

**NAPLES GARDEN CLUB
BOARD OF DIRECTORS MEETING
FEBRUARY 27, 2017**

Attendees: President Lasch, Arlette Bradley, Janet Donald, Gail Duke, Pat Fosberg, Diane Frisicaro, Susie Gasgoigne, Sharon Hildebrandt, Ann Howat, Mary Beth Johns, June Kroeschel, Renee Lewis, Sally Lutz, Pat McNamara, Sudie Minamyer, Raynelle Perkins, Sondra Quinn, Mary Raymond and Patti Taylor.

Excused: Lydia Galton

Guest: Judy Spann

A quorum was present.

Agenda Item	Discussion	Action
Call to Order		President Lasch called the meeting to order at 9:30am.
Motion to approve the January 30th minutes		Gail Duke moved and Mary Raymond seconded. Minutes approved.
Motion to approve the February 27th consent agenda		Gail Duke moved and Mary Raymond seconded. Agenda approved.
President's Report <ul style="list-style-type: none"> • Executive Board Meeting Discussion of the request by Gulf Coast Garden Club to create a new district from the southernmost districts of District IX. • Update on the meeting with 		President Lasch will establish a Task Force consisting of a mixture of members to study the ramifications of the proposal. The task will include a timeline over the next twelve months. Sandy and Sudie met

<p>Donna McGinnis.</p> <ul style="list-style-type: none"> • Women of Initiative Luncheon is on March 30th and seats are available at the Garden Club table. Our member, Dusti Beaubien, is being honored. • New Flower Show handbooks are published and will be purchased for a cost of \$25. • Member Directory The suggestions were to streamline the book. 		<p>with Donna and were pleased with her approval of the Idea Garden events that our club proposed. Joint planning sessions and hosting opportunities with the NGC and the NBG were also discussed.</p> <p>Sandy proposed that the NGC purchase a book for each member who wants one. Sondra Quinn seconded. Motion passed. Diane Friscaro will order the books.</p> <p>Sondra moved and Pat seconded that Programs, workshops and committees be eliminated from the directory. Motion passed.</p>
<p>Financial Report</p>	<p>Treasurer, Pat McNamara presented</p>	

	<p>Sondra presented the Governance Committee Members-at-Large for 2017-18: Dusti Beaubien, Mary Beth Johns, Gail Pica and Ann Westerfield.</p> <p>Sondra Quinn, chair, presented the Bylaws and Standing Rules changes. She also reviewed the Retention and Destruction Policy for non-profit organizations.</p> <p>The president will appoint the members of the Grants Committee.</p>	<p>Sandy moved that the governance report be approved. Motion passed.</p>
House & Garden Tour	<p>Sharon Hildebrandt, chair, presented her final financial report. The Tour profit was in excess of \$103,000.</p>	
Membership	<p>Diane Friscaro, chair, stated that Penny Henderson has applied for Provisional status for 2017-2018. The size of the class was discussed.</p>	<p>Application approved.</p> <p>The class size will be at the discretion of the membership chair.</p>
Programs	<p>Raynelle Perkins, chair, wishes to purchase a stage for</p>	<p>There is money in the budget to purchase the stage. Approved.</p>

	<p>the speakers. The NBG has agreed to store it and assemble it. They will use it when the NGC is not using it.</p> <p>There will not be a cocktail party for the March speaker, Claire Jones.</p>	
<p>Other Business</p> <ul style="list-style-type: none"> • New NBG Director Welcome • Membership Meeting Agenda 	<p>Sondra Quinn will host a Welcome Party for Donna McGinnis at her home on Wednesday, March 15th from 5:30- & 7:00pm. Past Presidents and current Board members are invited. Please wear your nametag. Further instructions will be sent by email.</p> <p>The following Board members wish to speak at the General Membership meeting on Monday, March 6, 2017: Pat, Susie, Renee and Janet.</p>	
<p>Adjournment</p>	<p>President Lasch adjourned the meeting at 11:20am.</p>	

NAPLES GARDEN CLUB BYLAWS

ARTICLE I

NAME

The name of this organization shall be Naples Garden Club, Inc. hereinafter sometimes called "the Club."

