American Camellia Society
Strategic Plan 2005
(As amended March 2006)
Purpo.se of the American Camellia Society

"To promote interest in the genus Camellia L., scientific research in its culture, standardization of its varietal names, certification of new varieties, dissemination of information concerning the above, creation of a foundation to further these purposes, and to promote the organization and affiliation of local societies in the United States."

Introduction

The Governing Board of the American Camellia Society has recognized that there are a number of challenges facing the Society and in 2004 commissioned a Strategic Planning Committee to develop a strategic plan that will provide a framework for the Society to address the identified challenges.

Long Term Goals

This Strategic Plan sets forth a number of ambitious and yet realistic goals that the American Camellia Society will pursue over the next few 3-5 years. Achieving these goals will be essential to ensure the ongoing health and adaptability of the Society as it pursues its mission. The Plan is designed to build upon the foundation that has been laid over the past sixty years since the founding of ACS.

At the heart of the Plan is a focus, in the final analysis, on providing a wide variety of products and services to members, both nationally and in the region around Massee Lane Gardens, that will ensure membership growth and lead to effective fundraising. As with all non-profit membership organizations, it is the vitality of membership that is the foundation for ensuring long-term financial health of the Society.

Organizational focus - Mission Statement

The Society will use the following statement of direction to guide overall implementation of plans to achieve the mission of the Society:

The ACS is a self-sufficient, national membership society committed to continually building membership through offering world-class products, leading in camellia research and education and being supported by efficient and effective organizational systems; which also owns and maintains a self-sufficient, public garden at Massee Lane in Fort Valley, GA serving camellia lovers nationally as well as residents of the region and tourists.

Background

Overview

The American Camellia Society has been in existence for over sixty years and is recognized as the leading camellia organization in the United States. The Society has created a number of program areas over the years focused on various aspects of Camellia horticulture and interest.

Challenges

The Society has identified a number of challenges over the past few years. These issues were presented to the Committee in a number of reports and the key conclusions can be summarized as follows:
The Society has experienced gradually declining membership from 7,500 in 1970 to approximately 2,000 members today.

The Society has been running an annual operating deficit for a number of years. Annual deficits have exceeded fundraising. The level of the investment portfolio has declined due to a combination of market conditions and the need to subsidize all of the various operations of the Society.

**Strategic Planning Process**

The strategic planning process began with an introductory, organizational meeting in Atlanta, GA in early 2004 and continued through several more meetings through October of 2005.

The Committee has heard reports from various members regarding the financial and operating health of the Society and the status of operations of several other plant societies and properties in the United States. The Committee identified key issues facing the Society and agreed unanimously to four strategic goals, along with implementation steps, to address those issues.

Central to this process was consensus and unanimous agreement by the Committee on certain critical governance and organizational changes that are seen as necessary to streamline and focus operations of the Society on essential issues.

The Board of Directors approved the Strategic Plan “in principle” at the November, 2005 meeting in Fresno, California, with instructions to the Strategic Planning Committee to move forward with the development of a detailed transition plan.

Based on subsequent meetings and discussions and feedback from the membership, the Committee submitted proposed revisions to the Strategic Plan together with proposed changes in the Articles and By-Laws of the ACS and the Development Fund. Those changes were approved by the Boards of Directors of both organizations at the annual meeting in Portland, Oregon in March 2006.

This document has been amended to reflect the changes approved by the Boards of Directors.

**Committee approvals**

The following voting members of the Committee unanimously approved the key goals, governance and organizational changes at a meeting in Atlanta, GA in early October 2005:

**Voting Committee Members:**
- George Davis
- Deane Hall
- Forrest Latta
- Bob Logan
- John Newsome
- Ed Powers
- Hulyn Smith
- Bob Stroud
- Barbara Tuffli
- Rick Tuffli
- Ann Walton – Executive Director

**Other participants:**
- Buddy Cawthon – invited guest
- Cullen Coates – facilitator
- Jane Davis – invited guest
I. Grow membership in the Society

Goal
Strong membership is essential to the financial and operating health of the Society. Recognizing that camellia enthusiasts are represented in different geographic regions, age ranges, genders, racial and ethnic groupings, the Society will develop national programs to attract and retain as members people and organizations with the broadest possible diversity of interests and background.

