

# **THE HUNTSVILLE-MADISON COUNTY BOTANICAL GARDEN, INC. BYLAWS**

## **ARTICLE I. Name**

This organization shall be known as The Huntsville-Madison County Botanical Garden, Inc., hereinafter referred to as the Garden.

## **ARTICLE II. Purpose**

The purpose of the Garden shall be to establish, develop, and maintain a Botanical Garden in Huntsville-Madison County, Alabama for the benefit of the public and as set out in the Articles of Incorporation.

## **ARTICLE III. Membership**

### **Section 1. Eligibility**

All persons, associations, corporations and organizations interested in the objectives for which the Garden was organized, shall be eligible for membership.

### **Section 2. Membership Categories**

- a) Based upon recommendation of the Garden staff, the Board of Directors shall review categories of membership and changes or additions to the categories of membership.
- b) A schedule of dues shall be approved by the Board of Directors in amounts, which are considered to be equitable to the membership and at the same time in the best interests of the Garden.
- c) The Board of Directors may review the schedule of dues annually and make whatever adjustments to the dues it may deem necessary.
- d) Dues shall be payable at the time of enrollment and annually thereafter.
- e) Any member who shall fail to pay dues within ninety (90) days after the billing date shall be deemed to have resigned and shall be dropped from the membership roll of the Garden.

## **ARTICLE IV. Finances**

### **Section 1. Garden Income**

The Garden shall be supported by membership dues, donations, grants, visitor services income, and funds received through other fund-raising activities and/or projects.

### **Section 2. Expenditures**

- a) The Board of Directors of the Garden shall approve the annual budget and any capital campaigns.
- b) No officer, acting alone, will incur financial obligations that are not budgeted.
- c) The Board of Directors Finance Committee shall approve any funds necessary to ensure continued service for unforeseen expenditures that are not approved under the budget.

**Section 3. Audit**

The Finance Committee shall assure that an outside audit prepared by an independent accountant is performed annually with results accepted by the Board of Directors of the Garden.

**Section 4. Dissolution**

In the event of dissolution of the Garden, all assets remaining after payment of legitimate expenses shall be transferred to the organization(s) assuming responsibility for the purpose stated in Article II or, if no such organization(s) exist, they shall be contributed to another organization, at the discretion of the membership voting, providing it does not violate Article VI of the Articles of Incorporation of the Garden dated September 18, 2018, as last amended.

**Section 5. Fiscal Year**

The fiscal year shall begin October 1 in each calendar year and shall end on the then next succeeding September 30.

**ARTICLE V. Meetings of Members**

**Section 1. Annual Meeting of Membership**

- a) An annual meeting of the membership of the Garden shall be held in September, at which time highlights of the preceding year shall be provided and the new Board Members shall be elected.
- b) The membership or Board of Directors may offer such other recognitions and business as may be appropriate at this meeting.

**Section 2. Special Meetings of the Members**

The Board of Directors may call special meetings of the membership of the Garden. Special meetings shall also be called by the Chairman of the Board upon receipt of a petition for a special meeting signed by at least one (1) percent of the total membership of the Garden and shall state the purpose for which the meeting is to be called.

**Section 3. Notice of Membership Meetings**

- a) Notice of the annual meeting of the members of the Garden, or of any special meetings of the members of the Garden, must be provided two (2) weeks in advance of either meeting, and/or by notice in the official publication of the Garden provided at least three (3) weeks prior to the meeting.
- b) Either such notice shall clearly state the slate of new Board members, any proposed bylaw changes, and an agenda for the meeting as well as the time and place of the meeting.

**Section 4. Quorum of Members**

- a) Whatever number of members whose dues are current, and who are entitled to vote, are present at any meeting of the members shall constitute a quorum for that meeting.
- b) An action may be passed by a majority of those present and voting.
- c) Any action taken at any meeting of the members, for which proper notice has been provided, shall be the act of the entire membership.

