

**CHESAPEAKE ARBORETUM, INC.
BY-LAWS**

ARTICLE I

Official Name

Section 1. Chesapeake Arboretum, Inc. is a non-profit corporation organized and existing under the laws of the Commonwealth of Virginia. This organization shall be known as the CHESAPEAKE ARBORETUM.

ARTICLE II

Objectives

Section 1. The objectives of this organization shall be:

The CHESAPEAKE ARBORETUM shall be an education, conservation, and cultural organization operated for the benefit of the people of Hampton Roads. The four major objectives are:

- o To establish a regional nature center with horticultural workshops for the public using the Arboretum as a natural classroom.
- o To encourage conservation and education of our natural resources for present and future generations.
- o To create a public garden of beauty and solitude where the hustle and bustle of city life can be escaped.
- o To establish, maintain and operate a tree nursery on Arboretum grounds to propagate and raise viable tree stock for sale and/or donation.
- o To demonstrate the harmonious interrelationships, through community involvement and commitment of nature and urban development.

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ARTICLE III

Classification and Membership

Section 1. Membership in the CHESAPEAKE ARBORETUM shall be known as FRIENDS OF THE CHESAPEAKE ARBORETUM and shall be divided into the following classes: Family, Individual, Senior/Student, Supporting, Business, ~~and Sponsor, and Volunteer Worker.~~ Family, Individual, Senior/Student, Supporting, Business, and Sponsor memberships shall require the payment of annual dues as enumerated in Article XII. Volunteer Worker is a special class of membership that shall allow an individual to be considered a member in good standing in exchange for performing a minimum of fifty (50) hours per year of supervised service to the organization in lieu of a dues payment. In addition, an individual may receive a non-transferable lifetime membership with a one time payment as noted in Article XII.

Section 2. All persons or entities who are interested in advancing the purposes of the organization shall, upon payment of the appropriate dues, be eligible for membership in the FRIENDS OF THE CHESAPEAKE ARBORETUM.

ARTICLE IV

Admission to Membership and Resignation

Section 1. Each applicant shall submit an application for membership and include the payment of the appropriate dues for the class of membership desired.

Section 2. Any member may resign from the organization.

ARTICLE V

Discipline

Section 1. Any class of member being sixty days in arrears in the payment of dues and/or financial obligations may be suspended by majority vote of the Board of Directors and if so, shall be so notified in writing by the Secretary. Such member, upon payment of arrears and upon making application for reinstatement, may be reinstated.

Section 2. Any member whose membership has been terminated for any reason shall forfeit all interest in any funds or other property belonging to the CHESAPEAKE ARBORETUM.

ARTICLE VI

Officers

Section 1. The Officers of the CHESAPEAKE ARBORETUM shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer.

Section 2. Each Officer shall be a member in good standing. No officer other than those of Secretary, Treasurer, and Assistant Treasurer shall be combined in one person.

Section 3. All Officers shall enter upon their official duties on the First day of January of each year and shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.

Section 4. The Officers shall be elected by a majority vote of the Board of Directors of the CHESAPEAKE ARBORETUM as provided in Article XI.

Section 5. The duties of the Officers shall be as follows:

- (a) THE PRESIDENT shall be the executive officer of the organization and shall preside over all meetings of the organization and the Board of Directors. The President shall be an ex-officio member of all standing and special committees. The President shall promote the growth of the CHESAPEAKE ARBORETUM, and appoint committees as deemed necessary and shall further appoint a chairperson for each committee. The President may sign checks in the absence of the Treasurer or Assistant Treasurer. The President shall perform such other duties as usually pertain to the office.
- (b) THE VICE PRESIDENT shall perform the duties of the President in his or her absence. The Vice President shall also perform such other duties as usually pertain to that office, or as may be assigned by the President or the Board of Directors.
- (c) THE SECRETARY shall keep the records of membership, attendance, and minutes of the meetings of this organization, Board of Directors, and Committees and shall submit copies of same to the President within thirty (30) days of the date of such meeting or as soon thereafter as necessity permits and, upon written request, to any Officer, Director or any class of member. The Secretary shall also be responsible for issuing of all notices to the membership and shall

handle all official correspondence of the CHESAPEAKE AROBRETUM as directed by the President.