Context
The American Camellia Society can have a vigorous, vibrant and growing membership. The focus of the membership goal is for the Society to become a more innovative national membership association focused on identifying and meeting the expectations of the current gardening public as shaped by recent technological and market trends. The ultimate goal of this plan is to achieve transformational growth that will again attract and retain new members from the gardening mainstream.

Implementation Steps
- Define and prioritize the primary types of ACS “customers” and constituencies
  - The average gardener who enjoys camellias.
  - Serious growers and exhibitors.
  - Professional nurseries, educators and researchers.
- Define and prioritize the primary ACS “products’, such as:
  - Interesting publications with educational value.
  - Resources for buying camellia products.
  - Research and problem solving.
  - Hosting an Annual Meeting.
  - Sanctioning body for camellia shows.
  - Resources for support and development of clubs.
  - Massee Lane Gardens and Research Library.

3. Organizational changes
- Install a progressive “member services” culture built around the above priorities, discarding all inconsistent practices.
- Streamline Boards for efficiency and to develop resourceful leadership that interacts with the gardening world.
- Involve nurseries, growers, garden organizations, garden publications and others to re-establish ACS profile in mainstream gardening world.
- Evaluate ACS staff assignments to match priorities listed above.
- Establish board training and accountability, with membership and fundraising focus.
- Transition to a mainly web-based organization immediately.

4. Operational Improvements
- Web issues
  - Electronic updates of state directors on membership data quarterly.
  - Ramp up ACS website to become its “flagship” publication.
  - Create electronic membership option with reduced dues levels.
■ Transform website into a virtual storefront for camellia supplies to members.

- **Communications and Publications**
  - Improve the voice and content of written publications for “primary customer.”
  - Review and improve the “new member” packets and contents.
  - Publish summary of Board minutes and activities in Journal and web.

- **Club Support and Involvement**
  - Develop a color brochure for use by clubs and ACS Membership Tables in quantity.
  - Re-design the ACS Annual Meetings for member interest and involvement.
  - Involve the membership more extensively in ACS committees.
  - The State Directors should meet regularly with local club presidents for mutual growth.
  - Establish a Task Force on “new club” development to double the number of local clubs.
  - Evaluate ACS Show Rules to address modern culture and increase visibility.
  - Hold a national club workshop (in conjunction with ACS Annual Meeting).
  - Utilize the website as an incentive to local clubs who wish to have a website.

- **Massee Lane leverage**
  - Create a new “Massee Lane Gardens Membership” product for regional support.
  - Develop state/corporate support and promotion of Massee Lane Gardens.
  - Establish programs to enable Masses Lane Gardens to grow into a self-supporting regional public garden.

II. **Build and maintain organizational systems**

- **Goal**
  Governance of the Society and of the Development Fund will be streamlined and focused to assure that the Society adapts rapidly and effectively to changes in the operating environment and focuses the energy of the Board and the membership on achieving the strategic goals.

- **Context**
  One of the most important issues addressed by the Planning Committee, and one of the areas in which a number of key decisions have been recommended unanimously, is the area of organization structure. Certain key changes are essential.

As part of the overall change, the Board of Directors of the ACS will be the Governing Authority of what are currently the American Camellia Society and the American Camellia Society Development Fund Board. The ACS Development Board will become the American Camellia Society Trust. The ACS Board will handle the operations of the Society, Property, Employees and Garden while the ACS Trust will oversee the assets of the Corporation.

The ACS Board will consist of the most qualified people available including some selected by virtue of regional representation and some who are elected for their business and
technical skills. An ACS Board Development Committee will be established with a mandate to identify, certify and nominate Board candidates who have leadership ability and or technical skills to fill certain positions while other members will be appointed by their respective regions. The Committee will also recommend standards to which ACS Board members will adhere.