### **Section 5. Voting**

- a) Each Garden membership shall be entitled to one (1) vote except a family Garden membership which allows for two (2) adults living at the same address to each have one vote.
- b) Proxy vote(s) shall not be permitted.
- c) Voting will occur via a voice vote. The presiding officer will call for the vote, and then asks those in favor to say "yea" and those against to say "nay."
- d) The presiding officer will announce the results according to his or her best judgment.
- e) Written voting will only occur in the event that the presiding officer is unable to make a determination via a voice vote.

### **Section 6. Rules**

All meetings shall be conducted in conformity with rules prescribed herein. If not prescribed herein, then the current edition of *Robert's Rules of Order, Newly Revised* shall be used as the Parliamentary authority for conduct.

## **ARTICLE VI. Board of Directors**

### **Section 1. The Board of Directors**

The governance and oversight of the Garden, and control of its property shall be vested in a Board of Directors consisting of minimum of fifteen (15) elected members and no more than twenty-four (24) elected members, the Chairman of the Advisory Board, the President of the Garden Guild, and the immediate past Chairman of the Board of Directors. The CEO of the Garden shall be an ex officio non-voting member of the Board.

### **Section 2. Terms of Office for Elected Directors**

- a) Each director shall be elected for a term of three (3) years, and shall begin his/her term on the first day of the new fiscal year following the annual meeting at which the Director was elected.
- b) Directors may serve only two (2) complete consecutive terms.
- c) A member may be re-elected to the Board of Directors after an interval of at least one (1) year.

### **Section 3. Vacancies**

Any vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors.

### **Section 4. Attendance and Participation**

- a) It is expected that any person who accepts election to a seat on the Board of Directors of the Garden shall participate actively in the work of the Board by serving actively on at least one (1) active committee and by maintaining regular attendance at committee and Board meetings.
- b) Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors without notification to the chair of the Governance Committee or any member of the Board of Directors who shall be absent from any five (5) meetings of the Board of Directors during any consecutive twelve (12) month period shall be deemed to have resigned.

**Section 5. Meetings of the Board of Directors**

- a) The Board of Directors shall meet once a month at least nine (9) months each year at a time and place to be determined by the Board.
- b) The Chairman of the Board may call special meetings of the Board of Directors.

**Section 6. Notice of Meetings of the Board of Directors**

- a) The Board of Directors shall meet monthly on the second Monday of the month at 11:30 a.m. unless the Chairman of the Board, or his/her designee, gives notice not less than 48 hours in advance. Such notice shall be given in an appropriate manner.
- b) Notice of special meetings shall be given in a similar manner, but not less than 72 hours in advance.

**Section 7. Quorum**

A quorum of the Board of Directors shall be a majority of the membership of the Board.

**Section 8. Voting**

- a) Members of the Board of Directors must be present at a meeting in order to vote.
- b) It shall be the policy of the Board of Directors not to act upon any matter of substance, which has not been scheduled for action in the agenda, except in the instance of a bona fide emergency requiring immediate action by the Board of Directors.
- c) The Chairman of the Board of Directors or the CEO of the Garden shall define an emergency.

**ARTICLE VII. Officers**

**Section 1. Officers**

- a) The members of the Board of Directors shall elect the following officers: Chairman, Vice-Chairman or Vice-Chairmen, Secretary, Treasurer, and Assistant Treasurer.
- b) No person shall hold more than one (1) office at the same time.
- c) All officers must be members in good standing of the Garden and its Board of Directors.

The duties of the officers shall be as follows:

**Chairman**

- 1) The Chairman of the Board shall preside at all meetings of the membership, the Board of Directors and the Executive Committee.
- 2) The Chairman shall be an ex officio member of all committees except the Nominating Committee.
- 3) The Chairman shall perform all duties incident to the office, and appoint special committees; be the spokesperson for the Garden and shall remain in constant touch with all the activities of the Garden.
- 4) If required, the Chairman of the Board shall appoint a CEO search committee.
- 5) The Chairman of each standing committee shall report directly to the Chairman of the Board.

