

BYLAWS OF THE FRIENDS OF BOONE COUNTY ARBORETUM, INC.

ARTICLE I. NAME

Section 1. The name of this non-profit organization shall be “Friends of Boone County Arboretum, Inc.”, hereinafter referred to as “Friends”, a tax exempt organization under Internal Revenue Code 501(c)(3).

ARTICLE II. VISION AND MISSION STATEMENT

Section 1. Vision Statement: To promote, maintain and beautify the Boone County Arboretum, assist in volunteer recruitment and training, participate in program planning, Arboretum projects and fundraising.

Section 2. Mission Statement: Friends seek to create community awareness and participation at the Arboretum by involving individuals, families, schools, sporting groups, community organizations, garden clubs and other interested parties through membership, donations, public events and active volunteerism.

ARTICLE III. AFFILIATIONS

Section 1. The Friends may affiliate with other organizations as deemed necessary to achieve the objectives stated in ARTICLE II.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility for Membership: Membership shall be open to any organization, society, association, business, public agency, group or individual having an interest in the Boone County Arboretum without regard to race, color, age, gender, religion, disability, sexual orientation or national origin.

Section 2. Membership categories are recommended by the Membership Committee and approved by general membership.

Section 3. Membership Participation: Members may be appointed to serve on committees or may be elected to the Board of Directors. Members will be encouraged to attend all general meetings and to support and participate in achieving the goals and objectives of the Friends organization.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall have full power to conduct the business affairs of Friends between meetings of the membership.

The Board of Directors shall consist of seven (7) Ex-officio members and between seven (7) and twelve (12) members at large.

The seven (7) Ex-officio board members will consist of:

- The Arboretum Director for the Boone County Arboretum
- The President of Friends of Boone County Arboretum
- The Boone County Extension Agent for Horticulture
- One representative chosen and appointed by each of the following groups:
 - The Boone County Extension District Board
 - The Boone County Extension Council (C.E.C.)
 - The Boone County Fiscal Court
 - The Boone County Parks Department

Terms of at-large Board Members will begin on January 1st and be for three years or until a successor is appointed. Staggered elections will elect two to four at-large board members each year.

Adult members in good standing (current in dues and under no disciplinary action) are eligible to serve on the Board of Directors. Family or joint memberships carry with it the right of both adults to vote.

Section 2. Elections: Annual elections shall be held near the end of the calendar year and prior to December 15.

The Board of Directors shall appoint a committee of three members to prepare and supervise the annual election.

- The Election Committee shall establish an open nomination period prior to the annual election and provide fourteen days' notice of when the nomination process will close.
- The Election Committee shall contact nominees, review their applications and qualifications, conduct interviews, develop a slate of eligible candidates, verify that nominees will serve if elected, and prepare the election ballot providing for write-in candidates and nominations from the floor.
- The Election Committee's sample ballot and relevant information about nominated candidates will be distributed with the call of the meeting.
- The Election Committee shall serve as the Teller Committee at the election.
- When there is only one nominee for an office, and after the chair has ensured there are no further nominations from the floor, the chair may close nominations and declare the single nominee elected.

Section 3. Vacancies: Vacancies of elected board members will be filled by appointment for the remainder of the unexpired term by the President of Friends of Boone County Arboretum with the board's approval.

If an Ex-officio Board member loses his/her affiliation with the specified interest group he/she represents, the member may serve for the remainder of the current year. The position will then be filled by a member chosen by the affiliated organization they represent.

Section 4. The Responsibilities of the Board of Directors:

- To perform the essential Board of Directors activities that must be acted upon between meetings of the membership.
- To formulate and recommend programs and activities to the members of Friends for their consideration and approval.
- To identify and help formulate other committees necessary to further the purposes and function of Friends.
- To carry on such other business as may be delegated to it by the Friends membership.
- To attend meetings regularly and take an active part. Any member of the Board of Directors who misses two consecutive meetings may be removed from office.
- Approve & implement annual budget. The Board of Directors is financially responsible for the Friends organization.