ARTICLE II

PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not for Profit Corporation Act. In particular, the corporation shall stimulate knowledge and love of gardening, increase interest in the artistic design of plant material, encourage community planting and beautification, aid in the protection of native trees, plants and birds, support worldwide ecological efforts and perform any act incidental to, or in connection with, the foregoing purposes.

ARTICLE III

FISCAL YEAR

The fiscal year shall be from June 1 to May 31

ARTICLE IV

MEMBERSHIP

Section A. Requirements

Membership in Naples Garden Club is open to all regardless of gender, age, race, ethnicity, sexual orientation or religious affiliation.

Any person interested in the purpose of the Club may become a Provisional member when proposed by one Active member and accepted by the Board of Directors.

Membership shall be limited to 250 Active members, not including Life members of Florida Federated Garden Clubs or National Garden Clubs, Inc.

Members shall be proposed and admitted according to procedures set forth in the Standing Rules.

A transfer of membership to Naples Garden Club shall be considered as being sponsored by National Garden Clubs, Inc. No local sponsor is necessary, but Naples Garden Club membership procedures as outlined in the Standing Rules shall be followed.

Section B. Classes of Membership

Provisional - A member who is fulfilling Naples Garden Club's Provisional membership requirements. Provisional members may not vote, hold office or propose new members.

Active - A member who has completed all Provisional requirements. Privileges of Active membership include the rights to vote, hold office and propose new members.

Sustaining - An Active member who can no longer participate in the activities of the Club may apply to the Board of Directors, through the Membership Chair, for a Sustaining Membership. The number of Sustaining members shall be limited to ten percent (10%) of the Active membership. Sustaining members may not vote or hold office but may propose new members.

~~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. 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.

Section C. Resignations

Resignations shall be sent in writing to the Membership Chair.

ARTICLE V

BOARD OF DIRECTORS

Section A. Composition

The Board of Directors shall consist of not more than twenty-three (23) and not less than eleven (11) elected Directors including the elected Officers and the appointed Past President Council Representative.

Any Director may be removed, with or without cause, by vote of a majority of the Directors then in office.

Section B. Responsibilities

The Board of Directors shall exercise independent judgment and represent the overall interests of the club.

Duties of Directors include preparation for and attendance at required meetings, setting direction and ensuring effective planning, employing board best practices, providing general oversight of the Club's operations and compliance with the Naples Garden Club Bylaws and Standing Rules, approving policies, approving an annual budget and performing such other duties as may be specified in these Bylaws and the Standing Rules.

The Board of Directors shall appoint chairs of committees, except Standing Committees.

Section C. Term of Office

Directors shall serve for a term of one (1), two (2) or three (3) years.

No Director shall be elected to more than two (2) consecutive one-year, two-year or three-year terms, unless elected as an officer.

Each Director shall serve until the expiration of the term for which such Director was elected. ~~and until such Director's successor has been elected~~

Section D. Resignation

A Director may resign at any time by giving written notice to the Board or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer.

Section E. Meetings

The Board of Directors shall meet before each General Membership Meeting or at the request of three members of the Board.

Section F. Quorum

A majority of the Board then in office participating in person or by way of electronic means shall constitute a quorum for the transaction of business or any specified item of business.

Section G. Voting

Each Director present shall have one vote.

- a. Unless otherwise required by law or these Bylaws, a vote of the majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board.

2. Whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting by written electronic consent, executed in counterparts, setting forth the action so taken, signed by a majority of the Directors. Such action is subject to ratification at the next meeting of the Board.

3. A Director who is present, either in person or by way of electronic means, at a meeting, or who is absent from a meeting, shall be presumed to have assented to an action unless such Director votes against such action or abstains from voting because of an asserted conflict of interest.