**Vice-Chairman or Vice-Chairmen**

The Vice-Chairman or Vice-Chairmen shall perform the duties assigned by the Chairman and shall assume the duties of the Chairman of the Board in the event of the latter's absence.

**Secretary**

- 1) The Secretary shall keep a record of all meetings of the membership, the Board of Directors, and the Executive Committee.
- 2) The Secretary may delegate the taking of minutes to a staff person, subject to the approval of the CEO of the Garden, but must retain responsibility for the accuracy of minutes kept by such staff person.
- 3) The Secretary shall keep additional records as directed by the Chairman.

**Treasurer**

The Treasurer shall chair the Finance Committee and shall present the finance report at the monthly Board meeting.

**Assistant Treasurer**

The Assistant Treasurer shall perform the same duties as the Treasurer, at the direction of and in the absence of the Treasurer.

**Section 2. Terms of Officers**

- a) All officers shall be elected for a one (1) year term and shall hold their offices until their successors are duly elected and seated.
- b) In the interest of continuity, consecutive terms of service are encouraged for officers; however, the Treasurer shall serve not more than two (2) complete consecutive terms and no other officer may serve in the same office for more than three (3) complete consecutive terms.

**Section 3. Vacancies**

The Board of Directors shall fill any vacancy that may occur in the duration of the remaining term of office of an officer by a majority vote.

**ARTICLE VIII. Elections**

- a) No later than the February meeting of the Board of Directors, a Nominating Committee consisting of four (4) members and a chairman shall be appointed by the Chairman of the Board with Board approval.
- b) The Chairman and at least one (1) other member of the Nominating Committee shall be members of the Governance Committee, and all members of the Nominating Committee must be members of the Board of Directors in good standing.
- c) In addition, an executive staff member may provide assistance with analysis such as board diversity and may assist with determining interest from potential board candidates.
- d) The Nominating Committee shall provide a slate of officers as well as a slate of nominees for the Board of Directors and the Advisory Board. These three (3) slates shall consist of a single nominee for each office and for each vacant board seat. The slate for members of the Board of Directors shall be provided to the membership.

- e) Only those individuals who have served a minimum of one (1) year as a member of the Board of Directors shall be eligible to serve in the office of Board Chairman.
- f) The period between July 1 and August 15 shall be available to the membership of the Garden to submit the names of an alternate slate of candidates for the Board of Directors.
- g) Such alternate nominations must be made by at least fifteen (15) members of the Garden in good standing signing such nominations and shall be presented to the Chairman of the Board within the specified period.
- h) Should there be any alternate nominations, such shall be provided to the membership prior to the annual meeting. There shall be no further nominations permitted after August 15.
- i) Elections of Directors to the Board of Directors of the Garden shall be held at the annual meeting of the Garden membership. New Board members shall assume their duties on the first day of the new fiscal year following the annual meeting at which they were elected.
- j) Election of new officers for the next fiscal year shall be from the Board of Directors and shall be held at the last meeting of said Board prior to the annual meeting of the Garden membership.
- k) The new officers shall assume their duties on the first day of the new fiscal year after which they were elected.

## **ARTICLE IX. Committees**

### **Section 1. Standing Committees**

The Garden shall have the following Standing Committees: Executive, Finance, Horticulture and Site Development, Development, Long Range Planning, Governance, and Nominating. The Board of Directors may assign additional duties to any standing committee besides those described in these Bylaws.

### **Section 2. Standing Committee Responsibilities.**

#### **Executive Committee**

- a) There shall be an Executive Committee consisting of a minimum of five (5) members and shall include all officers of the Garden which shall have the full power and authority of the Board of Directors to act between Board meetings and in any bona fide emergency during the program year when a decision must be made which cannot wait until the full Board can be assembled.
- b) Any such decisions made by the Executive Committee shall be reported to the Board of Directors at the Board's next regular meeting.
- c) The Executive Committee shall not hire or terminate the services of the President/CEO; shall not make any change in the budget previously approved by the Board of Directors; and shall not approve the expenditure of substantial sums of money not provided for in the approved budget

#### **Finance Committee**

- a) The Finance Committee shall consist of the Treasurer and Assistant Treasurer and at least four (4) other members of the Board of Directors.
- b) A Guild representative should be included.

