

California Garden Clubs, Inc.
Minutes of the Pre-Convention Board Meeting
Wednesday, May 31, 2017
Embassy Suites Hotel, San Luis Obispo, California
Host: Montana De Oro District
President: Susan C. Bennett

President Sue Bennett called the meeting to order at 1:15 p.m.

The Recording Secretary was present and the Chair declared a quorum.

Recording Secretary Gail Vanderhorst moved on behalf of the Executive Committee to approve the appointments of Janet Eyre and Joelle Holford to the Circle of Poppies. **Motion Passed.**

Cascade District Director Kathy Bramhall led the Pledge of Allegiance.

Corresponding Secretary Carolyn Hoyum gave the Inspiration.

President Sue Bennett introduced the Executive Committee members and welcomed Janet Eyre to the Circle of Poppies.

Montana De Oro District Director Milly Benson welcomed us to San Luis Obispo.

Recording Secretary Gail Vanderhorst called the roll.

Excused: Beverly Brune, Anne Capes, Patricia Clayes, Rilla Crane, Joyce Dean, B.J. Doerfling, Helen Gates, Joelle Holford, Rosalie Hooper, Maryanne Lucas, Dorothy Roton, Hoberley Schuler, Julie West and Carlotta Wixon-Welker.

Parliamentarian Greg Pokorski reviewed the Rules of Order found on page 29 of the 2015-2016 *Yearbook, Manual & Roster* and adopted for the entire term.

Without objection the Winter Board Meeting Minutes from January 31-February 2, 2017 in Anderson, distributed by Communications Director Jane McKee for Recording Secretary Pro-Tem Greg Pokorski on March 10, 2017 were approved as corrected and posted on the CGCI website on March 17, 2017.

Without objection the Chair appointed the following committee to review the minutes of this meeting: Parliamentarian Greg Pokorski, Chairman, 2nd Vice-President Lynne Batchelor and 3rd Vice-President Martha Smyser.

Interim Treasurer George Perko read the Financial Report as of April 30, 2017.

Net Worth as of April 30, 2017

Total Cash in checking/Savings Accounts	\$124,501.55
Total Other Assets	<u>\$355,041.27</u>
TOTAL ASSETS:	<u>\$479,542.82</u>
Of which Restricted Funds are:	\$313,099.86
Cash Balance Available	<u>\$166,442.96</u>

See Attachment A.

Officer Reports

Parliamentarian Greg Pokorski clarified who is eligible to vote in this meeting and the differences between Board

and Convention Rules of Order and reminded the audience to be prepared for the election of the Nominating Committee in the next session.

Interim Treasurer George Perko reported change in accounting method and Proposed Restricted Guidelines.

Recording Secretary Gail Vanderhorst reported that the deadline to email and file reports is Monday, June 5, 2017.

Membership Administrative Assistant Rita Desilets reported for 2nd Vice-President Rilla Crane who was excused.

Number paid as of Thursday May 18, 2017

Clubs:	271 paid – 16,643 members
APS:	60 paid (2 pending ratification) – 3,968 members
Affiliates:	11 paid
Total:	342 Organizations; 20,611 members

Membership Administrative Assistant Rita Desilets moved to ratify the following APS's.

Santa Clara County Camelia Society (15 members); President: John Mendoza

Napa Valley Orchid Society (94 members); President: Karen Olson

Motion Passed.

Other Officer Reports were deferred to convention.

2017 Winter Board Meeting Co-Chairman Kathy Bramhall reported.

Executive Committee Recommendations

Recording Secretary Gail Vanderhorst, on behalf of the Executive Committee, moved to ratify or approve the following recommendations.

To accept with regret, the resignation of Carole Lung, as member of and Chairman of Nominating Committee.

To accept with regret, the resignation of Shane Looper a member of the Board of Trustees (2015-2020).

Motion Passed.

To ratify the appointment of Annie Hall Bosche as a member of the Nominating Committee.

To ratify the appointment of Carol Jauregui as a member of the Board of Trustees (2017-2020).

Motion Passed.

To accept the invitation from Buttes District to host the 2017 CGCI Fall Board Meeting, October 3 -5, 2017

Chairman: Ilene Herringer; Gold Country Casino and Lodge, Oroville.

To approve the 2017 Fall Board Meeting registration fee be \$60 and early registration fee postmarked by August 20, 2017 be \$35. **Motion Passed.**

To accept the invitation from Channel Islands District to host the 2018 CGCI Winter Board Meeting; dates January 30 – February 1, 2018 at the Palm Garden Hotel in Newbury Park (Thousand Oaks). Co-Chairmen: Lisa Cosand and Judy Doane. **Motion Passed.**

To remove Janice Wagner, Wildflower Conference Treasurer, as an authorized signer on the Events Bank of America checking account Line Code 10106. **Motion Passed.**

To approve the Independent Contractor Agreement for George Perko, CPA, MBA, to provide financial services to CGCI for the 2017- 2019 term. Monies to come from general funds line code 102 External Treasurer for \$3,600 per year. **Motion Passed.** See Attachment B.

To set the Liability Insurance rate for the 2018 - 2019 policy term, effective Feb. 15, 2018 as follows: \$1.50 per capita for member clubs and Associate Plant Societies and \$35.00 for each Additional Insured Certificate and a \$15 processing fee when requirements are sent in less than two weeks prior to event. No changes in other fees. **Motion Passed.**

To fund the Sequoia Green House Project and the Sequoia Water Supply Project by using funds from the Board Restricted Fund line code 31010 Reforestation & Restoration Project. **Motion Passed.**

Profits from the 3-year calendar sales for 2019 – 2021 will be split equally between Reforestation & Restoration (Board Restricted Fund line code 31010) and Rare Plant Treasure Hunt (Temporarily Restricted Fund line code 31521) Projects. **Motion Passed.**

That CGCI adopt the updated Restricted Funds Guidelines received from and recommend by the Board of Trustees in May 2017. **Motion Passed.** See Attachment C.

To approve \$30.00 payment of invoice from the California Secretary of State for renewal of the use of the CGCI Trademark/Logo. Monies to come from general funds, new line code 505 CGCI Trademark/Logo. **Motion Passed.**

To approve (change in accounting practices) the adoption of ASU 2016-14 for the 2016-17 fiscal year. The 3 existing classes of net assets (unrestricted, temporarily restricted, and permanently restricted) will now become two: Net assets without donor restrictions, and Net assets with donor restrictions. **Motion Passed.**

To approve the following Flower Show School Dates:

- February 23-25, 2018: Flower Show School, Course I
Sponsor: Ceres Garden Club, Contact: Berni Hendrix
- August 24-26, 2018: Flower Show School, Course II
Sponsor: Ceres Garden Club, Contact: Berni Hendrix
- Feb 22-24, 2019: Flower Show School, Course III
Sponsor: Ceres Garden Club, Contact: Berni Hendrix
- August 23-25, 2019: Flower Show School, Course IV
Sponsor: Ceres Garden Club, Contact: Berni Hendrix

Motion Passed.

Bylaws & Policy Committee Chairman Krystal Migliore moved, on behalf of the committee, to amend Standing Rule 107: After “for” and before “administrative” insert “reimbursement of administrative”; replace “; i.e.: postage, copying, office supplies, print cartridges, etc.” with “and for outreach activities on behalf of CGCI objectives.”

To Read:

Budgeted funds for officers, chairmen and district directors are for reimbursement of administrative expenses and for outreach activities on behalf of CGCI objectives. This excludes all expenses incurred in attending conventions and board meetings except for the president and president-elect.

Motion Passed by 2/3 Vote.

Corresponding Secretary Carolyn Hoyum moved to ratify the following Youth Group for the Youth Group Chairman:

Youth Group: Red Bluff Garden Club Inc., Cascade, YAC Bobie Hughes

Youth Group: Name: Sacramento River Discovery Center Youth; Juniors, 25

Motion Passed.

President-Elect Krystal Migliore read the first reading of the 2017-2019 President's Project Resolution.

There being no further business, the meeting was adjourned at 2:55 p.m.

Gail Vanderhorst _____ Date _____
CGCI Recording Secretary

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Accrual Basis

California Garden Clubs, Inc
Balance Sheet
As of April 30, 2017

	Apr 30, 17
ASSETS	
Current Assets	
Checking/Savings	
10100 · Cash in Checking Accounts	
10102a BofA CGCI Checking1028	29,206.54
10101 · BofA Business MMA 8324 .03%	81,720.24
10105 · Symposium BofA Checking 8298	7,372.14
10106 · Events BofA Checking 7947	6,202.63
Total 10100 · Cash in Checking Accounts	124,501.55
Total Checking/Savings	124,501.55
Total Current Assets	124,501.55
Other Assets	
18500 · US Bank CD7664 3/8/19 1.49%	101,442.63
18600 · US Bank CD3594 12/24/21 1.49%	95,595.11
19000 · CGCI Endowment	
19110 · Vanguard Endowment-CGCI	47,900.00
19150 · Allowance for Change FMV Vgd	9,600.14
Total 19000 · CGCI Endowment	57,500.14
19500 · Scholarship Endowment	
19610 · Vanguard Endowment-Scholarship	83,173.01
19650 · Allowance for Change FMV Vngd	17,330.38
Total 19500 · Scholarship Endowment	100,503.39
Total Other Assets	355,041.27
TOTAL ASSETS	479,542.82
LIABILITIES & EQUITY	
Equity	
30500 · Unrestricted Net Assets	
30700 · General Activities	
30701 · Available General Activities	113,492.44
Total 30700 · General Activities	113,492.44
31000 · Board Designated Net Assets	
31001 · Blue Star Memorial	3,843.43
31002 · Educational Schools	13,099.66
31007 · Honor Book	7,715.80
31009 · Liability Insurance	54,634.28
31010 · Reforestation Fund	10,034.09

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Accrual Basis

California Garden Clubs, Inc

Balance Sheet

As of April 30, 2017

	Apr 30, 17
31011 · Symposium	
31011-1 · Symposium Reserve	14,270.62
31011-2 · Symposium Checking	7,372.14
Total 31011 · Symposium	21,642.76
31012 · Wildflower Conference	
31012-1 · Wildflower Conf Reserve	11,930.68
31012-2 · Wildflower Conf Checking	2,202.63
Total 31012 · Wildflower Conference	14,133.31
31013 · Youth Fund	1,942.48
31015 · Scholarship frm GoldGrd Transfr	5,483.98
31016 · CGCI from GoldenGarden	10,000.00
Total 31000 · Board Designated Net Assets	142,529.79
Total 30500 · Unrestricted Net Assets	256,022.23
31500 · Temp Restricted Net Assets	
31501 · Awards	8,681.15
31503 · E. Miller Memorial Fund	3,250.00
31504 · H. Minor Memorial Fund	3,213.65
31509 · Judges Council	1,149.47
31511 · Presidents Projects	
31511C · 2015-17 President's Project	3,210.02
Total 31511 · Presidents Projects	3,210.02
31512 · Project Mission Blue	1,449.53
31513 · Scholarship Donations Life Mbr	7,288.00
31514 · Endowment Marketing & Publicity	841.91
31516 · Anza-Borrego Desert Project	831.49
31517 · Scholarship Endowment Income	10,938.88
31518 · Sempervirens Fund	1,185.00
31519 · California Consultants Council	5,089.96
31521 · Rare Plant Treasure Hunt	705.00
31522 · Stagecoach Hill Azalea Project	896.00
Total 31500 · Temp Restricted Net Assets	48,730.06
31800 · Perm Restricted Net Assets	
31805 · Endowment - CGCI	37,900.00
31806 · Endowment CGCI to Tnsf	196.00
31810 · Endowment -Scholarship	83,173.01
31811 · Endowment S/ship to Tnsf	571.00
Total 31800 · Perm Restricted Net Assets	121,840.01

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Accrual Basis

California Garden Clubs, Inc

Balance Sheet

As of April 30, 2017

	Apr 30, 17
32000 · Retained Earnings	23,919.73
Net Income	29,030.79
Total Equity	479,542.82
TOTAL LIABILITIES & EQUITY	479,542.82

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Accrual Basis

California Garden Clubs, Inc
Profit & Loss
 July 2016 through April 2017

	Jul '16 - Apr 17
Ordinary Income/Expense	
Income	
49900 · Uncategorized Income	0.03
5000 · Revenue	
5101 · Convention Profit	2,237.41
Total 5000 · Revenue	2,237.41
5200 · Dues	
5201 · Dues - Affiliates	400.00
5202 · Dues - APS	9,106.63
5203 · Dues - Clubs	47,234.00
Total 5200 · Dues	56,740.63
5401 · Group Exemption Fees	1,750.00
5601 · Interest	1,899.14
5700 · Membership	
5701 · Membership Banners	300.00
5703 · Member Award of Distinction	50.00
Total 5700 · Membership	350.00
5800 · Miscellaneous Income	
5801 · Bad Check Fees Reimbursements	12.00
5803 · 3 Year Calendars	873.95
Total 5800 · Miscellaneous Income	885.95
6001 · Scholarship - Transfer Funds	4,000.00
6101 · State Pins and Misc. Sales	518.00
6301 · Yearbook Sales	879.00
Total Income	69,260.16
Gross Profit	69,260.16
Expense	
transfer	0.00
100 · Administration Expense	
1001 · Yearbook Printing	4,114.73
101 · Auditor	5,000.00
201 · Directors & Officers Ins	1,865.00
301 · Dues - NGC	21,481.00
302 · Dues - NGC Youth	10.00
303 · Dues - Pacific Region	360.00