ARTICLE VI

OFFICERS

Titles and Terms of Officers

The following Officers serve one term:

President-~~1~~ 2 years (President-Elect 1year, President 1 year)

Governance Chair (Immediate Past President) 1 year

~~One or more~~

Vice-Presidents-~~4~~ 2 years (Vice President-Elect 1 year, Vice President 1 year)

Secretary-~~3~~ 2 years

~~Treasurer 3 years~~ Treasurer 2 years

~~Assistant Treasurer 3 years~~ Assistant Treasurer 2 years

ARTICLE VII

ELECTION AND INSTALLATION OF OFFICERS AND DIRECTORS

Section A. Nominations

- a. The Governance Committee shall recruit and recommend persons to be nominated as Officers and Directors and obtain from them their willingness to assume office.
- b. This slate of proposed Officers and Directors shall be provided to the Board at least 30 days before the ~~April~~ March General Membership Meeting and to Members at least 14 days before that meeting.

Section B. Elections

- a. The Members shall elect new Officers and Directors to replace those whose terms are scheduled to expire and may elect to retain for an additional term any Director who served less than 18 months of an unexpired term.
- b. Members shall add new Directors to the Board, if so recommended by the Governance Committee, and the number is in compliance with these Bylaws.
- c. Officers and Directors shall be elected by a majority vote of Active members present at the ~~April~~ March General Membership Meeting, if a quorum is present.

Section C. Quorum

The attendance of fifty (50) Active members shall constitute a quorum.

Section D. Vacancies

The Board of Directors shall fill any vacancies that occur among the Officers and Directors until the next election.

Section E. Installation

All newly elected Officers and Directors shall be installed at the Annual Meeting held in the spring.

Section F. Assumption of Office

Officers, except the Treasurers, shall take office following their installation at the ~~annual meeting~~ Annual Meeting and serve until their successors are installed.

The Treasurers' terms shall be concurrent with the fiscal year, which shall be from June 1 to May 31.

ARTICLE VIII

DUTIES OF OFFICERS

Section A. The President

The President shall be Executive Officer of the Club and Chair of the Executive Committee and the Board of Directors.

- a. The President shall be responsible for the general management of the affairs of the Club and shall see that all orders and resolutions of the Board are carried into effect.
2. In the President's absence, the President-Elect shall preside.
3. The President shall be an ex-officio member of all committees.

Section B. The President-Elect

- a. During the absence or disability of the President, the President Elect shall have all the powers and functions of the President.
2. The President Elect shall serve on the Executive Committee and the Board of Directors and shall perform such other duties as may be requested by the President.
3. The President Elect shall become the nominee for President at the next ~~April~~ March General Membership Meeting.
4. The President Elect shall oversee the annual review of the Standing Rules and present any changes to the Governance Committee.

Section C. Immediate Past President

1. The Immediate Past President shall serve on the Executive Committee and be a Member of the Board of Directors until succeeded by the next serving Immediate Past President. The Immediate Past President shall provide continuity to the Club and counsel to the President, Executive Committee and the Board of Directors.
2. The Immediate Past President shall serve as Chair of the Governance Committee and shall perform such other duties as may be requested by the President including preparing the President -Elect to assume office.

3. If the Immediate Past President cannot serve, another past President may be selected by the Board of Directors.

Section D. The Vice Presidents

1. The Vice President Program/Education shall serve on the Executive Committee and the Board of Directors, and chair the Program/Education Committee.
2. The Vice President House & Garden Tour shall serve on the Executive Committee and the Board of Directors, and chair the House & Garden Tour Committee.
3. The Vice President Flower Show shall serve on the Executive Committee and the Board of Directors and shall chair the Naples Flower Show Committee and any other flower show presented by the club.
4. Each Vice President shall perform such duties as the Board shall prescribe in accordance with the Standing Rules

Sections E. Vice Presidents Elect

- a. The Vice President-Elect Program/Education shall serve on the Board of Directors,
- b. The Vice President-Elect House & Garden Tour shall serve on the Board of Directors.
- c. The Vice President-Elect Flower Show shall serve on the Board of Directors.
- d. During the absence or disability of a Vice President (~~House & Garden Tour and Flower Show~~), the Vice President-Elect of that committee shall have all the powers and functions of the Vice President.
- e. Each Vice President-Elect shall become the Vice President nominee (~~House & Garden Tour and Flower Show~~) at the next ~~April~~ March General Membership Meeting.
- f. The Vice President-Elect shall work closely with the Vice President of the Committee to which they have been elected in preparation for assumption of the position of Chair the following year.