- c) This committee shall review and recommend to the Board of Directors as to the budget proposed by the President/CEO of the Garden; shall recommend the format of the monthly financial statement; shall review all monthly financial statements and provide appropriate recommendations to the Board of Directors; shall recommend to the Board of Directors with respect to investment of all of the Garden's financial assets; and shall review and recommend to the Board of Directors with respect to all other actions required of the Board of a financial nature.
- d) When reviewing the proposed budget, the Finance Committee shall be certain that both financial as well as programmatic interests are equally represented.

#### **Horticulture and Site Development Committee**

- a) The Horticulture and Site Development Committee shall advise the Board of Directors on actions and issues dealing with all aspects of the horticultural operations of the Garden and with the development of the Site, including facility construction.
- b) They shall identify potential naming opportunities and provide their recommendations to the Development Committee.
- c) An annual committee report shall be provided to the Board Chairman.

#### **Development Committee**

- a) The Development Committee shall advise the Board of Directors on all matters dealing with efforts to produce annual and long-range financial support for the Garden.
- b) They shall explore, review, develop, recommend, evaluate and assist in the implementation of fundraising goals, objectives and action plans.
- c) They shall be responsible for the coordination of all fundraising activities.
- d) They shall coordinate with other organizations, staff, and Board committees regarding development issues.
- e) They shall establish the applicable support levels for each naming opportunity.
- f) An annual committee report shall be provided to the Board Chairman.

#### **Long Range Planning Committee**

- a) The Long Range Planning Committee shall advise the Board of Directors on all matters dealing with strategic planning for the Garden.
- b) They shall lead in the development of strategic plans for the implementation of the Master Plan of the Garden, and with the development of new Garden programs and services within the scope of the Garden's Mission Statement. Such plans shall address the financial and operational implications.
- c) An annual committee report shall be provided to the Board Chairman.

#### **Governance Committee**

- a) The Board Governance Committee shall provide assistance in the election and reelection of the Board members and officers, Board orientation and education, succession planning for the Chairman of the Board and officers, and evaluation of the Board.
- b) The committee shall review perceived conflicts of interest of current and proposed Board members and implement appropriate procedures, if necessary.
- c) The Governance Committee shall keep a current copy of Bylaws and Policies and Procedures and bring a copy of both to all meetings should procedural questions arise during any meeting.

d) An annual committee report shall be provided to the Board Chairman.

**Nominating Committee**

See Article VIII. Elections

**Section 3. Standing Committee Membership**

The Chairman of the Board of Directors shall appoint the Chairman of Standing Committees and all Chairman of Standing Committees shall be Directors of the Board. No one person can chair more than one Standing Committee at the same time.

**Section 4. Committee Meetings and Quorums**

All committees shall meet as often as is necessary and on whatever schedule that best suits their purposes. The Finance Committee, however, should meet monthly. Quorums for meetings of all committees shall be a majority of the committee's current membership.

**Section 5. Special Ad Hoc Committees**

The Board Chairman, with the approval of the Board of Directors, may appoint whatever special ad hoc committees or task forces that from time to time may be deemed to be necessary.

**Section 6. Removal**

The Board Chairman or the Board of Directors, may change the membership of any committee should it be determined that the committee's performance is inadequate or in some way detrimental to the best interest of the Garden and its purpose.

**Section 7. Terms of Office**

All committee chairs shall be appointed for terms which shall extend until the end of the fiscal year for which they were elected, or until such time as the committee members' successors are duly appointed.

