

## Constitution and By-laws of the Northern Plains Botanic Garden Society

### Constitution

#### Article I. Name.

Section 1.1. The Name of this body shall be the Northern Plains Botanic Garden Society, hereinafter, the Organization.

#### Article II. Mission.

Section 2.1. The mission of the Organization is to establish and operate a botanic garden, conservatory, and arboretum in the Fargo-Moorhead area.

Section 2.2. The motto of the Organization is “promoting community through gardens” or “civitati faventes hortis.”

#### Article III. Membership

Section 3.1. Membership in the Organization shall be based on application and payment of dues, as set by the Organization. Various categories may be established by the Organization.

Section 3.2. Institutional memberships in the Organization may be established, and shall be based on application and payment of dues, as set by the Organization.

Section 3.3. Membership will be for one calendar year beginning with the designated month in which the dues are paid, with the exception of Lifetime Memberships as established by the Organization.

Section 3.4. All individual members have voting privileges at the Annual Meeting and at other meetings involving the membership at large. Family membership votes are limited to the immediate family members and not extended family. Institutional memberships are entitled to attend meetings and receive the Organization’s publications, but are not entitled to voting privileges.

Section 3.5. Membership will not be restricted to race, creed, color, gender, sexual orientation, or national origin.

#### Article IV. Office and Duties.

##### Section 4.1. President

The duties of the president shall be to:

- a) act as overall coordinator for the activities of the Organization.
- b) conduct the meetings of the Organization’s Board of Directors.
- c) serve as a member of and conduct the meetings of the Executive Committee of the Board of Directors.
- d) serve as the official representative of the Organization

##### Section 4.2. Vice-President.

The duties of the Vice-President shall be to:

- a) assume presidential responsibilities in the event of the absence of the president.
- b) coordinate with the Program Committee.

- c) serve as a member of the Executive Committee of the Board of Directors.
- d) plan and arrange for speakers for general meetings of the Organization.

#### Section 4.3. Secretary.

The duties of the Secretary shall be to:

- a) record the minutes of the general meetings of the Organization.
- b) coordinate all official correspondence of the Organization.
- c) maintain files of pertinent information.
- d) maintain an active list of members, phone numbers, addresses, and e-mail addresses.
- e) serve as a member of the Executive Committee of the Board of Directors.
- f) coordinate with the Membership Committee.

#### Section 4.4. Treasurer.

The duties of the Treasurer shall be to:

- a) oversee all financial transactions of the Organization.
- b) serve as a member of the Executive Committee of the Board of Directors.
- c) coordinate with the Finance Committee.

#### Section 4.5. Board of Directors

- a) The Board of Directors shall consist of 9 individuals drawn from a variety of backgrounds and expertise.
- b) Candidates for the Board of Directors will be nominated by the Nominating Committee. The General Membership may nominate candidates as well. The Board of Directors are elected to staggered terms by the membership via written ballot at the annual meeting.
- c) Meet at least quarterly.
- d) The duties of the Board of Directors shall be to:
  - 1) provide general oversight for the activities of the Organization.
  - 2) set policy and procedures for the Organization.
  - 3) approve members to chair standing and ad hoc committees, and approve members of the committees.
  - 4) approve all hired positions, including the Executive Director.
  - 5) approve financial actions of the Organization.
  - 6) monitor and supervise the work of paid employees.
  - 7) monitor the work of committees.
  - 8) establish ad hoc committees as needed.
  - 9) delegate responsibilities as needed.

#### Article V. Elections.

Section 5.1. All members of the Organization shall be eligible for any position. All members of the Board of Directors must be members of the Organization.

Section 5.2. The membership of the Organization elects the Board of Directors.

Section 5.3. The Board of Directors elects four (4) officers; President, Vice-President, Secretary, and Treasurer from among members of the Board.

Section 5.4. Only members in good standing (i.e., dues paid) are eligible to vote.

Section 5.5. Proxy voting is not permitted.

Section 5.6. Length of Office

a) The length of office for President, Vice-President, Secretary, and Treasurer shall be three years, and may be held for a maximum of two consecutive terms.

b) One-third of the directors on the initial board shall serve one-year terms, one-third shall serve two-year terms, and the remaining one-third shall serve three-year terms in order to achieve staggered terms. Thereafter, all terms for board members shall be for three years, with a maximum of two consecutive terms.

Section 5.7. Election for Board Vacancies.

a) The Board of Directors votes to fill all vacancies with a qualified person for the remainder of the vacant term.

Article VI. Meetings.

Section 6.1. The Annual Meeting of the Organization shall be held in March on a date established by the Board. Notice of the annual meeting shall be distributed at least thirty (30) days in advance.

Section 6.2. Functions of the Annual Meeting shall be to elect member of the Board of Directors, approve by-laws and constitutional changes if any, and approve annual reports of the standing committees. The President delivers an annual "State of the Society" address. Year-end financial reports are made available for the membership.

Section 6.3. The quorum of conducting official Organization business shall be the members present with a minimum of twenty (20) members or 25 percent of the paid membership, whichever is less.

Section 6.4. Monthly and quarterly general meetings may be called by the President to conduct other business.

Article VII. Dissolution of the Organization and Disposal of Property.

Section 7.1. In the event of dissolution of the Organization, all of the assets and funds remaining after payment of all debts and liabilities of the Organization shall be distributed to one or more organizations which are in compliance with section 501(c)3 of the United States Internal Revenue code and which the Organization has designated as a recipient by a simple majority of members present. Notification of the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Article VIII. By-laws.