NOTE; THE SECTION ON PAST VICE PRESIDENTS HAS BEEN ELIMINATED.

Section .F. The Secretary

The Secretary shall record proceedings of Executive Committee, Board and Membership meetings, giving appropriate notice of said meetings and shall have such other powers and duties as prescribed by the Board.

Section H.-G. The Treasurers

The Treasurer and Assistant Treasurer shall have the duties normally assigned to these positions.

1. The Treasurer shall be Chair of the Finance Committee and shall ensure that procedures are in place for the keeping of accurate accounts of all club assets received and disbursed and that such receipts and disbursements are properly transacted, that annual budgets are prepared and that financial reports are made to the Board.
2. The Treasurers shall be bonded by an institution legally recognized for the purpose by the State of Florida, and the cost of the bond shall be paid by the Club.
3. The accounts of the Treasurers shall be reviewed following the end of each fiscal year.
4. The Assistant Treasurer shall assume the position of Treasurer upon conclusion of the Treasurer's term.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section A. Coverage

Each Director and Officer of the Club now or hereafter serving as such shall be indemnified by the Club against any and all claims and liabilities to which such Director has or shall become subject by reason of any action alleged to have been taken, omitted or neglected by such Director or Officer, and the Club shall reimburse each such person for all legal expenses reasonably incurred by such Director or Officer in connection with any such claim or liability. No such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability, arising out of Director's own willful misconduct or gross negligence.

Section B. Compensation

The amount paid to every Officer or Director by way of indemnification shall not exceed such Director's or Officer's actual reasonable and necessary expenses incurred with the matter involved, and such additional amount as may be determined by a committee of not less than three (3) and no more than five (5) persons appointed by the Board of Directors. Any determination so made shall be prima facie evidence of the reasonableness of the amount determined.

Section C. Responsibility

The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Club may otherwise be entitled by law. The

Officers of the Club shall purchase and maintain reasonable amounts of insurance in order to provide the funds which may be necessary for the Club to provide said indemnification.

ARTICLE X

COMMITTEES

Section A. Standing Committees

Standing Committees are those necessary to fulfill the purpose of the Club. These include:

Executive Committee

The Executive Committee shall consist of the President, President-Elect, ~~Immediate Past President~~, Governance Chair, Vice Presidents, ~~Recording~~ Secretary, Treasurer and Assistant Treasurer.

1. The Executive Committee shall carry on the business of the Board between Board meetings, subject to the ratification of the Board.
2. A majority of the Executive Committee shall constitute a quorum.
3. The Executive Committee shall keep minutes and a copy thereof shall be furnished to the Board of Directors at or before the next succeeding meeting of the Board.

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 appointed by the President and four members to be proposed by the outgoing Governance Committee and elected by the membership at the ~~April-March~~ 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.

1. It shall have as its principal responsibility the recruitment, orientation, education and maintenance of the Board.
2. It shall recommend to the Board at least 30 days prior to the ~~April-March~~ General Membership Meeting and to the membership, in writing, at least 14 days prior to the ~~April-March~~ General Membership Meeting a list of candidates proposed as Directors and Officers for election by the membership at the ~~April~~ March General Membership Meeting having obtained consent from the nominees to serve.

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

~~The Finance Committee~~ shall be composed of the Treasurer, and Assistant Treasurer and three additional members.

1. The Finance Committee is responsible for developing and reviewing fiscal procedures, providing financial oversight, and recommending the annual budget to the Board for approval.

2. Any significant expenditure above the approved budget must be approved by the Board or Executive Committee.

3. The Finance Committee shall present the ~~board~~ Board- approved annual budget to the membership at the April General Membership Meeting.

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: House & Garden ~~tour~~ Tour Committee, Flower Show Committee, ~~Programs~~ Program/Education Committee ~~and Education Committee.~~

Section C. Special Committees

The Board of Directors shall establish special committees when deemed necessary. These committees shall be enumerated in the Standing Rules.

The chairs of Special Committees shall be elected as Directors and be voting members of that body.

