Organizations in a foreign country.</p> <p>Affiliate Membership may be accorded to such organizations by the submission of an application and required dues to NGC Headquarters.</p> <p>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 communication shall be electronic.</p>

RATIFIED

Rationale: TNG will be sent via electronic device to all that have subscribed.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #4 ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 2. Annual dues shall be delinquent after October 31. Notices of dues unpaid as of the Fall Board Meeting shall be given by the NGC First Vice-President/President-Elect to the Region Directors and State Garden Club Presidents at that meeting.</p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 2. Annual dues shall be delinquent after October 31. Notices of dues unpaid as of the Fall Board Meeting shall be given by the NGC First Vice-President/President-Elect and Liaison to the Region Directors and State Garden Club Presidents at that meeting.</p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 2. Annual dues shall be delinquent after October 31. Notices of dues unpaid shall be given to the NGC First Vice-President/President-Elect and Liaison to the State Garden Club Presidents and Region Directors.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: Headquarters shall request State membership counts prior to sending an invoice for dues payment.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #5 ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 5. Additional dues payment for members not included in the original report shall be remitted by a State Garden Club to NGC Headquarters prior to the following year. These additional dues will be utilized in tabulating the number of delegates to the NGC Conventions.</p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 5. Additional dues payment for members not included in the original report 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.</p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES A. 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.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: Define 'original report'.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #6 ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES B. Annual Dues of Affiliate Member Organizations 1. Annual dues of each National Affiliate Member organization shall be \$30.00 per annum payable to NGC Headquarters by October 31. 2. Annual dues of each International Affiliate Member organization shall be \$35.00 per annum payable to NGC Headquarters by October 31. 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 payable by October 31.</p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES B. Annual Dues of Affiliate Member Organizations 1. Annual dues of each National Affiliate Member organization shall be \$30.00 per annum, <u>as approved by the Board of Directors, and payable to NGC Headquarters by October 31.</u> 2. Annual dues of each International Affiliate Member organization shall be \$35.00 per annum, <u>as approved by the Board of Directors, and payable to NGC Headquarters by October 31.</u> 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, <u>as approved by the Board of Directors, and payable by October 31.</u></p>	<p>ARTICLE VII – DUES, FEES AND CONTRIBUTIONS Section 1. - DUES 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. 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. 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.</p>

Rationale: All NGC dues amounts shall be approved by the Board of Directors.

