

BY-LAWS  
Friends of the Mizzou Botanic Garden  
Approved September 20, 2024

**ARTICLE I NAME, LOCATION, AND DEFINITIONS**

Section 1 Name

The name of the organization shall be “Friends of the Mizzou Botanic Garden”. It is associated with the University of Missouri and is a chartered organization under the Board of Curators Rules and Regulations 30.030 Section C.

Section 2 Location

The Mizzou Botanic Garden is located on the Columbia, Missouri campus of the University of Missouri.

Section 3 Definitions

- A. Mizzou Botanic Garden (hereinafter referred to as MUBG): The landscape of the University of Missouri, Columbia, campus excluding the areas assigned to Intercollegiate Athletics, the University Hospital and A.L. Gustin Golf Course.
- B. MUBG Director (hereinafter referred to as Director): The University of Missouri staff member who serves as Director, Campus Facilities-Landscape Services & Mizzou Botanic Garden.
- C. MUBG Friends (hereinafter referred to as Friends): Any person or group who supports the projects, stewardship, and educational mission of MUBG through payment of annual or lifetime dues.
- D. Friends Board of Directors (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.

**ARTICLE II MISSION AND PURPOSE**

Section 1 Mission

The Mission of the MUBG is to support the University of Missouri in the areas of education, research, extension, and economic development. To that end, the MUBG is to serve as a public resource providing educational opportunities through the plant collections, display, interpretation, and

conservation of plants suited to central Missouri in a manner which inspires, educates, and delights members of the campus community and visitors.

#### Section 2 Purpose of the Board

The purpose of the Board is to assist the Director with administrative and outreach activities necessary to realize the projects, programs, and events of MUBG.

#### Section 3 Purpose of the Friends

The purpose of the Friends is to support the mission and programs of MUBG through financial support and advocacy.

### **ARTICLE III MEMBERSHIP**

#### Section 1 Membership Levels

- A. Individual: Annual membership as established by the Board
- B. Lifetime: An individual membership for a lifetime. \$1000 either as a one-time gift or fulfilled within four consecutive years.
- C. Honorary: Distinguished community leaders of institutions and Botanic gardens

#### Section 2 Application for Membership

Application for all levels of membership can be made via the MUBG website or using the form in a MUBG brochure.

#### Section 3 Dues

The Board may recommend a dues rate for each level of membership for review and approval by the Director. Any changes should be determined before May of the year when implemented and those changes communicated to Advancement. Invoices for annual member dues shall be distributed via US mail and/or electronic means to the membership on or before May 1. Annual membership renewals shall be due on or before June 30.

### **ARTICLE IV ANNUAL MEETING OF THE MEMBERSHIP**

#### Section 1 Time and Place

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

## Section 2 MEETING ANNOUNCEMENT

Written or electronic notice of the annual meeting will be sent to the Friends at least ten (10) days prior to the meeting. This notice will include the place, day, and time of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called.

## **ARTICLE V: BOARD AND EXECUTIVE COMMITTEE**

### Section 1 Duties

The Board shall advance the interests of the MUBG and assist the Director with the program and operation of the MUBG. The Board will plan and direct the program and activity of the Friends to best promote and serve the interests of the MUBG. It is the expectation that members attend every meeting as possible and alert the President of absences. Consistent absences may result in removal from the Board.

### Section 2 Voting Members

Each elected Board member represents one (1) vote on the Board. A term is three years in duration and is renewable up to two times. Terms should be equally staggered approximating one third each year. After a hiatus of two years a previous Board member may be considered for reelection to the Board. The Nominating Committee shall solicit new Board member nominations from both within the Board and from the Friends at large. The Committee will 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. These nominees will be voted on by the Board in June of each year with new Board members starting July 1. The Director, in consultation with the Nominating Committee, shall appoint individuals to fill unexpired terms of non-Executive Committee members when a vacancy occurs. Those individuals would then be eligible for up to three full three-year terms.

### Section 3 Number

The Board shall consist of 12-15 members who are current dues-paying and/or lifetime Friends. Board membership should include diverse representation from campus, community, alumni and others as have been

determined to have an interest in the furtherance of the mission of the MUBG. We strive for diversity of Board membership.

**Section 4 Election and Appointment of Executive Committee Leadership**  
The Board shall elect a slate of officers including President, President Elect, Treasurer, and Secretary at the Board meeting held in June of odd-numbered years. The Immediate Past President shall serve on the Executive Committee.

**Section 5 Duties of Executive Committee Leadership**

**A) President**

The President or a designee shall attend all Board and Executive Committee meetings and shall:

- i. Preside at all meetings of the Board and Executive Committee and the annual meeting of the Friends.
- ii. Assist the Director as spokesperson relative to produced and assisted activities and events.
- iii. Assist the Director with committee coordination including facilitation of Committee Chair positions.
- iv. Assist the Director with preparing meeting agendas for all Board meetings.
- v. Assist the Director with preparing the agenda for the annual meeting of the Friends.
- vi. Perform other duties as defined in collaboration with the Director.