1. If a need for a new committee arises, the Board of ~~Director~~ Directors may establish the committee and appoint a chair who may serve as a voting member of the Board until the next election. If the need for the committee still exists at that time, a chair shall be nominated by the Governance Committee to serve on the Board of Directors.

Section D. Past Presidents' Council

The Past Presidents' Council shall be composed of those members who have completed a full term as President of the Naples Garden Club.

1. Past Presidents' Council shall be self-governing.

2. It shall meet at least twice annually or as frequently as it determines.
3. It shall elect among its members a representative to the Board of Directors who shall have the full rights and responsibilities of that position, including a vote, and who shall serve for one year.

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~~ 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, unless associated with a program.

ARTICLE XII

FINANCIAL OBLIGATIONS

Section A. Annual Dues

The amount of annual dues shall be fixed by the Board and voted on by the membership.

Annual dues must be paid no later than May 31. Any member failing to pay by May 31 is subject to forfeiture of membership.

When such membership has been cancelled, written notice will be sent to the member. Upon extenuating circumstances, the Board of Directors may restore said membership.

Section B. Indebtedness

A member who is delinquent in paying any indebtedness to the Club shall be considered in arrears and is subject to removal from membership.

ARTICLE XIII

STANDING RULES

Standing Rules are those related to the details of the administration of the Club and may be adopted or changed without a change in Bylaws. These rules may be adopted by majority vote of the Board. Any Standing Rule which restricts members privileges or adds to members obligations and/or responsibilities must be approved by a majority of the members voting at any membership meeting of the Club.

ARTICLE XIV

DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to one or more organizations qualified as exempt under section 501c(3) of the Internal Revenue Code.

ARTICLE XV

AMENDMENTS

The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors subject to the approval of the general membership at any meeting thereof, provided notice of such proposed amendments shall have been given to all members in

writing no less than ten (10) days before the meeting.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Club business meeting where applicable and where not in conflict with these Bylaws.

Revised 1987, 2000, 2003 (to conform to Articles of Incorporation), 2011, 2012, 2014, 2016

~~*Approved by NGC Board of Directors February 24, 2014.*~~

~~*Revision approved Approved by NGC*~~

~~*Membership March 3, 2014*~~

~~*Revision approved Approved by NGC Membership April 11, 2*~~

STANDING RULES

DRAFT #3

Sondra Quinn

Past Presidents

Council Input &

Gov. Com. Final Input

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 February 15 until 5:00 PM March 15 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.~~
- d. ~~c.~~ On April 15 the Membership Chair will email or mail those who have not yet paid their dues, announcing that their dues are overdue and that they should include the late fee of \$25 with their \$100 dues payment.
- e. ~~d.~~ On May 15 the Membership Chair will email, telephone, and/or send a letter reminding the member that if dues are not paid within two weeks, the member will be considered to have resigned.
- f. ~~e.~~ On June 1 if the member has not paid his/her dues, he/she will be considered to have resigned and will be sent a letter by the Secretary to that effect.

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

- b. Directors who chair committees are expected to submit an electronic report to the President prior to each Board Meeting.
- c. 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.
- d. 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. Program/Education Committee will plan, develop, implement and evaluate membership programs and accompanying workshops; education classes, workshops and trips ~~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 planning, development, ~~and~~ implementation and evaluation of ~~the major fundraising events, including~~ the House & Garden Tour; acquire the tour houses and ~~other fundraising projects~~; identify potential sponsors 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~~ collaborate 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. will plan, develop, implement and evaluate membership programs and accompanying workshop programs that support the Club's mission.~~

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. ~~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.~~
~~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.~~

Facilities/Operations Committee will oversee scheduling and the use of the

- b. 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.

c. Hospitality/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~~ and oversee the hospitality for the House & Garden Tour and the Flower Show Preview Party.

- a. **d. 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

Ad Hoc Dues Committee. The Board

survey, and will determine its frequency.

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.

GARDEN CLUB OFFICE

Usage. All dates for use of the Naples Garden Club Office must be reserved

- g. through the Office Manager.
- h. Furniture and Equipment. No furniture or equipment or other property of Naples Garden Club may be removed without prior approval of the Facilities/
& Operations Chair.
- i. 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.

