



NAPLES GARDEN CLUB

nurturing, growing & contributing

Naples Garden Club Board of Directors Meeting March 29, 2016

Attendance: Roberta Ross, Sandy Lasch, Linda LaRue Brown, Mary Beth Johns, Mary Raymond, Pat McNamara, Janet Donald, Jean Lemmon, Sudie Minamyer, Pat Fosberg, Raynelle Perkins, Beverly Metcalf, Renee Lewis, Kathleen Maier, Jane Stone, Sharon Hildebrandt, Arlette Bradley, Arlene Cluff and Candi Child Kelley. Lydia Galton was absent and excused.

The meeting was called to order at 9:34 a.m. by President Roberta Ross who announced the passing of our only lifetime Member, Betty Van Arsdale. A Motion: To make a donation of \$100 to Tribute Fund in memory of Betty Van Arsdale was made by Renee Lewis and seconded by Pat McNamara. These funds will be transferred from the Discretionary Fund into the Tribute Fund.

A Motion was also ratified that the Discretionary Fund may be used at the Board's discretion for any worthy cause for Naples Garden Club. Monies that fund the Discretionary Fund come from annual Board donations and are cumulative.

The memorial donation for Betty Van Arsdale will be announced in Trowel Prints and a note sent to the family.

A Motion to accept the Consent Agenda, with a small revision to the minutes, was made by Linda LaRue Brown and seconded by Renee Lewis.

Treasurer Pat McNamara presented the Treasurer's Report and Statement of Activities and reviewed the proposed budget. After discussion, she made a motion to accept the Budget as proposed by the Finance Committee. It passed unanimously by the Board and will be presented and voted upon at the April GM meeting by the membership.

Assistant Treasurer Janet Donald announced that the NGC has \$1,000,000 general liability coverage for members, not including medical expenses. Non-members assisting in NGC activities are not covered by this policy. She also reported that the current efforts to encourage early payment of dues has not produced the desired results.

Governance Chair Linda Brown presented the proposed Strategic Plan. With a few minor changes in wording and updates it was approved unanimously. (See Attached Strategic Plan, Revised 16.3.29). It will be presented to the membership and voted upon at the April GM meeting.

NGC Bylaws changes were discussed and a decision was made that a 'long standing member issue' would be included in the Strategic Plan, not the Bylaws. Motion made by Linda Brown and seconded by Kathleen Maier. Therefore, NGC Bylaws revisions were presented and approved. (see Attached) The Bylaws link to our website will be sent via an eblast on March 29, 2016 to the full general membership for review and voted upon at the April 11, 2016 GM meeting. Bold Solutions will then revise the Bylaws DRAFT after approval from the membership.

The 2016 Board of Directors survey was distributed and turned in to President Roberta Ross after the meeting. She will evaluate the results and report the findings to the Board at the next Board meeting.

President Elect Sandy Lasch presented suggested changes to the Standing Rules. Following a discussion, the Revised Standing Rules were unanimously approved. (See attached Changes to SRs approved by Board of Directors 16.03.29)

Beverly Metcalf, Membership Chair, made a motion to accept with regret the resignation of Margi Boehmer. She announced the names of the 17 newly Active members and the names of 22 candidates for Provisional Status, bringing the total membership to 244. Bev reviewed a graphic on attrition versus new members to illustrate the need for safe guarding membership. The membership cap is 250; present membership is 244.

Roberta Ross reported that all Job Descriptions are current and updated and on the NGC website. This was done over the past year by Diane Green, with a background in Human Resources.

She also reminded members to submit their Annual Year-End Reports, as soon as possible, when their job is completed, as it is needed for her Annual Report to the Membership at the Spring Installation Luncheon.

Mary Raymond, Flower Show Chair, was recognized and applauded for her outstanding work this year on our NGC *Topicolor* flower show. Mary reported on the success of the Naples Flower Show and will give complete details at the April 11, 2016, GM meeting. Attendance was down from last year, but it was attributed to the enthusiasm of the 'Dinosaur Display' the previous year.

Arlene Cluff announced that sale of the Lily Barret Brown botanical paintings has yielded \$600. They will again be offered for sale at the April GM meeting. Arlene was thanked for her hard work in organizing this and for her five years of outstanding service to the club on the BOD.

Sandy Lasch reported a productive meeting with the owner of Home and Design magazine who wishes Home and Design to become an exclusive sponsor of the HG&T for a 3 year period. He has offered several services which could be helpful in obtaining homes for the tour. There was unanimous approval for entering into this exclusive relationship with a signed letter from the President.

The meeting was adjourned at 12:10 p.m.