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Accrual Basis

California Garden Clubs, Inc
Profit & Loss
July 2016 through April 2017

	Jul '16 - Apr 17
401 · Crime Ins Package	
403 · Expenses-Administration	65.26
Total 401 · Crime Ins Package	65.26
402 · QuickBooks Premier 2010	599.95
500 · Filing Fees & Taxes	
501 · Attorney General	50.00
502 · Franchise Tax Board	0.00
503 · State Board of Equal	387.00
504 · Sec of State (5/31-even yrs)	20.00
Total 500 · Filing Fees & Taxes	457.00
801 · Vonage 888#	267.65
901 · Website	2,440.00
Total 100 · Administration Expense	36,660.59
1500 · Chairman Expenses	
1505 · Awards Finance	49.96
1520 · Flower Show Judges Credentials	76.50
1535 · Life Membership	52.40
1555 · Bees, Butterflies & Insects	75.00
1562 · PO Box Chairman	74.80
1567 · Donation Administrator	74.50
Total 1500 · Chairman Expenses	403.16
1600 · Chairman with Special Funding	
1601 · Awards	
1601.A · Awards Expense	58.32
1601.B · Awards Mailing/Postage	151.63
Total 1601 · Awards	209.95
1605 · Membership - 3rd VP	131.90
1606 · Smokey Bear Poster Contest	68.56
1607 · State Pins & Misc Sales (50%)	10.90
1608 · Yearbook (incl. distd & mail)	217.52
Total 1600 · Chairman with Special Funding	638.83

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Accrual Basis

California Garden Clubs, Inc
Profit & Loss
 July 2016 through April 2017

	Jul '16 - Apr 17
1700 · District Directors	
1702 · Bay Bridges	125.00
1703 · Bay Ocean	100.27
1705 · Cascade	70.77
1710 · Golden Foothills	125.00
1712 · Humboldt	59.20
1713 · Luther Burbank	112.29
1723 · Santa Clara Valley	60.68
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Total 1700 · District Directors	653.21
1800 · Membership Expense	
1801 · Membership Banners	224.15
1802 · Membership Cards (printing)	190.75
1805 · Zip Code Finder Services	99.95
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Total 1800 · Membership Expense	514.85
1900 · Officers Expenses	
1905 · President-CA Tvl & Office	3,168.97
1906 · President-NGC & Pac Region	2,085.66
1907 · Recording Secretary	75.00
1908 · Treasurer	248.11
1920 · Incoming President's Honorium	200.00
1921 · Outgoing President's Pin	450.00
1922 · President Elect Expenses	64.49
1923 · President Elect NGC & Pac Reg	726.00
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Total 1900 · Officers Expenses	7,018.23
2000 · Other Expenses	
3101 · Scholarship (2 at \$2000)	4,000.00
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Total 2000 · Other Expenses	4,000.00
4000 · Miscellaneous Expenses	
4002 · Bank Charges	
4002A · PayPal merchant charges	3.02
4002 · Bank Charges - Other	74.00
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Total 4002 · Bank Charges	77.02
4003 · Memorial Donations	200.00
4014 · Miscellaneous-Board Authorized	
4014L · Prior Period Expenses	412.98
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Total 4014 · Miscellaneous-Board Authorized	412.98

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Accrual Basis

California Garden Clubs, Inc
Profit & Loss
 July 2016 through April 2017

	Jul '16 - Apr 17
4015 · NGC Awards #20	100.00
Total 4000 · Miscellaneous Expenses	790.00
66900 · Reconciliation Discrepancies	0.00
Total Expense	50,678.87
Net Ordinary Income	18,581.29
Other Income/Expense	
Other Income	
7000 · Investment Income	
7001 · Investment Inc-Endowment CGCI	1,039.74
7002 · Investment Inc-Endowment S/Ship	1,824.78
Total 7000 · Investment Income	2,864.52
Total Other Income	2,864.52
Other Expense	
7500 · Investment Exp/(Gain)/Loss	
7501 · Investment(Gain)Loss-Endow CGCI	-3,018.63
7502 · Investment(Gain)Loss-Endow S/Sh	-4,566.35
Total 7500 · Investment Exp/(Gain)/Loss	-7,584.98
Total Other Expense	-7,584.98
Net Other Income	10,449.50
Net Income	29,030.79

Independent Contractor Agreement

This agreement is made between California Garden Clubs, Inc. ("Client") with a principal place of business at P.O. Box 75, Graton, CA 95444, and George Perko CPA, MBA ("Contractor"), with a principal place of business at 5980 Grizzly Peak Blvd., Oakland, CA 94611.

1. Services to Be Performed

Contractor agrees to perform the services of Treasurer and Financial Advisor as described in Exhibit A, which is attached to this Agreement. Services will be provided from July 1, 2017, through June 30, 2019, in accordance with terms in Section 13.

2. Payment

In consideration for the services to be performed by the Contractor, Client agrees to pay the Contractor at the following rate: \$300 per month, payable at the end of each month, beginning July 1, 2017. Contractor shall be paid within a reasonable time after Contractor submits an invoice to Client.

3. Expenses

Client shall reimburse Contractor for the following expenses that are attributable directly to work performed under this Agreement: banking supplies, postage, and office supplies currently recorded by Client under General Ledger code 1908 Treasurer. Annual total is projected to be \$400. Contractor shall submit an itemized statement supporting expense reimbursement in this category. Client shall pay Contractor within 30 days after receipt of the statement.

4. Vehicles and Equipment

Contractor will provide all vehicles and associated supplies related to attending Client meetings. Client will continue to pay for Quickbooks software (used exclusively by Client) and any Technical Support required.

5. Independent Contractor Status

Contractor is an independent contractor and shall not be deemed to be Client's employee. In its capacity as an independent contractor, Contractor agrees and represents, and Client agrees, as follows:

- Contractor has the right to perform services for others during the term of this Agreement.
- Contractor shall attend Client board meetings and the annual convention at times set by Client. Otherwise, Contractor has the right to control and direct the means, manner, and method by which services required by this Agreement will be performed. Contractor will also select the order in which the work is performed.
- The services required by this Agreement will be performed by the Contractor.
- Contractor shall not be required to devote full time to the performance of the services required by this Agreement.

Independent Contractor Agreement

6. Business Licenses, Permits, and Certificates

Contractor represents and warrants that Contractor will comply with all federal, state, and local laws regarding professional licenses, business permits, and certificates required to carry out the services to be performed under this Agreement.

7. State and Federal Taxes

Client will not:

- withhold FICA (Social Security and Medicare taxes) from Contractor's payments or make FICA payments on Contractor's behalf, or
- make state or federal unemployment compensation contributions on Contractor's behalf, or
- withhold state or federal income tax from Contractor's payments.

Contractor shall pay all taxes incurred while performing services under this Agreement- including all applicable income taxes and self-employment (Social Security) taxes. Upon demand, Contractor shall provide Client with proof that such payments have been made.

8. Fringe Benefits

Contractor understands Client does not have any employee pension, health, vacation pay, sick pay or other fringe benefit plans, and that he is not eligible to participate if such plans are created.

9. Unemployment Compensation

Client shall make no state or federal unemployment insurance compensation payments on behalf of Contractor. Contractor will not be entitled to these benefits in connection with work performed under this Agreement.

10. Workers' Compensation

Client shall not obtain workers' compensation insurance on behalf of Contractor.

11. Insurance

Client shall continue to maintain general liability and crime insurance such as it currently has covering its volunteers. Contractor will not obtain separate insurance covering these items since he is already a licensed CPA. Contractor will continue to personally maintain automobile liability insurance that would cover driving to Client meetings and other Client business.

12. Indemnification

Contractor shall indemnify and hold Client harmless from any loss or liability arising from performing services under this Agreement, within the statutes governing liability for certified public accountants.

13. Term of Agreement

This Agreement will become effective when signed by both parties and will terminate on the earlier of:

- the date Contractor completes the services of Treasurer, or
- the date a party terminates the Agreement as provided below.

Independent Contractor Agreement

14. Terminating the Agreement

With reasonable cause, either Client or Contractor may terminate this Agreement, effective immediately upon giving written notice. Reasonable cause includes:

- a material violation of this Agreement, or
- any act exposing the other party to liability to others for personal injury or property damage.

15. Exclusive Agreement

This is the entire Agreement between Contractor and Client.

16. Modifying the Agreement

This Agreement may be modified only by a writing signed by both parties.

17. Resolving Disputes

If a dispute arises under this Agreement, the parties agree to first try to resolve the dispute with the help of a mutually agreed-upon mediator in Alameda County, CA. Any costs and fees other than attorney fees associated with the mediation shall be shared equally by the parties. If it proves impossible to arrive at a mutually satisfactory solution through mediation, the parties agree to submit the dispute to a mutually agreed-upon arbitrator in Alameda County, CA. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction to do so. Costs of arbitration, including attorney fees, will be allocated by the arbitrator.

18. Confidentiality

Contractor acknowledges that it will be necessary for Client to disclose certain confidential and proprietary information to Contractor in order for Contractor to perform duties under this Agreement. Contractor acknowledges that disclosure to a third party or misuse of this proprietary or confidential information would irreparably harm Client. Accordingly, Contractor will not disclose or use, either during or after the term of this Agreement, any proprietary or confidential information of Client without Client's prior written permission except to the extent necessary to perform services on Client's behalf. Proprietary or confidential information includes:

- the written, printed, graphic, or electronically recorded materials furnished by Client for Contractor to use
- any written or tangible information stamped "confidential," proprietary," or with a similar legend, or any information that Client makes reasonable efforts to maintain the secrecy of
- business or marketing plans or strategies, customer lists, operating procedures, trade secrets, design formulas, know-how and processes, computer programs and inventories, discoveries and improvements of any kind, sales projections, and pricing information
- information belonging to customers and suppliers of Client about whom Contractor gained knowledge as a result of Contractor's services to Client, and
- information about awards that are meant to be a surprise.

Upon termination of Contractor's services to Client, or at Client's request, Contractor shall deliver to Client all materials in Contractor's possession related to Client's business.

Independent Contractor Agreement

19. Proprietary Information

A. The product of all work performed under this Agreement ("Work Product"), including without limitation, all notes, reports, documentation, drawings, computer programs, inventions, creations, works, devices, models, work-in-process and deliverables will be the sole property of the Client, and Contractor hereby assigns to the Client all right, title, and interest therein, including but not limited to all audiovisual, literary, moral rights and other copyrights, patent rights, trade secret rights and other proprietary rights therein. Contractor retains no right to use the Work Product and agrees not to challenge the validity of the Client's ownership in the Work Product.

B. The Client will be entitled to use Contractor's name and/or likeness use in advertising and other materials.

20. No Partnership

This Agreement does not create a partnership relationship. Contractor does not have authority to enter into contracts on Client's behalf.

21. Assignment and Delegation

Contractor may delegate certain portions of financial tasks associated with being Treasurer to personnel of Client with the advance approval of Client management. Examples include:

- Other Client personnel helping with deposit of cash receipts and writing of checks to pay warranted expenses during Contractor's absence abroad.
- The Group Tax Exemption Program Chairman directly contacting member clubs' personnel regarding compliance with federal and state tax requirements.

22. Applicable Law

This Agreement will be governed by California law, without giving effect to conflict of laws principles.

Signatures

Client: California Garden Clubs, Inc.

Contractor: George Perko CPA, MBA

Susan C. Bennett, President

Date

Independent Contractor Agreement

Attachment:

Exhibit A: Additional Description of Services to be Performed

1) Description of Treasurer' s Duties [*CG C J Year book, Manual & Roster, 2016-2017*, Bylaws, Page 85]:

Article V-Officers & Their Duties

Section 7. The treasurer shall: (a) receive all monies collected in the name of CGCI; (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts; c) administer CGCI funds as authorized by the board of directors; (d) sign all checks; (e) upon receipt of authorization from the financial secretary, issue checks for payment of bills; (t) upon receipt of authorization from the awards chairman issue checks to award winners; (g) prepare financial statements for the board of directors' meetings; and (h) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

2) Description of Financial Advisor Duties

This contactor advises on financial matters including Budget and Finance Committee and Board of Trustees.