Items. Storing items that are not committee related and without permission of

- j. the Facilities/Operations Chair, is not permitted.

Awards and Books of Evidence. Naples Garden Club awards, yearbooks, and

- k. 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 NGC PFGC Awards Chair.

HOUSE & GARDEN CLUB TOUR SPECIAL CONSIDERATIONS

In recognition of the roles that designers, landscapers, architects and builders

- a. 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.

[Changes to SRs Approved by NGC Board of Directors March 29, 2016](#)
[Approved by NGC Board of Director](#)

DOCUMENT RETENTION AND DESTRUCTION POLICY

Purpose: In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, retrieval and destruction of documents received or created by Naples Garden Club in connection with the transaction of organization business.

Policy: This policy covers all records and documents, regardless of physical form, indicates how long certain documents should be kept, who is responsible for its maintenance of the documents, how documents are to be destroyed (unless under a legal hold) and by whom. The policy ensures compliance with federal and state laws and regulations.

Electronic Documents and Records: Electronic files will be treated as and follow the same retention and destruction guidelines as hard copy documents. The officer responsible for the maintenance and destruction of hard, electronic and archived materials is indicated in each category within Sub-statement I. Archived material will be maintained on a specific Naples Garden Club site. Backup and recovery methods are to be tested on a regular basis by each responsible officer.

Emergency Planning: Naples Garden Club's documents and financial files essential in maintaining the operation of Naples Garden Club during an emergency will be duplicated or backed up monthly and maintained off-site.

Document Retention: Naples Garden Club adheres to the document retention schedule as outlined in Sub-Statement I. Documents that are not specifically listed but fall within the same file category and type, will be retained for the appropriate period of time.

a. **Administration (Secretary)**

a. **Articles of Incorporation**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Retain on backup disk for permanent storage
- c. Archive copy in electronic file on internet

b. **Amended Bylaws**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Backup disk - retain permanently in fireproof file in office
- c. Archive copy on website
- d. Archive copy in current version in electronic file on internet

c. **Standing Rules**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Backup disk - retain permanently in fireproof file in office
- c. Archive copy on website
- d. Archive copy in current version in electronic file on internet

d. **Policies**

- a. Hard copy - Retain permanently with Minutes folder in fireproof files in office
- b. Backup disk- retain in current version in fireproof file in office
- c. Copy on website in current version
- d. Archive copy in current version in electronic file on internet

II. **IRS (Treasurer)**

a. **IRS Determination Letter and application for exemption**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Backup disk for permanent storage in fireproof file in office
- c. Archive copy in electronic file on internet

b. **Annual Registration Notice of Tax Exemption Status from the Department of Agriculture of the State of Florida**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Backup disk for permanent storage in fireproof file in office

- c. Archive copy in digital file on internet
- c. **Tax Returns - Form 990**
 - a. Hard copy – retain for seven years in fireproof file in office
 - b. Electronic copy - retain for seven years in fireproof file in office
 - c. Archive copy in digital file on internet

III. Financial Records (Assistant Treasurer)

a. **End of Year Report**

- a. Hard copy, retain permanently in fireproof file in office
- b. Electronic copy - retain permanently in fireproof file in office
- c. Archive copy in digital file on internet - retain permanently

b. **Computer QuickBooks**

- a. Accounts receivable ledgers and schedules –

- a. Retain ten years prior to current fiscal year

c. **Bank statements, canceled checks and related material**

- 1. Retain ten years prior to current fiscal year

d. **Deposit books, if not electronic**

- 1. Retain for one year

e. **Deposit books, if electronic**

- 1. Retain for three years prior to current fiscal year in digital file

f. **Audit reports**

- a. Hard copy - Retain permanently in fireproof file in office
- b. Electronic copy - retain permanently in fireproof file in office
- c. Archive copy in digital file on intern

g. **Grants made**

- a. Hard copy - Retain ten years in fireproof file in office after obligation is fulfilled
- b. Electronic copy - retain ten years in fireproof file in office after obligation is fulfilled
- c. Archive copy in digital file on internet