RATIFIED

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amended
<p>Proposal #7 ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall: E. Be responsible for publishing changes to NGC Standing Rules.</p>	<p>ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall: E. Be responsible for publishing changes to NGC Standing Rules and shall provide the entire revised document to the website to posting.</p>	<p>ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 5. THIRD VICE-PRESIDENT The Third Vice-President shall: E. Be responsible for publishing changes to NGC Standing Rules and shall provide the entire revised document to the website for posting.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: Changes to Standing Rules shall be placed on the NGC Website by the Third Vice President.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amended
<p>Proposal #8 ARTICLE XII – CONVENTIONS AND MEETINGS Section 3. CREDENTIALS A. Credentials of each delegate and Alternate shall be signed by the State Garden Club President and mailed to the NGC Credentials Chairman one month prior to the NGC Convention and shall be the official list of delegates and alternates of that State Garden Club.</p>	<p>ARTICLE XII – CONVENTIONS AND MEETINGS Section 3. CREDENTIALS A. Credentials of Each State Garden Club President shall send a list of official delegates and alternates shall be signed by the State Garden Club President and to the NGC Credentials Chairman one month prior to the NGC Convention. and this shall be the official list of delegates and alternates of that State Garden Club.</p>	<p>ARTICLE XII – CONVENTIONS AND MEETINGS 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.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: Each state shall have delegates at the NGC Convention.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amended</p>
<p>Proposal #9 ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 2. – FIRST VICE-PRESIDENT F. Attend the meetings of the Organization Study Committee as a guest and participate except for the right to make motions and to vote.</p> <p>Section 4. – SECOND VICE-PRESIDENT E. Attend the meetings of the Organization Study Committee and participate except for the right to make motions and to vote</p> <p>Section 5. – THIRD VICE-PRESIDENT D. Attend the meetings of the Finance Committee and the Permanent Home and Endowment Trustees and participate except for the right to make motions and to vote.</p>	<p>ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 2. – FIRST VICE-PRESIDENT F. <u>Attend the meetings</u> <u>Serve as a member of</u> the Organization Study Committee <u>as a guest</u> and participate <u>except for including</u> the right to make motions and to vote.</p> <p>Section 4. –SECOND VICE-PRESIDENT E. <u>Attend the meetings</u> <u>Serve as a member of</u> the Organization Study Committee and participate <u>except for including</u> the right to make motions and to vote</p> <p>Section 5. THIRD VICE-PRESIDENT D. <u>Attend the meetings of the Finance Committee and the Permanent Home and Endowment Trustees and participate</u> <u>except for the right to make motions and to vote.</u> <u>Serve as a member of the Finance Committee.</u> <u>E. Serves as ex officio a member of the Permanent Home and Endowment Trustees</u></p>	<p>ARTICLE IX – DUTIES OF OFFICERS ELECTED OFFICERS Section 2. – FIRST VICE-PRESIDENT F. Serve as a member of the Organization Study Committee and participate including the right to make motions and to vote.</p> <p>Section 4. –SECOND VICE-PRESIDENT E. Serve as a member of the Organization Study Committee and participate including the right to make motions and to vote</p> <p>Section 5. THIRD VICE-PRESIDENT D. Serves as a member of the Finance Committee. E. Serves as ex officio a member of the Permanent Home and Endowment Trustees.</p> <p>RELETTTER</p> <p style="text-align: right;">RATIFIED</p>

Rationale: Conforming. As NGC officers, the Vice President's accumulate much experience and knowledge and should be granted the right to make motions and vote at the committees in which they participate.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amended
<p>Proposal # 10 ARTICLE XVI – COMMITTEES Section 6. ORGANIZATION STUDY COMMITTEE The Organization Study Committee shall consist of the Third Vice-President as Chairman and no more than eight members appointed by the President. The Second 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. The First Vice-President may attend as a guest.</p>	<p>ARTICLE XVI – COMMITTEES 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 eight <u>six</u> members appointed by the President. <u>The Second 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. serve as ex officio non-voting members. The First Vice-President may attend as a guest.</u></p>	<p>ARTICLE XVI – COMMITTEES 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.</p> <p style="text-align: right;">RATIFIED</p>

Rationale: *The NGC Vice Presidents will be members of the Organization Study Committee and have the same rights as any other member.*

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amended
<p>Proposal #11 ARTICLE XVII – FINANCES Section 3. FINANCE COMMITTEE B. Duties. The committee shall: 6. Approve salary and salary adjustments for staff; salary schedule to be effective January 1 for a period of one year. Adjustments for increased responsibilities may be considered at any time.</p>	<p>ARTICLE XVII – FINANCES Section 3. FINANCE COMMITTEE B. Duties. The committee shall: 6. Approve salary and salary adjustments for staff; salary schedule to be effective January 1 for a period of one year. Adjustments for increased responsibilities may be considered at any time.</p>	<p>ARTICLE XVI – COMMITTEES Section 6. FINANCE COMMITTEE RENUMBER</p> <p style="text-align: right;">RATIFIED</p>

Rationale: *The Headquarters' staff salaries will be determined by the Executive Director.*

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #12 ARTICLE XXII – AMENDMENTS 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 by mail ballot or by balloting using Internet service that supports anonymous voting following the procedures outlined in ARTICLE XI, Section 1. (May 2021)</p>	<p>ARTICLE XXII – AMENDMENTS 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 2021)</p> <p>a. <u>Ballots shall be sent by electronic device or postal mail to the Board of Directors.</u> b. <u>All ballots must be received by the Recording Secretary within 30 days of the start of the voting period.</u> c. <u>A plurality of the votes returned shall determine the results.</u></p>	<p>ARTICLE XXII -- AMENDMENTS 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 2021)</p> <p>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.</p> <p style="text-align: center;">RATIFIED</p>