CGCI Restricted Funds Guidelines Proposed 2017 Pre-Convention Board

Attachment C

<u>Fund Name</u>	<u>Balance on</u>	<u>Revenue</u>	<u>Disbursements</u>
Net Assets w/o Donor Restrictions	12/31/2016		
Blue Star Memorial (31001)	\$3,923.43	Donations	Grants available to assist purchasing a Blue Star Memorial Marker: \$100 Byway or \$350 Large Up to \$1200 @ \$200 each to refurbish markers (1/2003.) Chairman expenses in excess of CGCI Budgeted \$50.00 with approval of EC
Educational Schools (31002)	\$13,099.66 See new fund proposed	Combine various school funds + \$8000 from NGC. 2000 Conv	Grants of up to \$250.00 for FSS, LDS, GSS, and ESS schools, refreshers and conferences. If school is profitable, grants may be returned to the fund. FSS would exclude course #1 - see Helen Minor Fund (until depleted). FSS, LDS, GSS & ESS Chairman expenses in excess of CGCI Budgeted \$50 w/approval of EC
incl. ES, FSS, GS & LDS			
Honor Book (31007) (6/1999 Gold/Green Funds combined)	\$7,715.80	Donations	CGCI objectives with approval of board of directors. Chairman expenses in excess of CGCI Budgeted \$50 w/approval of EC. Smokey Bear Poster Contest Awards (\$125); CGCI Community Impact Award, \$150; CGCI Lifetime Service Award (\$100) Meal expenses for CGCI guests and speakers invited by the EC
Liability Insurance (31009)	\$ 62,744.26	Club Premiums Dividends (if any)	Pay Feb 15 Ins premium for clubs and APS. ALL Chairman expenses. D&O insurance premiums to be paid from Gen'l Fund & budgeted annually. Deposit Dividends, if any, to this fund.
Reforestation (31010)	\$ 10,034.09	Donations	\$5700 paid to Cleveland Nat'l Forest May 2009 - disbursed in \$5000 minimum amounts upon approval of Bd of Dir. \$500 paid Nov 2016 to Sempervirens Fund for CGCI sign repair
Symposium (31011-1)	\$ 14,270.62	Proceeds from Symposia	Chairman Expenses in excess of CGCI Budgeted \$50 w/approval of EC
Checking (31011-2)	\$ 7,372.14		\$500 be allocated to each Symposium to defray expenses. CGCI Operating account for Symposium
Wildflower Conference (31012-1)	\$ 11,930.68	Conference Proceeds	\$350 C-7 Award. Wildflower Project. Chairmans expenses in excess of CGCI Budgeted \$50 w/approval of EC. Net proceeds from Wildflower Conferences
Checking (31012-2)	\$780.00		CGCI Special Events Operating Account
Youth Fund (31013)	\$ 1,942.48	Donations	\$100 Youth Leader of Year Award. Combined Jr. Gardeners Fund (\$1000 bequest 5/1987, Adeline Walker estate), 2004 Youth Conference proceeds, and Youth Gardener Grants (\$2500 from NGC 2000 Convention).
Scholarship from GG Line code 31015	\$5,483.98 close 7-1-17	Golden Gardens	GG operating account closed & transferred to use for CGCI Scholarships approved by BOD Award 3 CGCI Scholarships 2017-18 Budget: two \$2,000 and one \$1,500 (+\$16.02 L/C 31513)
State Projects (NEW)	*\$8,000.00	\$8000 from NGC.	For special needs of new and/or continuing CGCI state projects (excluding President's Projects)

CGCI Restricted Funds Guidelines Proposed 2017 Pre-Convention Board

Line Code _____?		2000 Conv	Proposal to be reviewed by BOT with recommendation for approval to EC & Final approval by BOD.	
CGCI Endowment	\$40,000.00	\$30,000	from General Fund approved by BOD 02/2011	
Line Code _____?		\$10,000	from closing of Golden Gardens Operating Account. Approved by BOD 06/2015	
Scholarship Endowment	\$15,000.00	\$10,000	from General Fund approved by BOD 5/1990	
Line Code _____?		\$5,000	from NGC 2000 convention net proceeds	
Total Net Assets w/o				
Donor Restrictions		\$194,297.14		
		<u>Balance on</u>		
Fund Name		<u>12/31/2016</u>	<u>Revenue</u>	<u>Disbursements</u>
<u>Net Assets with Donor Restrictions</u>				
Awards (31501)		\$8,450.17	Donations	Cash Awards
Eleanor Miller (31503)		\$ 3,250.00	\$5000 from	Grant up to \$500 for course one in LDS or GSS. Budget for course one must accompany
(6/2004)			Estate	request to CGCI Educational Schools Finances Chairman.
Helen Minor (31504)		\$ 3,213.65	\$5000 memorial	Grant up to \$500 for FSS course one. Budget must accompany request to CGCI
(5/1998)			from Velma Cory	Educational Schools Finances Chairman.
CGCI Judges (31509)		\$ 1,149.47	Council Dues	CGCI Judges Council expenses
Council				
President's Projects			Donations	
2011-13 (31511A)				Signage at Sonoma State University's Native Plant Garden
2013-15 (31511B)				Habitat for Humanity \$250 Landscaping Grants
2015-17 (31511C)		\$2,118.21		Encouraging Future Gardeners Kits
2017-19 (31511D)				
Project Mission Blue		\$2,849.53	Donations	5 year State Project May 2011 - May 2016 with GGNPC. Phase II May 2016-May 2021
Line Code (31512)				Disbursed January & June to Golden Gate National Park Conservancy
Scholarships (31513)		\$ 5,800.00	LM Fee's &	Scholarship donations and Life Membership Fees to pay annual scholarships awarded
Donatons/Life Mbrs			Donations	
Endowment Publicity		\$841.91	donations	Used for marketing and publicity of both Endowment Funds
Line Code 31514				

CGCI Restricted Funds Guidelines Proposed 2017 Pre-Convention Board

Anza-Borrego DSP Line Code 31516		\$731.49	Donations	State project approved June 2012 by BOD to raise \$15,000 for irrigation replacement & plants Disbursed to ABDSP Foundation annually in June
Scholarship Endowment Income (31517)		\$5,744.88	Dividends	Vanguard Scholarship Endowment Dividend/Interest Income
Sempervirens Fund Line Code 31518		\$1,135.00	Donations	CGCI State Project since 1973 on behalf of Big Basin Redwoods State Park, Santa Cruz, CA Disbursed to Sempervirens Fund annually in June
California Consultants Council (31519)		\$5,119.96	Dues/Events	Combined Gardening & Landscape Councils into one Council for all consultants 6-7-2013
Rare Plant Treasure Hunt (31521)	Temporarily Restricted	\$705.00	Donations	5 year CGCI State Project June 2014 - June 2019 with California Native Plant Society Disbursed January & June to CNPS
Stagecoach Hill Azalea Project (31522)	Temporarily Restricted	\$1,699.00	Donations	Two-year state project May 2016 - December 2018 with Redwood Park Conservancy to raise \$6,000 for propagation of native azaleas. Disbursed January & June to RPC.
Endowment - CGCI Line Code 31805	Permanently Restricted	\$7,900.00	Donations	Permanently Restricted Endowment Fund - only interest can be used not principal NOTE: Plus CGCI Net Assets w/o Donor Restrictions \$40,000
Endowment - CGCI Waiting to Transfer Line Code 31806	Permanently Restricted	\$0.00	Donations	CGCI Endowment donations received waiting to transfer annually to Vanguard
Endowment - Scholarship Line Code 31810	Permanently Restricted	\$68,173.01	LM Fee's & Donations	Permanently Restricted Scholarship Endowment - only interest can be used not principal CGCI Scholarships: Robert Gordon \$2,000 & Immediate past President \$2000 NOTE: Plus CGCI Net Assets w/o Donor Restrictions \$15,000
Endowment-Scholarship Waiting to Transfer Line Code 31811	Permanently Restricted	\$500.00	Donations	Scholarship Endowment donations received waiting to transfer annually to Vanguard
Net Assets with Donor Restriction		\$119,381.28		
Total Restricted Net Assets		\$313,678.42		
				CLOSED RESTRICTED FUNDS
Board Designated Net Assets				

CGCI Restricted Funds Guidelines Proposed 2017 Pre-Convention Board

Golden Gardens	L/C 31006	\$0.00	Balance	Closed Operating account for Golden Gardens Publication - last issue was Spring 2013.
				\$10,000 to Permanently Restricted CGCI Endowment Fund & balance of \$9,483.98 to
				Board Designated Scholarship from GG (line code 31015). Approved by BOD June 2015.
Rattlesnake Canyon	L/C 31014	\$0.00	Donations	Money moved back into Reforestation Fund Line Code 31010. Approved by BOD June 2015.
Scholarship from GG	L/C 31015	\$0.00	Golden Gardens	GG operating account closed & transferred to use for CGCI Scholarships approved by BOD.
			transfer	Closed 7-1-2017
Temporarily Restricted Net Assets				
President's Projects			Donations	
2011-13	L/C 31511A	Closed		Signage at Sonoma State University's Native Plant Garden
2013-15	L/C 31511B	Closed		Habitat for Humanity \$250 Landscaping Grants
2015-17	L/C 31511C	Closing 6-30		Encouraging Future Gardeners Kits

California Garden Clubs, Inc.
Minutes of the 2017 Convention
Embassy Suites Hotel, San Luis Obispo, California
Wednesday, May 31 – Friday June 2, 2017
Host: Montana De Oro District
President Susan C. Bennett

Business Meeting #1

President Sue Bennett called the meeting to order at 3:35 p.m. on Wednesday, May 31.

The Recording Secretary was present.

Honor Book Chairman Deedee Speer led the NGC Conservation Pledge.

President Sue Bennett introduced the 2015-2017 Executive Committee and welcomed the former CGCI presidents in attendance: Mary Lou Goodwin (1991-1993), Robert Gordon (2003-2005), Elisabeth Tufo (2005-2007), Robin Pokorski (2007-2009) and Rita Desilets (2013-2015).

President Sue Bennett honored the Circle of Poppies members in attendance: Myrtle Findley, Joan Craig and Janet Eyre.

President Sue Bennett acknowledged those members serving on the 2015-2017 National Garden Clubs Board of Directors and Robin Pokorski, serving as an NGC Officer (Corresponding Secretary). President Sue Bennett announced that CGCI has two members serving as Officers on the 2017-2019 NGC Board of Directors: Corresponding Secretary Robin Pokorski and Historian Shane Looper.

Those members serving on the 2015-2017 Pacific Region Garden Clubs, Inc. Board of Directors were acknowledged.

Credentials Chairman Greg Pokorski gave the initial credentials report with a total voting strength of 108 and moved its adoption. **Motion Passed.**

The Chair declared a quorum.

Registrar Robin Pokorski gave the initial registration report with total registration of 190.

Parliamentarian Greg Pokorski read the Convention Rules of Order and moved their adoption. **Motion Passed.**

2017 Convention Chairman Bob Gordon moved to adopt the Convention Program as updated and corrected. **Motion Passed.**

President Sue Bennett thanked the Montana De Oro District for hosting the 2017 Convention.

Without objection, President Sue Bennett appointed the following committee to approve the minutes of this meeting: Greg Pokorski, Chairman, Lynne Batchelor and Martha Smyser.

President Sue Bennett announced that the 2016 Convention Minutes were approved at the 2016 Fall Board Meeting.

Financial Report

Interim Treasurer George Perko reported total assets of \$479,542.82, with a cash balance available of \$166,442.96.

Officers' Reports

Parliamentarian Greg Pokorski reported. See Attachment A.

Communications Director Jane McKee reported. See Attachment A.

Interim Treasurer George Perko reported on change in accounting method and newly adopted revised Restricted Fund Guidelines.

Interim Financial Secretary Launa Gould reported.

Corresponding Secretary Carolyn Hoyum read a thank you from Sempervirens Fund for a donation of \$1000.00 and two additional notes.

Recording Secretary Gail Vanderhorst reported that the deadline for reports to be emailed is Monday, June 5, 2017.

3rd Vice President Lynne Batchelor reported on awards. See Attachment A.

Membership Administrative Assistant Rita Desilets deferred her report for 2nd Vice President Rilla Crane to the next business meeting.

President-Elect Krystal Migliore deferred her report to the next business meeting.

President Sue Bennett deferred her report to the next business meeting.

Election of Officers

Recording Secretary Gail Vanderhorst read the Bylaws (Article VI, Section 1. (c) 1-5) Nominations and Elections on page 86 of the *Yearbook, Manual & Roster*.

Nominating Committee Chairman Rita Desilets read the slate of proposed officers for the 2017-2019 term of office.

1st Vice President – Charlene Looper

2nd Vice President – Lynne Batchelor

3rd Vice President – Martha Smyser

Recording Secretary – Gail Vanderhorst

Corresponding Secretary – Marlene Kinney

Financial Secretary – Launa Gould

Treasurer – George Perko

Communications Director – Jane McKee

President Sue Bennett announced the Election Board appointments from the 2017 Winter Board Meeting as required by Article VI Sec. 1 (c) Elections 3. on page 86 of the 2016-2017 *Yearbook, Manual & Roster*.

Chairman – Robin Pokorski

Teller #1 – Rita Desilets

Teller #2 – Alexis Slafer

Clerk – George Perko

Judge – Greg Pokorski

President Sue Bennett asked for nominations from the floor for the above offices and there being none for any office, declared nominations closed for each office.

President Sue Bennett reported the Bylaws Article VI, Section 1 (c) 4. states that if there is only candidate for each office, the election shall be held by voice vote. The vote was cast by voting cards.

