

CALIFORNIA GARDEN CLUBS, INC.
Recommendations to the Membership (Convention Body) from the Board of Directors
Wednesday, June 7, 2023, 9:00 a.m. – 11:30 a.m.

Key - underline means insert words. ~~Strikeouts~~ mean omit words.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #1 ARTICLE V OFFICERS AND THEIR DUTIES, Sec. 3 The vice-presidents, in their order, shall: (a) perform the duties of the president in the absence of or at the request of the president; and (b) accept a chairmanship as assigned by the president. The first vice-president shall become president-elect at the close of the convention or on July 1 (whichever comes first) preceding the election year.</p>	<p>ARTICLE V OFFICERS AND THEIR DUTIES, Sec. 3 The vice-presidents, in their order, shall: (a) <u>in their order,</u> perform the duties of the president in the absence of or at the request of the president; and (b) accept a <u>chairmanships</u> as assigned by the president. <u>(c)</u> The first vice-president shall become president-elect at the close of the convention or on July 1 (whichever comes first) preceding the election year.</p>	<p>ARTICLE V OFFICERS AND THEIR DUTIES, Sec. 3 The vice-presidents shall: (a) in their order, perform the duties of the president in the absence of or at the request of the president; and (b) accept chairmanships as assigned by the president. (c) The first vice-president shall become president-elect at the close of the convention or on July 1 (whichever comes first) preceding the election year.</p>

Rationale: Vice presidents can have more than one chairmanship assigned to them.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #2 ARTICLE V – OFFICERS AND THEIR DUTIES, Sec. 5. The corresponding secretary shall:</p> <ul style="list-style-type: none"> (a) conduct correspondence of the corporation under the direction of the president; (b) mail (electronic or postal) notices of meetings; (c) mail (electronic or postal), following the organizational meeting, the official roster of names, addresses, telephone numbers and email addresses of officers, district directors and chairmen to the PRGC alternate director and NGC headquarters, and subsequent changes as they occur; (d) mail (electronic or postal), following notification from the membership and life membership chairmen, the names and addresses of president, <i>Golden Gardens eNews</i> editor, club and associate plant society 	<p>ARTICLE V – OFFICERS AND THEIR DUTIES, Sec. 5. The corresponding secretary shall:</p> <ul style="list-style-type: none"> (a) conduct correspondence of the corporation under the direction of the president; (b) mail (electronic or postal) <u>distribute</u> notices of meetings; <u>meeting minutes, and other notices as required;</u> (c) mail (electronic or postal); <u>provide</u> following the organizational meeting, the official roster of names, addresses, telephone numbers and email addresses of officers, district directors and chairmen <u>CGCI rosters, notices of roster changes and other reports to the PRGC alternate director and to NGC headquarters, as requested;</u> and subsequent changes as they occur; (d) mail (electronic or postal); following notification from the 	<p>ARTICLE V – OFFICERS AND THEIR DUTIES, Sec. 5. The corresponding secretary shall:</p> <ul style="list-style-type: none"> (a) conduct correspondence of the corporation under the direction of the president; (b) distribute notices of meetings, meeting minutes, and other notices as required; (c) provide CGCI rosters, notices of roster changes and other reports to PRGC and NGC as requested; (d) field all calls from CGCI’s toll-free number; (e) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.

