

# **BYLAWS**

**of the**

# **MENDOCINO COAST BOTANICAL GARDENS CORPORATION**

**Revised: April 9, 2010**

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BY-LAWS OF  
MENDOCINO COAST BOTANICAL GARDENS CORPORATION  
A California Non-profit Public Benefit Corporation

PREAMBLE

The Mendocino Coast Botanical Gardens Corporation and Staff actively seek to serve its members, the people within the Mendocino Coast Recreation and Park District, and the State of California. We conduct our business in an open, legal and ethical manner.

ARTICLE I  
NAME, FORM AND OFFICE

- Section I. Name. The name of this corporation shall be Mendocino Coast Botanical Gardens Corporation (herein referred to as the Gardens).
- Section 2. Form. The corporation is organized pursuant to the provisions of the general nonprofit corporation laws of the State of California.
- Section 3. Office. The principal office for the transactions of this corporation is to be located within those properties designated as the Gardens.

ARTICLE II MISSION

Our mission is to conserve plants suited to the climate of the Mendocino Coast, and display them for the enjoyment and education of our guests.

ARTICLE III  
MEMBERSHIP

- Section 1. Types of Membership. Various types of membership will be established to reflect different levels of financial and volunteer hour donation. The Board will approve the number of types and criteria for each type.
- Section 2. Annual Dues. Each individual member in good standing must pay, within the time and conditions set by the Board of Directors, the annual dues in amounts to be fixed from time to time by the Board of Directors.

ARTICLE IV  
ELECTIONS

- Section. 1 Election of Board Members shall be on written ballot voted on by the Membership of the Gardens and received at the Gardens 30 days prior to the Annual Meeting.
- Section 2. Eligible Voters. Each membership in good standing as of January 1 of the election year will receive 1 ballot, with the exception of Household Memberships which will receive 2 ballots.
- Section 3. Eligible Candidates. Eligible Board candidates consist of Gardens' members in good standing as of January 1 of each election year who:
- (a) Prior to assuming their seat on the Board, all elected and appointed Board members must have completed 15 hours of volunteer work **for** the Gardens, 10 hours of which must be **at** the Gardens;
- AND
- (b) Are nominated by the Nominating and Elections Committee;

OR

(c) Are write-in candidates on the Annual Ballot.

Section 4. Board Vacancies. When a Board vacancy occurs between annual elections, it shall be filled by special election by the Board of Directors at the next regular Board meeting or as soon thereafter as possible. All candidates shall be processed through the Nominating and Elections Committee to determine eligibility. The interim Board member shall serve for the remainder of the unexpired vacancy until the next annual election.

Section 5. Recall of Directors.

(a) The recall of a Director(s) may be initiated by a petition signed by a minimum of 5% of the current members of the Gardens and presented to the Board of Directors. The petition must state the reason(s) for the recall action.

(b) At the next regular meeting after receiving and verifying the signatures, the Board of Directors shall instruct the Nominating and Elections Committee to schedule a special Recall Election to be held within the next 60 days.

(c) Reasons for the recall shall be specified on the ballot along with a response from the Director(s) subject to the recall.

(d) Election results. A simple majority of the members voting shall be required for the recall to prevail. The Nominating and Elections Committee shall certify the ballots and report the result to the Director(s) subject to recall, and to the Board of Directors at the next regular Board meeting.

## ARTICLE V MEETINGS

Section 1. Meetings.

(a) Annual meeting of the members of the Corporation shall be held by the Board of Directors in May of each year at a time and place designated by the President of the Board in consultation with the Executive Director.

(b) Regular meetings of the Board of Directors shall be held at a time and place designated by the President of the Board, unless otherwise voted by the Board of Directors. Notice of time and place of meeting along with the agenda shall be made available at the Gardens for members by the Friday prior to the meeting.

(c) Special meetings of the Board of Directors can be called at any time by the President of the Board or upon the written request of at least three (3) members of the Board. Special meetings require a forty-eight (48) hour notice to all members of the Board of Directors, and a public posting of the agenda.

(d) Public access. An opportunity for public comment shall be provided at every open meeting, subject to reasonable time constraints.