h. **Grants received (including applications)**

- a. Hard copy - Retain ten years in fireproof file in office after obligation is fulfilled
- b. Electronic copy - retain ten in fireproof file in office after obligation is fulfilled
- c. Archive copy in digital file on internet

i. **Purchase orders**

- 4. Hard copy - retain for 3 years
- 5. Electronic copy - retain for 3 years

IV. . Documents (Secretary)

1. Contacts and Letters of Agreement

- 1. Hard copy - retain for 10 years after expiration
- 2. Electronic copy - retain for 10 years in fireproof file in office after expiration
- 3. Archive copy in electronic file on internet

2. Leases

- 1. Hard copy - retain for 10 years after expiration
- 2. Electronic copy - retain for ten years after expiration in fireproof file in office
- 3. Archive copy in electronic file on internet

3. Trademark Applications

- 1. Hard copy - retain for ten years after expiration

2. Electronic copy - retain for ten years in fireproof file in office
3. Archive copy in electronic file on internet
4. Insurance Policies (Treasurer)
 1. Retain hard copies of policies for four years after expiration
 2. Electronic copy - retain for four years after expiration in fireproof file in office
 3. Archive copy in electronic file on internet

V. Correspondence*

A. President (person in office at time of creation and his/her successor)

1. Hard copy file -retain four years in file in possession
2. Archive copy in electronic file on internet

B. Committee Chairs ((person in office at time of creation and his/her successor)

1. Hard copy file -retain four years in file in possession
2. Archive copy in electronic file on internet

**Correspondence and documents are to be passed on to successors in hard copy files and digital format within one month of election or appointment of new officers, directors or committee chairs.*

VI. Board of Directors (Secretary)

A. Board Meeting Minutes

1. Hard copy, signed by secretary – retain permanently
2. Electronic copies saved and backed up – retain permanently

B. Board packets

1. Hard copy – retain in amended form for four year
2. Electronic copy – retain in amended form for four year
3. Archive copy - retain permanently

VII. Committees (Chairs)

A. Meeting Minutes

1. Hard copy- retain four years
2. Electronic copies - retain four years

B. Committee Member Lists

1. Hard copy- retain four years
2. Electronic copies - retain four years

C. Lists, plans, operational information, timetables,, invitations, timelines or any other tools necessary

1. Hard copy- retain four years
2. Electronic copies - retain four years

D. Printed brochures, schedules, invitations

1. Hard copy - retain permanently in fireproof file in office
2. Electronic copy--retain four years
3. Archive copy - retain permanently'

E. Donation records, 10 years

1. [Note: Donation records include a written agreement with the donor with regard to any contribution, an email communication or notes in which representations to the donor, with regard to the contribution, on which the donor may have relied in making the gift.]

VIII. Publications

A. Printed Directories (Secretary)

1. Hard copy - retain for ten year
2. Electronic copy - retain permanently in fireproof file in office
3. Archive copy - retain permanently

B. Trowel Prints (Communications Chair)

1. Hard Copy - retain permanently in library
2. Electronic copy - retain permanently in fireproof file in office
3. Archive copy - retain permanently

C. Press Releases (Communications Chair)

1. Electronic copy - retain four years
2. Archive copy - retain permanently

D. Logos (Communications Chair)

1. Electronic copy in all formats (jpeg, vector)-retain permanently
2. Archive copy - Retain permanently

E. Press clippings (Communications Chair)

1. Hard copy - retain 4 years
2. Electronic copy - retain 4 years
3. Archive copy - Retain permanently

F. Photos (Chairs)

1. Internet based account such as Picassa to which all photos are uploaded

Document Destruction: The officer indicated in Sub-statement I is responsible for the ongoing process of maintaining an inventory, reviewing and identifying records which have met the required retention period, and overseeing their destruction after notification to the Board one month prior to the scheduled destruction. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

Any items or documents containing confidential information, i.e. bank or credit card information, materials containing donor names, documents containing financial information, documents containing personal information such as social security number,

driver license number or financial information, be shredded at the end of their retention period.