<p>presidents, and current list of NGC life members to NGC headquarters, ATTN: Circulation.</p> <p>(e) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.</p>	<p>membership and life membership chairmen, the names and addresses of president, Golden Gardens eNews editor, club and associate plant society presidents, and current list of NGC life members to NGC headquarters, ATTN: Circulation.</p> <p><u>field all calls from CGCI's toll-free number;</u></p> <p>(e) supervise the mailing (electronic or postal) and count of any emergency ballot directed by the executive committee.</p>	
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Rationale: The responsibilities of the corresponding secretary will change starting in the 2023-2025 term. Old subparagraph (d) is no longer required/no longer done.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #3 ARTICLE VI – NOMINATIONS AND ELECTIONS, Sec. 2. NOMINATING COMMITTEE</p> <p>A. When elected and term of office: 1. A nominating committee of seven shall be elected following the election of officers at the convention in odd-numbered years. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election of the nominating committee by the board of directors by an electronic meeting or by mail (electronic or postal). 2. Term of office of all nominated committee member(s) shall be two years, or until their successors are elected or appointed.</p> <p>B. Eligibility: 1. Each member shall have served on the board of directors and shall be present when nominated. 2. No district shall be represented on the committee two consecutive terms.</p> <p>C. Election:</p>	<p>ARTICLE VI – NOMINATIONS AND ELECTIONS, Sec. 2. NOMINATING COMMITTEE</p> <p>A. When elected and term of office: 1. A nominating committee of seven (<u>and one alternate</u>) shall be elected following the election of officers at the convention in odd-numbered years. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election of the nominating committee by the board of directors by an electronic meeting, or by mail (electronic or postal).</p> <p>2. Term of office of all nominated committee member(s) shall be two years, or until their successors are elected or appointed.</p> <p>B. Eligibility: 1. Each member shall have served on the board of directors and shall be present when nominated. 2. No district shall be represented on the committee two consecutive terms. <u>The name of a proposed</u></p>	<p>ARTICLE VI – NOMINATIONS AND ELECTIONS, Sec. 2. NOMINATING COMMITTEE</p> <p>A. When elected and term of office: 1. A nominating committee of seven (and one alternate) shall be elected following the election of officers at the convention in odd-numbered years. In the event of an emergency and cancellation of convention, the executive committee shall conduct the election of the nominating committee by the board of directors by an electronic meeting. 2. Term of office of all nominated committee member(s) shall be two years.</p> <p>B. Eligibility: 1. Each member shall have served on the board of directors and shall be present when nominated. 2. The name of a proposed chairman shall be nominated by the executive committee. 3. The state of California shall be divided into three regions. Based on the Map of CGCI Districts online and</p>