The size of the Governing Board will be reduced so that it can act more quickly and change direction more easily. The ACS Trust Board will also be much smaller than is the Development Fund Board presently. A second tier of responsibility is also needed to make sure that the goals and desires of the ACS are followed through (ACS Operating Council).

The committee system now embraced by the ACS has not functioned to its best capability. Changes will be made to ensure that the committee system will deliver effective results on behalf of the Society and the Board. Committees will meet on a regular basis and function as an arm of the American Camellia Society.

Qualified people will be found to work in positions of responsibility at headquarters. Operating Systems will be put into place that will make job tasks easier and technology will be put into place to ensure that the employees can do their jobs with the least difficulty. People will be hired who require the least amount of supervision. Some activities may be outsourced.

An organizational chart is set forth below. The organization chart defines the organization structure that will be implemented incrementally depending on the availability of funding and appropriately qualified employees. The Annual Convention will be given more thought and will be planned as a learning experience for those who attend.

Appropriate HR policies will be implemented/updated and enforced such as job descriptions, performance reviews and employee cross training to handle emergencies. Additional resources will be made available to ensure that the ACS staff operations have the resources necessary to make organizational support seamless, effective and efficient.
Implementation Steps

The attached Appendix provides detail regarding implementation of the organization and governance decisions described below. The Committee members attending the early October 2005 Strategic Planning meeting in Atlanta (and subsequent meetings) unanimously approved these changes and the detail set forth in the Appendix.

1. ACS Organization Structure

- The organization and governance structure of the Society and the Development Fund will be changed to conform to generally accepted practices for similar non-profit organizations and to ensure organizational flexibility and effectiveness. Accordingly, the following changes are adopted:
  - The Current Development Fund will be renamed the “ACS Trust” and it will be managed by a Board of Trustees appointed by the Board of the ACS.
  - The Trustees will play solely a ministerial role in overseeing management of the investments of the Trust. It will allocate funds to the ACS to meet the operating budget of the ACS as approved by the ACS Board of Directors and will not have a role in operating decisions of the Board of the Society.
2. ACS Board of Directors - selection, responsibilities and governance
   - The ACS Board of Directors will consist of some members selected at large by virtue of their professional or other qualifications and some members who will be nominated by the regions.
   - The Board of Directors will appoint a minimum of three Directors to an ACS Board Development Committee that will have the following responsibilities:
     - to establish the skills and other appropriate qualifications for new Board members,
     - to coordinate with the regions to help identify and propose a slate of locally-nominated and national at-large Board candidates who have appropriate skills, and
     - To certify that all Board candidates are qualified and have signed a statement of Board member authorities and responsibilities based on an approved set of standards for Board performance.

3. ACS Trust - structure and governance
   - The name of the Development Fund will be changed to the “ACS Trust”, which will hold title to all assets of the ACS, receive all donations to ACS, exercise a ministerial role with respect to the assets and distribute funds pursuant to a properly approved budget submitted by the Board of ACS.
   - The ACS Board will make all appointments of Trustees to the ACS Trust. The Board Development Committee will assist the ACS Board and ACS Trust in identifying and certifying candidates as Trustees.
   - The Board of Trustees of the ACS Trust will consist of not fewer than three nor more than seven members. A simple majority of the Board of Trustees shall be members of the Board of Directors of the ACS. The members will be selected in part based on the need for certain professional expertise such as legal, accounting and investment management experience.
   - The members of the Board each will be elected seven-year terms with provision for reelection.
   - The Executive Director of the ACS will be a non-voting member of the Board of Trustees.