**B) President Elect**

The President Elect is expected to 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 the duties of the Office of President.
- ii. Assist the Director and the President with the Board duties and serve as Executive Committee liaison to all Board committees.

**C) Treasurer**

The Treasurer is expected to attend all Board and Executive Committee meetings and shall:

- i. Assist the Director with preparation of the financial portion of the MUBG Annual Report.
- ii. Chair the Membership and Finance Committee.
- iii. Assist the Director with maintaining an inventory of current philanthropic supporters and pledged and actual support values, subject to MU Advancement confidentiality rules.

#### D) Secretary

The Secretary is expected to 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 and terms of Board members.

#### E) Immediate Past President

The Immediate Past President is expected to 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.

#### Section 6 Terms

The President, President-Elect, Past President, Treasurer and Secretary shall hold office for the term of two (2) years as elected by the Board. The Treasurer and Secretary may serve a total of three (3) two-year terms.

#### Section 7 Vacancies

Whenever an Executive Committee member's position becomes vacant, the Board shall appoint a member to fill the vacancy for the unexpired term.

#### Section 8 Code of Conduct

The Board embraces the MU values of respect, responsibility, discovery and excellence. 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 or virtually.

### Section 2) Board of Directors

The President, in association with the Executive Committee, shall schedule Board meetings as necessary to establish and plan MUBG programs and events, 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 for which the meeting is called. Notice of meetings shall be provided to the Board at least 10 days prior to the scheduled meeting date.

### Section 4) Quorum

A majority of Board members at any particular meeting shall constitute a quorum for the transaction of business. (If there are 12 Board members, 7 in attendance would constitute a quorum)

### Section 5) Voting

Voting on routine proceedings of the Board requires a simple majority of the quorum to pass. Amending the content of the Bylaws requires a majority positive vote of the full Board. The Board may choose to use technologies and methods other than or in conjunction with in-person meetings to conduct business or hold elections, including but not limited to synchronous and asynchronous communications by electronic means. When using a mechanism other than fully in-person meetings, the number of ballots received will determine if the requirement of a quorum, as prescribed by the Bylaws, has been met.

## Section 6) Rules of Order

The proceedings of all Board and Executive Committee meetings shall be conducted using the latest edition of Robert's Rules of Order as general guidance. The President will appoint a Parliamentarian to assist at general Board meetings.

## **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, to help attain the goals set forth by the Board, and assist the Director in promoting MUBG. Committee chairs are appointed by the President and may include Board members or a non-Board member without voting status. Committee membership may include current Board members, Friends and others interested in supporting MUBG. All committee chairs and committee members are appointed by the President in collaboration with the Director and approved by the Board.

### 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 and who are voting Board members and elected by the Board. The Executive Committee develops prospective committee projects and tasks and makes administrative recommendations for Board discussion and potential approval.

#### **B. Nomination**

Is chaired by the Past President and, in addition, consists of the President and three other Board members. See Article V, Section 2 for the committee's responsibilities.

#### **C. Membership and Finance**

Is chaired by the Treasurer. Organizes and maintains Friends' membership information in collaboration with MU Advancement for the purpose of economic support and Board leadership development for the MUBG. Recommends an annual budget for Executive Committee initial review, then Board review and recommendation to

the Director for approval. Prepares a financial report for each Board meeting and for the annual meeting of the Friends. The committee is expected to meet at least once prior to each regular Board meeting to provide a report to the Board.

#### **D. Garden Programs**

Organizes efforts and programs that promote greater utilization and appreciation of the campus gardens in support of the MUBG mission. The committee is expected to meet at least once prior to each regular Board meeting to provide a report for the Board.

#### **E. Constituent Engagement**

Organizes outreach programs of the Board to cultivate awareness of the MUBG and its mission. Plans and coordinates the annual Jacquelyn K. Jones lecture. The committee is expected to meet at least once prior to each regular Board meeting to provide a report for the Board.

#### **F. Ad Hoc**

May be utilized at the discretion of the Board President or Director for a specific purpose.

### **ARTICLE VIII: EMERITUS STATUS**

This category of Board membership is a singular honor. It is reserved for those former Board members who have contributed significantly to advancing the mission of MUBG and served with special distinction and excellence. On recommendation by the nomination committee, the executive committee of the Board will consider potential candidates and may nominate one or more individuals for a Board emeritus status. The executive committee will present the nomination(s) along with supporting statements to the organization's Board of directors for its consideration. A simple majority vote of the Board at which a quorum is present establishes this distinguished honor.

### **ARTICLE IX: HISTORIAN**

An individual who keeps records of MUBG Board materials for the use and benefit of the Director and Board. The Historian may be a Board member or staff member. The Historian may work with a staff member appointed by the Director for ongoing retrieval of materials.

### **ARTICLE X: FISCAL YEAR**



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

## **ARTICLE XI: AMENDMENTS**

### **Voting Requirements**

Approving or amending these By-Laws requires a majority positive vote of the full Board. Notice of amendments must be sent to members of the Board ten days prior to a scheduled or special Board meeting.

## **ARTICLE XII: DISSOLUTION**

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

Approved September 20, 2024