Section 2. Closed Sessions of a quorum of the Board of Directors may address only personnel issues, litigation, labor negotiations, or real estate negotiations. The vote on any action considered during the closed session must be taken in open meeting immediately following the closed session or at the next open meeting.

Section 3. Quorum. A quorum of the Board shall consist of a majority of the duly elected Directors. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of a quorum due to the withdrawal of a Director(s) from the meeting.

## ARTICLE VI BOARD OF DIRECTORS

- Section 1. Number of Directors. The authorized number of Directors shall be a minimum of nine (9) and a maximum of thirteen (13) members. It shall be at the discretion of the Board to expand or contract within these parameters, as they see fit without further amending these bylaws.
- Section 2. Composition.
- (a) One Board position shall be an appointed Board member of the Mendocino Coast Recreation and Park District approved by the Mendocino Coast Botanical Gardens' Board of Directors. Up to two (2) Board members may be appointed by the Gardens' Board. All appointed Board members are subject to the term limits described in Article VI, Section 3.
  - (b) Prior to assuming their seat on the Board, all elected and appointed Board members must have completed 15 hours of volunteer work **for** the Gardens, 10 hours of which must be **at** the Gardens.
  - (c) At least eight (8) members of the Board of Directors shall be elected by the membership.
  - (d) A Board member shall not be related to the paid staff of the Gardens.
  - (e) No two members of a family (i.e. husband/wife, parent/child, siblings, significant others, etc.) shall serve as Boards of the Corporation at the same time.
- Section 3. Terms of Office.
- (a) The term of office shall be two (2) years.
  - (b) Terms shall be staggered in such a way that the terms of six (6) elected Board members shall expire in the same year, and the terms of the remaining elected Board members shall expire the following year. Terms shall commence in the month of May following the election at the Annual Meeting of the Corporation. Terms shall be limited to three (3) consecutive terms plus any fraction thereof that may occur as a result of an appointment to fill a portion of a term left vacant by a Board member's resignation. A person may be re-elected to the Board after being off the Board for one (1) year.
- Section 4. Resignation. Any Board member may resign at any time by giving written notice to the Secretary of the Board. Such resignation shall take effect on the date and time of the receipt of the notice or at any time specified therein. The acceptance of such resignation shall not be necessary to make it effective.
- Section 5. Termination.
- (a) A Board member or members may be removed on the occurrence of any of the following events:
    - (1) The Board member has failed to attend two consecutive meetings of the Board of Directors.
    - (2) The Board member has been declared of unsound mind by a final order of the Court;
    - (3) The Board has been convicted of a felony;
    - (4) The Board member has been found by a final order of a Court to have breached duties imposed by the Corporations Code of California;
  - (b) If any event listed in Article VI, Section 5(a) occurs, a two-third's majority vote of the Board of Directors is required in order to remove a Board member from office.
- Section 6. Compensation. Board members shall not receive compensation for their services, but may be reimbursed for expenses incurred in the performance of duties.
- Section 7. Liability. Board members shall not be personally liable for the debts, liabilities or other obligations of the Corporation.
- Section 8. Powers and Duties. Subject to limitations of the Articles of Incorporation, California law and these bylaws, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors.

The duties of the Board members include:

- (a) Review and support the mission and tax exempt purpose of the Mendocino Coast Botanical Gardens;
- (b) Approve and periodically update long range plans;
- (c) Monitor the progress and services of the Mendocino Coast Botanical Gardens to assure itself that objectives are being achieved in the best possible manner;
- (d) Select, evaluate, support and terminate, if necessary, the Executive Director;
- (e) Serve as a court of appeal;
- (f) Establish policy as necessary where consistency of action is desirable;
- (g) Assure itself that its basic legal and ethical obligations are fulfilled;
- (h) Perform financial oversight and its fiduciary responsibilities, and assist in securing adequate financial resources in support of the Mendocino Coast Botanical Gardens;
- (i) Assure itself that the Mendocino Coast Botanical Gardens is effectively integrated with the community, its publics and other institutions;
- (j) Assess its own performance with the assistance of non-Board members.