- (d) THE TREASURER shall keep all records of membership fees, dues, sponsorships, donations, or any other funds that the organization may receive and shall deposit the same in the official depositories and shall disburse same on the order of the Board of Directors. The Treasurer shall maintain all financial records of the organization and shall prepare required financial reports for inspection by the President, Board of Directors, and any authorized auditors. ~~The Treasurer shall make a report at the sign all checks. The Treasurer's accounts and books shall at all times be open to the annual meeting at such other times as the President or the Board of Directors may require.~~
- (e) THE ASSISTANT TREASURER shall assist the Treasurer in performance of the duties described above and shall assume such duties in the absence of Treasurer.

ARTICLE VII

Board of Directors

- Section 1. The Board of Directors shall consist of no more than thirteen (13) directors, ~~four (4)~~ five (5) of which shall be Officers and one (1) of which may be the immediate past President.
- Section 2. Each Director shall be a member in good standing.
- Section 3. The Directors shall be elected so that there are three (3) classes of directors having staggered terms, so that the terms ~~of~~ approximately one third of the Directors ~~which~~ will expire each year. Directors shall hold office for a term of three (3) years, except that, when necessary, the terms of some directors shall be shortened in order to establish the aforementioned classes of directors.
- Section 4. The Board of Directors shall determine the policies and activities of the organization, approve the budget, approve all Treasurer's reports, take counsel with committees, and exercise general management over the affairs of the CHESAPEAKE ARBORETUM.
- Section 5. The Board of Directors shall meet regularly at least once each month and at the call of the President, or by call of a majority of the Board of Directors. At the discretion of the Board, committee chairpersons shall meet with the Board of Directors in joint session.
- Section 6. A quorum of the Board of Directors shall be one third of the Directors.
- Section 7. Any member of the Board who is absent from three consecutive Board of Director meetings without being excused may be found guilty of neglect of duty and removed from office by the majority vote of the Board of Directors.
- Section 8. The President may appoint ex officio members to the Board of Directors in recognition of significant contributions, talents and expertise of the honorary member. Ex officio members shall not have voting power but may participate in all meetings and serve on committees.

ARTICLE VIII

Committees

- Section 1. The basic committee structure may include one or more of the following standing committees:
 - (a) Membership

- (b) Finance
- (c) Educational Programs
- (d) Public Relations

Section 2. Where needed, the ~~President, with the advice of the Board of Directors, Board of Directors~~ may create other standing committees which enable the organization to function more effectively in terms of its goals and interests. The duties of such committees shall be determined at the time they are created.

Section 3. Each standing committee shall be composed of three (3) or more members. All members of the committee shall be appointed by the President and shall be subject to removal by the President, without cause. Each committee shall answer to the President and shall make such reports as he/she may direct.

Section 4. Special committees may be established by the President and shall perform such duties as may be defined in their creation.

ARTICLE IX

Duties of Standing Committees

Section 1. The Committee on Membership shall devise ways and means of maintaining an adequate membership of such standards as are provided in these by-laws. The Committee shall also devise effective plans for the orientation and induction of new members and the utilization of all members. The Committee shall also promote regular attendance at membership meetings.

Section 2. The Committee on Finance shall ensure that the organization operates on a sound financial basis ~~and shall be responsible for submitting a proposed annual financial budget for the organization to the Board of Directors no later than the October Board meeting, and submit a final, proposed budget for the following year to the Board of Directors not later than the November Board meeting. The purpose of this budget will be to guide the Board of Directors for the following fiscal year beginning on January 1st.~~ The Committee shall be composed of the ~~Treasurer~~ ~~Vice President~~ (who shall serve as chair), the ~~Treasurer~~, Assistant Treasurer and other members appointed by the President.

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Section 3. The Committee on Educational Programs shall develop materials and organize programs to educate professionals and homeowners of how nature and the urban environment can co-exist. Programs will use a variety of multimedia to disseminate information to enhance existing and new conservation skills. Programs are presented for various skill and knowledge levels.

Section 4. The Committee on Public Relations shall establish an effective internal and external public relations program involving the organization and the community.

