

BYLAWS

(Formerly referred to as "CONSTITUTION")

FRIENDS OF THE MIZZOU BOTANIC GARDEN

Amended: 04/14/17

Amended: __/__/22

ARTICLE I: NAME, ORGANIZATION, LOCATION AND DEFINITIONS

Section 1) Name

The name of this organization shall be "**Friends of the Mizzou Botanic Garden**" (hereinafter referred to as "**Friends**"). Reserved exclusively by this organization as name identity.

Section 2) Organization

The volunteer working board of the Friends. The Friends is chartered under the Board of Curators Collected Rules and Regulations 30.030 Section C.

Section 3) Organization Location

The Friends is based on the Columbia, Missouri campus of the University of Missouri.

Section 4) Definitions

- A) **Mizzou Botanic Garden** (hereinafter referred to as "**MUBG**"): The entirety of the landscape environs of the University of Missouri Columbia, Missouri campus.
- B) **MUBG Director** (hereinafter referred to as "**Director**"): The University of Missouri staff member who serves as Director of Campus Facilities Landscape Services as well as Director of the Mizzou Botanic Garden.
- C) **MUBG Friends** (hereinafter referred to as "**Friends**"): Any person or group of persons who support the projects, stewardship and educational mission of MUBG through the payment of annual dues and possibly active participation as a volunteer.
- D) **Friends Board** (hereinafter referred to as the "**Board**"): The working leadership body of the Friends nominated by the voting members of the Board and appointed by the Director.
- E) **University of Missouri Columbia** (hereinafter referred to as "**University**"): The Columbia Missouri campus of the University of Missouri System.
- F) **University of Missouri Board of Curators** (hereinafter referred to as "**Curators**"): The governing board of the University of Missouri System.

ARTICLE II: PURPOSE

Section 1) Mission

Serving to advance the mission of MUBG to support the education, research, extension, and economic development mission of the University while furthering the beauty of the campus landscape.

Section 2) Vision

Serving to support the vision of MUBG as a beautifully landscaped campus that is a public resource providing educational and community collaborative opportunities via plant collections, display, interpretation and conservation of plants suited to the environments of central Missouri in a manner which inspires, educates and delights visitors of all ages.

Section 3) **Purpose**

Assist the Director with administrative, coordination and outreach activities necessary to realize the projects, programs, events and activities of MUBG.

ARTICLE III: MEMBERSHIP

Section 1) **Membership Levels**

Friends membership shall be open to any person or group of persons:

- A) **Individual/couple:** An adult or student.
- B) **Life:** An individual membership for a lifetime.
- C) **Honorary Member:** Distinguished community leaders of institutions of learning and botanic gardens.

Section 2) **Application for Membership**

Application for all membership levels shall be made via the MUBG website or via a form provided by the MUBG office.

Section 3) **Annual Dues**

The Finance Committee shall meet each November to review and propose to the Board a dues rate for each member level for the upcoming fiscal year. After consideration of the Finance Committee proposal, the Board shall recommend a dues rate for each member level for review and approval by the Director. Invoices for annual member dues shall be distributed via US mail and/or electronic means to the membership on or before May 1. Membership renewals shall be due on or before June 30. Honorary Members shall not be required to pay dues.

ARTICLE IV: ANNUAL MEETING OF THE MEMBERSHIP

Section 1) **Time and Place**

An annual meeting of the Friends shall be held in October on the campus of the University of Missouri in Columbia, Missouri at a time and place as recommended by the Executive Committee and approved and scheduled by the Director.

Section 2) **Notice**

Written or electronic notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called shall be delivered at least 10 days prior to the meeting.

ARTICLE V: BOARD AND EXECUTIVE COMMITTEE

Section 1) **Duties**

As a working board:

- A) Assist the Director with administrative support relative to such tasks as managing Board affairs, membership services and fiscal reporting.
- B) Assist the Director with event development and management such as topic and presenter prospecting, coordination of presenter logistics, venue selection and reservation, budget stewardship, marketing and promotion, and any other activities necessary for producing a successful event.

- C) Assist the Director with routine outreach and public relation necessary to engage a diversity of constituencies, alliances and collaborations.
- D) Assist the Director with financial management relative to budget development and reporting, maintaining a record of financial and in-kind gifts.
- E) Assist the Director with strategic plan stewardship to assure a successful and effective action plan.
- F) Assist the Director with development of sponsorship and underwriting program to secure funding support for MUBG projects, programs and operations.
- G) Assist the director with determining appropriate use, per the wishes of donors, and necessary adjustments related to gifted financial endowments to MUBG.
- H) In the event of a position vacancy, the Executive Committee (see Article V, section 7) shall assist University leadership with the process of selecting the Director.