4. ACS Board of Directors - selection and structure
   - The Board of Directors of the ACS will consist of between 15 and 35 members.
   - Nine of the Board members will be selected on the basis of nomination from the regions, with each region being entitled to nominate three members
   - Board members may serve two terms of three years each. Directors may serve no more than two consecutive terms, after which they shall not be eligible for re-election for a period of one year.
   - The Officers of the Corporation will consist of the President, Vice President, Treasurer and Secretary. The Board will elect the officers from among all the then-current members of the Board.
   - The Officers of the Corporation will be elected for terms of two years. The officers other than the President and the Vice President can be elected for successive terms.
   - The Board may choose to elect one Regional Vice President for each region from among the three Regional Directors from each region.
The immediate Past President will not be an Officer of the Corporation and shall serve as an ex-officio member of the Board of Directors for two years following completion of his/her term of office.

The Executive Committee will consist of the President, Vice President, Treasurer, and two other members of the Board of Directors whom the Board shall appoint.

Past Presidents will be invited to participate as members of a “Presidents Advisory Council”, which will be established to serve as a conduit for obtaining their regular advice and counsel on matters facing the ACS.

5. Council of State Directors

Overview -
The Committee has recommended the establishment of a Council of State Directors that will function as set forth below.

Structure and responsibilities
The Board of Directors may authorize the creation of a Council of State Directors which, under the direction of the Regional Directors, shall have general supervision over the ACS affairs in their respective states/territories; shall actively seek to effectuate all of the ACS’ missions and purposes in their state/territory; shall be responsible for developing and serving the membership in their state/territory; and shall perform such other duties as may be required by the Board of Directors.

One State Director shall be elected from each of the following states: Alabama, Arkansas-Louisiana (combined), California, Florida, Georgia, Maryland-District of Columbia, Massachusetts, Mississippi, North Carolina, Oregon-Washington (combined), Pennsylvania, South Carolina, Tennessee, Texas, and Virginia.

The Board of Directors may authorize up to six (6) additional State Directors-at-Large from any other states, who shall be equivalent to a State Director, having the same duties and responsibilities for their respective state/territory.

6. ACS Board Committees

The ACS Board will establish at a minimum the following committees:

- Board Development
- Fundraising
- Facilities/Gardens
- Finance
- Membership
- Strategic Planning

State Directors and the Regional Vice Presidents will continue to participate fully as Ex-officio members of the Board Membership Committee.

III. Design and enhance world-class products for ACS

Goal
A broad range of products and services will be developed to enrich the value proposition of membership in the Society. Current web-based technologies offer opportunities not only to reach new members but also to deliver a wide range of information products and services. Masee Lane offers an extraordinary opportunity to develop new products and services to stimulate strong regional membership interest.
**Context**

The products and services offered by the ACS are crucial to support membership development. ACS must develop a strong line of professionally developed and marketed products and services based on feedback from members. The line of products and services will be dictated in the end by the interests and needs of various constituencies that can be grouped according to various classifications – with a given member crossing various constituencies. Examples of these constituency groupings are: geographic location, interest in small gardening, need for camellia growing information, interests in judging, interest in shows, interests by age, interest in commercial applications, interest in research etc.

The ACS “product” exists to serve a variety of current and prospective frameworks: Massee Lane, the individual member, clubs and regions, resources at all levels of ACS, communications. As a national organization, the product needs to be created at a national level: this implies national development and national delivery, pointing out the necessity for a digital/Internet mode of existence.

**Implementation Steps**

1. **Communication**
   - The lead “product” category is communication, allowing the development and distribution of the actual products. Examples of communication activities are:
     - Internet forums and posting boards, polls and surveys on-line.
     - Governance activities on-line (with appropriate security).
     - Publications on-line and/or in print. Publications must describe the ACS mission and goals and have substantive content (preferably regionalized).
     - Local Club support.
     - Education and knowledge access.