ARTICLE VI. OFFICERS

Section 1. Officers: The officers shall be President, Vice President, Secretary and Treasurer. The Vice President, in the absence of the President, shall preside at all general meetings. The President shall vote only in the event of a tie at the general meetings. The President shall be a voting member of the Board of Directors. The Secretary shall keep minutes of all meetings, maintain records of attendance at all meetings, and respond to miscellaneous correspondence as required. The Treasurer shall safeguard all documents, file necessary state and federal tax documents, collect dues and make monthly financial reports.

Section 2. Terms of Office: Terms of office will be two years, or until a successor is appointed.

Section 3. Voting: Voting shall take place at the November general meeting in accordance with the guidelines laid out for the election of Board Members. Voting is not permitted by proxy.

Section 4. Vacancy: If an elected officer's position becomes vacant before the term expires, the President shall appoint a member to fill the vacant office for the unexpired term. In the event the President's office becomes vacant, the Vice President shall serve in the capacity of President for the unexpired term, and then shall appoint a new Vice President.

Section 5. Attendance: If an officer finds it necessary to miss a meeting, he or she should contact the Volunteer Coordinator. Any officer who misses two consecutive meetings may be removed from office.

ARTICLE VII. MEETINGS

Section 1. Friends Meetings: The Friends organization shall meet quarterly or as deemed necessary. A simple majority of those present is required for passing a vote. Officers shall develop an agenda at least one week in advance of each meeting.

Section 2. Board of Directors Meetings: The Board of Directors shall meet annually and then as deemed necessary. Half plus one members of the Board shall constitute a quorum.

ARTICLE VIII. COMPENSATION OF MEMBERS

Section 1. All non-staff members of the Friends organization shall serve on a voluntary basis. Expenses associated with official business incurred by a member may be reimbursed subject to prior approval by the parties outlined in the Memorandum of Agreement. Individuals may be hired by the Friends organization for special projects and assignments as needed, if approved by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees: The standing committees of the general membership organization shall be appointed by the President.

Section 2. Ad Hoc Committees: The President may appoint ad hoc committees as deemed necessary to achieve the objectives of Friends.

ARTICLE X. ACCOUNTING PERIOD AND REVENUE

Section 1. Accounting Period: The accounting period of Friends shall be January 1 to December 31.

Section 2. Revenue: The revenue of Friends may be from membership dues, donations, and any other source of revenue approved by the Friends.

ARTICLE XI. RULES OF ORDER

Section 1. The rules contained in the newly-revised Robert's Rules of Order shall govern all meetings, unless it conflicts with Friends of Boone County Arboretum, Inc.'s Bylaws; in which case, Friends' Bylaws will control.

ARTICLE XII. INDEMNIFICATION

Section 1. Indemnification: Each person who at any time is or shall have been an officer, director, committee member, or agent as designated from time to time, of the Corporation, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Kentucky Nonprofit Corporation Law (KRS 273.161 to 273.390) as in effect at the time of the adoption right of indemnification shall not be deemed exclusive of other right to which any director, officer, committee member or designated agent may be entitled in any capacity as a matter of law or under any Regulation, agreement, vote of the Board, or otherwise. If authorized by the Board, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of this Regulation or as changed from time to time.


ARTICLE XIII. AMENDMENTS

Section 1. These Bylaws may be amended by an affirmative vote of a quorum (half plus one) of the members present provided that written notice of the proposed amendment has been mailed to the members at least 15 days prior to the deadline for balloting.

Section 2. These Bylaws are hereby adopted by the Friends of Boone County Arboretum Inc. this twenty fourth day of September 2024

Signed: , Position: President Date: 9-24-2024

Friends of Boone County Arboretum, Inc.

Signed: , Position: Vice President Date: 9/24/2024

Friends of Boone County Arboretum, Inc.