

BY- LAWS
SAN DIEGO BOTANICAL-GARDEN FOUNDATION INC.

(A non-profit corporation)

ARTICLE I

NAME

Section A. The San Diego Botanical-Garden Foundation Inc. (known in this document as ("The Foundation")) is a non-profit corporation organized and existing under the laws of the State of California. The Foundation's U. S. Internal Revenue Service identification number for tax deductions is 95-245-8766 under Federal Code 501-C-3.

ARTICLE II

OBJECTIVES

Section A. To establish and develop a horticultural center for Southern California, providing facilities for the promotion of floriculture and horticulture; encourage more extensive and intelligent use of landscape design using ornamental plants and trees, which will enhance the beauty of Southern California homes, gardens, parks, parkways, etc.; to provide and be active in the preservation of and expansion of gardens in all parks and other public areas of San Diego County and adjacent areas, and to promote and to be active in the preservation, conservation, and expansion of natural botanical areas and open spaces important to the area's ecology.

Section B. To establish, develop and operate a botanical-horticultural library for the benefit of members and the public, in cooperation with Affiliate Members.

Section C. To encourage and stimulate interest in floral artistic design and flower arranging.

Section D. To encourage and stimulate interest in exhibiting of ornamental and decorative horticulture in homes and in public exhibitions.

Section E. To work with and encourage participation by staffs of Universities, Colleges, and other educational institutions to disseminate horticultural knowledge.

Section F. To encourage, develop, and conduct research in various horticultural areas.

Section G. To publish, print, edit, sell, distribute, and exchange such magazines, pamphlets, papers, books, booklets, or periodicals related to the objectives of The Foundation, as agreed upon the Board of Trustees, and to establish facilities to sell and/or distribute such other appropriate items as agreed upon by the Board of Trustees.

Section H. To teach and demonstrate horticulture and related techniques by all practical and useful methods, such as by laboratories, exhibitions, and plantings.

Section I. To act as the coordinating body for Members and Affiliated Members, and to serve as the liaison for such groups with public bodies or officials having control over facilities used by member groups under public recreation programs.

- Section J. To acquire by gift, devise, bequest, or otherwise monies, personal property, real estate, bonds, and securities, and to hold such properties for the benefit of The Foundation and its objectives.
- Section K. To undertake and carry on such other business, enterprise, pursuit, and activity incidental to the objectives of The Foundation, and to do and perform all things necessary to further the objective.

ARTICLE III

MEMBERS

Section A. Individuals and Groups interested in botanical, floriculture horticulture or other groups interested in related activities may apply for membership in The Foundation. The Board of Trustees will review all applications and advise the applicants as to their decision.

Section B. The membership of The Foundation shall consist of eleven classes as follows:

1. **Benefactor or Research Endowment Member:** Any person upon payment of an amount assigned by the Board of Trustees (for example: \$5,000 or more) shall be entitled to a Benefactor or Research Endowment membership in their name or in the name of another person, to be permanently listed in the records of The Foundation. Such payment to become a part of The Foundation's Endowment Fund.
2. **Founder Member:** Any person may become a Founder Member upon payment of an amount assigned by the Board of Trustees (for example: \$1,000 or more), to be permanently listed in the records of The Foundation. Such payment to become a part of The Foundation's Endowment Fund.
3. **Life Member:** Any person may become a Life Member upon payment of an amount assigned by the Board of Trustees (for example: \$500 or more) to be permanently listed in the records of the Foundation. Such payment to become a part of the Foundation's Endowment Fund.
4. **Annual Members:**
 - a. **A Sponsor Member** upon payment of dues in an amount assigned by the Board of Trustees (for example: \$250 or more) annually; or;
 - b. **A Sustaining Member** upon payment of dues in an amount assigned by the Board of Trustees (for example: \$100 to \$249) annually, or;
 - c. **A Contributing Member** upon payment of dues in an amount assigned by the Board of Trustees (for example: \$25 to \$99) annually, or;
 - d. **An Individual Member** upon payment of dues in an amount assigned by the Board of Trustees (for example: \$5) annually, or;
 - e. **A Family Member** (two persons) upon payment of dues in an amount assigned by the Board of Trustees (for example: \$7.50) annually.
5. **An Honorary Member:** By vote of the Board of Trustees, for any person for outstanding achievement in the Plant Sciences, for outstanding service to The Foundation, or for any reason decided by the Board of Trustees. This honor is to be permanently listed in the records of The Foundation.
6. **Group Member:** Industrial and commercial organizations, Government units, and other interested groups may become Group Members to support The Foundation's activities, in the following classes:
 - a. **Organizational Member:** Any approved organization may become a member upon payment of dues in an amount assigned by the Board of Trustees (for

example: \$100) or more per year, or upon providing the equivalent in goods or services, as approved by the Board of Trustees.