Section 2) Voting Members

Each Board member represents one (1) vote on the Board. Each Board member shall serve a term of three years, comprising a Board with equally staggered renewable terms. The Board shall solicit new Board member nominations from both within and from the Friends at-large and recommend new Board candidates for review and approval by the Director at least six months prior to the end of a retiring Board member’s term. In addition to designated Board positions, at-large Board members shall further represent a diversity of talents and interests from campus, community, and alumni.

Section 3) Number

The combined number of Designated Board Position and At-Large Board Position members shall be 20 – 25 individuals who are current dues-paying Friends members.

Section 4) Designated Board Positions

Constituency groups with designated representative positions on the Board include, but is not limited to, the following:

- A) MU Alum/Columbia region
- B) MU Alum/Kansas City region
- C) MU Alum/St. Louis region
- D) MU Alum/at large
- E) MU Alumni Association
- F) MU Faculty
- G) MU Staff
- H) MU Retiree
- I) MU Student
- J) MU Extension Master Gardener
- K) MU Extension leadership
- L) Federated Garden Clubs of Missouri
- M) Columbia Convention and Visitor Bureau
- N) Columbia Chamber of Commerce
- O) Columbia Public Schools
- P) Jefferson City community
- Q) Landscape, Nursery or Arborist Industry Leadership

Section 5) At-Large Board Positions

At-Large Positions on the Board offer the opportunity to further diversify talents and perspectives but shall not cause the Board to exceed 25 members after appointment of Designated Board Positions as referenced in ARTICLE V, Section 3.

Section 6) Board Member Candidate Nomination and Selection

Nominations for Board members shall originate from either current members of the Board and/or from dues paying Friends attending the annual meeting of the Friends. The Friends Board periodically reviews nominations when voids arise on the Board and recommend selections for review and approval by the Director.

Section 7) Election and Appointment of Executive Committee Leadership

The Board shall elect a slate of officers, including President Elect, Treasurer and Secretary, at the Board meeting held in April of odd-numbered years. Officers begin service on July 1 for a term of two (2) years. An elected officer, whose Board term expires while serving an officer's two-year term, remains an officer until the officer term is complete. This slate of officers is hereafter referred to as the "Executive Committee".

Section 8) Duties of Executive Committee Leadership

A) President

The President shall attend all Board and Executive Committee meetings and shall:

- i. Preside at all meetings of the Board and Executive Committee.
 - ii. Assist the Director as spokesperson relative to produced and assisted activities and events.
 - iii. Assist the Director to lead the fulfillment of the MUBG mission, vision and purpose.
 - iv. Assist the Director with committee coordination including facilitation of Committee Chair position prospecting and appointment.
 - v. Assist the Director, with support of the Executive Committee, to assure the timely facilitation of the MUBG administrative functions including the transaction of all usual, necessary and routine business of the MUBG as required by these Bylaws.
 - vi. Assist the Director to coordinate media communications, promotional activities associated with MUBG events.
 - vii. Assist the Director with preparing meeting agendas for all Executive Committee and Board meetings.
 - viii. Assist the Director with preparing the agenda for the annual meeting of the Friends.
- Only Board members are eligible for the office of President. The President is a voting member of the Executive Committee.

B) President Elect

The President Elect shall attend all Board and Executive Committee meetings and shall:

- i. In the absence of the President or in the case of the President's inability to serve, perform duties as specified herein.
- ii. Assist the Director and President with the fulfillment of Board committee chair positions and coordinate the activities of all Board committees.

Only Board members are eligible for the office of President Elect. The President Elect is a voting member of the Executive Committee.

C) Treasurer

The Treasurer shall attend all Board and Executive Committee meetings and shall:

- i. Assist the Director with preparation of mid-year and year-end budget and financial reports for presentation to the Board.
- ii. Assist the Director with preparation of the financial portion of the MUBG Annual Report.
- iii. Recommend revenue and expense account structure for Board review and recommendation to the Director for approval.
- iv. Assist the Director with maintaining an inventory of current philanthropic supporters and pledged and actual support values, subject to MU Advancement confidentiality rules.

Only Board members are eligible for the office of Treasurer. The Treasurer is a voting member of the Executive Committee.

D) Secretary

The Secretary shall attend all Board and Executive Committee meetings and shall:

- i. Assist the Director and/or University staff member with recording minutes for all Board and Executive Committee meetings.
- ii. Assist the Director with serving as custodian of Board and Executive Committee documents.
- iii. Assist the Director with maintaining contact lists of the Board, Friends, Honorary Members, Emeriti, Advisors and event registrants.