ARTICLE X

General Membership, Annual, and Special Meetings

Section 1. The FRIENDS OF THE CHESAPEAKE ARBORETUM shall hold at least two general membership meetings each year. The meetings shall be scheduled in April and October at a time, date and place determined by the Board of Directors. Notice of the time, date and place of each meeting shall be provided to the FRIENDS OF THE CHESAPEAKE ARBORETUM at least two (2) weeks prior to the meeting date. Failure to meet the two week notice provision shall not be deemed cause to invalidate any action taken at the annual meeting, provided that notice to the general membership was disseminated prior to the day of the general membership meeting. The general membership meetings may be postponed by the Board of Directors if deemed necessary to accommodate the needs of the Board and the general membership. The FRIENDS OF THE CHESAPEAKE ARBORETUM may hold special meetings as the President, Board of Directors or general membership may desire.

Section 2. The annual meeting of the FRIENDS OF THE CHESAPEAKE ARBORETUM shall be conducted during the October general membership meeting. Notice of the time, ~~and~~ date and place of the annual meeting shall be provided to the FRIENDS OF THE CHESAPEAKE ARBORETUM at least two (2) weeks prior to the meeting date. Failure to meet the two week notice provision shall not be deemed cause to invalidate any action taken at the annual meeting, provided that notice to the general membership was disseminated prior to the day of the annual meeting. The annual meeting may be postponed by the Board of Directors if deemed necessary to accommodate the needs of the Board and the general membership, provided that the election of the Board of Directors is held -no later than the end of the calendar year.

Section 3. Special meetings shall be held whenever called by the President or the Board of Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof. Notice of special meetings shall be sent directly to each member by U.S. Mail, personal delivery, or by electronic means, at least seven (7) days before the day on which the meeting is to be held. Failure to meet the seven-day notice requirement shall not be deemed cause to invalidate any action taken at the special meeting, provided that notice was disseminated to the Directors prior to the day of the meeting. A quorum at all general membership, annual, or special meetings shall be a minimum of seven members of the Arboretum.

ARTICLE XI

Nomination and Election of Directors and Officers

Section 1. The election of the Board of Directors shall be held at the annual meeting.

Section 2. Voting shall be by ballot. Members in good standing, whether present or voting by absentee ballot, may vote. There shall be no voting by proxy.

Section 3. Prior to the annual meeting, the President shall appoint a committee to be known as the Nominating Committee. The committee shall consist of three (3) members. The President shall designate the chairman of the committee. The duties of this committee shall be to make nominations to the Board of Directors, with the consent of those nominated, and to prepare a ballot for the election of such Directors.

Section 4. The Nominating Committee shall submit a list of nominees not exceeding two (2) in number for each directorship to be filled. Nominations from the floor of a regular membership meeting may be made for any directorship and when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted to the general membership for an election. Upon conclusion of nominations by the membership and the Committee, the nominations shall be closed.

Section 5. A majority of all votes cast shall be necessary to determine the election of any Director. In the event that the ballots ~~do~~ not show a majority vote for any nominee for any directorship, the President shall immediately designate a time and place for further casting of ballots for such directorship. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped and in each ballot thereafter, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

Section 6. In the event that a Director becomes unable to complete his or her term for any reason, the vacancy shall be filled for the remainder of the term by election of the majority of votes cast by the general membership at the next succeeding regular or special meeting of the general membership, allowing for reasonable notice.

Section 7. The Board of Directors shall elect the Officers of the Board to serve a one-year term commencing January 1st and ending December 31st of each calendar year. In the event of a tie vote for any Officer, the Board of Directors shall continue to recast ballots until such time that the tie vote is broken.

Section 8. The CHESAPEAKE ARBORETUM shall defend and indemnify the Board of Directors and Officers from any and all claims of damages arising out of, or alleged to arise out of, the negligent performance of duties as a Director or Officer.

Section 9. The Board of Directors is authorized to engage consultants and independent contracts where deemed necessary, provided that the Treasurer reports that adequate funds are available.

Section 10. The Board of Directors is authorized to vote electronically upon determination by the President that the issue warrants action prior to the next scheduled meeting of the Board of Directors.