<p>1. Following the election of officers, the chair shall call for nominations from the floor.</p> <p>2. Vote shall be by ballot unless there are only seven (7) members nominated, when election shall be held by voice vote.</p> <p>3. A plurality vote shall elect.</p> <p>D. Duties:</p> <p>1. The committee shall assume office at the end of convention in the election year.</p> <p>2. The committee shall elect a chairman. Five members shall constitute a quorum.</p> <p>3. At the fall board meeting, in odd-numbered years, the committee shall notify all board members of offices to be filled, such notice to be published in <i>Golden Gardens e-News</i>.</p> <p>4. The chairman of the committee shall file with the president and president-elect, two weeks before the winter board meeting of odd-numbered years a slate of at least one candidate for each office.</p> <p>5. The slate shall be included in the chairman's preliminary report at the winter board meeting in odd-</p>	<p><u>chairman shall be nominated by the executive committee.</u></p> <p><u>3. The state of California shall be divided into three regions. Based on the Map of CGCI Districts online and in published documents, there shall be two members from Districts 1 to 12, two members from Districts 13 to 19, and two members from Districts 20 to 28.</u></p> <p>C. Election:</p> <p>1. Following the election of officers, the chair shall <u>present the name of the executive committee's nominee for chairman for election and shall call for nominations from the floor: for two representatives from each region and for an alternate (who may be from any of the three regions).</u></p> <p>2. Vote shall be by ballot unless there are only seven (7) members nominated, when election shall be held by voice vote.</p> <p>3. A plurality vote shall elect.</p> <p>D. Duties:</p> <p>1. The committee shall assume office at the end of convention in the election year.</p>	<p>in published documents, there shall be two members from Districts 1 to 12, two members from Districts 13 to 19, and two members from Districts 20 to 28.</p> <p>C. Election:</p> <p>1. Following the election of officers, the chair shall present the name of the executive committee's nominee for chairman for election and shall call for nominations from the floor for two representatives from each region and for an alternate (who may be from any of the three regions).</p> <p>2. Vote shall be by ballot unless there are only seven members nominated, when election shall be held by voice vote.</p> <p>3. A plurality vote shall elect.</p> <p>D. Duties:</p> <p>1. The committee shall assume office at the end of convention in the election year.</p> <p>2. Four members shall constitute a quorum.</p> <p>3. The alternate may attend all meetings and shall serve as a voting member if required to fill a vacancy.</p> <p>4. At the fall board meeting, in odd-numbered years, the committee</p>
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<p>numbered years and shall be appended to the call to convention. E. Vacancies: In event of a vacancy, the president shall appoint a replacement from the same district as the vacating member.</p>	<p>2. The committee shall elect a chairman. <u>Five</u> Four members shall constitute a quorum. 3. <u>The alternate may attend all meetings and shall serve as a voting member if required to fill a vacancy.</u> 3. 4. <u>4.</u> At the fall board meeting, in odd-numbered years, the committee shall notify all board members of offices to be filled, such notice to be published in <i>Golden Gardens e-News</i>. 4. <u>5.</u> The chairman of the committee shall file with the president and president-elect, two weeks before the winter board meeting of odd-numbered years a slate of at least one candidate for each office. 5. <u>6.</u> The slate shall be included in the chairman's preliminary report at the winter board meeting in odd-numbered years and shall be appended <u>included to</u> in the call to convention <u>in the odd-numbered year.</u> E. Vacancies: In event of a vacancy, the president shall appoint a replacement from the same district as the vacating <u>elected alternate</u> member shall serve as a voting member.</p>	<p>shall notify all board members of offices to be filled, such notice to be published in <i>Golden Gardens e-News</i>. 5. The chairman of the committee shall file with the president and president-elect, two weeks before the winter board meeting of odd-numbered years a slate of at least one candidate for each office. 6. The slate shall be included in the chairman's preliminary report at the winter board meeting in odd-numbered years and shall be included in the call to convention in the odd-numbered year. E. Vacancies: In event of a vacancy, the elected alternate member shall serve as a voting member.</p>
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Rationale: Provide for committee leadership by someone who has significant knowledge of the organization. Simplify the nominating committee election process by providing for all areas of the state to be represented each term without having a specific district rotation where any one district is not eligible to be represented in consecutive terms.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #4 ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS, Sec. 7 The director shall file with the membership chairman by June 1 a legible list of all clubs, affiliates and youth gardeners in the district with names, addresses, telephone numbers and email addresses of the club presidents and treasurers, affiliate presidents and treasurers and youth gardener leaders. The list should follow the format of the CGCI roster.</p>	<p>ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS, Sec. 7 The <u>district</u> director shall file with the membership chairman by June 1 a legible list of all clubs, affiliates and youth gardeners in the district with names, addresses, telephone numbers and email addresses of the club presidents and treasurers, affiliate presidents and treasurers and youth gardener leaders. The list should follow the format of the CGCI roster. <u>ensure that clubs in their districts complete CGCI's Annual Contact Information Form on CGCI's website by the published deadline and whenever contact information changes.</u></p>	<p>ARTICLE IX – DISTRICTS & DISTRICT DIRECTORS, Sec. 7 The district director shall ensure that clubs in their districts complete CGCI's Annual Contact Information Form on CGCI's website by the published deadline and whenever contact information changes.</p>