2. **Massee Lane Gardens & Facilities**
   - Products and services related to Massee Lane specifically will be set forth in the Massee Lane strategic plan. Some examples are:
     - Tours: physical (similar to Callaway Gardens), video, self-guided.
     - Volunteer program for docents, maintenance and research support etc.
     - The Gardens as an educational tool: expand programs, environmental course, and internships.
     - Library to be available for research.
     - Demonstrations (horticulture, flower arranging, tea ceremony) and displays.
     - Catalogue of plants available for purchase.
     - A variety of events - both rental events and ACS fundraising events.
     - Retail: gift shop, horticulture (plants and supplies), tea (sublet?).
     - Programs and activities, leveraging the gardens, designed to stimulate ACS membership.

3. **Education**
   - Education is a central part of the ACS mission and the organization will continue and expand educational activities both regionally and nationally. The web will be used extensively to offer new educational programs and services.

4. **Research**
   - Research is a core mission-related activity of the Society and offers interesting opportunities for partnership with commercial and/or educational institutions nationally. Over the years the Society has helped with a variety of such
initiatives but has not had a formal, funded program of partnerships and support based on a research plan that will respond to long term issues as well as being able to respond quickly to immediate threats such as rapid disease proliferation.

- Sponsorship should yield two articles per year.
- Sponsor a yearly or biannual symposium.
- Partner with relevant outside organizations for new research activities.

5. Individual focused products and services

Most of the products and services of the ACS inevitably will be focused on individuals depending on their constituency interest areas.

- Some benefits will be targeted “for members only”.
- The Society will create a national list of camellia gardens available for public visits (The National Tour).
- Development of a web-based Bloom database.
- Publication of Techniques (e.g., culture, propagation, registration, shows, judging).
- FAQ’s/Ask the Expert (ACS certifies Master Camellia Growers)/Posting forum.
- Printable articles (pdf format).
- Tea: how to choose, brands, preparation, retail links (ads could generate income).

6. Club/Region

Many products and services will be designed to support local club development and activities, such as:

- Web-based infrastructure software and web pages for individual club support such as Database: membership (secure), searchable by members only, Web pages (ACS-hosted): schedules, programs, maps, local contacts.
- Assistance in creation of new clubs: founding, organizing, meetings (topics, speakers, etc.), membership development and management.
- Show support: how-to, lists, templates, supplies and suppliers, schedules, judges.
- Knowledge-based resources: FAQ’s, forums, software, templates, technical support.
- Assistance with local club publicity: sample press releases, packets, TV approaches, and templates.

7. Resources

There are a variety of opportunities to partner with commercial and educational organizations to expand member services such as:

- Nurseries (regionalized): paid listing, searchable; provide discounts.
- Quality merchandise: with ACS co-branding.
- Supplies: suppliers (regionalized), discounts, reviews, activity-keyed lists.

8. The Digital Reality - Leading by example

In order to show others that the Society can and will move forward with state-of-the-art initiatives it is essential that the Board members themselves lead the way to a Digital Reality by example, endorsing a number of moves such as:

- All Board members will have email and all ACS internal communications will be by email.
- The Society will provide technical support for novices.
The Society’s web site will be significantly upgraded to be the primary national point of contact for camellia information.

Secondly, the Board should prioritize projects (one or two from each category?) and assign research and proposed implementation to a responsible party (possibly through a Board Committee for ACS Products), with a proposal (including budget) to be presented to the Board (with a definite time limit).

IV. Fundraising - Achieve self-sufficiency for both ACS and the Massee Lane Gardens

Goal
The Society will expand and focus fundraising efforts nationally using the Board as a central resource. An important element will be creation of separate strategic plan for the Massee Lane Gardens to ensure that it achieves a position of self-sufficiency.

Context
Effective fundraising is at the heart of efforts to ensure that the Society becomes self-sufficient. As with most national membership organizations it is critically important that all aspects of fundraising for the Society be led aggressively by the Board of Directors and the Board Fundraising Committee. The Board and the Executive Director must take responsibility for all major donor relations and ensure that funding is obtained nationally for all aspects of the Society’s activities including operations support, endowment growth, research and Massee Lane maintenance and expansion.

