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BY-LAWS OF

MAUD GORDON HOLMES ARBORETUM COUNCIL
(April 1966)

ARTICLE I -- MEMBERS' ELECTION & TERMS

With the exception of that portion of the Regular Membership of the Council which is appointed according to the provision in the Constitution, the Regular Members will be elected at the Annual Meeting. If there is need to distinguish between these two groups of membership, the former group could be called "appointees" or "designees" and the latter "elective members".

Elective membership will be for three year terms, except where designations were not timely made under Article IV, Section A of the Constitution, the Council shall elect members to fill such vacancies for the term of one year. There shall be no limitation on successive terms.

Names of persons proposed for elective membership will be presented by the Membership Committee as established by the Board of Directors.

ARTICLE II -- MEETINGS

A--Annual Meetings: There shall be an Annual Meeting held in the last quarter of the fiscal year at which a slate of proposed members shall be elected by a majority vote of the Regular Membership in attendance. The Nominating Committee as established by the Board of Directors shall present at this Annual Meeting a slate for Directors to be elected for the three year terms.

B--Special Meetings: Special Meetings may be called by the Board of Directors or the President.

C--Meeting Notices: Written notice for Annual Meeting or any Special Meeting at which By-laws are to be altered, amended, or repealed shall be given at least ten (10) days in advance, and the purpose of the said meeting shall be stated in said notice.

D--Quorum: Those Regular Members present shall constitute a quorum of the Council at the Annual or Special Meetings. A majority of such quorum may decide any question which may come before such meeting except where otherwise expressly provided in these By-laws.

ARTICLE III -- BOARD OF DIRECTORS

A--Number: The Board of Directors shall consist of 12 members who shall be Regular Members of the Council.

B--Term & Election: The term of members of the Board of Directors shall be three years. A Director whose term of Regular Membership in the Council shall expire shall be automatically nominated for another term of membership in the Council by the Membership Committee.

A Nominations Committee consisting of not less than three members of the Board of Directors shall be appointed by the President of the Board with approval by a majority of the Board. The Nominations Committee shall present the names of one or more candidates for each Directorship to be filled.

C--Duties of Directors: A Director may serve as an officer of the Board and Council. A Director must attend Board meetings. He may resign at any time by giving written notice to the President or Secretary, or be relieved of his duties automatically if he fails to attend without cause three consecutive meetings of the Board. A Director may be expected to serve on Standing or Special Committees as a Chairman or member of the committee.

D--Meetings & Quorum: Regular meetings of the Board of Directors shall be called as needed by the President, or by the Executive Director or by petition of any three Directors. Notice must be given to each member of the Board of Directors at least seven days in advance of a Board meeting.

A quorum at any meeting of the Board of Directors shall consist of one-third of the members of the Board. A majority of such quorum may decide any question which may come before such meeting, except where otherwise expressly provided in these By-laws.

E--Duties of the Board of Directors: The Board of Directors shall be authorized and empowered to take any action as may be necessary or proper to carry out the business of the Maud Gordon Holmes Arboretum Council.

The Board of Directors may from time to time appoint an Executive Director who shall serve under the direction, control and supervision of the Board of Directors. The Executive Director shall attend all Board Meetings (either personally or through representation) and act as resource person and in advisory capacity with respect to all organizational activities.

The Board of Directors may from time to time also appoint an Advisory Board.

F--Liabilities: No director shall be personally liable for debts, obligations or liabilities of the Council or Board in the absence of fraud or bad faith.

G--Officers of the Board of Directors: Officers of the Board of Directors shall be elected at the first meeting, which meeting shall be held within two weeks of the Annual Meeting. These officers shall be President, Vice-President, Secretary and Treasurer. The retiring officers shall serve until replaced. The Nominations Committee appointed by the President for the Annual Meeting will function in presenting a slate of one or more candidates for each of these offices. The term shall be for one year, except that such officers shall continue to serve until the successor has been elected. A Director may hold office in successive terms so long as each is as a Director.

H--Vacancies: Any officer may resign or be relieved of his duties and the vacancy with respect to the Directorship or office may be filled by a majority of the Directors at any meeting at which a quorum is present, although less than a majority of the whole Board, such person so selected to hold office or to be a Director for the unexpired term.

I--Designation of Committees: The Chairman of each committee shall be appointed by the President from the Board of Directors within one month of his election to office. There shall be the following committees and others as necessary:

- a. Executive and Finance
- b. Membership
- c. Nominating
- d. Public Relations

ARTICLE IV -- AMENDMENTS

These By-laws may be amended by a majority vote of regular members at any annual meeting or special meeting providing written copies of the proposed amendment have been sent to all members at least ten days prior to such meeting.