Respectfully submitted,
Jean Lemmon
16.3.29 DRAFT
revised 16.4.14 rross DRAFT

BYLAWS PROPOSED CHANGES

Proposed Bylaws Change #1

Article IV MEMBERSHIP

Section B. Classes of Membership

~~Life (No longer available)~~

~~Complimentary—May be conferred upon a nonmember by a majority vote of the Board of Directors in recognition of distinguished service to the Club. Complimentary members do not have the privileges of Active members.~~

~~Honorary—May be conferred, by majority vote of the Board of Directors, upon any member for distinguished service to the Club, and upon those who have served as President of the Club for a full term of office. Honorary Members shall be accorded all the privileges of an Active member.~~
~~Honorary FFGC Memberships shall be conferred upon those who have served as President of the Club for a full term of office.~~

Proposed ByLaws Change #2

ARTICLE VII

DUTIES OF OFFICERS

Section D. The Vice Presidents

1. The Vice President ~~Fundraising Events~~ **House & Garden Tour** shall serve on the Executive Committee and the Board of Directors and chair the ~~Fundraising~~ **House & Garden Tour** Committee.

Sections E. Vice Presidents Elect

1. The Vice President Elect ~~Fundraising Events~~ **House & Garden Tour** shall serve on the Board of Directors.
2. The Vice President Elect Flower Show shall serve on the Board of Directors.
3. During the absence or disability of a Vice President (~~Fundraising Events~~ **House & Garden Tour** and Flower Show), the Vice President Elect of that committee shall have all the powers and functions of the Vice President.
4. Each Vice President Elect shall become the Vice President nominee (~~Fundraising Events~~ **House & Garden Tour** and Flower Show) at the next April General Membership Meeting.

Proposed Bylaws Change #3

Article X

COMMITTEES

Section A. Standing Committees

2. Governance Committee

The Governance Committee shall consist of at least nine (9) members, consisting of the Immediate Past President, the President Elect, the Membership Chair and no more than two (2) other Directors of the Board and four members to be proposed by the outgoing Governance Committee and elected by the membership at the April General Membership Meeting. If the President serves as a voting member, he or she shall be as one of the two (2) other Directors of the Board.

It shall have as its principal responsibility the recruitment, orientation, education and maintenance of the Board.

It shall recommend to the Board at least 30 days prior to the April General Membership Meeting and to the membership, **in writing**, at least 14 days prior to the April General Membership Meeting a list of candidates proposed as Directors and Officers for election by the membership at the April General Membership Meeting having obtained consent from the nominees to serve.

If requested by the Board, the Committee shall also recommend persons to fill vacancies on the Board of Directors.

Section B. Other Committees

~~The Board of Directors shall establish committees necessary to the running of the Club. The chairs of these committees shall be elected as Directors or Officers. The responsibilities of the committees are enumerated in the Standing Rules. These committees include: Fund Raising Events, **House & Garden** ~~Four~~ Committee, Flower Show Committee, Programs Committee and Education Committee.~~

Proposed ByLaws Change #4

ARTICLE XI

MEMBERSHIP MEETINGS

Section A. The Annual Meeting

The Annual Meeting shall be held for the purpose of receiving the annual report of the President. Officers shall be installed at the Annual Meeting.

Section B. General Membership Meetings

General Membership Meetings shall be held from November through April. At each General Membership Meeting, business may be conducted.

Section C. Quorum

Fifty Active (50) members shall constitute a quorum for the Annual Meeting and General Membership Meetings.

Section D. Soliciting

NGC Members shall not attempt to sell goods for personal gain at NGC Meetings, Workshops or other events.

16/3/29/LLB

STANDING RULES

NAME

The name of the Naples Garden Club, Inc. shall not be used to endorse the policy or procedures or positions of any other organization unless first approved by the Board of Directors.

MEMBERSHIP

Membership in Naples Garden Club is open to all who are interested in horticulture, design or the environment, reside in Greater Naples at least four months a year, who have attended at least one General Membership Meeting and are sponsored by an Active or Sustaining Member.

Section 1. Application for Membership

- a. Prospective members are required to complete an online application from 9:00 AM March 1 until 5:00 PM March 31 and will be accepted on a first-come, first-served basis until the Provisional class is filled.
- b. The Membership Chair will present the applications of all prospective members to the Board of Directors for approval.
- c. Upon approval by the Board of Directors, all new members, comprising the Provisional Class, shall be presented to the members at the next General

Membership Meeting.

- d. Obligations of Provisional Members: See Provisional Members' Handbook

Section 2. Privileges of Membership

Active and Honorary members may vote in elections and hold elected office. An Active, Honorary or Sustaining Member may propose one new member annually.