Palomar District Director George Speer moved to elect the entire slate by one vote. **Motion Passed.**

President Sue Bennett presented the entire slate for election. **Motion Passed.**

The following nominees were elected:

1st Vice President – Charlene Looper

2nd Vice President – Lynne Batchelor

3rd Vice President – Martha Smyser

Recording Secretary – Gail Vanderhorst

Corresponding Secretary – Marlene Kinney

Financial Secretary – Launa Gould

Treasurer – George Perko

Communications Director – Jane McGee

These officers will serve with Krystal Migliore who now serves as President-Elect and will serve as President for the 2017-2019 term of office.

Election of Nominating Committee

Recording Secretary Gail Vanderhorst read the Bylaws (Article VI, Section 2) regarding election of the Nominating Committee for the 2017-2019 term.

President Sue Bennett announced that members from these districts are ineligible to serve on the 2017-2019 Nominating Committee: Buttes, Channel Islands, Desert Empire, Golden Foothills, Orange County, Santa Clara Valley and Valley Lode.

The following were nominated:

Sue Bennett, Sacramento River Valley District

Milly Benson, Montana De Oro District

Carolyn Hoyum, Cascade District

Marlene Kinney, Diablo Foothills District

Brenda Leal, Sequoia Foothills District

Bonnie Smith, Bay Bridges District

Kathy Taylor de Murillo, Palomar District

President-Elect Krystal Migliore moved to close nominations. **Motion Passed.**

Registrar Robin Pokorski moved to elect the above nominees to the 2017-2019 Nominating Committee. **Motion Passed.**

Memorial Service

Member Award of Distinction Chairman Mike Gould and Interim Financial Secretary Launa Gould conducted a Memorial Service.

The meeting was recessed at 5:20 p.m. Wednesday, May 31, 2017.

Business Meeting #2

The meeting was reconvened at 9:46 a.m. Thursday, June 1, 2017.

Credentials Chairman Greg Pokorski gave the interim credentials report with a voting strength of 111 and moved for its adoption. **Motion passed.**

Registrar Robin Pokorski gave the interim registration report with total registration of 190.

Price Sheppy, from the Golden Gate National Parks Conservancy updated the members on Project Mission Blue Phase 2.

Officers' Reports (continued)

Membership Administrative Assistant Rita Desilets reported for 2nd Vice President Rilla Crane.

Membership:

Number paid as of Thursday, May 18, 2017

Clubs 271 paid – 16,643 members

APS: 60 paid (2 pending ratification) – 3.968 members

Affiliates: 11 paid

Total: 342 organizations; 20,611 members

President-Elect Krystal Migliore reported on Board Meetings and Conventions.

President Sue Bennett reported. See Attachment A.

CGCI and NGC Leadership Chairman Robin Pokorski presented a PowerPoint invitation to the 2018 NGC Convention in Philadelphia.

Timekeeper Jeanne Desilets was introduced and gave the time allotted (five minutes) for giving reports.

Committee Reports

Awards Co-Chairman Lynne Batchelor reported on the distribution of Awards.

Awards Co-Chairman Robert Gordon reported on the work of and dissolution of the Awards Task Force Committee.

Bylaws and Policy Committee Chairman Krystal Migliore reported and moved on behalf of the Bylaws & Policy Committee to adopt the following bylaws amendments as recommended by the Board of Directors at the Winter Board Meeting and as recommended by the Executive Committee.

1) ARTICLE V (page 85)

Now Reads:

Sec. 6. The financial secretary shall: (a) issue authorization, using the warrant system, to the treasurer for all budgeted expenses, transfers of funds, and for payment of all bills authorized by the board of directors; **Amend by** moving “using the warrant system” up to after “(a)” and before “issue authorization”, delete comma after “issue authorization”, deleting the word “budgeted”, and after “transfer of funds,” insert “payment of awards,” No change to remaining sections.

To read:

Sec. 6. The financial secretary shall: (a) using the warrant system, issue authorization to the treasurer for all expenses, transfers of funds, payment of awards, and for payment of all bills authorized by the board of directors;

Rationale:

Only the financial secretary authorizes issuing checks via the warrant system. The awards chairman needs to go through the financial secretary to follow procedures established between the financial secretary and treasurer as part of CGCI's checks and balances. No individual has authorization to go directly to the treasurer requesting checks be issued without first requesting payment through the financial secretary to issue a warrant to the treasurer authorizing the transaction.

Motion Passed.

2) ARTICLE V (page 85)

Now Reads:

Sec. 7. The treasurer shall: (a) receive all monies collected in the name of CGCI; (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts; (c) administer CGCI funds as authorized by the board of directors; (d) sign all checks; (e) upon receipt of authorization from the financial secretary, issue checks for payment of bills; (f) upon receipt of authorization from the awards chairman issue checks to award winners; (g) prepare financial statements for the board of directors' meetings; and (h) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

Amend by inserting text from e) “upon receipt of authorization from the financial secretary, issue checks for payment of bills” to beginning of existing “(d)” and before “sign all checks;” thus deleting “e”, and before “sign all

checks;" insert "and to award winners; transfer funds;" and delete "f)" upon receipt of authorization from the awards chairman issue checks to award winners;". Then renumber (g) and (h).

To read:

ARTICLE V

Sec. 7. The treasurer shall: (a) receive all monies collected in the name of CGCI; (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts; (c) administer CGCI funds as authorized by the board of directors; (d) upon receipt of authorization from the financial secretary, issue checks for payment of bills and to award winners; transfer funds; and sign all checks; (e) prepare financial statements for the board of directors' meetings; and (f) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

Rationale:

To conform with changes recommended for #1.

Motion Passed.

3) New Article XVI – CIRCLE OF POPPIES

To read:

The Circle of Poppies was established in 2005 to honor those who have given extraordinary length of service to CGCI. Membership requires recommendation by the Executive Committee and approval by the Board of Directors which may occur at any meeting.

Membership confers a permanent ex officio position on the Board of Directors which includes all privileges, voting, making motions and holding positions but without the obligation of attendance. A member of the Circle of Poppies is not counted in determining the number required for a quorum or whether a quorum is present at a meeting, unless they also hold another position on the Board of Directors.

Current articles XVI, XVII, XVIII, and XIX to be renumbered. (pages 91 and 92)

Rationale: To define Circle of Poppies in the bylaws and eliminate negative impact on quorum when Circle members do not attend meetings.

Motion Passed.

4) ARTICLE VII - BOARD OF DIRECTORS (page 87)

Contingent upon approval of New Article XVI – CIRCLE OF POPPIES.

Now reads:

Sec. 1. Composition of the board of directors shall be: (a) officers; (b) district directors; (c) members of the nominating committee; (d) members of the board of trustees; (e) members of the advisory council; (f) members of the bylaws committee; (g) members of the Circle of Poppies; (h) editor and members of the *Golden Gardens eNews* committee; and (i) all committee chairmen. All board members except members of the advisory council and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a quorum. No member shall be entitled to more than one vote.

Amend by inserting "(ex officio)" after "(g) members of the Circle of Poppies" delete "(h) editor and members of the Golden Gardens eNews committee;" and renumber (i) to (h).

To read:

ARTICLE VII - BOARD OF DIRECTORS

Sec. 1. Composition of the board of directors shall be: (a) officers; (b) district directors; (c) members of the nominating committee; (d) members of the board of trustees; (e) members of the advisory council; (f) members of the bylaws committee; (g) members of the Circle of Poppies (ex officio); and (h) all committee chairmen. All board members except members of the advisory council and the Circle of Poppies shall hold membership in a member garden club. One-third shall constitute a quorum. No member shall be entitled to more than one vote.

Rationale: Same as #3. and Golden Gardens eNews does not have a committee.

Motion Passed.

5) Article XII (pages 90-91)

Now Reads:

Sec. 10. Accounts of the financial secretary and treasurer shall be reviewed annually at close of fiscal year by a certified public accountant approved by the board of directors. This review report shall be presented for action at

the fall board meeting. A special review may be ordered by executive committee in the event of a vacancy in a financial office.

Amend by replacing “A special review may” with “An internal audit or external review shall” in the last sentence. Replace the “.” With a “,” “in a financial office.” then add “that report to be presented for action at the next meeting of the board of directors”.

To Read:

Sec. 10. Accounts of the financial secretary and treasurer shall be reviewed annually at close of fiscal year by a certified public accountant approved by the board of directors. This review report shall be presented for action at the fall board meeting. An internal audit or external review shall be ordered by the executive committee in the event of a vacancy in a financial office, that report to be presented for action at the next meeting of the board of directors.

Rationale: Should a vacancy occur in the office of financial secretary or treasurer, the records shall be reviewed versus may (or may not). The executive committee shall choose to order either an internal auditor an external review. In making the decision the executive committee may consider the situation and the costs involved. This assures the new financial officer and the board of directors that the new officer may start at any point in the term, and be confident of the balances to that point.

Motion Passed.

6) ARTICLE IV (page84-85)

Now Reads:

Sec. 3. All dues are payable on July 1 and delinquent on October1. Dues shall be payable to CGCI and mailed to the membership chairman who shall transfer the funds promptly to the treasurer.

(a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents (\$2.75) per capita, which shall include dues to NGC.

(b) The per capita dues of any new club or associate plant society shall accompany application for membership. Clubs or associate plant societies shall forward dues periodically for additional members joining after July1 to the membership chairman (c) Affiliates shall pay annual dues of fifty dollars (\$50.00) regardless of size.

(d) New clubs associate plant societies and affiliates joining CGCI between January 1 and June 30 shall pay one half of the annual dues for the period up to June 30. They shall be ratified at the winter board meeting or the pre-convention meeting and shall be entitled to representation at the convention.

Amend by moving the first sentence “The per capita dues of any new club or associate plant society shall accompany application for membership. “from beginning of (b) and inserting at the beginning of (d) and before “New Clubs, associate plant societies”. No changes to remaining sections.

To Read:

Sec. 3. All dues are payable on July 1 and delinquent on October1. Dues shall be payable to CGCI and mailed to the membership chairman who shall transfer the funds promptly to the treasurer.

(a) Garden clubs and associate plant societies shall pay annual dues of two dollars seventy-five cents (\$2.75) per capita, which shall include dues to NGC.

(b) Clubs or associate plant societies shall forward dues periodically for additional members joining after July1 to the membership chairman.

(c) Affiliates shall pay annual dues of fifty dollars (\$50.00) regardless of size.

(d) The per capita dues of any new club or associate plant society shall accompany application for membership. New clubs, associate plant societies and affiliates joining CGCI between January 1 and June 30 shall pay one half of the annual dues for the period up to June 30.They shall be ratified at the winter board meeting or the pre-convention meeting and shall be entitled to representation at the convention.

Rationale: Since the first sentence pertains to new clubs or associate plant societies, when referring to clubs and associate plant societies in the second sentence it may be assumed that this also pertains to only new clubs or associate plant societies. This may be why the number of clubs and associate plant societies paying for additional member dues has declined when we went to periodic dues.

Motion Passed.

Group Tax Exemption Program Chairman Krystal Migliore reported.

Exploratory Organization Study Committee Chairman Shane Looper reported that they are working on procedures for committee members.

Scholarships Chairman Martha Smyser reported and announced 2017 CGCI and NGC scholarship winners:
Benjamin Reed Brown – NGC Ellamae Fehrer Scholarship
Jennifer D. Yuzon – CGCI Robert L. Gordon Scholarship
Gage Willey – CGCI Rita M. Desilets Scholarship

Yearbook, Manual & Roster Chairman Elisabeth Tufo reported and moved to publish a trial two-year *Yearbook, Manual & Roster* for the upcoming term, 2017-2019. **Motion Passed.**

Executive Committee Recommendations approved by the Board of Directors at the Pre-Convention Board Meeting were read to the convention body.

The meeting was recessed Thursday, June 1, 2017 at 11:52 a.m.

Business Meeting #3

The meeting was reconvened Friday, June 2, 2017 at 8:30 a.m.

Credentials Chairman Greg Pokorski gave the interim credentials report with a voting strength of 116 and moved for its adoption. **Motion Passed.**

Registrar Robin Pokorski gave the interim registration report with total registration of 190.

2017 Convention Chairman Robert Gordon reported for Life Memberships Chairman Carlotta Wixon-Welker and moved for the ratification of the new Life Memberships:

California Garden Clubs Inc. – 17

Pacific Region Garden Clubs – 1

National Garden Clubs Inc. – 3

Motion Passed. See Attachment B.

Special Projects

NGC President's Project – Leap into Leadership Chairman Robin Pokorski reported.

President Sue Bennett reported on her project – Growing Minds, Planting Seeds.

Chairmen Coordinator Robert Gordon introduced those chairmen who reported. See Attachment B.

Yearbook, Manual & Roster Chairman Elisabeth Tufo moved to take some funding (around \$1000.00) from the Honor Book Fund to move to the Reforestation and Restoration line code (to fund the pending Reforestation and Restoration Project). **Motion Passed.**

District Director Coordinator Robin Pokorski introduced those directors who reported. See Attachment C.

Parliamentarian Greg Pokorski reported that we are aware that we cannot comply with Bylaws Article XI, Section 1 (page 89) – place and date of the next convention to be approved by the voting membership because the hotel contract is still in negotiation. Convention will be in Valley Lode District at about this same time next year.

The meeting was recessed at 12:05 p.m.

