

BYLAWS OF THE FRIENDS OF THE GARDEN, INC

ARTICLE I, NAME

The name of the corporation shall be: Friends of the Garden Inc.

ARTICLE II, OFFICES

The principal office of the corporation in the State of Missouri shall be located in Springfield, Missouri. The corporation may have other such offices, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by the General Not for Profit Corporation Act of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III, PURPOSES

The purpose of this corporation shall be for the development of botanical gardens and such other facilities and projects as may develop the public's understanding of our natural environment. It is intended, however, that the directors of the corporation shall have the power and authority from time to time at this discretion to embrace such other fields of the arts and sciences as well as other types of cultural, scientific, literary, or educational pursuits as are consistent with the purposes of this corporation.

The corporation is not organized for pecuniary profit of any type nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, officer, director, or individual connected therewith.

All money received by the corporation from its operations by any means whatsoever, after payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for cultural, charitable, scientific, literary, or educational purposes, and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV, MEMBERSHIP AND MEETINGS

Section 1. Classes of Membership:

A. **Active Membership:** Active members shall include any individual regardless of race, creed, or national origin, who pays membership dues.

B. **Honorary Life membership:** Honorary life members may be elected by the Board of Directors in appreciation of and in recognition for outstanding service to the corporation. These memberships will be entitled to benefits as decided upon by the Board of Directors for each category as time and circumstances allow or require.

Section 2. Termination of Membership:

An active member may be suspended or expelled for failure to comply with these Bylaws or regulations established by the Board of Directors from time to time.

Section 3. Annual Meetings:

The annual meeting of the corporation shall be on a date determined by the Board of Directors from time to time, for reports and presentations of awards and such other business as may come before the meeting.

Section 4. Special Meetings:

Special meetings of the corporation may be called by the President or by the Board of Directors.

Section 5. Place of Meetings:

The Board of Directors may designate any place, either within or without the State of Missouri, as the place of the meeting for any annual meeting of the members or for any special meeting of the members.

Section 6. Notice of Special Meetings:

Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting, either personally, or by telephone, e-mail, or by mail to each member.

Section 7. Classes of Members:

The members of the corporation shall be divided into those classes as shall be determined from time to time by the Board of Directors. The dues for the various types of memberships shall be set by the Board of Directors from time to time.

Section 7. Executive Director

In the event the Board of Directors chooses to select an Executive Director, such officer shall have no voting privileges and shall serve as the primary staff person for the Corporation.

ARTICLE V, DIRECTORS

Section 1. General Powers:

The affairs, business, and property of the corporation shall be managed by the Board of Directors.

Section 2. Number. Election. and Term:

A. The number of directors of the corporation shall be no less than fifteen (15) nor more than thirty (30), each of whom, shall be elected at the October meeting of the directors annually, for a term of three (3) years or for a shorter term as determined by the Board of Directors from time to time and each of whom shall hold office until his successor has been elected and has qualified. The Botanical Center Coordinator of Springfield-Greene Co Parks shall serve as a non-voting ex officio member of the Board of Directors.

B. Any adult shall be eligible for nomination for the membership to the Board of Directors regardless of race, creed, or natural origin; provided, however, that no employee of the corporation shall be a director or shall be paid for services other than reimbursement for legitimate expenses incurred on behalf of the corporation; and further provided, however, that no director may serve more than two (2) consecutive three-year terms with a minimum of one year's absence from the board thereafter before again being eligible for nomination for membership to the board.

C. Nominations shall be submitted to the Board of Directors in September, annually, upon nomination by the Nominating Committee.

D. Election shall be by secret ballot at the October board meeting, annually. The secret ballot provision may be waived if unanimously agreed by all directors present. A two-thirds (2/3) affirmative vote by those present and voting shall constitute election.

E. The Botanical Center Coordinator of Springfield-Greene Co Parks and Botanical center staff of the Boards of Directors choosing shall serve as a non-voting ex officio member of the Board of Directors.