Rationale: To give specific instructions for amending Bylaws when an NGC Convention cannot be held due to a national emergency.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #13 ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> 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. 	<p>ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> 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. <u>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.</u> 	<p>ARTICLE XV – BOARD OF DIRECTORS Section 2. – Duties</p> <p>The Board of Directors shall:</p> <ul style="list-style-type: none"> 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. <p style="text-align: right;">RATIFIED</p>

Rationale: *When an NGC Convention cannot be held due to a national emergency, authority will be granted to the Board of Directors to act on behalf of the assembly, so that Bylaws and other necessary business can be completed without interruption.*

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #14 ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as a member of the Performance Evaluation Committee.</p>	<p>ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as a member chairman of the Performance Evaluation Committee.</p>	<p>ARTICLE IX – DUTIES OF OFFICERS APPOINTED OFFICERS Section 12.—PERMANENT HOME & ENDOWMENT TRUSTEES DIRECTOR G. Serve as chairman of the Performance Evaluation Committee.</p> <p style="text-align: center;">RATIFIED</p>

Rationale: The PH&E Trustees Director, having the longest association with the Executive Director, shall serve as chairman of the Performance Evaluation Committee which performs the annual Performance Evaluation of the Executive Director.

NGC BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #15 ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: D. ADD NEW</p>	<p>ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: D. Coordinate the rotation schedules of the Nominating Committee and Region Directors. <u>RELETTTER</u></p>	<p>ARTICLE IX- DUTIES OF OFFICERS ELECTED OFFICERS Section 2. FIRST VICE-PRESIDENT The First Vice-President shall: D. Coordinate the rotation schedules of the Nominating Committee. <u>RELETTTER</u></p> <p style="text-align: center;">_____ RATIFIED AS AMENDED</p>

Rationale: There is no assignment for the management of the Nominating Committee and Region Director rotation schedules. This duty shall be assigned to the First Vice President.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #16 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 published in the Winter issue of <i>The National Gardener</i>.</p>	<p>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 published in the <u>Winter issue of <i>The National Gardener</i></u>, posted on the website.</p>	<p>ARTICLE XXII – AMENDMENTS Section 1. – WITH PREVIOUS NOTICE These Bylaws may be amended at any 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.</p> <p style="text-align: center;">RATIFIED</p>

Rationale: To provide notice for bylaw amendments in a timely manner. Currently, notice is allowed only one time per year in the Winter Issue of the TNG.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>

<p>Proposal #17 Article X – NOMINATING COMMITTEE (pg12) 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.</p>	<p>Article X – NOMINATING COMMITTEE Section 1. – Structure The Nominating Committee shall be composed of a Chairman, Vice-Chairman, three members of the Board of Directors and two <u>one members member</u> 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.</p>	<p>Article X – NOMINATING COMMITTEE Section 1. – Structure The Nominating Committee shall be composed of three members of the Board of Directors and one member from each Region.</p>
<p>DEFEATED</p>		

Rationale: The Nominating Committee will be represented by board members and Region members. Alternate members have been discontinued.