The meeting was reconvened at 7:10 p.m.

Credentials Chairman Greg Pokorski gave the final credentials report of 117 voting members and moved for its adoption. **Motion Passed.**

Registrar Robin Pokorski gave the final registration report with total registration of 190.

President Sue Bennett thanked the staff at the Embassy Suites Hotel for their service.

Courtesy Resolution Chairman Joan Craig read the Courtesy Resolution and moved its adoption. **Motion Passed.** See Attachment D.

The meeting was adjourned at 9:20 p.m. Sine Die.

Gail Vanderhorst _____ Date _____
CGCI Recording Secretary

Attachment A, 86th Convention Minutes Officers' Reports

Parliamentarian, Greg Pokorski

Since Winter Board Meeting, this officer has reviewed the minutes of that meeting, worked with the president and president-elect on agendas for this convention, reviewed and updated convention and board meeting rules of order, participated in the work of the Bylaws and Policy Committee, given advice to the Nominating Committee and responded to inquiries and requests from several garden clubs.

This officer also served as convention credentials chairman and thanks those club presidents who responded to the request sent to with the call to convention to submit credentials forms in all cases where presidents, their alternates and/or club delegates were planning to attend convention. The result was better than last year when 29 forms were submitted. This year 36 forms were submitted, most without prodding, and several were received based on this officer's follow-up outreach to clubs. Remember that club members cannot just designate themselves as delegates. They must be elected or appointed to represent the club and the club must formally inform us of this information in order for these club representatives to have voting privileges.

It is troubling that only 36 clubs from 18 districts are represented. Our challenge is to generate more interest, enthusiasm and participation.

Parliamentary procedure is a continual learning process. This officer will lead a parliamentary workshop tomorrow morning at 8:00 a.m. Your questions were solicited with the call. Only two were received, but bring them tomorrow and we'll try to de-mystify parliamentary procedure.

It has been an honor and a pleasure to serve CGCI and President Sue this term and I will have the same role in the new administration.

Communications Director, Jane McKee

The CGCI PayPal account was established and became effective in mid-March. To date we have received four (4) donations via this account for a total of \$1350. One club used the opportunity to donate to five (5) projects!

Membership information and dues: The reminder to submit an Annual Contact Information Form and dues for the coming year has been sent to all club and APS presidents. The forms are starting to arrive and this officer will work with the new Membership Chairman, providing training in Salesforce and all related topics.

Forms:

A new Board of Directors Contact Information Form was created at the request of the President-elect. The form will be used to confirm or update the data for all board members. It is found under Forms and under About CGCI/Board of Directors

A new Penny Pines webform has been created to replace the paper notification form mailed to the CGCI Chairman. Effective July 1 clubs will be asked to use the new form. The form can be printed to be mailed with check to the Forest Service. The notification to the CGCI Chairman will be submitted electronically and will go directly to that chairman eliminating the need for mailing. The webform will also generate a spreadsheet that should simplify creating the monthly report.

Recent email "spoofs": It appears that everyone on the board received the fake email asking for funds to be transferred to an unnamed vendor. A reminder that any message referencing transfer of money is bogus. CGCI never pays bills via "wire" or "bank" transfer. If anyone receives such a message, ignore and delete it. It isn't necessary to alert CGCI officers upon receipt of this type of email.

3rd Vice President, Lynne Batchelor

A huge thank you to the following who ensured the success of the awards program: Bob Gordon, awards committee (Sue Bennett, Jane McKee, Pat Clayes, Charlotte Tucker, Art Loesch, Nancy Lee Loesch), Elisabeth Tufo (finances), Robin Pokorski (certificates), awards task force (Jane McKee, Bob Gordon, Charlotte Tucker, Carolyn Hoyum), Judges, donors, and members who participated/applied for awards.

Our goal was to revamp the awards program to: eliminate/combine awards which had no/few submissions, increase the money awarded, simplify the application process, revise/standardize evaluations. These improvements appear in the new awards manual.

Visit the awards room for program ideas and examples of how to write winning submissions.

President, Sue Bennett

Pacific Region update:

Pacific Region is now called Pacific Region Garden Clubs, Inc. With donations from members it has filed for Group Tax Exemption and obtained its own EIN.

Pacific Region 2018 Convention will be April 6 – 9, Alaska

Peggy Olin Director, Theme: “Spreading your Butterfly Wings to Fly Sharing your Knowledge of Gardening”

National Garden Clubs, Inc update:

I attended the NGC Convention in Virginia.

We now have a new President, Nancy Hargroves, with a Theme: “Plant America.”

Wonderful Speakers

NABA Update; I read the first paragraph from the letter Julie West sent; stating, due to illness it will come to an end May 31, 2017.

President's Project: Thank you for your donations to the CGCI President's Project. With a goal of \$14,000 and distribution of 14,000 Kits (what women doesn't like 14K), I am happy to say donations are \$16,000+ as of May 23. And press coverage that brought attention to CGCI not only throughout the state but nationwide. The article was featured in the Sacramento Bee, the fifth largest newspaper in CA; along with other newspapers throughout the state. The article also ran in the Boston Tribune and a local paper in Erie, PA to mention a few. Helped raise over \$2,000 and brought in 4,000 kits. Thus, making total kits distributed just shy of 12,000. Thank YOU!

Attachment B, 86th Convention Minutes Chairmen Reports

Administrative Assistant, Rita Desilets

271 clubs with 16,643 members

60 Associate Plant Societies with 3,968 members

11 Affiliates

For a total of 20,611 members.

The following Associate Plant Societies were ratified:

Napa Valley Orchid Society, 94 members, President: Karen Olson

Santa Clara County Camellia Society, 15 members, President: John Mendoza

Flower Show Awards, Patricia Clayes

During the 2016 Awards Year, 8 NGC standard flower shows; 2 NGC small standard flower shows; 1 CGCI all horticulture show; and 1 CGCI table setting competition were registered. Other flower shows which were not registered with this Chairman took place: NGC/CGCI shows; non-NGC/CGCI shows; shows in which CGCI clubs held in conjunction with plant societies, etc. As of this date, 7 NGC standard flower shows; 2 NGC small standard flower shows; and 1 CGCI table setting competition have been registered for the 2017 Awards Year.

Gardening Study Schools, Greg Pokorski

The name of this school was changed at the recent NGC convention from Gardening Study to Gardening School. The only opportunity to refresh this year is the Long Beach Tri-Refresher, October 27-28. We need a Gardening School – a great opportunity for a club/district project to provide education to members and the public. This year NGC has designated National Consultants Day to be observed on any day of National Garden Week – a day to recognize and thank NGC Consultants for completing schools and sharing the knowledge gained. See information in *The Council Thymes*, *Golden Gardens eNews*, *Keeping in Touch*, *The National Gardener* and *WACONIAH*.

Home Grown, Myrtle Findley

Processed or Unprocessed.....This chairman is here to help garden club members, and gardeners to understand the importance of FOOD AS GROWN. More and more information is being published regarding processed food and what the contents of a lot of produce on sale in markets contain.

Then, there is the plant itself. Who grew it? What was added to soil....the seed....the feed....what was the plant fed while it grew?

In our own garden we can control the soil, the water, the feeding.

Let us be growing food in our gardens: fruits, nuts, vegetables, and berries. Every year add something new to eat from your very own garden! You are what you eat.

Honor Book, Deedee Speer

Since the last Convention in 2016 this chairman has not received any donations for the Honor Book. Last year we made a Board and set it up telling about the Honor Book plus this chairman printed up handouts for the Directors, Chairmen and Board members and put them in their mailboxes. This chairman intended on ordering acknowledgement cards and thank you cards for donations but didn't. Thank you for letting me serve as Honor Book Chairman.

Landscape Design Schools, Alexis Slafer

This Chair is pleased to report that a Tri-refresher – "Reimagining The Existing Garden" -- sponsored by the Long Beach Garden Club, Costa Verde District will be held on October 27-28, 2017. Please check with this Chair regarding questions concerning your credentials.

Our Landscape Design Consultants are great resources that can participate in your local clubs or districts as speakers. Please don't forget them!

This Chair is available and eager to assist clubs and districts with sponsoring a new Landscape Design School.

Life Memberships, Carlotta Wixon-Welker

The following new life members were ratified at this meeting:

CGCI

Goldberg, Bonnie	Long Beach GC	Costa Verde District
Moore, Chey	Petaluma GC	Luther Burbank District
Allyn, Robyn	Toluca Lake GC	San Fernando Valley District
Howard, Leslie	Atherton GC	Bay Ocean District
Welsh, Madeline	Santa Rosa GC	Luther Burbank District
Aldrich, Mary	Santa Rosa GC	Luther Burbank District
Verdugo, Mavany Calac	Dos Valles GC	Palomar District
Compton, Nancy	River Valley GC	Sacramento River Valley District
Ecker, Rosemary	Southern California GC	San Fernando Valley District
Vallens, Harriet	Southern California GC	San Fernando Valley District
Proett, Jim	San Clemente GC	Orange County District
Weej Baggaley	San Clemente GC	Orange County District
Lana Doyle	San Clemente GC	Orange County District
Darling, Barbara	Petaluma GC	Luther Burbank District
Masseling, Elise	Huntington Harbour GC	Orange County District
Migliore, Krystal	Lake Oroville Area GC	Buttes District
Blair, Beth	Organic GC of Sac. Cty.	Golden Foothills District
Doane, Judy	Westlake Village GC	Channel Islands District

Pacific Region

Hoskins, Dee	Conejo Valley GC	Channel Islands District
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National Garden Clubs, Inc.

Wagner, Janice	Oasis GC of IWW	Desert Empire District
Aguilar, Karen	Southern California GC	San Fernando Valley District
Crail, Jean	West Valley GC	San Fernando Valley District

Nominating Committee, Rita Desilets

The current members of the 2015-2017 Nominating Committee are as follows:

Janet Eyre	Desert Empire District
Myrtle Findley.....	Golden Foothills District
Carol Jauregui.....	Buttes District
Rosa Raddichi.....	Santa Clara Valley District
Bob Taylor.....	Valley Lode District
Annie Hall Bosché.....	Orange County District

The Committee is proud to present the following slate of officers for the 2017-2019 term.

Communications Director-Jane McKee

Treasurer-George Perko

Financial Secretary-Launa Gould

Corresponding Secretary-Marlene Kinney

Recording Secretary-Gail Vanderhorst

3rd Vice President-Martha Smyser

2nd Vice President-Lynne Batchelor

1st Vice President-Shane Looper

Reforestation & Restoration, Judy Unrine

Two projects were approved by the Board of Directors in the Sequoia National Forest at the Kern River Ranger Station:

1. The expenditure of three thousand dollars was approved to restore the nursery.
2. The expenditure of three thousand five hundred dollars was approved for the project to restore natural spring waterline to nursery.

Funding for a third project to develop a demonstration and educational garden using native plants and cultural plants of the Mi-Wauk Indians was approved in the Stanislaus National Forest.

Executive Committee requests further information from Stanislaus Forest Management before project can be implemented.

Sempervirens Fund, Rosa Radicchi

We did it! Sempervirens spearheaded the successful campaign for Cotoni-Coast Dairies National Monument, signed in by President Obama! On May 21, 2017 they held a 117 Yr Anniversary Picnic & CGCI participated by sponsoring the 1st place Raffle prize, a Dedicated Tree, for a \$1,000 donation. CGCI received PR on their website, in ads, a table & our banner at the picnic! The CGCI Conservation Education Grove sign has been repaired and we are planning a dedication hopefully before the 2017 Fall Board Meeting in early October. Thank you for your continued support.

Stagecoach Hill Azalea Reserve, Mary Lou Goodwin

Donations have been received to promote the work in the Stagecoach Hill Azalea Reserve located north of Trinidad in Humboldt County. In addition to the propagation project, the signs have been repainted and California State Parks arranged to have extensive removal of the invasive plants such as alder trees, ferns, non-native grasses and berry vines. The American Rhododendron Society brought 150 tourists to the reserve and private tours were provided by California Garden Clubs, Inc. members. Newspaper articles and new pamphlets have increased the public awareness of this native western azalea (Rhododendron Occidentale). Those donating include: Eureka Sequoia Garden Club, Bernice Hendrix, Carolyn Hoyum, Maryanne Lucas, Shane Looper, Humboldt District CGCI, Tom and Maria Krenek, Tim and June Walsh, Myrtle Findley, Richard Cavendre, Nelda Palmer, Southern California Garden Club, Shirley Lipa, Sandra Bates, William and Sue Bennett, Southern Humboldt Garden Club, Mark Freitas, Jacqueline Mc Shane, Eureka Florist, Bonne Perozzi, Karen Isa, Fred Whitney Family, Mike Mc Cullough, E. White Smith and Fortuna Garden Club. \$ 5,000.00 has been raised this year.

Attachment C, 86th Convention Minutes District Director Reports

Arboretum District, Emily Wisneski

After the February District meeting members were given an escorted tour of the LA Arboretum's Garden for All Seasons. This is an organic vegetable garden which has veggies growing all year round. Next to the garden is an organic orchard. The orchard has approximately 50 varieties of fruit trees.