Rationale: This process has been replaced by use of the Annual Contact Information form. Clubs, ~~associate plant societies and affiliates~~ are responsible for completing this form annually.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #5 ARTICLE XI – ANNUAL MEETINGS Sec. 1. An annual meeting (a convention) shall be held before the end of the fiscal year, place and date to be recommended by the board of directors and approved by the voting membership. In the event of a local, state or national emergency, disaster or crisis the executive committee may cancel a convention or may change the place and date. All corporate business (with the exception of the election of officers and nominating committee and amending of the bylaws) may be conducted by the executive committee.</p>	<p>ARTICLE XI – ANNUAL MEETINGS Sec. 1. An annual meeting (a convention) shall be held before the end of the fiscal year, place <u>city</u> and date to be recommended <u>approved</u> by the board of directors and approved by the voting membership. In the event of a local, state or national emergency, disaster or crisis the executive committee may cancel a convention or may change the place and date. All corporate business (with the exception of the election of officers and nominating committee and amending of the bylaws) may be conducted by the executive committee.</p>	<p>ARTICLE XI – ANNUAL MEETINGS Sec. 1. An annual meeting (a convention) shall be held before the end of the fiscal year, city and date to be approved by the board of directors.</p>

Rationale: Conventions recently have not been set early enough to actually comply with this bylaw. This amendment would allow for more flexibility if the board of directors is the approving body. Bylaws ARTICLE VIII – EXECUTIVE COMMITTEE, Sec. 5 addresses repetitive wording deleted in this bylaw.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #6 ARTICLE XII – FINANCES, Sec. 4. Half of the net proceeds from conventions shall be placed in the general fund the remaining half shall be retained by the host.</p>	<p>ARTICLE XII – FINANCES, Sec. 4. Half <u>30%</u> of the net proceeds from conventions shall be placed in the general fund <u>and</u> the remaining <u>70%</u> shall be retained by the host.</p>	<p>ARTICLE XII – FINANCES, Sec. 4. 30% of the net proceeds from conventions shall be placed in the general fund and the remaining 70% shall be retained by the host.</p>

Rationale: CGCI receives 30% and host receives 70% in order to encourage more offers from districts and clubs to host conventions.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #7 ARTICLE XII – FINANCES, Sec. 10. Accounts of the financial secretary and treasurer shall be reviewed annually at close of the 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.</p>	<p>ARTICLE XII – FINANCES, Sec. 10. <u>(a)</u> Accounts of the financial secretary and treasurer shall be reviewed annually at close of the fiscal year by a certified public accountant approved by the board of directors. <u>(b)</u> This review report shall be presented for action at the fall <u>no later than the winter</u> board meeting <u>following the close of the fiscal year.</u> <u>(c) The accountant's annual review letter shall be incorporated in the minutes of the meeting at which it is presented and published in Golden Garden eNews</u></p>	<p>ARTICLE XII – FINANCES, Sec. 10. <u>(a)</u> Accounts of the financial secretary and treasurer shall be reviewed annually at close of the fiscal year by a certified public accountant approved by the board of directors. <u>(b)</u> This review report shall be presented for action no later than the winter board meeting following the close of the fiscal year. <u>(c)</u> The accountant's annual review letter shall be incorporated in the minutes of the meeting at which it is presented and published in <i>Golden</i></p>

	<p><u>following that meeting.</u> (d) 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.</p>	<p><i>Garden eNews</i> following that meeting. (d) 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.</p>
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Rationale: Aligns the time to reflect more closely with what is actually happening. Often the accountant's annual review letter is not received in time to be incorporated in the fall board meeting minutes or published in Golden Garden eNews following that meeting.

CGCI BYLAWS Current Wording	Proposed Amendment	Would Read After Amendment
<p>Proposal #8 ARTICLE XVI - CIRCLE OF POPPIES 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</p>	<p>ARTICLE XVI - CIRCLE OF POPPIES <u>Membership in the</u> Circle of Poppies was established in 2005 to honors those <u>board members</u> 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</p>	<p>ARTICLE XVI - CIRCLE OF POPPIES Membership in the Circle of Poppies honors those board members who have given extraordinary 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</p>

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.	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.	quorum or whether a quorum is present at a meeting, unless they also hold another position on the board of directors.
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Rationale: Historical reference not required in a bylaw. Defines who is eligible for membership and eliminates undefined/vague length of service requirement.