Implementation Steps

1. Massee Lane Strategic Plan
   - The Facilities Committee of the Board will be tasked as soon as possible to develop a strategic plan for the operations of Massee Lane to ensure that it is properly managed, properly funded and that it is leveraged to help establish the national visibility of the ACS. The plan may include such elements as:
     - A regional Massee Lane Gardens membership program designed to establish a base for Massee Lane Gardens fundraising.
     - A leadership development program to recruit and train people largely within the region served by the Gardens who will be able to guide the Gardens to becoming a noteworthy public garden in the region.
     - Fundraising activities to achieve self-sufficiency for the Gardens.
     - A plan to integrate the gardens into the operational management structure of the ACS.
   - The ACS needs to establish and expand an active and meaningful garden membership category in the region surrounding the Gardens upon which to build a base for seeking contributions beyond individual ACS membership dues. The fundraising for the public garden would be based upon establishing and sustaining appropriate programs and activities for members of the Gardens and for others in the region.
   - For the present, except in unusual cases, funding should not be sought or accepted for new buildings, gardens, and the like unless there is a demonstration of clear need and/or for which fiscal sustainability and program relevance can reasonably be demonstrated.
2. **Fundraising Committee**

The Fundraising activities of the ACS will be coordinated and driven by the Fundraising Committee of the Board. As is customary for non-profit organizations, it is the Board of Directors who will have to take the lead role in directing and focusing all fundraising activities in support of ACS programs and activities. The Executive Director must be a full participant, also providing strong support to the Board in these activities until a full-time Development Director can be hired.

The ACS Staff will in time provide an increasing level of staff support to such efforts both nationally and locally. The Executive Director will, as is customary for such organizations, play an increasingly important role in major donor coordination and solicitation support.

The Fundraising Committee will focus on fundraising efforts in two areas:

- Programs to leverage the role of the ACS as a national membership organization, much of this with local Club and Regional VP support, and
- Programs to leverage Massee Lane Gardens, establishing and supporting garden-focused committees and other affiliate organizations such as a regional Massee Lane Gardens membership program and Massee Lane-focused auxiliaries.

The Fundraising Committee will have to put in place the infrastructure necessary to support such fundraising efforts such as:

- A well-developed plan for fundraising
- Software solutions appropriate to a national membership organization.
- Appropriate support staff led by the Executive Director.
- Restructuring of ACS operations to enable the Executive Director to focus the necessary time and energy on fundraising and associated membership support efforts.
- As funding is available, a dedicated Development Director, reporting to the Executive Director, as set forth on the long-term organization chart (see below), to provide focused support to the Development Committee and all fundraising activities.
- A cadre of volunteers from across the membership locally and nationally to support the efforts of the Board in fundraising generally.

3. **ACS general Fundraising**

The ACS needs to strengthen markedly its appeal to members by offering clear evidence of worthwhile programs in the areas of camellia education and research which members and potential members see as compelling reasons not only to join and retain membership but also to make contributions to the organization beyond just the annual membership dues. People need a compelling reason to join and also to give.

Secondarily it needs to explore whether any of these programs and activities may be fundable through partnership opportunities or contributions from corporations, foundations or government entities.
5. **Communications Support**

The Fundraising Committee will need to assure that there is a clear commitment to and execution of plans to ensure that the marketing focus and the communications mechanisms available to all aspects of ACS fundraising are changed markedly to support these fundraising and associated membership thrusts.
**APPENDIX —**
**Organization and Governance**

The following is the detailed summary of the key strategic decisions regarding various organizational, focus and governance issues that form the basis for the recommendations set forth in this Strategic Plan. This summary will be the basis for changes in the by-laws and other operative documents regarding governance and structure for the Society and the Development Fund. These decisions were made unanimously by the Committee in the Atlanta meeting in early October 2005.

**ACS Organizational focus**
The following general statement of direction for the Society will focus implementation of goals designed to achieve the overall mission:

The ACS is a self-sufficient, national membership society committed to continually building membership through offering world-class products, leading in camellia research and education and being supported by efficient and effective organizational systems; which also owns and maintains a self-sufficient, public garden at Massee Lane in Fort Valley, GA serving camellia lovers nationally as well as residents of the region and tourists.