Section 8.1. By-laws may be added to the constitution or amended by presenting them at a meeting of which notice of this proposed by-law or amended by-laws has been given to all members seven (7) days prior to the meeting. By-laws or amendments to by-laws shall be presented to the membership by the Board of Directors. Individual members can submit proposed by-laws or amendments to the by-laws to the Board of Directors for referral to the membership. Upon approval of a two-thirds majority of the members present at the meeting, the by-law shall go into immediate effect unless otherwise specified.

## Article IX. Adoption of the Constitution.

Section 9.1. Adoption of this constitution shall require a two-thirds affirmative vote of all the people attending the meeting. Notice must be given to all interested persons at least one month prior to the meeting.

## Section 9.2. Amendments.

- a) Proposed amendments to this constitution shall be presented by the Board of Directors to the membership by notice at least thirty (30) days prior to said meeting.
- b) Individual members may submit proposed amendments to this constitution to the Board of Directors for referral to the membership.
- c) Upon approval of two-thirds of the membership present at the meeting, the amendment shall become part of the constitution.

## By-laws

### Article I. North Dakota Century Code.

Section 1.1. North Dakota Century Code, Chapter 10-33, NONPROFIT CORPORATIONS is the foundation for operations of the Northern Plains Botanic Garden Society.

### Article II. Tax-Exempt Status.

Section 2.1. In accordance with U.S.C. title 26, Subtitle A, Chapter 1, Sub-chapter F, Part I, 501(c)3 of the Internal Revenue Code, the Organization is a foundation, organized and operated exclusively for educational purposes. No part of the net earnings inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

### Article III. Organizational Regulation.

Section 3.1. The Organization will adhere to the *North Dakota Century Code*, Replacement Volume 2A, Chapter 10-33. Nonprofit Corporations for additional regulatory rules.

### Article IV. Standing Committees.

Section 4.1. Committee Chairpersons shall be appointed by the President with approval by the Board of Directors.

## Section 4.2. Executive Committee.

- a) The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer, and the Executive Director.
- b) The Executive Committee is empowered to carry out the policies and directions of the Board of Directors.
- c) The Executive Committee shall meet at the discretion of the President.

#### Section 4.3. Operations Committee.

The duties of the Botanic Garden Operations Committee are to:

- a) work with contractors for Garden, Building and Infrastructure construction.
- b) develop technical plans for the Gardens.
- c) obtain equipment to operate and maintain the Gardens and Buildings.
- d) develop plans to conduct research, particularly in the area of ethnobotany, at the Gardens.
- e) other duties as needed by the Board of Directors.

#### Section 4.4. Program Committee.

The Duties of the Program Committee are to:

- a) prepare programs pertaining to horticulture, botany, gardening, and nature for the community and Organization's members.
- b) host special events at the Gardens, such as children's shows, programs for school and other groups, public events, social events, and meetings of adult gardening groups and professional societies.
- c) other programming as requested by the Board of Directors.

#### Section 4.5. Nominating Committee.

The duties of the Nominating Committee are to:

- a) develop a list of nominees for officers and members of the Board of Directors of the Organization, and to present the list of nominees at the Annual Meeting of the Organization.
- b) find potential candidates to fill vacancies in offices to be filled by special election.

#### Section 4.6. Finance Committee.

The duties of the Finance Committee are to:

- a) obtain funding for site procurement and for the construction, maintenance, and operations of the Gardens.
- b) assist the Treasurer in collecting dues from the Organization's members.
- c) raise funds for special events.
- d) develop endowments.
- e) track, document, and acknowledge donations in a comprehensive and timely manner.
- f) raise other funds as needed at the discretion of the Board of Directors.

#### Section 4.7. Membership Committee

The duties of the Membership Committee are to:

- a) recruit and maintain membership for the Organization.
- b) assist the Secretary in maintaining current membership and volunteer files.
- c) identify, train, and supervise volunteers and organize volunteers' duties.
- d) acknowledge and thank members and volunteers for their contributions.
- e) conduct other human resources functions as directed by the Board of Directors.

#### Section 4.8. Public Relations Committee.

The duties of the Public Relations Committee are to:

- a) assist the Society's publication needs in writing, editing, printing, and distributing newsletters, brochures, journals and other documents.
- b) develop and maintain the Organization's website.
- c) provide news releases and serve as liaisons to the news media.
- d) develop videos and other media related to the Gardens and topics of botanical interest.
- e) serve visitor information functions, including visitors booths.
- f) develop and maintain other outlets, including social media, for the display and dispersal of Garden information per its discretion.

#### Section 4.9. Audit Committee.

The duties of the Audit Committee are to:

- a) conduct internal audits.
- b) arrange for an annual external audit.

#### Article V. Ad Hoc Committees.

Section 5.1. Other committees may be established by the Board of Directors as needed.

Section 5.2. Ad hoc committees must be given a specific agenda to accomplish and will exist for a specific time. The Board of Directors will review the committee's work at the end of their specified term to determine their continuation.

#### Article VI. Communications.

Section 6.1. In addition to communications initiated by the Executive Committee, the Organization may establish a newsletter and/or journal to communicate with the membership. The Publicist and the Public Relations Committee shall be responsible to collect information for the newsletter and/or journal and to disseminate it.

#### Article VII. Rules of Order.

Section 7.1. The proceedings of the Annual Meeting of the Board of Directors, and of the committees shall be governed by and conducted in accordance with the latest edition of *Robert's Rules of Order*, except as otherwise provided herein.