Only Board members are eligible for the office of Secretary. The Secretary is a voting member of the Executive Committee

E) Immediate Past President

The Immediate Past President shall attend all Board and Executive Committee meetings and shall:

- i. Provide informational continuity by advising the Board and Executive Committee with a recent historical perspective.
- ii. Assist with special projects identified by the Executive Committee to support the mission of the Board.

The Immediate Past President is a voting member of the Executive Committee.

Section 9) Terms

The President, President Elect, Treasurer and Secretary shall hold office for the term of two (2) years, as elected by the Board. To encourage new and viable leadership, the President, President Elect and Vice President shall not be elected to more than two (2) successive terms. However, the President is eligible to serve additional terms, after a two year wait following consecutive terms. The Treasurer and Secretary are not subject to term limitations to maintain continuity of financial transactions and record keeping.

Section 10) Vacancies

Whenever an Executive Committee member's position becomes vacant, the Board shall appoint a member to fill the vacancy, until the next Board meeting.

Section 11) Code of Conduct

The Board shall not be used for either business or political purposes for pecuniary gain or profits for any Board member.

ARTICLE VI: MEETINGS

Section 1) Regular Meetings, Programs and Events

The MUBG supports a calendar of scheduled meetings, programs and events. An annual schedule of meetings, programs and events shall be set by the Board and determined by quorum vote prior to each fiscal year. Regular meetings of the Board may be held at a physical location, via teleconference or other virtual media.

Section 2) Board of Directors

The President, in association with the Executive Committee, shall designate Board meetings as necessary to establish and plan MUBG programs and events. Notice of meetings shall be provided to the Board at least 10 days prior to the meeting date. The Board normally meets quarterly during the months of February, June, September, and November.

Section 3) Notice

Board members shall receive written or electronic notice stating the place, day and hour and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice shall be delivered at least 10 days prior to the scheduled meeting date.

Section 4) Proxies

Board members may vote either in person or by proxy executed in writing by the Board member or by such member's authorized representative. No proxy will be valid after eleven (11) months from the date of its executing unless otherwise provided in the proxy.

Section 5) Quorum

A Board quorum of at least ten (10) Board members at any particular meeting shall constitute a quorum for the transactions of business at a meeting of the Board.

Section 6) Voting

Voting on routine proceedings of the Board requires a simple majority of the quorum. Changing the content of the Bylaws requires a 2/3 positive vote of the Board. Approval of a proposed annual MUBG budget, for recommendation to and approval by the Director, requires a 2/3 positive vote of the Board.

Section 7) Rules of Order

The proceedings of all Board and Executive Committee meetings shall be governed by and conducted according to the latest edition of "Robert's Rules of Order". The Board may appoint, as necessary, a Parliamentarian, by a positive vote of the Board, to assist at general Board meetings. The Board may suspend the "Robert's Rules of Order" requirement for a particular meeting by a positive vote of the Board prior to commencement of said meeting.

ARTICLE VII: COMMITTEES

Section 1) Purpose and Participation

Committees are intended to pursue the activities necessary to expedite the purpose and mission of the Friends and attain the goals set forth by the Board. Committee chairs must be Board members but general committee participation can include staff members of MUBG. In addition to Friends Board and MUBG staff

representation, Committees may also include non-voting advisors who can contribute to the mission of the Committee.

Section 2) **Descriptions**

Committees include, but are not limited to, the following:

- A) **Executive:** Consists of the President, President Elect, Treasurer, Secretary and Immediate Past President who are voting Board members and elected by the Board, and the Director. The Executive Committee develops Board meeting agendas, prospect committee projects and tasks, and administrative recommendations for Board discussion for ultimate recommendation for approval by the Director. Responsible for leading the establishment of the MUBG strategic plan, in association with the Director, managing and reporting action plan progress, and assuring the Friends Bylaws align with the intent of the strategic plan.
- B) **Governance and Nomination:** Responsible for verifying the eligibility and willingness of persons to serve as nominees to fill each officer position, to serve as members of the Board, and to fill any vacancy occurring in the Board. Three (3) months prior to the June Board meeting, this committee shall prepare a slate of nominees for presentation to the Board which identifies individuals to fill each office and each position on the Board. This committee consists of, as a minimum, the current President and Immediate Past President.
- C) **Organizational Sustainability:** Organizes the efforts by the Friends board to provide sustainable financial support and leadership development for the Mizzou Botanic Garden. Tasks include, but not limited to:
 - i. assists the Director with preparing financial reports for Board meetings
 - ii. assists the Board with prospecting potential sources for contributed and earned income
 - iii. solicit funds on behalf of the Friends from public and private sources
 - iv. reviews and recommends, for Board consideration and recommendation to and approval by the Director, membership benefit enhancements for retention of existing members and recruiting new membersConsists of the President, Treasurer, Director, and other members of the Board. Shall meet prior to each Board meeting and provide a written report for Board review.
- D) **Garden Programs:** Organizes the efforts of the Friends board that support the continued beautification of the Mizzou Botanic Garden and the programs that enable greater utilization of the campus garden towards fulfilling the University's mission. Consists of the Immediate Past President, a Garden staff member, and other members of the Board. Tasks include, but not limited to, assisting the Director and MUBG staff with:
 - i. setting and realizing goals for enhancing the quality of MUBG horticultural practices, plant collections and associated plant accessions database
 - ii. identifying and supporting such garden programs as garden tours, volunteer involvement, seasonal educational workshopsShall meet prior to each Board meeting and provide a written report for Board review.
- E) **Constituent Engagement:** Organizes the efforts by the Friends board to cultivate awareness and use of the Mizzou Botanic Garden by its constituents. Tasks include, but not limited to:
 - i. reviews and recommends, for Board consideration and recommendation to and approval by the Director, materials and methods necessary to market and

- promote the MUBG, to include, but not limited to brochures, newsletters, annual report, membership applications, media releases, website, and social media
- ii. prospects and recommends event program themes, topics and presenters for Friends produced and assisted educational events for Board consideration and recommendation for approval by the Director
 - iii. secures event venue and related facility and equipment accommodations (for Friends produced events), and coordinates and manages all pre and post event program activities and activities occurring concurrent to the primary event program
 - iv. assists marketing and promotion of MUBG produced educational events
- Consists of the President Elect, a Garden staff member, and other members of the Board. Shall meet prior to each Board meeting and provide a written report for Board review.

ARTICLE VIII: BOARD EMERITI

Individuals who have retired from Board service who have contributed significantly to advancing the mission of MUBG. A simple majority vote of the current Board establishes this distinguished honor.

ARTICLE IX: HONORARY BOARD

Distinguished leaders associated with the University, other educational institutions and botanic gardens who are recognized by the Board to be in a unique position to support the mission and vision of MUBG. The Honorary Board is established by a simple majority vote of the Board.

ARTICLE X: ADVISORS

Individuals who represent institutions, organizations or groups that serve to provide advisement to the Director and Board regarding matter relative to their knowledge and perspective. Includes representatives associated with botanic gardens, nature and environment, secondary and higher education, facilities management, allied industries, commerce and business, community development, marketing, the arts, and news media. The Historian manages the contact listing of Advisors for the use and benefit of the Director and Board.

ARTICLE XI: HISTORIAN

An individual who assists the Secretary with managing the institutional information of MUBG for the use and benefit of the Director and Board. The Historian may be a Board member, staff, faculty or from the community. This is a volunteer position receiving no financial compensation.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Friends shall be July 1 through June 30 in tandem with the University fiscal year.

ARTICLE XIII: COLOR, EMBLEMS AND GRAPHICS

Section 1) Establishment

The official colors, emblem (logo), text font and graphics of MUBG shall be commensurate with the guidelines set forth by the University.

Section 2) Management

The appropriate use of the MUBG official emblem, text font and colors shall be in accordance with the guidelines of the University.

ARTICLE XIV: AMENDMENTS

Section 1) Voting Requirements

These Bylaws may be approved or amended by a two-thirds (2/3) vote by the Board. Notice of the changes must be sent to members of the Board ten (10) days prior to a scheduled or special Board meeting.

Section 2) Submittals

All amendments proposed shall be submitted to the Board meeting in writing for their consideration. Subsequently, the President shall call a special meeting of the Board to vote on the amendments.

ARTICLE XV: DISSOLUTION

In the event of dissolution of MUBG, thus the Friends, by the University, the Board shall meet with the University Chancellor to discuss and recommend options for disbursement and redirection of current MUBG and Friends funds as well as estate plan pledged funds to an appropriate University program.

These Bylaws of the **FRIENDS OF THE MIZZOU BOTANIC GARDEN** (a.k.a. **MUBG**) were developed and adopted by its Board to be effective this __ day of _____, 2022.

X _____	_____
	President
X _____	_____
	President Elect
X _____	_____
	Treasurer
X _____	_____
	Secretary
X _____	_____
	Immediate Past President
X _____	_____
	University Legal Counsel