**ARTICLE X. Advisory Board**

**Section 1. Advisory Board**

- a) There shall be an Advisory Board of no less than fifteen (15) and not more than thirty (30) individuals selected to singly or collectively provide periodic advice and counsel to the Board of Directors as well as to assist in fund drives as they may occur.
- b) This number does not include those individuals that hold permanent appointed positions on the Advisory Board.
- c) Members of the Advisory Board shall be appointed by a majority vote of the Board of Directors of the Garden.
- d) The Advisory Board shall meet at least two (2) times per year and shall meet at such other times as the Chairman of the Advisory Board or the Chairman of the Board of Directors of the Garden deems necessary. A majority of the Advisory Board shall constitute a quorum.
- e) The Chairman of the Board of Directors shall appoint the Chairman of the Advisory Board at the same time standing committee chairman are appointed.



**Section 2. Terms**

The term of office of the Advisory Board shall be three (3) years.

**Section 3. Authority**

The role of the Advisory Board is advisory only and the Advisory Board is granted no authority under these Bylaws to make any decisions that are binding upon the Garden.

**Section 4. Committees**

The Advisory Board may form standing or special committees, as it may from time to time deem necessary.

**Section 5. Minutes**

An Advisory Board member or designated staff member shall keep the minutes of the Advisory Board meetings.

**Section 6. Liaison to Board of Directors**

The Chairman of the Advisory Board shall be a full voting member of the Board of Directors by virtue of the office and as such shall function as liaison between the Advisory Board and the Board of Directors.

**ARTICLE XI. Staff**

- a) The CEO of the Garden shall be employed by the Board of Directors.
- b) The CEO shall hire, supervise, evaluate, and, if necessary, terminate any and all additional staff persons provided for in the Garden’s operating budget and within personnel and other relevant policies set by the Board of Directors of the Garden.
- c) The CEO is a non-voting ex officio member of the Board of Directors.
- d) The Board of Directors and the CEO shall agree upon an appropriate job description for the CEO and both shall review this job description annually.
- e) The Board of Directors shall evaluate the performance of the CEO annually using a committee appointed by the Chairman of the Board and a process deemed acceptable in advance by the CEO and the Board of Directors.
- f) The Chairman of the Board has the power to initiate and/or accept the resignation of the CEO.

**ARTICLE XII. Amendments**

The Board of Directors of the Garden may amend these bylaws as follows:

- a) A proposal(s) for a Bylaw amendment may be made at any regular meeting of the Board of Directors.
- b) Upon a majority vote of the Board of Directors members present at the meeting, the proposed amendment(s) shall then be brought to the attention of the Garden membership either by email or by publishing the proposed amendment in the official publication of the Garden with comment(s) from membership invited.

- c) This shall include a statement that the proposed Bylaws amendment(s) shall be voted upon at the annual meeting or special meeting of the members of the Garden which shall occur at least two (2) weeks following the above announcement to the membership.
- d) A quorum of the members of the Garden, as defined in Article V. Section 4., is necessary to approve any amendment(s) and voting shall occur as stated in Article V. Section 5. of these bylaws.
- e) The Board of Directors of the Garden alone shall add no amendment(s) to these Bylaws outside of this procedure, as this would have the effect of disfranchising the general membership.

### **ARTICLE XIII. Enactment**

These Bylaws were enacted by vote of the Board of Directors at its meeting on September 13, 1985.

Amended June 9, 1986; July 6, 1987; June 4, 1990; May 9, 1994; May 10, 1999; November 13, 2000; December 9, 2002; February 10, 2003; July 11, 2005; October 18, 2013; September 18, 2018.

### **ARTICLE XIV. Policies and Procedures of the Board**

- a) The Board of Directors may from time to time promulgate policies and procedures.
- b) These Board policies and procedures shall be kept on file with the Bylaws of the Garden and shall be binding until their rescission or amendment.
- c) These policies and procedures may be altered or amended by the affirmative vote of a majority of the entire Board of Directors.

ADOPTED AS AMENDED BY THE MEMBERS OF THE HUNTSVILLE-MADISON COUNTY BOTANICAL GARDEN, AT ITS MEETING ON:

September 18, 2018

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Chairman

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Secretary