- b. **Affiliate Member:** Garden Clubs, Horticultural Societies, Botanical or Floricultural Groups, organizations devoted to floral-artistic design or flower arranging, and other groups interested in related activities may, upon approval by the Board of Trustees, become Affiliate Members upon payment of dues in an amount assigned by the Board of Trustees (for example:\$75) annually; such memberships shall entitle the Affiliate Members to use such facilities as may be available under programs of The Foundation and the Recreation Department of the City of San Diec.

Associate Member: Garden Clubs, Horticultural Societies, Botanical or Floricultural Groups, organizations devoted to floral-artistic design or flower arranging, and other groups interested in related activities may, upon approval by the Board of Trustees, become Associate Members upon payment of dues in an amount assigned by the Board of Trustees (for example:\$10) annually; such membership shall not be entitle the Associate Members to use such facilities as may be available under programs of The Foundation and the Recreation Department of the City of San Diego.

Section C. Dues Allocation: All membership dues payable annually shall form a part of The Foundations' General Fund and shall be devoted, after appropriation, toward operation of The Foundation in the pursuit of its objectives.

Section D. Membership Privileges, Duration:

1. All memberships shall:
 - a. be entitled to participate in all of the activities of The Foundation
 - b. be entitled to attend all meetings of The Foundation.
 - c. be entitled to receive The Foundation publications.
 - d. have access to the records of The Foundation
 - e. be in good standing during the years for which dues are paid, and may forfeit membership if dues are in arrears for ninety days or more after the beginning of the dues year.
2. Any resignation by a member shall be in writing addressed to the President, but such resignation shall not release such member from any obligation due The Foundation at the time of resigning.
3. Members and/or Benefactors making endowments to The Foundation or gifts of any other nature may stipulate whether such endowment or gift may become part of The Foundation's Endowment Fund.

ARTICLE IV

GOVERNING BODY

Section A. The Governing Body of The Foundation is the Board of Trustees. The Board of Trustees consists of the following positions:

1. Trustee:
 - a. A Trustee represents an Affiliate Member. Each Affiliate Member is entitled to have one Trustee at its discretion. An Affiliate Member desiring to have NO Trustee on the Board of Trustees may have non-voting observers at all

- meetings.
 - b. A Trustee shall be elected or appointed by the Affiliate Member under any method suitable to the Affiliate Member.
 - c. A Trustee vacancy will be filled by the Affiliate Member, as decided by it.
 - d. The Board of Trustees shall have the authority to name any members an Honorary Trustee, in recognition of outstanding service to the San Diego Botanical Garden Foundation, or for any reason decided by the Board of Trustees.
2. Duties of the Board of Trustees:
- a. The property, affairs, business, concerns and authority of The Foundation shall be vested in the Board of Trustees.
 - b. The Board of Trustees shall:
 - 1. Control and manage the affairs of The Foundation.
 - 2. Have the authority to establish rules and regulations applying to members and enforce them under the limitations of these By-Laws.
 - 3. Have the power to employ such management and other personnel as may be required to conduct properly the affairs of The Foundation, subject to the Articles of Incorporation, these By-Laws, and the laws of the State of California.
 - c. Files and records of The Foundation shall be kept in The Foundation's headquarters except as otherwise ordered by the Board of Trustees.
 - d. The Foundation does not contemplate pecuniary gain or profit to the members thereof. The property and assets of The Foundation shall be vested in the persons comprising the Board of Trustees herein provided. Gifts and donations of material items, monies, etc. to The Foundation shall be the property of The Foundation thereafter, and shall be under the control of The Foundation. Items loaned to The Foundation and accepted as loans by the Board of Trustees shall be under the control of the Board of Trustees for the duration of the loan, and shall be returned to the owners at the expiration of the stipulated loan period.
 - e. Upon the dissolution of The Foundation, its assets remaining after payment of, or provision for payment of all debts and liabilities of The Foundation shall be distribute to a non-profit fund, foundation or corporation which is organized and operated exclusively for the purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code. If The Foundation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County of San Diego, upon petition therefore by the Attorney General or by any person concerned in the liquidation.
 - f. The Board of Trustees shall present a full report of its proceedings and of the state of The Foundation at each Annual Meeting. A copy of such report shall be made a part of the permanent records of The Foundation.