F. An advisory Board shall be created to be composed of members of the Friends of the Garden. Nominations for Advisory board members shall be made by the Executive Committee with advice from the Nominating Committee. Advisory board members shall be elected to three year terms by the board and are non-voting members.

Section 3. Regular Meetings:

A. The Board of Directors shall meet regularly once a month except for cancellations called by the Executive Committee because of weather or other contingencies. The regular meetings shall be held at time and place established by vote of the Board of Directors. The annual meeting shall be held in January. The Board of Directors may provide by resolution, the time and place for the holding of said regular monthly meetings with notice of such resolution to all directors.

B. Purpose of the regular monthly meetings of the Board of Directors is to carry on the orderly business of the Friends of the Garden by the Board, members of Friends of the Garden and invited guests; all other persons wishing to speak to the Board of Directors shall provide the president with the following: Two (2) weeks written notice; subject matter to be discussed; estimated time requirement for presentation and/or discussion.

Section 4. Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the president or any three (3) directors.

Section 5. Notice:

Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, emailed, or mailed to each director at their business address, provided, however, that if the designated meeting place is without the State of Missouri, an additional five (5) day notice shall be given. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum:

One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Vacancies:

In the case of the death or resignation or disqualification of one or more of the directors, a majority of the remaining directors may vote to fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the directors. A director elected to fill a vacancy shall serve as such until the next annual meeting of the directors, and, if elected, shall be eligible to serve as any other newly elected director. Directors may be disqualified and removed from the board by a majority vote of the Board if they are absent for three or more consecutive regular meetings.

ARTICLE VI, OFFICERS

Section 1. Number:

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined and held by the same person.

Section 2. Nomination:

The Nominating Committee shall present a slate of candidates for each electoral office to the board at the November meeting. Names may be added to the slate by a petition signed by not less than three (3) board members and presented to the chairman of the Nominating Committee no later than ten (10) days prior to the election meeting. Candidates shall be selected from the membership of the Board of Directors.

Section 3. Election:

Officers shall be elected at the December meeting and will take office at the annual meeting. Officers will be elected for a one-year term of office and may be re-elected annually to the same or another office thereafter. No person, however, shall be elected to the same office for more than three (3) successive years at a time. A simple majority of the quorum present and voting shall be necessary for election. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or until his death or removal in the manner herein after provided.

Section 4. Removal:

Any officer or agent elected or appointed by the Board of Directors, or automatically appointed, may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President:

The President shall exercise general supervision over the day-to-day affairs of the corporation and shall be ex-officio member of all committees.

Section 7. Vice President:

This officer shall: a) perform the duties of the President in the event the President is absent or cannot serve and succeed immediately to the office of President in the event of a vacancy in that office. b) perform additional duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Secretary:

This officer shall: (a) keep the minutes of all meetings; (b) see that all required notices are given; (c) be custodian of the corporate minutes; and (d) be responsible for all general correspondence of the corporation; and (e) in general perform duties as from time to time maybe assigned to him by the president or by the Board of Directors.

Section 9. Treasurer:

This officer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; (b) prepare periodic financial statements; and (c) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII, EXECUTIVE COMMITTEE

Section 1. Composition:

The Executive Committee shall include the following:

- (a) the officers of the corporation
- (b) the immediate past president
- (c) the Executive Director of the Corporation
- (d) Additional Members named by the President and approved by the Board.

Section 2. Meetings:

Meetings of the Executive Committee may be called by the president on not less than one (1) day's notice to each member.

Section 3. Quorum:

A quorum shall consist of a majority of the members of said committee.

Section 4. Powers:

The Executive Committee shall have and may exercise those powers as given by the Board of Directors from time to time. The chief responsibility of this committee is to oversee the business affairs of the corporation. They will study proposals and listen to recommendations from other committees, members, and outside sources. They will make decisions upon business related matters and make recommendations to the board. This committee is charged with the responsibility of dealing with internal affairs and making recommendations on board members who have failed to meet their obligations.

The Executive Committee, with the advice of the Nominating Committee, shall develop a slate of officers for each year's annual meeting. They or members of the Nominating Committee will be responsible for checking with each board member to determine their desire to continue on the board for each new term. The Executive Committee, with the advice of the Nominating Committee, will also be responsible for making recommendations for new Board Members and Advisory Board members.