Section 9. Contracted Services. Whenever the Board of Directors elects to place the responsibility for planning, conducting or evaluating a component of its work program with another individual or organization, it shall formalize the relationship with the individual or organization in a contract which states the specific responsibilities contracted and the conditions of performance.

Section 10. Conduct of Meetings of the Board of Directors shall be presided over by the President of the Board of Directors or, in his or her absence, by the Vice-President of the Board of Directors. In the absence of both, a Board member chosen by the majority of the Board members in attendance shall preside.

Section 11. Action Without Meeting. Under emergency circumstances, or when time is of the essence, the Executive Committee shall have the right to take action in the absence of a meeting, except for the removal of a member of the Board of Directors, by obtaining the written or telephone approval of a majority of the members of the Board. All actions by the Executive Committee shall have the same effect as though taken at a meeting of the Board. All actions shall be reported at the next regularly scheduled meeting of the Board of Directors.

Section 12. Proxy Voting. Voting by proxy is not permitted at meetings of the Board of Directors or at its committees.

Section 13. Parliamentary Procedure. The latest edition of *ROBERT'S RULES OF ORDER* shall govern all meetings of the Board of Directors and all committee meetings in all cases in which they do not conflict with these bylaws. The President of the Board may appoint a Parliamentarian.

Section 14. Minutes. The Board shall keep for each meeting written minutes which include a record of votes on all motions and a brief summary of public comments. Minutes of the previous meeting shall be made available to all members of the Board within one (1) week following the meeting.

Section 15. Majority Votes. All votes in regular or special Board meeting or committee meetings shall be by a majority vote unless otherwise specified in the bylaws.

## ARTICLE VII OFFICERS

Section 1. Enumeration. The officers of the Board of Directors shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. Terms of Office.

- (a) Officers shall hold office for a period of one (1) year.
- (b) Officers can be re-elected to the same office, not to exceed a total period of two years in succession.

Section 3. Nomination of Officers. During the 30 days preceding the annual meeting, all current Board members shall survey among themselves and nominate a slate of candidates to serve as officers for the coming year.

Section 4. Election of Officers. Officers shall be elected by a majority vote of the members of the Board of Directors at the Annual Meeting following the installation of the new Board members.

Section 5. Vacancies. If any office becomes vacant for any reason, such vacancy shall be filled by the Board of Directors at their next regular meeting, or as soon thereafter as possible.

Section 6. Powers and Duties of Officers.

a) President. The President shall preside at all meetings of the Board of Directors. The President shall prepare the agenda for Board meetings in cooperation with the Executive Director.

(b) Vice-President. At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President.

(c) Secretary. The Secretary shall have charge of the official books, documents and papers of the Corporation. The Secretary shall attend the meetings of the Board and shall assure that a record is kept of the minutes of those meetings. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the meeting. The Secretary shall assure that a record is kept containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their place of residence; such book shall be open for inspection as prescribed by law. The Secretary may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board.

(d) Treasurer. The Treasurer shall serve as Chair of the Finance Committee, and shall review monthly the complete financial statement.

## ARTICLE VIII COMMITTEES

Section 1. Committee Composition.

(a) With the exception of the Executive and Finance Committees, the Chair of each committee shall be appointed by the President. Appointments to each committee shall be made by the Chair of the Committee in consultation with the President and the Executive Director.

(b) The Personnel Committee shall be composed of Board members. All meetings shall be closed to the public. Board members may attend as observers.

(c) Other Committees shall be composed of both Board and non-Board members. Whenever possible staff liaisons shall be appointed by the Executive Director and shall be nonvoting members. Non-committee members may attend meetings as observers with the right to speak when recognized by the chair of the committee.

(d) The Executive Director or his/her designee shall be an ex-officio member on all committees with the exception of the Personnel Committee and the Nominations and Elections Committee.

Section 2. Standing Committees.

(a) Executive Committee. The Executive Committee shall be comprised of the officers of

the Corporation.

(b) Finance Committee. The Finance Committee shall meet quarterly, or more frequently as necessary, to review the fiscal operations of the Gardens and recommend fiscal policies. The Executive Director will present the proposed annual budget to the committee for its review and approval. The committee will present the Budget to the Board with a recommendation for adoption.