The Monrovia Garden Club had a hands on program in which the members learned how to propagate Pelargonium. The club provided the soil and pots. The speaker provided the cuttings and the knowledge. Doing A Good Deed: The Year Round Garden Club had a "Handbag for the Homeless" project. The members donated handbags and items needed by homeless women---shampoo, lotion, soap etc. The handbags were then filled with the items and donated to a women's homeless shelter.

Bay Bridges District, Bonnie Smith

The Bay Bridges District has had a great past two years! We enjoyed two CGCI, NGC representatives' visits! First up was Sue Bennett, CGCI President, who attended our Spring Board Meeting, April 2016, where she was the key speaker and shared her President's Project, "Growing Minds, Planting Seeds". Sue was enthusiastically received and all the members thoroughly enjoyed her and her project. Our second visitor was CGCI, NGC, District Directors Coordinator, Robin Pokorski, who attended our Spring Board Meeting, April 2017, where she was the key speaker and our installation officer for our newly elected Board Members. Robin was super entertaining as well as totally informative with her "Leaping into Leadership" presentation.

Bay Ocean District, Nancy McDougal

Our district clubs continue to focus their garden related activities in areas that most interest their own membership, some specific to their focused specialty and others ranging over a wide variety from design to soil science. Community outreach also varies from monthly public programs to community street plantings. There have not been many major changes in club composition or focus, though several have grown stronger with a slightly greater degree of participation and of attendance in District, especially at our very enjoyable spring meeting when members of OFAD provided a design program showing techniques new to many of us.

Buttes District, Carol Jauregui

This Director attended state meetings to bring information back to the clubs. This year's three accomplishments were:

Number one was to promote communications between clubs by providing contact lists for the clubs so they could let each other know about their fundraisers and events. Second, clubs annually fundraise for scholarship awards. One recipient was a very grateful guest speaker at the annual district meeting. Third, the district voted to hold the fall board meeting in Oroville. This is a first for district. My suggestion to CGCI: help district and club editors create better newsletters by creating an online, photo tutorial.

Cascade District, Kathy Bramhall

Three Things Our District Accomplished:

Scholarship Program - This year Cascade District Clubs contributed more than \$7000 for local scholarships.

Leadership Training – Robin Pokorski's Leadership Workshop was attended by several Cascade District members.

Serving CGCI – Cascade District hosted CGCI's 2017 Winter Board Meeting. Many members made table designs for the "Flower Show", many made center pieces for the dining tables, and many participated in the Recycle, Repurpose, Reuse Fashion Show. Thank you, President Sue, for allowing us to grow together as a District in serving CGCI.

Channel Islands District, Lisa Cosand

The Channel Islands District has several accomplishments to be proud about. We donated to 3 botanic gardens and each one hosted us for a meeting. We visited the Ventura Botanic Garden, the Conejo Valley Botanic Garden and had our meeting at the YMCA which will have the new Veterans Garden in our area.

We enjoyed our district lunches by Westlake and Ojai Garden Clubs which included a boat ride and olive oil tasting.

The district has come together with agreeing to host the Winter Board 2018 for CGCI. We have our work cut out but are excited about the event.

Diablo Foothills District, Marlene Kinney

Four things the Diablo Foothills District accomplished which I am very proud of is:

1. Organized and implemented a Group Tax Exemption Workshop
2. Created a District Website
3. Supported President Sue Bennett's president's project by purchasing 750 kits - CVGC
4. Building a Monarch Butterfly Waystation – DBGC Report

CGCI Improvement: Work on keeping meeting cost down to increase participation and having a resource committee for all district/clubs to work directly with.

Humboldt District, Chuck Goodwin

1. The Humboldt District Director reported on two activities:

a. Smaller clubs were helped to become more integrated into District activities by working with larger clubs to co-host the once every four month District meetings. This gave all clubs an opportunity to become more involved.

b. Assisting all District Clubs to become Blue Ribbon Clubs gave each an opportunity to do a self-evaluation and take more advantages of the resources of CGCI and NGC.

2. The incoming District Director, the new Blue Star Co-Chairman and the Stagecoach Hill Chairman were introduced.

Luther Burbank District, David West

Sue asked for three accomplishments of our District. First is completion of Series 26 Landscape Design School. Reducing District meeting to 3 General and 1 summer board meeting. Starting to plan Environmental School and possibly hosting Fall Board Meeting September 2019.

To help District, CGCI could leave the YMR intact so we would have information readily available at meeting when internet is not available to access CGCI website.

Mendo-Lake District, Gary Bodensteiner

Three accomplishments: Yearbook, Meeting Program by Wil Gonzalez, Nonprofit workshops and revision standing rules

New officers: District Director, Kitty Loberg, Ukiah; Assistant Director, Rhea Pitchard, Ukiah; Secretary, Fran Gardner, Willits; Treasurer, Gary Bodensteiner, Willits; Parliamentarian, Diane Cerutti, Fort Bragg

Clear Lake Trowel & Trellis, President Dana D Benjamin, gave \$1000 scholarship.

Fort Bragg Garden Club, Kathy Holmes, developed silver gate state parks native plant display.

Potter Valley Garden Club, Co-Presidents: Marilyn Ogle, Karen Riordan, gave scholarship.

Ukiah Garden Club, Co-Presidents: Karen House, Deborah Leland, garden tour, scholarship award.

Willits Garden Club: Scott Bryant \$1000 scholarship award, memorial for Bonnie Cook.

Montana De Oro District, Milly Benson

The last year has gone by so fast. President Sue Bennett graciously attended our post-convention meeting last June. We toured the Embassy Suites for the 2017 Convention. In September Robin Pokorski came to our DD meeting and gave a great motivational talk. With theirs and many other State members support and tireless help Montana de Oro District was able to put on a successful convention. One to be proud of.

We now have a new District Director, Cathy van Orman, past president of Multiflora group and I was not able to mentor her until the last couple months, since she just decided to take the job, I will help her learn her new job.

Four of the clubs in this district stay active with community projects, fundraisers, scholarship programs and many other activities.

Cathy and I will work together to keep our district Planting America..California's way!

Thanks for all your help the last two years.

San Fernando Valley District, Rita Desilets

Although the San Fernando Valley District has a membership under 500, we are proud to have 12, soon to be 13 members on the CGCI Board of Directors. Four have dual membership in nearby Districts. Three serve on the Executive Committee. Two are former CGCI Presidents.

My project, a Speakers' Directory, containing 40 program entries will be sent to neighboring districts requesting it.

Three of our 10 clubs are represented at this Convention. First to speak is the president of Sherman Oaks Garden Club, Martha Smyser. Next is the president of Southern California Garden Club, Harriet Vallens. Our final speaker is Madelyn Jameson of West Valley Garden Club.

Santa Clara Valley District, Roseann Costabile

Qualities we are most proud of in the Santa Clara Valley District are technological ability, diversity, and generosity.

Nine clubs have web pages which aide communication, promote gardening and outreach.

The SCVD is a diverse group including floral designers, Ikebana enthusiasts, horticultural clubs, tree planters, beekeepers, orchid societies and a youth group.

Generosity is an inherent quality of gardeners. Santa Clara Valley clubs participate by maintaining street planters, community gardens and roses. Scholarships were awarded to high school and college students and informational booths provided education to the public. Contributions were made to CGCI and local projects.

Sequoia Foothills District, Brenda Leal

Our Theme for the Past 2 years has been "Education, Fellowship and Working Together"

I'm very proud to say this has been our accomplishments for Sequoia Foothills District!

Hanford Garden Club, Sequoia Garden Club, and Valley Oak Garden Club held very prosperous 2017 Garden Tours that will provide funds to give several graduating High School Seniors Scholarships. Students who are planning to attend a college, to promote horticulture, crops or environmental studies.

Annual Plant Sales, Camellia Shows, Christmas Luncheon & Auctions, Garden Tea Parties and participating in local Country Fairs are prominent examples these Clubs hosted to pay for Club Activities and Community Projects. Red Bud GC, Hanford GC, Camellia Society, Four Seasons GC, La Casa GC, Bakersfield GC, Porterville GC and Caruthers GC are experts in providing very well-attended events.

All of our Clubs are successful with their use of wonderful resources in speakers, program providers, hands-on projects, trips and continuing EDUCATION!! A very high standard is set with all our Clubs on the ability of planning and executing events.

Communication and SUPPORT within Sequoia Foothills District is the most (as the Outgoing District Director) that I am most PROUD OF!

I am very proud to introduce Sequoia Foothills Newly elected District Director: Linda Tucker

Yosemite Gateway District, Mary Brooks

The Yosemite Gateway is still functioning and very active with the three clubs that remain: Atwater, LeGrand and Merced.

All clubs awarded a significant amount of scholarships to high school student, community college and the new one to UC Merced.

Fundraisers included our annual gardens tours and flower shows.

**Attachment D, 86th Convention Meeting
Courtesy Resolution
California Garden Clubs, Inc. 2017 Convention
Embassy Suites by Hilton San Luis Obispo**

WHERE AS,

The members of California Garden Clubs, Inc. attending the 86th Annual Convention "Encouraging Future Gardeners: Yesterday, Today and Tomorrow" at Embassy Suites by Hilton San Luis Obispo, San Luis Obispo, California, May 30-June 3, 2017 and benefited from information learned at this convention and will disseminate this information to their districts, clubs, associate plant societies and affiliates; and

WHERE AS,

California Garden Clubs, Inc. President, Sue Bennett, with her theme "Growing Minds and Planting Seeds," the officers, chairmen and members have served this organization with distinction, now therefore be it

RESOLVED,

That CGCI President Sue Bennett, through her gracious and fun-loving presiding, and the members, chairmen and officers, through their dedicated concern in the deliberations of this meeting, be commended for their spirit of fun-loving cooperation; and

RESOLVED,

That appreciation be extended to The Rev. Dr. Dennis Falasco, First Presbyterian Church SLO, the Santa Maria Color Guard and Ermina Karim, Executive VP, SLO Chamber of Commerce for opening this meeting with dignity: and

RESOLVED,

That sincere thanks be given to the Montana De Oro District Director Milly Benson and Chairman of the Convention (and Endowment Chairman, Tour Chairman, Forum Chairman and Awards Co-Chairman), Robert Gordon, as well as all of the other committee chairmen---especially those involved with the lovely table designs, gift bags, and those involved in the tour to the Blue Star Marker dedication at the Veterans Memorial Building and the tour of the historic Jack House and Gardens featuring floral designs displayed throughout the house, and those helping with the fundraiser endowment dinner, including auctioneer Gil Stork, and

RESOLVED,

That thanks be given to all the District Clubs who planned and participated in the success of the meeting and assured its success by their many courtesies extended; as well as the many state chairmen who step up to the plate year after year to chair many of the workshops, and

RESOLVED,

That special appreciation be given to our speakers and workshop presenters: Price Sheppy, flutter-bys, flutter-bys flutter-bys; Tessie Titwhistle, with the sounds of the forest; Jenny McNiece, from the American Institute of Floral Design; Ken Byrne, on the 6 species of Clivia; Dominique Bredeson, explaining communication between generations in a fun way; Joe Sabol on dahlias, Steve Watson, on water conservation, and

RESOLVED,

That appreciation also be extended to Balalaika providing music during the installation dinner; and the entire staff of the Embassy Suites by Hilton San Luis Obispo for their many courtesies extended; and

RESOLVED,

That this resolution be incorporated into the minutes and that copies be sent to our CGCI President Sue Bennett, District Director Milly Benson, Convention Chairman, Robert Gordon; Secretary Gail Vanderhorst and the staff of the Embassy Suites by Hilton San Luis Obispo.

Joan Craig

Courtesy Resolutions Chairman

(adopted June 2, 2017)

California Garden Clubs, Inc.
Minutes of the Post – Convention Meeting
Saturday, June 3, 2017
Embassy Suites Hotel, San Luis Obispo, California
Host: Montana De Oro District
President: Krystal Migliore

President Krystal Migliore called the meeting to order at 8:44 a.m.

Recording Secretary Gail Vanderhorst was present.

1st Vice-President Shane Looper led the Pledge of Allegiance.

Recording Secretary Gail Vanderhorst gave the Inspiration.

President Krystal Migliore introduced the 2017-2019 Executive Committee.

Recording Secretary Gail Vanderhorst called the roll and the Chair declared a quorum.

Without objection the Chair appointed the Minutes Review Committee: Parliamentarian Greg Pokorski, chairman, 1st Vice-President Shane Looper and 2nd Vice-President Lynne Batchelor.

1st Vice-President Shane Looper moved to ratify Greg Pokorski as Parliamentarian for the 2017-2019 term of office. **Motion Passed.**

2nd Vice-President Lynne Batchelor moved to ratify Shane Looper as District Director Coordinator for the 2017-2019 term of office. **Motion Passed.**

1st Vice-President Shane Looper moved to ratify the Standing Committee Chairmen as listed in the roster distributed at this meeting, including any vacancies filled over the summer, for the 2017-2019 term of office.

Motion Passed.

Without any further business, the meeting was adjourned at 8:53 a.m.