ARTICLE VIII, COMMITTEES

Section 1. Standing Committees:

The president shall appoint annually the following committees:

A. **Finance Committee:**

The chief responsibility of this committee is to review the financial status of the corporation. They will also be responsible for creating the corporate budgets and reporting to the board. They will formulate recommendations on investments, dissemination of funds, and budget adjustments, as needed. This committee will work closely with the Director in determining the financial needs of the gardens.

B. **Marketing and Fund Raising Committee:**

The chief responsibility of this committee will be the promotion and development of Friends of the Garden. The committee will develop membership and fundraising activities that result in increased community awareness of Friends of the garden, membership promotion, and capital improvements of funding or major programs with the gardens. It will plan and direct the annual membership meeting each year, as well as other member benefit functions including dedication and recognition ceremonies, be responsible for other membership oriented activities and maintain the membership records, including renewals of membership. Recommendations for special events shall be developed by this committee and submitted from time to time to the Executive Committee or the Board of Directors as necessary.

They will listen to and investigate all inquiries or recommendations of the board members, as well as those from the community. This committee may appoint such subcommittees as are necessary to carry out its functions.

The Director of Membership will be a member of the committee and will promote membership in Friends of the Garden

C. **Garden Committee:**

The chief responsibility of this committee is the design and development of the gardens and the oversight of their maintenance. They will coordinate with the Finance Committee in planning expansions and in creation of the annual budget.

Section 2. Special Committees:

The president may, with the approval of the Board of Directors, appoint any other committees as the Board of Directors may deem necessary or desirable to carry on the work of the corporation.

ARTICLE IX, CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts:

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans:

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

Section 4. Deposits:

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X, FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE XI, AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose by a majority vote of the members of the board present and voting at any regular or special meeting. Proposed amendments shall be furnished in writing to all directors not less than twenty (20) days prior to the meeting at which time said proposed amendments will be submitted for approval. The Board of Directors may adopt emergency Bylaws as provided by the law.

ARTICLE XII, INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS

Each director, or officer, or employee, or former director, officer, or employee of this corporation hereinafter referred to as "it," and its legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by it or its estate in connection with, or arising out of, any action, suit, proceeding, or claim in which it is made a part by reason of its being, or having been, such director or officer; and any person who, at the request of this corporation, served as director or officer of another corporation, and its legal representatives shall in like manner be indemnified by the corporation so requesting it to serve; provided that in neither case shall the corporation indemnify such director or officer or employee with respect to any action, suit, or proceeding to have been found liable for negligence or misconduct in the performance of its duties as such director or officer or in the performance of its duties as such director or officer or employee. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding, or claim asserted against such director, officer, or employee (including expenses, counsel fees, and costs reasonably incurred in connection therein), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer or employee involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the board members at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer or employee was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the Board of Directors, as the case shall be, may rely conclusively upon the opinion of independent legal counsel selected by such board or committee. The rights to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XIII, WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under provisions of the Articles of Incorporation or under the provisions of the General Not For Profit Corporations Law, a waiver thereof in writing, signed by the person or persons entitle to such notice, whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV, DISSOLUTION

In the event of a dissolution of this corporation or termination of its activities, all of its assets shall be paid over or transferred only to an organization which shall have been recognized by the Internal Revenue Bureau as an exempt organization described in Section 501(3)(c) of the Internal Revenue Code, contributions to which are deductible.

ARTICLE XV, PROCEDURE

Section 1. Authority:

The business of the corporation shall be conducted, except as herein stated in these Bylaws, in accordance with Roberts' Rules of Order.

Adopted on the _____ day of _____, 20__.

President

Attest:

Secretary

Revised and approved, April 5, 2008.

Revised and approved, September 10, 2009.

Corrected Omission, November 19, 2010.- *Replacing Vice-President for President-elect as approved January 8, 2009.*

Revised and approved, September 8, 2011.