ARTICLE V.

MEETINGS

Section A.

Meetings of the Board of Trustees shall be monthly at such places and times designated by the Board of Trustees. Meetings of the Board of Trustees other than the June Meeting and the Annual July Meeting may be passed by unanimous vote of the Board of Trustees. No meeting shall be conducted prior to the designated time.

Section B. The Annual Meeting of The Foundation shall be held in July each year on a date set by the Board of Trustees.

- Section C. At the June Meeting, any member may propose any business which he desires to have considered or acted upon at the Annual Meeting. Nominations for the Executive Committee shall be received at the July Meeting in accordance with article VIII, Section A.
- Section D. The Secretary shall mail a notice of the Annual Meeting to all members at least ten days before the meeting. Said notice to include an Agenda of Business for the meeting and another information that may be directed by the Board of Trustees.
- Section E. Special Meetings of The Foundation may be called by the President, by the Board of Trustees, by a majority vote of the Executive Committee, or at the request of ten members in good standing, with the subject to be discussed stated in writing addressed to the President. Notice of Special Meetings shall be transmitted to each member and no business shall be conducted other than that stated in the notice for that meeting.
- Section F. All meetings of The Foundation shall be open to all members and the public. Business of a non-public nature may be referred to the Executive Committee.
- Section G. A number equal to the membership of the Executive Committee (10) shall comprise a quorum for Board of Trustees meetings.
- Section H. Any action of the Board of Trustees, Executive Committee, or of any membership meeting may be appealed to a subsequent regular or special membership meeting, with a majority vote of such meeting to decide, uphold, or overrule such an appealed decision or vote.
- Section I. Members may vote by invitation only at Board of Trustee meetings, but all members may vote at Membership Meetings. Membership in any class of The Foundation entitles said member to one vote. Vote of Trustees representing specific Affiliate Member, shall be the vote of said Affiliate Member. Individual Members of The Foundation shall have one vote.
- Section J. Roberts Rules of Order Revised shall apply to the conduct of meetings, except when such rules may be suspended by unanimous agreement.

ARTICLE VI

FINANCES

- Section A. In accordance with Article IV, Section A, 3., of these By-Laws, the Board of Trustees shall establish one bank account for funds received through membership, endowments, or bequests wherein the member or donor stipulates such funds be placed in the Endowment Fund. The Foundation shall maintain one or more additional bank accounts for all dues, monies, or other evidences of value which are to be used for the general purposes of The Foundation by order of the Board of Trustees.
- Section B. The Fiscal Year of The Foundation shall commence as of the First Day of July and end as of the Thirtieth Day of June the following year.
- Section C. Auditing the Financial Records:
1. The Board of Trustees shall authorize an annual audit by an auditing committee prior to the Annual Meeting.
 2. The Board of Trustees may authorize any additional audit it deems appropriate.

ARTICLE VII

EXECUTIVE COMMITTEE

- Section A. The President:
1. Shall preside at all meetings of The Foundation and of the Board of Trustees and shall be the Chairman of the Executive Committee.

2. Shall appoint all committees except as otherwise provided by these By-Laws, and shall be an ex-officio member of all committees except the Nominating Committee.
3. As head of The Foundation, he shall be the Chief Executive Officer, and shall perform as such, making decisions and performing other executive duties subject to the approval of the Board of Trustees.
4. No person shall be eligible to serve as President longer than two consecutive terms of two years each.

Section B. The First Vice President:

1. Shall serve in the place of the President when the President is not available.
2. Shall maintain a current register of all members and their addresses.
3. Shall attend to the collection of dues, issuing receipts for same, and delivering all monies received to the Treasurer, taking a receipt therefore.
4. Shall perform such other functions as directed by the Board of Trustees.
5. Shall upon retiring from office, deliver to the succeeding First Vice President all records, documents, books, papers, and other properties of The Foundation in custody.

Section C. The Second vice President:

1. Shall serve in the place of the First Vice President when the First Vice President is not available.
2. Arrange programs.
3. Arrange Annual Dinner.
4. Shall perform other functions as directed by the Board of Trustees.