Gail Vanderhorst _____ Date _____
CGCI Recording Secretary

California Garden Clubs, Inc
Minutes of the Organizational Meeting
Saturday, June 3, 2017
Embassy Suites Hotel, San Luis Obispo, California
Host: Montana de Oro District
President: Krystal Migliore

President Krystal Migliore called the meeting to order at 9:05 a.m.

Recording Secretary Gail Vanderhorst was present.

2nd Vice-President Lynne Batchelor led the Pledge of Allegiance.

Parliamentarian Greg Pokorski gave the Inspiration.

President Krystal Migliore introduced the 2017-2019 Executive Committee and former CGCI Presidents in attendance: Mary Lou Goodwin (1991-1993), Bob Gordon (2003-2005), Elisabeth Tufo (2005-2007), Robin Pokorski (2007-2009), Rita Desilets (2013-2015), and Sue Bennett (2015-2017).

President Krystal Migliore introduced the Circle of Poppies Members in attendance: Myrtle Findley and Joan Craig.

President Krystal Migliore recognized and acknowledged the CGCI members serving on the 2017-2019 NGC Executive Committee: Robin Pokorski and Shane Looper. Also recognized and acknowledged were the CGCI members serving on the 2017-2019 NGC Board of Directors and those serving on the 2017-2019 Pacific Region Board of Directors.

Recording Secretary Gail Vanderhorst called the roll and the Chair declared a quorum.

Excused: Beverly Brune, Joyce Dean, Maryanne Lucas, Dorothy Roton, Julie A. West, and Carlotta Wixon-Welker.

Members from Montana de Oro District were thanked for a successful Convention.

Parliamentarian Greg Pokorski read the Rules of Order for the 2017-2019 CGCI Board Meetings (copies were distributed as people entered the room) and moved their adoption for the entire 2017-2019 term of office. **Motion Passed.** See Attachment A.

Without objection the Chair appointed the Minutes Review Committee: Parliamentarian Greg Pokorski, Chairman, 1st Vice-President Shane Looper and 2nd Vice-President Lynne Batchelor.

President Krystal Migliore announced that the 2017-2019 Board of Directors roster was distributed as people entered the room. Corrections were solicited by completion of provided Correction Request Forms.

President Krystal Migliore announced that the Board of Trustees elected Julie West as chairman and Alexis Slafer as secretary for the next year.

Recording Secretary Gail Vanderhorst presented and moved to approve the following Executive Committee Recommendations (1 to 7 were addressed with one vote).

1. Approve Kathy Bramhall to serve concurrently as Cascade District Director and Flower Show Judges Credentials Chairman.
2. Approve Lisa Cosand to serve concurrently as Channel Islands District Director and 2018 Winter Board Meeting Co-Chairman.
3. Approve Rita Desilets to serve concurrently as San Fernando Valley District Director, Hotel Contracts Chairman, Permanent Files Chairman and as a member of the Advisory Council.
4. Approve Pamela Fish to serve concurrently as Valley Lode District Director and 2018 Convention Chairman.
5. Approve Ilene Herringer to serve concurrently as Buttes District Director and 2017 Fall Board Meeting Chairman.
6. Approve Gudrun Kimmel to serve concurrently as Costa Verde District Director; Flower Show Schools Chairman, and Flower Show Committee Chairman.
7. Approve Bonnie Smith to serve concurrently as Bay Bridges District Director and member of the Nominating Committee.

Motion Passed (items 1 to 7).

Financial Secretary Launa Gould presented and moved to adopt the CGCI 2017-2018 Budget as corrected. **Motion Passed.** See Attachment B.

Fall Board Meeting Chairman Ilene Herringer and President Krystal Migliore gave an invitation to the Fall Board Meeting in Oroville at the Gold Country Casino & Lodge.

President Krystal Migliore announced that members of the Nominating Committee has already met with the Parliamentarian and elected Sue Bennett as chairman and Kathy Taylor de Murillo as secretary.

There being no further business, the meeting was adjourned at 10:01 a.m.

Gail Vanderhorst _____ Date _____
CGCI Recording Secretary

Attachment A – 2017 Organizational Meeting
California Garden Clubs, Inc.
RULES OF ORDER FOR BOARD MEETINGS, 2017-2019

1. Regular meetings of the board of directors shall be Organizational, Fall, Winter and Pre-Convention meetings.
2. Permission for non-attendance at any regular meeting shall be obtained in advance from the president.
3. Permission for a guest to attend (without voice or vote and provided that they comply with these Rules of Order) any meeting of the board of directors shall be obtained from the president.
4. Board members (as defined by Article VII., Sec. 1) are requested to be prompt in their attendance. One-third (of the board) shall constitute a quorum. No member shall be entitled to more than one vote.
5. Members and guests shall wear badges to all meetings.
6. Oral reports of chairmen and district directors shall be limited to four (4) minutes each unless otherwise announced or requested. An abbreviated report of no more than one hundred (100) words, shall be submitted via email within four (4) days of the close of the meeting to the Recording Secretary, and shall be attached to the minutes. Full length reports shall be emailed to the President, *Golden Gardens eNews* Editor, Chairmen Coordinator and/or District Director Coordinator.
7. The president shall appoint a committee of three (3) to review the minutes.
8. All electronic devices shall be muted or turned off during all board meeting functions.
9. Whenever practical, motions to be considered for presentation at any board meeting shall be submitted in writing to the president with copies to each member of the Executive Committee, to be received at least 10 days prior to such meeting.
10. Any member of the board of directors wishing to obtain the floor shall rise and come to the microphone and when recognized by the president or presiding officer, shall state his/her name and official capacity.
11. No issue shall be debated without first being placed on the floor by a motion which has been seconded.
12. All but the simplest of motions from the floor shall be in writing and sent to the president or presiding officer, with copies to the recording secretary and parliamentarian, before debate may proceed.
13. If there is an issue involved with any motion on the floor, a duly recognized member may speak no more than twice on the same issue, except for the proponent of the motion, who may speak a third time to close the debate. Speakers shall be allowed two minutes each.
NOTE: No member may speak a second time until all members who want to speak have spoken a first time.
14. The Bylaws, Standing Rules and Policy of CGCI, together with *Robert's Rules of Order Newly Revised*, shall govern all proceedings of all meetings of the board of directors.
15. These Rules of Order may be suspended at any meeting of the board of directors by two-thirds (2/3) vote of the board members present and voting, providing that the proposal to be presented is not in conflict with CGCI's bylaws or the fundamental principles of parliamentary law.

**Attachment B – 2017 Organizational Meeting
Budget 2017-2018**

Line Code	Description	Budget 2017-2018
5000's	<u>Revenue</u>	
5001	Contributions/Donations	500.00
5101	Convention Profit	2,000.00
5200's	<u>Dues</u>	
5201	Dues-Affiliates 9 x \$50=\$450	450.00
5202	DUES-APS 3859 x \$2.75=\$10,612.25	10,600.00
5203	Dues-Clubs 16,562 x \$2.75=\$45,545.50	45,500.00
5301	Fundraising Revenue	0.00
5401	CGCI Group Tax Exemption Program Fees	2,000.00
5501	History Book Sales	0.00
5502	History Book Mailing Fees	0.00
5601	Interest	750.00
5700's	<u>Membership</u>	
5701	Membership Banners	300.00
5702	Membership Cards	0.00
5703	Member Award of Distinction	200.00
5800's	<u>Misc. Income</u>	
5801	Bad check fees reimbursements	0.00
5802	Principal Financial	0.00
5803	3 Year Calendars	1,000.00
5804	Program Speakers Refund	0.00
5805	NGC/PR Refund	0.00
5806	Penny Pines	68.00
5807	CGCI Hosted Meetings	0.00
5808	CGCI Hosted NGC/PR Conventions	0.00
5809a	<i>Golden Gardens eNews</i> - Angels Fund	0.00
5809b	<i>Golden Gardens eNews</i> - Season's Greeting	0.00
5809c	<i>Golden Gardens eNews</i> - Misc. Income	0.00
5901	President's Project	0.00
6001	Scholarship - transfer from Scholarship Fund	5,500.00
6101	State Pins & Misc Sales	1,000.00
6201	Tours	0.00
6301	Yearbook Sales	1,000.00
	<u>Total Revenue</u>	<u>70,868.00</u>
	-	-
	-	-
	-	-
100-4999	<u>Expenses</u>	
	-	-
100-1400	Administration	

101	Auditor	4,500.00
102	External Treasurer	3,600.00
201	Directors & Officers Insurance	2,000.00
301	Dues-NGC 9+3859+16,562=20,430	20,500.00
302	Dues-NGC Youth	10.00
303	Dues-Pacific Region	360.00
401	Crime Insurance Package	1,000.00
402	Quickbooks 3 users	0.00
402A	Quickbooks support	350.00
403	Expense-Administration	0.00
500's	Filing Fees & Taxes:	
501	Attorney General	50.00
502	Franchise Tax Board	10.00
503	State Board of Equalization	500.00
504	Secretary of State Form SI-100 even yrs	20.00
505	Secretary of State Trademark/logo fee	
601	Golden Gardens Subscriptions	0.00
701	Office Supplies	500.00
705	PO Box Annual Fees	100.00
801	Vonage 888# \$30.00 @ month x 12	360.00
901	Website	2,440.00
1001	Yearbook Printing	5,000.00
	Total Administration	41,300.00
1500's	Chairman expenses	
1501	Amenities & Protocol	50.00
1502	Arbor Day	50.00
1503	Arboreta/Botanic Gardens of CA	50.00
1504	Associate Plant Societies	0.00
1505	Awards Finance	50.00
1506	Backyard Habitat	50.00
1507	Blue Star Memorials - Co-Chairman	50.00
1508	Blue Star Memorials - Co-Chairman	0.00
1509	Budget & Finance (copies)	50.00
1510	Business Commendations & Discounts	50.00
1511	Bylaws & Policy (copies)	50.00
1512	Civic Beautification	0.00
1513	California Native Plants	50.00
1514	Natural Resources	50.00
1515	Educational Schools Finance	50.00
1516	Environmental Studies School	50.00
1517	Floral Design Education	0.00
1518	DD Mailbox Chairman	50.00
1519	Flower Show Awards	50.00
1520	Flower Show Judges Credentials	50.00
1521	Flower Show Schedules	50.00
1522	Flower Show Schools Team Chairman	50.00

1523	Flower Show Symposium	50.00
1524	Anza Borrego Desert State Park	50.00
1525	Gardening Study Schools	50.00
1526	Garden Therapy	50.00
1527	GGNPC Mission Blue Project Phase II	50.00
1528	Memorial Gardens	0.00
1529	Veggies/Herbs	0.00
1530	Home Grown	50.00
1531	Honor Book	50.00
1532	Horticulture	50.00
1533	New Cultivars	50.00
1534	Landscape Design Schools	50.00
1535	Life Membership	50.00
1536	Master Gardener Liaison	0.00
1537	National Garden Week	50.00
1538	Shrubs/Trees	50.00
1539	Penny Pines	50.00
1540	Roses	0.00
1541	Program & Speaker Registry	0.00
1542	Memorial Funds for the Fallen	0.00
1543	Reforestation and Restoration	50.00
1544	Scholarships - Chairman	50.00
1545	Scholarships - Co-Chairman	0.00
1546	Publicity	0.00
1547	Sempervirens Fund	50.00
1548	California State Parks	50.00
1549	Member Award of Distinction	50.00
1550	Strategic Planning	0.00
1551	Invasive Plants	50.00
1552	Vermiculture /Vermicomposting	50.00
1553	Website	0.00
1554	Operation Wildflower	50.00
1555	Wildlife (including Bees, Butterflies & Insects)	50.00
1556	Birds	50.00
1557	Certificates (long-term service)	50.00
1558	Board of Trustees including Endowments	50.00
1559	Legislation/Government	50.00
1560	Pacific Region Director's Project	0.00
1561	Golden Legacy Society	50.00
1562	PO Box Chairman	50.00
1563	Water Conservation	50.00
1564	Rare Plant Treasure Hunt	50.00
1565	Reuse, Recycle, Repurpose	50.00
1566	Stagcoach Hill Azalea Reserve	50.00
1567	Donation Administrator	50.00
1568	North American Butterfly Assoc. (NABA)	0.00
1569	Stamps	50.00
1570	Leadership Chairman	50.00
1571	Photo Roster	50.00
1572	Outreach (Resource & Community)	50.00
	Total Chairman Expense	2,800.00