ARTICLE XII

Revenue

Section 1. The annual dues for each class of membership shall be as follows:

Family	\$40.00
Individual	\$20.00
Senior/Student	\$15.00
Supporting	\$100.00
Business	\$250.00
Sponsor	\$1,000.00

The annual dues shall be payable at the anniversary date of each membership which shall be April 1 of each year. It is noted that an individual may receive a non-transferable lifetime membership in the organization through a one time payment of \$1,000.

Section 2. Contributions received from sponsors, donations, grants and fund raising projects that are designated for special projects, shall be segregated from the administrative funds and used only for the designated purpose.

ARTICLE XIII

Finance

Section 1. Not later than the first day of April, the Board of Directors shall adopt an operating and a capital improvement budget of estimated income and expenditures for the calendar year. The Board of Directors shall adopt an Operating budget and a Capital Improvement budget not later than the January Board of Directors meeting. The budgets shall be prepared by the Finance Committee, chaired by the Treasurer, and Assistant Treasurer and shall be presented to the President for review no later than the November Board meeting of each year prior to vote by the Board of Directors.

Section 2. The books of account shall be kept by the Treasurer and Assistant Treasurer and shall be reviewed by the Board of Directors at least once each year. To this end, the Treasurer and Assistant Treasurer shall prepare a report summarizing the financial activities of the CHESAPEAKE ARBORETUM for the past twelve months and making recommendations concerning revenues and expenditures as deemed necessary. In addition, at each monthly Board of Directors meeting, the Treasurer, or in his or her absence, the Assistant Treasurer, shall present to the Board of Directors a financial report for the organization.

Section 3. The Board of Directors shall determine the official depository or depositories of the CHESAPEAKE ARBORETUM. The Board of Directors may also, by majority vote, authorize the use of a credit line or credit cards, provided that use of such credit is expressly limited to a specified amount, ~~and is restricted to two signatories, one of whom shall be the Treasurer.~~ In case the Treasurer or Assistant Treasurer is unable to sign checks, make withdrawals or deposits or perform any other financial function, the President may do so in their stead. In addition, the Board of Directors may designate one or more responsible Directors to act as substitutes.

Section 4. Any expenditure by or on behalf of the Arboretum exceeding \$500.00 must be approved by a majority of vote of the Board of Directors.

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ARTICLE XIV

Rules of Order

Section 1. "ROBERT'S RULES OF ORDER" shall be the parliamentary authority for all matters of procedures not specifically covered by these By-laws.

ARTICLE XV

Amendments

Section 1. Any amendment of these Bylaws shall be adopted by a two-thirds (2/3) vote of the general membership present attending a regular or special general membership meeting at which the amendment will be considered. Written notice of the proposed amendment shall be given the members, by electronic means, U.S. Mail or personal delivery, at least two (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot. Failure to meet the two week notice provision shall not invalidate an amendment to the Bylaws provided that notice of the amendment was disseminated to the membership at large prior to the general membership meeting at which the amendment is considered and voted upon.

ARTICLE XVI

Conflict of Interest

Section 1. No Officer, Director or member of the CHESAPEAKE ARBORETUM shall take a formal position on behalf of the organization which is contrary to the formal or demonstrated position of the organization. This notwithstanding, no Officer, Director, or member shall be denied his or her individual rights to freedom of expression. No part of the income of the CHESAPEAKE ARBORETUM shall inure to the benefit of any Officer, Director or member or to any private individual, except that reasonable compensation may be paid for services or goods and services rendered to or for the benefit of the organization. No Officer, Director or member shall be entitled to share in the distribution of any assets of the CHESAPEAKE ARBORETUM upon the dissolution of the organization.

ARTICLE XVII

Dissolution

Section 1. Upon dissolution or termination of the CHESAPEAKE ARBORETUM, or the winding up of its affairs, assets of the organization shall be transferred to the City of Chesapeake, Virginia or to an educational, scientific, charitable or nonprofit association recommended by the Board of Directors and approved by a majority vote of the members present at a general membership meeting. No distribution of assets shall be made until after all lawful debts and obligations of the CHESAPEAKE ARBORETUM are paid.

Amended this ~~12th~~ day of ~~October~~December, 2008~~6~~.

CHESAPEAKE ARBORETUM, INC.

By: _____
President

By: _____
Secretary