Section D. The Recording Secretary:

1. Print and mail Meeting Agendas.
2. Record Minutes, Trustee attendance, and maintain these records of meetings.
3. Keep original and amended bylaws.
4. Keep Articles of Incorporation and the Corporate Seal.
5. Prepare Annual State Corporation Filing Form.
6. Shall perform other functions as directed by the Board of Trustees.
7. Shall upon retiring from office, deliver to the succeeding Recording Secretary all records documents, books, papers, and other properties of The Foundation in custody.

Section E. The Correspondence Secretary:

1. Shall accept and conduct the correspondence of The Foundation.
2. Maintain the office telephone answering tape.
3. Arrange publicity.
4. Shall perform other functions as directed by the Board of Trustees.
5. Shall upon retiring from office, deliver to the succeeding Correspondence Secretary all records, documents, books, papers, and other properties of The Foundation in custody.

Section F. The Treasurer:

1. Shall be the Financial Officer of The Foundation, and shall provide for the maintenance of proper records of all accounts, assets, liabilities, disbursements, and business transactions of The Foundation, with such accounts open at all times for the inspection of any member of the Board of Trustees.
2. Shall be the Banking Officer of The Foundation in accordance with Article VI, Section A, of these By-Laws.
3. Shall make deposits and disbursements as ordered by the Board of Trustees and with the President, the First Vice President, or with any other designated officer, shall sign checks for The Foundation. In the unavailability of the Treasurer, two of the other authorized signatures may sign checks.
4. Shall upon retiring from office, deliver to the succeeding treasurer all records documents, books, papers, and other properties of The Foundation in custody.

Section G. Election of Executive Committee:

1. The term of each elected officer shall be two years.
2. In the year of the election of officers, the Board of Trustees, at the first meeting after the Annual Meeting, shall elect from its members the above Officers.
3. Any person elected or appointed to be an officer must be or become an Individual Member, Family Member or Honorary Member.
4. The nominating committee appointed in Article VIII, Section A, shall nominate candidates for all positions in the Executive Committee.
5. Any member of the Board of Trustees may also make nominations for all Offices prior to the election.

Section H. Any resignation by an Officer shall be in writing addressed to the President, but such resignation shall not release such Officer from any obligation due The Foundation at the time of resigning. Office vacancies will be filled by appointment of a consenting person, at any meeting by the Board of Trustees, to fill the un-expired term.

ARTICLE VIII

COMMITTEES

Section A. Nominating Committee: At a Board of Trustees meeting preceding the June Board of Trustees meeting, the President shall appoint a Nominating Committee of no fewer than three active members of The Foundation, subject to the approval of the Board of Trustees, to nominate an Executive Committee.

Section B. Standing Committees:

There shall be an Executive Committee; Finance Committee, Library Committee, Research Committee, Legal Committee, such other committees as shall be approved by the Board of Trustees. Any Affiliated Member shall be eligible to serve on The Foundation committees.

Section C. Executive Committee:

1. Shall be comprised of the President, First Vice President, Second Vice President, Recording Secretary, Correspondence Secretary, Treasurer, the immediate Past President, and three Trustee elected by the Board of Trustees.
2. Shall act as necessary for the Board of Trustees, and shall perform such other functions as assigned to it by the Board of Trustees.
3. Reports of Executive Committee proceedings and actions shall be read at the next regular meeting of the Board of Trustees for the purpose of ratifying or overruling actions taken.
4. Five members of the Executive Committee shall comprise a quorum.

Section D. Property Committee:

1. Shall maintain inventory of The Foundation's equipment in concurrence with the Library Committee's inventory.
2. Shall oversee equipment and material use.
3. Shall maintain storerooms

ARTICLE IX

AMENDMENTS

Section A. These By-Laws may be repealed, or amended, or new By-Laws adopted by a majority vote of the Board of Trustees, subject to the approval of the next Annual

Meeting or at a special meeting. All members shall be notified of the proposed amendments by mail at least ten days prior to a Special Meeting, which will consider amendments

ARTICLE X

THE SEAL

Section A. The Foundation shall have an insignia consisting of a circle, having within its circumference the words, "San Diego Botanical Garden Foundation", date (MCMLXV) of Incorporation. On authorization of the Board of Trustees, shall purchase a common seal, with which documents may be imprinted as directed by the Board of Trustees, or as required by these By-Laws or by the laws of the State of California.

These By-Laws read and adopted by the Board of Trustees during the meeting of August 9, 2001

Robert Hodges, Recording Secretary

August 3, 2006