**ACS Organization structure**
The organization and governance structure of the Society and the Development Fund will be restructured to conform to generally accepted practices for similar non-profit organizations and to ensure organizational flexibility and effectiveness. Accordingly, the following changes are proposed:

- The Current Development Fund will be renamed the “ACS Trust” and it will be managed by a Board of Trustees appointed by the Board of the ACS. (See below for more detail.)
- The scope of responsibility and authority of the Trust will be clarified as necessary in revised bylaws (or other appropriate documents) that will specify in part that the Trustees will play a ministerial role in overseeing management of the investments of the Trust and will allocate funds to the ACS to meet the operating budget of the ACS as approved by the ACS Board of Directors. The function of the Trust will be to act solely as stewards of the finances and it will not have active involvement in the operating decisions of ACS or Massee Lane.

**ACS Board of Directors - selection, responsibilities and governance**

- The ACS Board of Directors will consist of some members selected by virtue of their professional or other qualifications (see below) and some members who will be nominated by the regions. (See below for details on Board composition.)
- The Board of Directors will appoint a minimum of three Directors to a new committee of the Board entitled “Board Development Committee”. The duties and responsibilities of the Board Development Committee generally will be as follows:
  - To establish the type of skills and other appropriate qualifications for new Board members, that the Board requires in order to assure good governance and the ability to address current or future issues confronting ACS. For example, the Committee may determine that there is an ongoing requirement to have an experienced CPA as a Board member whose responsibility will be to act as Treasurer of ACS or that there is a need for an individual with certain academic credentials to help the Board address various issues of current concern.
To coordinate with the regions to assist as necessary in identifying Board candidates who have appropriate skills, where possible, and to ensure that proposed candidates clearly understand and have signed the appropriate statement of authorities and responsibilities (see below). The regions may nominate candidates who do not possess specific desired skills but in any event who will sign the statement of authorities and responsibilities.

To identify other Board candidates nationally who will fill the general set of desired skills established above. In making such recommendations the Committee will take into the account the overall objective of achieving balanced national representation to the extent feasible.

To certify to the Board that all nominees are properly qualified.

To certify and propose annually a slate of Board candidates from regional nominees and from nominees identified by the committee.

To recommend for Board approval a set of standards for Board member participation including but not limited to:

- Position descriptions for Corporate/Board officers such as President, Secretary, and Treasurer.
- Position descriptions, including responsibilities, for Board members - for example responsibilities for membership development for regional representatives, etc.
- A statement of Board member authorities and responsibilities that each Board member will sign upon being appointed to the Board. This will include an obligation to adhere to the policies and rules of the Board and to meet the responsibilities set forth in the Board member position descriptions.
- A statement of Board Governance Policies addressing such things as minimum required meeting attendance, financial contribution requirements, consequences of failure to meet defined responsibilities etc.

To create a Board self-evaluation process so that Board members performance against stated responsibilities will be evaluated annually by the Committee in consultation with the Board Chair.

To assist the ACS Board and the Board of Trustees of the ACS Trust in identifying trustee candidates, establishing governance policies and procedures, establishing trustee position descriptions etc.

The Board Development Committee will consider qualifications for prospective candidates such as the following:

- Professional competence in some area of expertise needed by the Board.
- An interest in camellias.
- The capacity and willingness to make regular financial donations to ACS.
- Technical skills.
- Willingness and capacity to commit to attending regular Board and committee meetings on a national level.
- Willingness to promote ACS aggressively.
- Willingness and capacity to use technology such as email, conference calls etc. on a daily basis to improve Board and committee involvement and communications.
- For regional members - specific responsibilities and commitments in terms of membership development.
**ACS Trust - structure and governance**