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #18 ARTICLE X – NOMINATING COMMITTEE Section 1. STRUCTURE A. Chairman and Vice Chairman 1. To be eligible to serve as Chairman or Vice-Chairman, each nominee shall have served a minimum of two years as an elected officer of a State Garden Club, a minimum of four years as a member of the NGC Board of Directors and shall have attended two of the three previous NGC Conventions prior to assuming that position. 2. The Chairman and the Vice-Chairman shall be elected by the Executive Committee subject to ratification by the Board of Directors at the Fall Board Meeting held in the even-numbered year. Recommendations may be sent to the President and the Recording Secretary by members of the NGC Board of Directors and by State Garden Clubs at least four (4) weeks prior to the Director's Meeting held in the even-numbered year.</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. STRUCTURE A. Chairman and Vice Chairman 1. To be eligible to serve as Chairman or Vice-Chairman, each nominee shall have served a minimum of two years as an elected officer of a State Garden Club, a minimum of four years as a member of the NGC Board of Directors and shall have attended two of the three previous NGC Conventions prior to assuming that position. 2. The <u>A</u> Chairman and the Vice-Chairman shall be elected <u>from among the members of the Nominating Committee</u> by the Executive Committee subject to ratification by the Board of Directors at the Fall Board of Directors' Meeting held in the even-numbered year. Recommendations may be sent to the President and the Recording Secretary by members of the NGC Board of Directors and by State Garden Clubs at least four (4) weeks prior to the Fall Board of Director's Meeting held in the even-numbered year.</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. STRUCTURE 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 Meeting held in the even-numbered year.</p> <p style="text-align: center;">RATIFIED</p>

Rationale: *The Nominating Committee Chairman and Vice Chairman shall be elected based on their experience and up-to-date understanding of NGC. The Executive Committee selecting the Chairman and Vice Chairman from among the committee members allows the committee to be a smaller and more efficient group, and the individuals selected are knowingly committed to the work of the committee.*

<p>NGC BYLAWS Current Wording</p>	<p>Proposed Amendment</p>	<p>Would Read After Amendment</p>
<p>Proposal #19 ARTICLE X – NOMINATING COMMITTEE (pg12) Section 1. – B. Members 1. To be eligible to serve as a Member or Alternate 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 Member or Alternate Member must reside within the Region represented. 2. The States from which the Members and Alternate 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 Member and Alternate Member shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service. 4. If neither the Member nor the Alternate 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.</p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. – B. Members <u>1. Three Committee Members shall be elected by the Board of Directors from among the current members of the Board of Directors.</u> <u>2. To be eligible to serve as a Member representing a Region, each member shall have served a minimum of two years of the prior six years as a member of the NGC Board of Directors. The Member must reside within the Region represented.</u> <u>3. The States from which the Members representing a Region 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.</u> <u>4. The Member representing a Region shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service.</u> <u>5. If the Member representing a Region 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.</u></p>	<p>ARTICLE X – NOMINATING COMMITTEE Section 1. – B. Members 1. Three Committee Members shall be elected by the Board of Directors from among the current members of the Board of Directors. 2. To be eligible to serve as a Member representing a Region, each member shall have served a minimum of two years of the prior six years as a member of the NGC Board of Directors. The Member must reside within the Region represented. 3. The States from which the Members representing a Region 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. 4. The Member representing a Region shall be elected by the Governing Board of the State Garden Club during the even-numbered year prior to service. 5. If the Member representing a Region 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 style="text-align: center;">REFERRED TO ORGANIZATION STUDY</p>

	<p>4. 5. If neither the Member representing a Region nor the Alternate Member is able 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>	
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Rationale: Three Committee members shall be Board Members to ensure the goal of including individuals who have a current and knowledgeable understanding of NGC. The members of the Nominating Committee will be comprised of representatives from the regions, ensuring a nationwide voice in the nominating process. The prerequisite changes allows for candidates to have a recent association with NGC and removes the candidate-limiting rules.

NGC BYLAWS	Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #20 ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES 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.</p>	<p>ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES 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: Chairmanships that require expertise and knowledge in their field and International Affiliates may serve more than three consecutive terms.</p>	<p>ARTICLE XVI -- COMMITTEES Section 1. -- STANDING COMMITTEES B. Unless otherwise prescribed by these Bylaws, Chairmen and committee members are appointed for the term of the current President. REFERRED TO ORGANIZATION STUDY</p>	

Rationale: Standing Committee chairmen and members shall be determined by the President and shall be members of the Board of Directors for that term.