(c) Personnel Committee. The Personnel Committee shall make an annual performance review of the Executive Director and submit it to the Board of Directors for its action. The Personnel Committee shall also review the salary package of the Executive Director annually and make recommendations to the Board of Directors. The committee shall serve as a Grievance Committee.

(d) Nominations and Elections Committee. The Nominations and Elections Committee shall be responsible for the nomination and election process as provided for in these bylaws, including the validation of candidates.

1) It shall be composed of six (6) members; at least one (1) of whom shall be a Board of Directors' member, one (1) a former Board of Directors' member, three (3) non-Board Gardens members, plus one (1) nonvoting staff liaison.

2) Shall actively solicit, accept nominations of, and validate all candidates for election or appointment to the Board in accordance with Article VI, Section 2. Every effort should be made to achieve a broadly based representation, drawing candidates from as many segments of the community as possible, including, but not limited to, those in commerce, education, law, banking, finance and accounting, community services, and those horticulturally oriented.

3) Shall prepare and present to the Gardens' membership a ballot containing the names of a slate of candidates 60 days prior to the Annual Meeting.

4) Shall count the ballots, notify the candidates and announce the results at the Annual Meeting.

(e) Board Development Committee. The Board Development Committee shall be responsible for the orientation of those elected/appointed to the Board of Directors, and for the continuing education of the members of the Board of Directors in their duties and responsibilities in cooperation with the Executive Director.

(f) Resource Development Committee. The Resource Development Committee shall, in cooperation with the Executive Director, provide leadership in all fundraising efforts. These may include recruiting members, direct mailings, planned giving and capital campaigns.

Section 3. Special Committees. All special committees established by the Board of Directors shall be fact-finding and advisory to the Board.

Section 4. Committee Meetings Schedule. The chairperson of each committee shall be responsible for posting notice of committee meetings in accordance with established Board policy.

## ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority must be confined to specific instance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, any checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Executive Director and an officer of the Corporation, or in the absence of either or both by two (2) officers of the Corporation.
- Section 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.
- Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation, subject only to the collection policy requirements, and in consideration of the mission statement and maintenance requirements.

## ARTICLE X CORPORATE RECORDS AND REPORTS

- Section 1. Minutes of Meeting. The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, and all general meetings of the membership. It shall further keep on file the minutes of all committee meetings, both standing and special. All the above minutes shall record the time and place of each meeting, whether regular or special, and if special, how called, the notice given, the names of those present and the proceedings thereof.
- Section 2. Books of Account. The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Section 3. Inspection by the Members of the Gardens Corporation. Every member of the Mendocino Coast Botanical Gardens Corporation, after written request and by appointment, shall have access to the corporate records of the Gardens with the exception of the minutes and records kept by the Personnel Committee, or personnel matters considered by the Board of Directors in closed session.

## ARTICLE XI AMENDMENT OR REPEAL OF THE BYLAWS

- Section 1. Amendment, Revision or Repeal of the Bylaws. Amendment, revision or repeal of the bylaws shall be made by a simple majority vote of the membership on any ballot presented to the membership following two regularly scheduled Board meetings.
- (a) Bylaws amendments may be placed on the ballot by either of the following methods:
- 1) By vote of the Board of Directors
  - 2) By petition of at least 25 Gardens' members in good standing as of January 1 of the election year.
- (b) If any amendment(s) passed via member ballot results in conflicting bylaws, the amendment(s) receiving the higher number of affirmative votes shall prevail.

ADOPTED FEBRUARY 18, 1992  
AMENDED OCTOBER 20, 1992, MAY 11 & MAY 25, 1993, DECEMBER 21, 1993,  
MAY 12, 1994, APRIL 18, 1995, AUGUST 15, 1995, SEPTEMBER 19, 1995,  
APRIL 16, 1996 SEPTEMBER 17, 1996 FEBRUARY 3, 1998, MAY 26, 1998, APRIL 26, 1999, MAY  
27, 2003, APRIL 17, 2005, APRIL 9, 2010