Section 3. Obligations of Membership

Active Members should make every effort to attend at least two (2) General Membership Meetings, serve on at least one committee annually and participate in the House & Garden Tour and Naples Flower Show each year.

Section 4. Financial Obligations of Membership

- a. Dues are set by the Board and approved by the membership and are payable by April 15.
- b. Members who fail to pay their dues by April 15 will be subject to a late fee of \$25.
- c. Members who have not paid their dues by June 1st will receive termination letters.

Section 5. Annual Dues

- a. Active Membership annual dues are \$100.
- b. Sustaining Membership annual dues are \$110.
- c. Provisional Membership dues are \$100 plus a one-time fee to cover Provisional supplies. Dues and fees shall be paid upon submission of the membership application.
- d. Past Presidents' annual dues are \$88, since they are FFGC Honorary Members and do not pay dues to FFGC.
- e. Honorary and Complimentary Members are exempt from dues.

Section 6. Resignation

Members wishing to resign should notify the Membership Chair prior to May 31.

Section 7. Reinstatement

Members in good standing who have resigned within the past five years may, with Board approval, reinstate their membership and forego Provisional training. The member shall pay current dues and then resume his/her previously held membership status.

Section 8. Member's Personal Data

The personal information provided by members will be respected and protected to the best of the NGC's ability. Contact information of Club members is available to all other members but may not be used for other than Club purposes nor may the contact information be shared with any other organization without the approval of the Board

of Directors.

DUTIES OF DIRECTORS AND COMMITTEE CHAIRS

Section 1. Attendance at Board Meetings

Attendance at Board Meetings is considered a duty. Two absences without cause in a given year will be considered a resignation unless there are mitigating circumstances. In such cases, a leave of absence may be granted by the President. See Board Attendance Policy.

Section 2. Reports

- a. Directors who chair committees are expected to submit an electronic report to the President prior to each Board Meeting.
- b. If a Committee Chair is unable to attend a General Membership Meeting, he/ she must arrange for a committee member to give the report to the membership.
- c. No later than one week prior to the Annual Meeting, all Committee Chairs must provide an electronic report to the President for inclusion in the annual report. It should include procedures, activities, expenditures and inventories.

Section 3. Expense Reimbursements

Reimbursement Forms, available on line, should be filled out completely with supporting receipts and/or invoices attached, approved by the Committee Chair and then submitted to the Treasurer for payment. Reimbursements should be submitted to the Treasurer no later than (15) days after the related meeting/event, if possible, or they may be denied.

The Club will no longer reimburse members for ink cartridges or paper purchases. Members who make their own copies will be reimbursed on a per-page basis. For both black & white and for color copy, the reimbursement will be at the rate of one cent less per page than the current rate at Naples-based Fed Ex. At the beginning of each year, the Treasurer will notify the Club of current per-page printing reimbursement prices. On their reimbursement request form, members will identify the project and number of printed pages.

The Club will reimburse members for copies made through online providers, at local Fed Ex, Staples, Kinkos or similar reproduction shops - but not commercial print shops. Requests must include receipt and reimbursement form.

The Treasurer maintains the current copy of the Consumer's Certificate of Exemption which allows for tax-exempt purchases made on behalf of the Club. Members are encouraged to take advantage of the Club's sales tax exemption status and the Treasurer will provide a copy to vendor or supplier upon member's request.

Section 4. Inventories

Committee Chairs must maintain an inventory of committee items stored in the office and off site, update it annually, and submit it to the Facilities Chair before the Annual Meeting.

COMMITTEES

Section 1. Standing Committees

The Standing Committees are described in the Bylaws. They are the Executive, Finance and Governance Committees.

Section 2. Other Committees

- a. **Education Committee** will oversee and guide development, implementation and evaluation of all classes, workshops and trips to ensure that they support the Club's mission.
- b. **House & Garden Tour Committee** will oversee the development and implementation of the major fundraising events, including the House & Garden Tour, and other fundraising projects; identify and solicit funds from external sources of support, working in tandem with the Development Committee.
- c. **Naples Flower Show Committee** will work in partnership with Naples Botanical Garden, as specified in the 2014 Naples Flower Show Memorandum of Understanding, to develop and implement the Naples Flower Show typically held in the spring. In addition, the committee will cooperate with the Design and Horticulture Chairs to offer members' workshops relating to the show's schedule. The committee will also oversee all other flower shows sponsored by the Club.

