

# GEORGESON BOTANICAL GARDEN SOCIETY

## BYLAWS

### Article I. Name

This organization shall be known as the Georgeson Botanical Garden Society (GBGS).

### Article II. Purposes

This non-profit organization is organized exclusively for charitable, scientific, educational, and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to activities which:

- A) enhance and supplement the University of Alaska Georgeson Botanical Garden Program;
- B) assume responsibility of performing and engaging in special tasks related to the Program including but not limited to raising funds to support the public education, and horticultural programs of the Georgeson Botanical Garden; and
- C) foster, promote, and disseminate information about the Georgeson Botanical Garden programs and events.

### Article III. Membership & Friend Recognition

Section 1. **Members.** “Members” of GBGS shall be defined as voting members of the Board of Directors. Membership shall be open to any person or organization interested in the objectives of the University of Alaska Georgeson Botanical Garden, without regard for race, religion, color, national origin, citizenship, age, sex, physical or mental disability, status as a protected veteran, marital status, changes in marital status, pregnancy, childbirth or related medical conditions, parenthood, sexual orientation, gender identity, political affiliation or belief, genetic information, or other legally protected status. Membership shall not be transferable.

Section 2. **Friends.** Friends, or supporters, shall be defined as anyone who has donated to GBGS within a year of the date being considered. In addition, friends previously designated “lifetime members” shall always be considered friends regardless of the date of their most recent donation. GBGS highly values these friends and shall strive to keep them informed of GBGS activities as delineated in these bylaws.

Section 3. **Dues.** The Board of Directors may at any time institute or change membership dues, which would be mandatory for any Board Member in order for him/her to stay in good standing. Such dues shall be announced at the next scheduled annual meeting, and shall not be required until that meeting.

## Article IV. Board of Directors

The affairs of this organization shall be managed by its Board of Directors of seven (7) to nine (9) members, who shall provide full direction to all business between general membership meetings, outline yearly goals and programs, and take action to assure that the financial records of the organization are reviewed annually. The voting Board of Directors shall be a President, Vice President, Secretary, Treasurer, and three (3) to five (5) Members-at-Large.

Section 1. **President.** The President shall preside at all meetings, ensure that legally-necessary filings are maintained, and shall exercise general supervision over the affairs and activities of the organization.

Section 2. **Vice President.** The Vice President shall assume the duties of the President in her/his absence and head the nominating committee for the Board.

Section 3. **Secretary.** The Secretary shall record the minutes of all meetings, be responsible for maintaining a list of donors with relevant information, initiate and respond to correspondence, and assure that the interested public is notified in advance of all meetings and organization activities.

Section 4. **Treasurer.** The Treasurer shall collect all monies, pay all bills, retain records of receipts and expenditures, and have available a financial report at each regular meeting.

Section 5. **Members-at-Large.** The Members-at-Large shall participate as voting directors and assume such additional duties as determined by the President.

Section 6. **Ex-Officio Representative.** The Director of the University of Alaska Georgeson Botanical Garden or her/his designee will be an ex-officio member of the Board. This representative will be a liaison between GBGS and the University of Alaska Georgeson Botanical Garden, will provide guidance on procedures and programs at the Garden, assist the Board and GBGS in formulating goals, and provide an accounting of all donations made by GBGS to the Garden. This position is non-voting.

## Article V. Terms of Office.

Section 1. **Election.** Election of the Board of Directors shall take place at the annual meeting of the organization. The Board of Directors shall prepare a slate of nominees, which shall be announced to the public at least thirty (30) days in advance of the annual meeting. Nominations may also be made from the floor, provided the consent of the nominee has been obtained.

Section 2. **Tenure.** The Board of Directors shall be elected for staggered three (3) year terms and shall take office immediately following the meeting at which they were elected. Directors shall be eligible to succeed themselves for not more than two (2) terms or a total of six (6) years. After a year hiatus, the Director who had 2 terms is eligible for election for 2 more terms. With their consent, the Board may appoint an individual during his or her year hiatus a

Director Emeritus or Emerita who can attend and participate in meetings but not vote. Directors will serve until a successor is elected except in cases of death, resignation, or removal.

Section 3. **Board Officer Elections.** A quorum of the Board of Directors shall meet within the first month after being elected to elect officers (President, Vice President, Secretary, Treasurer) from among themselves.

Section 4. **Removal.** In the event that any Board Member fails to uphold his or her duties, any Board Member may initiate a motion to remove another. This motion must be made at least thirty (30) days in advance of the meeting at which the vote shall be held, and passage shall require a two-thirds (2/3) majority of the full Board of Directors. Upon successful passage of such a motion, the affected Board Member will immediately be removed from his/her position.

Section 5. **Vacancy.** In the event of a vacancy in office, the remaining Board of Directors may appoint a replacement for the remainder of the term at any regular Board meeting according to AS10.20.101.

## **Article VI. Meeting**

Section 1. **Regular Meetings.** The organization shall have meetings at a time and location determined by the Board of Directors and announced at least thirty (30) days in advance.

Section 2. **Special Meetings.** Special meetings may be called by the President or at the request of two (2) voting members of the Board of Directors. Notice stating the time, location, and purpose of the meeting shall be posted publicly at least ten (10) days prior to such meeting.

Section 3. **Annual Meetings.** The annual meeting of the organization shall be in October and shall be for the purpose of receiving an annual financial report, reports from the Board of Directors and committees, electing new Board of Directors members, reviewing membership fees, and conducting other business as may arise. The annual meeting shall be announced to the public at least ten (10) days in advance.

Section 4. **Quorum.** A quorum of the organization to conduct business shall consist of over 50% of the Board of Directors.

Section 5. **Electronic voting.** In some cases, it may be necessary for the Board of Directors to make a timely decision that cannot wait for a regular or special meeting. The President may initiate an electronic vote on any motion unless otherwise prohibited by these bylaws. Electronic motions shall be passed only with the required majority of the full Board.

## **Article VII. Committees**

The President and the Board of Directors may, from time to time, establish committees as necessary.

## **Article VIII. Amendments**

Provisions of these Bylaws may be amended at any meeting by a two-thirds (2/3) vote of the Board Members provided notice and content of the amendment(s) have been publicly posted at least 30 days prior to the meeting at which the amendment is to receive action.

## **Article IX. Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the procedures in this organization.

## **Article X. Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## **Article XI. Indemnification**

The Board of Directors shall be indemnified by the Corporation except in cases of negligence or willful misconduct in the performance of their duties as directors.

Approved March 2, 2004

Amended August 19, 2018

Amended March 17, 2019

Amended April 24, 2019