- The name of the Development Fund will be changed to the “ACS Trust”.
- The ACS Trust will hold title to all assets of the ACS and will receive all donations to ACS.
- The Trust will exercise essentially a ministerial role with respect to the assets and will distribute funds pursuant to a properly approved budget submitted by the Board of ACS.
- The Board of ACS will direct and approve any disposition of assets by the Trust other than in the ordinary course of managing investments.
- The ACS Board will make all appointments of Trustees to the ACS Trust.
- The Committee confirmed that the Board of ACS has the authority to appoint members of the Board of Trustees.
- The Board of Trustees will consist of not fewer than three nor more than seven members. A simple majority of the Board of Trustees shall be members of the Board of Directors of the ACS.
- The Executive Director of the ACS will be a non-voting member of the Board of Trustees.
- The members of the Board each will be elected seven-year terms with provision for reelection. (The Board of ACS may consider establishing a transition process such that not all members of the Board will stand for reelection in a given year.)
- The Board of Trustees will acquire appropriate liability insurance covering the Trustees.
- The Trustees will establish regular audit procedures consistent with best practices in the non-profit industry for similar Trusts.
- The current by-laws will be revised to conform to the change of name and other matters set forth above.

**ACS Board of Directors - selection and structure**

- The Board of Directors of the ACS will consist of between 15 and 35 members.
- A Board Development Committee will set standards for directors, certify nominees and help recruit directors with appropriate skills.
- Nine of the Board members will be selected on the basis of nomination from the regions, with each region being entitled to nominate three members.
- Board members may serve two terms of three years each. Directors may serve no more than two consecutive terms, after which they shall not be eligible for re-election for a period of one year.
- The Officers of the Corporation will consist of the President, Vice President, Treasurer and Secretary. The Board will elect the officers from among all the then-current members of the Board.
- The Officers of the Corporation will be elected for terms of two years. The officers other than the President and the Vice President can be elected for successive terms.
- The Board may choose to elect one Regional Vice President for each region from among the three Regional Directors from each region.
- The immediate Past President will not be an Officer of the Corporation and shall serve as an ex-officio member of the Board of Directors for two years following completion of his/her term of office.
The Executive Committee will consist of the President, Vice President, Treasurer, and two other members of the Board of Directors whom the Board shall appoint.

Past Presidents will be invited to participate as members of a “Presidents Advisory Council”, which will be established to serve as a conduit for obtaining their regular advice and counsel on matters facing the ACS.

7. Council of State Directors
   Overview -
   The Committee has recommended the establishment of a Council of State Directors that will function as set forth below.

   Structure and responsibilities
   The Board of Directors may authorize the creation of a Council of State Directors which, under the direction of the Regional Directors, shall have general supervision over the ACS’ affairs in their respective states/territories; shall actively seek to effectuate all of the ACS’ missions and purposes in their state/territory; shall be responsible for developing and serving the membership in their state/territory; and shall perform such other duties as may be required by the Board of Directors.

   One State Director shall be elected from each of the following states: Alabama, Arkansas-Louisiana (combined), California, Florida, Georgia, Maryland-District of Columbia, Massachusetts, Mississippi, North Carolina, Oregon-Washington (combined), Pennsylvania, South Carolina, Tennessee, Texas, and Virginia.

   The Board of Directors may authorize up to six (6) additional State Directors-at-Large from any other states, who shall be equivalent to a State Director, having the same duties and responsibilities for their respective state/territory.

ACS Board Committees
   The Committees of the Board will include but will not be limited to the following:
   - Board Development
   - Fundraising
   - Facilities/Gardens
   - Finance
   - Membership
   - Strategic Planning

   The Board will have the authority to establish other committees as necessary.

   State Directors and the Regional Vice Presidents will continue to participate fully as Ex-officio members of the Board Membership Committee.

Massee Lane Gardens Strategic Plan
   The Facilities Committee of the Board will be tasked as soon as possible to develop a long-range strategic plan for the operations of Massee Lane to ensure that it is properly managed, properly funded and that it is leveraged to help establish the national visibility of the ACS.