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Constitution: Maud Gordon Holmes Arboretum Council

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CONSTITUTION

of the

MAUD GORDON HOLMES ARBORETUM COUNCIL

ARTICLE I - NAME

This organization shall be known as the MAUD GORDON HOLMES ARBORETUM COUNCIL.

ARTICLE II - NATURE

This organization is in the nature of coordinating committee founded or generated through the joint activities of both the Eighth District, Federated Garden Clubs of New York State, Inc. and the Buffalo State College Alumni Foundation, Inc., each of which said organizations became the recipients of and have remained the legal custodians of certain funds given in the name of the said Maud Gordon Holmes and earmarked by the donors in each case for use in the creation and perpetuation of an arboretum to beautify the ground of the State College (part of the New York State University) located on Elmwood Avenue in the City of Buffalo, New York, and by virtue of this origin this said organization shall derive its powers from and shall be responsible to each said organization with respect to the monies or other assets for which the said Federation or Foundation above described continues to have the legal responsibility.

ARTICLE III - PURPOSE

The purpose of this organization shall be to develop and maintain the MAUD GORDON HOLMES ARBORETUM on the campus of the STATE UNIVERSITY COLLEGE AT BUFFALO as an enduring project envisioned to provide in its maturity a treasure of natural beauty and resource for botanical studies for the advancement of the horticultural arts and of civic beautification in said area.

ARTICLE IV - MEMBERSHIP

Membership in this organization shall consist of the following classes:-

A. Regular Membership:- This shall be composed of from ⁶~~5~~ to ⁷⁵~~50~~ people from whose number shall be selected the members of the board of directors which shall be the governing body of this organization as

hereinafter set forth. Included in this membership shall be certain persons designated by certain organizations as follows:

- (1) Eighth District, Federated Garden Clubs of New York State, Inc., - 1 to 5.
- (2) Buffalo State College Alumni Foundation, Inc. - 1 to 5.
- (3) State University College (or successor institution) administration and faculty, including a biological scientist - 1 to 5.
- (4) Garden Center Institute of Buffalo Incorporated - 1 to 3.
- (5) Western New York Nurserymen Association - 1 to 3.
- (6) The McKinley Vocational High School horticulture department - 1 to 3.

In the event, however, that designations have not been submitted to the Council in writing by or before the day and date of the Council's annual meeting, the positions which would have been filled by such designees shall be considered vacant and ^{shall be approved} ~~may be filled~~ by the Council itself.

B. Contributing Membership:- This shall be composed of both individuals and organizations who have evinced a desire to have their names associated with said organization through their monetary contributions as follows:

- (1) Individuals who have contributed \$3.00 or more to the Council in the year in question.
- (2) Civic and social organizations who have contributed \$5.00 or more to the Council for the year in question.
- (3) Commercial and industrial organizations who have contributed \$25.00 or more to the Council for the year in question.

These members shall not be limited in numbers but shall have no vote in the administration of this said organization.

C. Honorary Membership:- This shall be composed of persons who from time to time have not only evinced an interest in this Council and its purposes and activities but who shall have made an unusual contribution either in monies, assets or services. These members shall not be limited in numbers but shall have no vote in the administration of the said organization. They shall be selected by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this organization shall be elected from the ranks of its regular membership and shall be comprised of as

many people (not less than 3 nor more than 15) as shall be deemed by said membership as necessary and proper adequately to administer the affairs of this Council as its governing body. These shall be the voting members that control policy and etc. with respect to the said Council and who are directly responsible to the founding organizations or organization hereinabove described. Included in said membership, however, shall at all times be at least one member designated by each of the said founding organizations so long as it continues as legal custodian of any of the monies or other assets earmarked for use in conjunction with the MAUD GORDON HOLMES ARBORETUM, such designee to be one of the persons chosen from the regular membership above described. If, however, such designation is not made in writing to this Council by or before the day and date of the said Council's annual meeting, the position so designated can be considered vacant and filled by the said Council membership.

Membership on said Board of Directors shall in no way be an impediment to serving in any capacity within any table of organization which may be set up with respect to the actual administration of the various functions and activities of this Council.

ARTICLE VI - FINANCES

Since this organization was created or founded by and derives its powers from other organizations which have been legally constituted as membership corporations under the laws of the State of New York and which have acquired or are in the process of acquiring tax exempt status, this said organization shall be operated exclusively for educational, charitable, philanthropic, eleemosynary and beneficent works and purposes only and the monies and other assets derived through said founding organizations or organization and any income or increment derived therefrom shall be used exclusively for such works and purposes and no part of said assets or earnings shall inure to the personal benefit of any member, director or etc. of the said organization or any other private individual, except that a reasonable compensation may be paid for services rendered to or for such organization.

ARTICLE VII - RATIFICATION AND AMENDMENT

This constitution and any by-laws created hereunder shall become effective upon its having been approved by the beginning membership of this said organization, subject, however, to the ratification of the Eighth

District, Federated Garden Clubs of New York State, Inc., so long as it continues as legal custodian of any of the monies or other assets earmarked for use in conjunction with the MAUD GORDON HOLMES ARBORETUM and of the Buffalo State College Alumni Foundation, Inc., so long as it continues as legal custodian of any of the monies or other assets earmarked for use in conjunction with the MAUD GORDON HOLMES ARBORETUM, and so also this constitution may be amended in the same manner required for it to become effective as above set forth, with the further provision in each instance that the actual proposed constitution or amendments be presented to the said beginning membership or the established Council of this organization in writing at least ten (10) days prior to a meeting called for said purpose, and approved either at said meeting or in writing by at least two-thirds (2/3) of said membership, the subsequent ratification by the above described founding organizations to be accomplished in compliance with their own respective charters (or constitutions) and by-laws, notice of such ratification being forwarded in writing to this Council.