1600's	Chairman Expenses with Special Funding	
1601A	Awards - Chairman	850.00
1601B	Awards mailing/postage	150.00
1602	Chairman Coordinator	100.00
1603	District Director Coordinator	100.00
1604	Group Tax Exemption Program Chairman	200.00
1605	Membership	1,000.00
1606	Smokey Bear Poster Contest	150.00
1607	State Pins & Misc. Sales (50% of sales)	500.00
1608	Yearbook Chairman - including distribution/mailling	300.00
1609	Youth Activities	250.00
	Total Chairmen with Special Funding	3,600.00
		-
		-
		-
1700's	District Director Expenses	
1701	Arboretum	100.00
1702	Bay Bridges	100.00
1703	Bay Ocean	100.00
1704	Buttes	100.00
1705	Cascade	100.00
1706	Channel Islands	100.00
1707	Costa Verde	100.00
1708	Desert Empire	100.00
1709	Diablo Foothills	100.00
1710	Golden Foothills	100.00
1711	Greater Los Angeles	100.00
1712	Humboldt	100.00
1713	Luther Burbank	100.00
1714	Mendo-Lake	100.00
1715	Montana de Oro	100.00
1717	Orange County	100.00
1718	Palms to Pines	100.00
1719	Palomar	100.00
1720	Roadrunner	100.00
1721	Sacramento River Valley	100.00
1722	San Fernando Valley	100.00
1723	Santa Clara Valley	100.00
1724	Sequoia Foothills	100.00
1725	Top O' the State	100.00
1726	Valley Lode	100.00
1727	Yosemite Gateway	100.00
	Total District Directors Expenses	2,600.00
1800's	Membership	
1801	Membership Banners	250.00
1802	Membership Cards (printing)	250.00
1803	Membership - bookmarks,	1,500.00

	brochures, etc.	
1804	Misc. Dues Refunds	0.00
1805	Zip Code Club Finder Services Renewal	100.00
-	Total Membership Expenses	2,100.00
1900's	Officers Expenses	
1901	1st Vice President	200.00
1901a	2nd Vice President	200.00
1901b	3rd Vice President	200.00
1902	Corresponding Secretary	150.00
1903	Financial Secretary	150.00
1904	Parliamentarian	50.00
1905	President, CA Travel & Office	10,000.00
1906	President, NGC & Pacific Region	5,000.00
1907	Recording Secretary	100.00
1908	Treasurer	400.00
1909	Communications Director	150.00
	Total Officers Expenses	16,600.00
	-	-
	-	-
	-	-
	Election Year Expenses	
1920	Incoming President's Honorarium	0.00
1921	Outgoing President's Pin	0.00
1922	President Elect Expenses	0.00
1923	President Elect, NGC & Pacific Region	0.00
	Total Election Year Expenses	0.00
2000- 4000	Other Expenses	
2101	Golden Gardens eNews	0.00
2201	Educational Pamphlets	500.00
2301	Financial Assistance from CPA	0.00
2401	Fundraising Expenses	0.00
2501	History Book Mailing	0.00
2601	Gift for NGC/PR	200.00
2701	Member Award of Distinction	0.00
2801	President's Project	0.00
2901	Program Speakers for Convention/Board Meetings	500.00
3001	Promotional Materials	1,000.00
3101	Scholarship - 2 @ \$2000.00 + \$1500 for 2018	5,500.00
3201	Tours	0.00
	Total Other Expenses	7,700.00
4000's	Misc. Expenses	
4001	NGC/Pac Region related expenses incl visits	1,500.00
4002	Bank charges	0.00
4002a	PayPal Merchant Fees	150.00
4003	Memorial Donations	250.00
4004	San Francisco Flower & Garden	0.00

	Show	
4005	CA State Flower & Garden Show	0.00
4006	G-2 Yearbook Award	350.00
4007	3 Year Calendar printing	3,100.00
4008	Awards booklet	0.00
4009	Wax Seals	0.00
4010	Web Tech	0.00
4011	Penny Pines donation	68.00
4012	Interest transfer to Scholarship RF	0.00
4013	WAFA Board actiion 6/2010	0.00
4014	New Board Designated Restricted Fund Grants	0.00
4015	NGC Awards #20	100.00
4016	CGCI Hosted Meetings	0.00
4017	CGCI Hosted NGC/PR Conventions	0.00
	Total Misc. Expenses	5,518.00
	<u>Total Expenses</u>	<u>82,218.00</u>
	Budgeted Revenue - Expenses	-
		11,350.00

Chairmen - Special Funding

- 1 Awards
- 2 CGCI Chairman Coordinator
- 3 District Director Coordinator
- 4 IRS Nonprofit Group Exemption
- 5 Membership**
- 6 Smokey Bear Poster Contest
- 7 State Pins & Misc. Sales
- 8 Yearbook Chairman
- 9 Youth Activities***

** Including Membership Dues Bills, Admin., Certificates & APS

*** Including Youth Awards, Admin, Garden Show in a Box, Essay, Youth Horticulture & Liaisons

Chairmen - Not Compensated

- 1 Advisory Council
- 2 Board Mtg/Convention
- 3 CGCI Financial Advisor
- 4 Hotel Contracts
- 5 Insurance Advisor
- 6 NGC Liaison
- 7 Nominating Committee
- 8 Permanent Records
- 9 Personnel
- 10 Properties/Timekeeper
- 11 Tour Coordinator
- 12 Zip Code Club Finder Svc.

Chairmen-Restricted Funds

- 1 Blue Star Memorial

2	CGCI Judges Council
3	CCC Chairman
4	Gardening Study Schools
5	Flower Show Schools
6	Symposium
7	Landscape Design Schools
8	Liability Insurance
9	Scholarship
10	Wildflower Conference
11	Youth Fund
12	Reforestation Fund
13	Educational School Fund
14	Honor Books
15	President's Project
16	Project Mission Blue
17	Anza-Borrego Desert Project
18	Endowment Marketing & Publicity
19	Sempervirens
20	Rare Plant Treasure Hunt
21	Stagecoach Hill Azalea

Independent Contractor Agreement

This agreement is made between California Garden Clubs, Inc. ("Client") with a principal place of business at P.O. Box 75, Graton, CA 95444, and George Perko CPA, MBA ("Contractor"), with a principal place of business at 5980 Grizzly Peak Blvd., Oakland, CA 94611.

1. Services to Be Performed

Contractor agrees to perform the services of Treasurer and Financial Advisor as described in Exhibit A, which is attached to this Agreement. Services will be provided from July 1, 2017, through June 30, 2019, in accordance with terms in Section 13.

2. Payment

In consideration for the services to be performed by the Contractor, Client agrees to pay the Contractor at the following rate: \$300 per month, payable at the end of each month, beginning July 1, 2017. Contractor shall be paid within a reasonable time after Contractor submits an invoice to Client.

3. Expenses

Client shall reimburse Contractor for the following expenses that are attributable directly to work performed under this Agreement: banking supplies, postage, and office supplies currently recorded by Client under General Ledger code 1908 Treasurer. Annual total is projected to be \$400. Contractor shall submit an itemized statement supporting expense reimbursement in this category. Client shall pay Contractor within 30 days after receipt of the statement.

4. Vehicles and Equipment

Contractor will provide all vehicles and associated supplies related to attending Client meetings. Client will continue to pay for Quickbooks software (used exclusively by Client) and any Technical Support required.

5. Independent Contractor Status

Contractor is an independent contractor and shall not be deemed to be Client's employee. In its capacity as an independent contractor, Contractor agrees and represents, and Client agrees, as follows:

- Contractor has the right to perform services for others during the term of this Agreement.
- Contractor shall attend Client board meetings and the annual convention at times set by Client. Otherwise, Contractor has the right to control and direct the means, manner, and method by which services required by this Agreement will be performed. Contractor will also select the order in which the work is performed.
- The services required by this Agreement will be performed by the Contractor.
- Contractor shall not be required to devote full time to the performance of the services required by this Agreement.

Independent Contractor Agreement

6. Business Licenses, Permits, and Certificates

Contractor represents and warrants that Contractor will comply with all federal, state, and local laws regarding professional licenses, business permits, and certificates required to carry out the services to be performed under this Agreement.

7. State and Federal Taxes

Client will not:

- withhold FICA (Social Security and Medicare taxes) from Contractor's payments or make FICA payments on Contractor's behalf, or
- make state or federal unemployment compensation contributions on Contractor's behalf, or
- withhold state or federal income tax from Contractor's payments.

Contractor shall pay all taxes incurred while performing services under this Agreement- including all applicable income taxes and self-employment (Social Security) taxes. Upon demand, Contractor shall provide Client with proof that such payments have been made.

8. Fringe Benefits

Contractor understands Client does not have any employee pension, health, vacation pay, sick pay or other fringe benefit plans, and that he is not eligible to participate if such plans are created.

9. Unemployment Compensation

Client shall make no state or federal unemployment insurance compensation payments on behalf of Contractor. Contractor will not be entitled to these benefits in connection with work performed under this Agreement.

10. Workers' Compensation

Client shall not obtain workers' compensation insurance on behalf of Contractor.

11. Insurance

Client shall continue to maintain general liability and crime insurance such as it currently has covering its volunteers. Contractor will not obtain separate insurance covering these items since he is already a licensed CPA. Contractor will continue to personally maintain automobile liability insurance that would cover driving to Client meetings and other Client business.

12. Indemnification

Contractor shall indemnify and hold Client harmless from any loss or liability arising from performing services under this Agreement, within the statutes governing liability for certified public accountants.

13. Term of Agreement

This Agreement will become effective when signed by both parties and will terminate on the earlier of:

- the date Contractor completes the services of Treasurer, or
- the date a party terminates the Agreement as provided below.

Independent Contractor Agreement

14. Terminating the Agreement

With reasonable cause, either Client or Contractor may terminate this Agreement, effective immediately upon giving written notice. Reasonable cause includes:

- a material violation of this Agreement, or
- any act exposing the other party to liability to others for personal injury or property damage.

15. Exclusive Agreement

This is the entire Agreement between Contractor and Client.

16. Modifying the Agreement

This Agreement may be modified only by a writing signed by both parties.

17. Resolving Disputes

If a dispute arises under this Agreement, the parties agree to first try to resolve the dispute with the help of a mutually agreed-upon mediator in Alameda County, CA. Any costs and fees other than attorney fees associated with the mediation shall be shared equally by the parties. If it proves impossible to arrive at a mutually satisfactory solution through mediation, the parties agree to submit the dispute to a mutually agreed-upon arbitrator in Alameda County, CA. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction to do so. Costs of arbitration, including attorney fees, will be allocated by the arbitrator.

18. Confidentiality

Contractor acknowledges that it will be necessary for Client to disclose certain confidential and proprietary information to Contractor in order for Contractor to perform duties under this Agreement. Contractor acknowledges that disclosure to a third party or misuse of this proprietary or confidential information would irreparably harm Client. Accordingly, Contractor will not disclose or use, either during or after the term of this Agreement, any proprietary or confidential information of Client without Client's prior written permission except to the extent necessary to perform services on Client's behalf. Proprietary or confidential information includes:

- the written, printed, graphic, or electronically recorded materials furnished by Client for Contractor to use
- any written or tangible information stamped "confidential," proprietary," or with a similar legend, or any information that Client makes reasonable efforts to maintain the secrecy of
- business or marketing plans or strategies, customer lists, operating procedures, trade secrets, design formulas, know-how and processes, computer programs and inventories, discoveries and improvements of any kind, sales projections, and pricing information
- information belonging to customers and suppliers of Client about whom Contractor gained knowledge as a result of Contractor's services to Client, and
- information about awards that are meant to be a surprise.

Upon termination of Contractor's services to Client, or at Client's request, Contractor shall deliver to Client all materials in Contractor's possession related to Client's business.

Independent Contractor Agreement

19. Proprietary Information

A. The product of all work performed under this Agreement ("Work Product"), including without limitation, all notes, reports, documentation, drawings, computer programs, inventions, creations, works, devices, models, work-in-process and deliverables will be the sole property of the Client, and Contractor hereby assigns to the Client all right, title, and interest therein, including but not limited to all audiovisual, literary, moral rights and other copyrights, patent rights, trade secret rights and other proprietary rights therein. Contractor retains no right to use the Work Product and agrees not to challenge the validity of the Client's ownership in the Work Product.

B. The Client will be entitled to use Contractor's name and/or likeness use in advertising and other materials.

20. No Partnership

This Agreement does not create a partnership relationship. Contractor does not have authority to enter into contracts on Client's behalf.

21. Assignment and Delegation

Contractor may delegate certain portions of financial tasks associated with being Treasurer to personnel of Client with the advance approval of Client management. Examples include:

- Other Client personnel helping with deposit of cash receipts and writing of checks to pay warranted expenses during Contractor's absence abroad.
- The Group Tax Exemption Program Chairman directly contacting member clubs' personnel regarding compliance with federal and state tax requirements.

22. Applicable Law

This Agreement will be governed by California law, without giving effect to conflict of laws principles.

Signatures

Client: California Garden Clubs, Inc.

Contractor: George Perko CPA, MBA

Susan C. Bennett, President

Date

Independent Contractor Agreement

Attachment:

Exhibit A: Additional Description of Services to be Performed

1) Description of Treasurer' s Duties [*CG C J Year book, Manual & Roster, 2016-2017*, Bylaws, Page 85]:

Article V-Officers & Their Duties

Section 7. The treasurer shall: (a) receive all monies collected in the name of CGCI; (b) deposit all monies in the name of CGCI with a bank(s) authorized by the board of directors in designated general or specific accounts; c) administer CGCI funds as authorized by the board of directors; (d) sign all checks; (e) upon receipt of authorization from the financial secretary, issue checks for payment of bills; (t) upon receipt of authorization from the awards chairman issue checks to award winners; (g) prepare financial statements for the board of directors' meetings; and (h) monitor bank accounts to ensure they do not exceed the limit insured by the FDIC.

2) Description of Financial Advisor Duties

This contactor advises on financial matters including Budget and Finance Committee and Board of Trustees.