- d. **Program Committee** along with the Education Committee will oversee and guide development of all program plans that support the Club's mission, including monthly membership meetings. The committee will guide program success through evaluations taken at membership meetings and through periodic surveys.

Section 3. Special Committees

- a. **Communications Committee** will develop and implement internal communications (Trowel Prints) to members as well as external communications (Website and PR/Marketing) to the community, ensuring a cohesive and consistent message; ensure effective relationships with the media in order to promote the Club's programs and events.
- b. **Development Committee** will secure sponsorships for major events; strengthen external image and the Club's role to stakeholders; ensure cohesive and consistent messages are presented to stakeholders; review grant proposals and recommend them to the Board for funding; and establish and oversee the H&G Tour Raffle Committee in tandem with the House & Garden Tour Committee.
- c. **Dues Committee.** The Board will appoint an ad hoc dues committee at the commencement of each new decade and mid-decade year for the purpose of researching a membership dues increase based on percent increase guidelines, cost of living adjustment (COLA) indexing and budget projections. The committee's recommendations will be reported to the Board no later than March of the decade or mid-decade year. The Board may request that the Finance Committee address the sufficiency of dues at any time.
- d. **eCommittee** will manage and oversee all Internet based programs, including Club email, email blasts, Membership Database, Yearbook (directory) and maintain archival files on the office computer.
- e. **Facilities/Operations Committee** will oversee scheduling and the use of the office, classroom and library space and will ensure the maintenance of office, classroom, library, and storage spaces; develop and maintain an inventory system of those items stored in the office and outside storage spaces and supervise any updating of NGC headquarters.
- f. **Hospitality and Events Committee** will organize sub-committees to provide refreshments for monthly General Membership Meetings; schedule, plan, and implement special members' luncheons and parties as

well as oversee the hospitality for the House & Garden Tour and the Flower Show Preview Party.

- g. **Membership Committee** will create and implement recruitment and retention programs to increase and retain membership; receive all proposals of membership and resignations and present them to the Board for action; oversee Provisional Program, Retention Program, Credentials, Ambassador Program and works with the Membership Database Manager who maintains the Member Interest/Skill Database. The chair shall report all membership changes to the Database Manager for the records. The committee will be responsible for measuring member satisfaction through a member survey to be conducted at the end of the Naples Garden Club season. The entire Board will have input into this survey, and will determine its frequency.

GARDEN CLUB OFFICE

- a. Usage. All dates for use of the Naples Garden Club Office must be reserved through the Office Manager.
- b. Furniture and Equipment. No furniture or equipment or other property of Naples Garden Club may be removed without prior approval of the Facilities Chair.
- c. Library. Neither books nor magazines may be removed from the Library and should be returned to their places on the shelves. The Library is strictly for reference.
- d. Items. Storing items that are not committee related and without permission of the Facilities Chair, is not permitted.
- e. Awards and Books of Evidence. Naples Garden Club awards, yearbooks, and Annual Reports of the President and Committee Chairs are stored in the Garden Club Office and may not be removed. Awards and Books of Evidence are the property of Naples Garden Club, Inc. and are to be maintained by the FFGC Awards Chair.

HOUSE & GARDEN CLUB TOURSPECIALCONSIDERATIONS

- a. In recognition of the roles that designers, landscapers, architects and builders play in procuring homes for the House & Garden Tour, they may

display tasteful signs or business cards, previously approved by the H&G Tour Committee, in houses on the tour.

- b. Homeowners may remain in their houses during the tour if they prefer.
- c. Contributor lists, sponsor lists, and attendee mailing lists may not be given to other organizations or individuals for their use for any reason whatsoever and may not be used by individual members for anything but Club purposes.
- d. All procedures, whether ticketing, scheduling, home procurement or others, will not be shared with other organizations by individual members of Naples Garden Club.

MEMORIALS

Upon the death of a member, a memorial contribution, in lieu of flowers, may be donated to the Club's Tribute Fund.

AMENDMENTS

These Standing Rules may be amended or rescinded by a majority vote of the Board of Directors upon recommendation of the Governance Committee provided the amendments have been presented to the Board at least five days before the vote will be taken.

STRATEGIC PLAN

VISION

Fostering appreciation, understanding and support of horticulture, design and the environment.

MISSION

Providing opportunities for learning and sharing.

CORE VALUES

Teamwork, Creativity, Friendship, Community Involvement & Education

STRATEGIC OBJECTIVES

- Objective 1 - Strengthen member's interaction and participation in all aspects of the Club.
- Objective 2 - Strengthen marketing to achieve higher visibility and awareness in the community.
- Objective 3 - Continue to develop a talented, community oriented and versatile membership.