

By-Laws

San Diego Botanical Garden Foundation Inc.

(A Nonprofit Corporation)

ARTICLE I: NAMES

Section A. The San Diego Botanical Garden Foundation Inc. (known in this document as “The Foundation”) is a nonprofit corporation organized and existing under the laws of the State of California. The Foundation’s U.S. Internal Revenue Service identification number for tax deductions is 95-245-8766 under Federal Code 501-C-3.

Articles II: Objectives

Section A. To maintain and develop a horticultural center for San Diego County; to provide facilities and resources for the promotion and appreciation of floriculture and horticulture; to encourage more extensive and intelligent use of landscape design to include edible, sustainable, and drought-tolerant plants, and techniques using ornamental plants and trees that enhance the beauty of Southern California homes , gardens, parks, parkways, etc.; to encourage the appreciation of botanical elements through art and floral arrangements; to provide and be active in the preservation of the expansion of gardens in all parks and other public areas of San Diego County; and to promote and be active in the preservation, conservation , and expansion of natural botanical areas and open spaces important to the area’s ecology.

Section B. To act as the coordinating body for members of The Foundation and to serve as the members’ liaison with public entities or public officials that control facilities used by members under public recreation programs.

Section C. To establish, develop, operate, and maintain a botanical-horticultural library for the benefit of members and the public.

Section D. To encourage and stimulate interest in floral artistic design and floral arrangement.

Section E. To encourage and stimulate interest in exhibiting ornamental and decorative horticulture in homes and in public exhibitions.

Section F. To work with and encourage participation by staff of universities, colleges, and other educational institutions to disseminate horticultural knowledge.

Section G. To encourage, develop, and conduct research in various horticultural areas.

Section H. To publish, print, edit, sell distribute, and exchange magazines, pamphlets, papers books, flyers, or periodicals related to the objective of The Foundation, as agreed upon by the Board of Trustees, and to establish facilities to sell and/or distribute such other appropriate items as agreed upon by the Board of Trustees.

Section I. To teach and demonstrate horticultural and related techniques by all practical and useful methods, such as by laboratories, exhibitions, and planting.

Section J. To acquire by gift, bequest, or otherwise monies, personal property, real estate, bonds, and securities, and to hold such properties for the benefit of The Foundation and its objectives.

Section K. To undertake and carry on such other business, enterprise, pursuit, and activity incidental to the objectives of The Foundation and to perform all things necessary to further the objective of The Foundation.

ARTICLE III: MEMBERSHIP

Section A: Classes of membership in The Foundation shall consist of Group Members (Affiliate and Associate), Annual (individual) Members. Individuals representing Group Members shall be members in good standing of their respective groups. Membership fees will be assessed annually by the Board of Trustees to meet The Foundation's expenses in facilitating its purpose.

1. **Group Member:** Nonprofit groups may become Group Members to support The Foundation's activities in the following classes:

a. **Affiliate member:** Garden clubs, horticultural societies, botanical groups, floricultural groups, organizations devoted to floral artistic design, and other groups interested in related activities may apply for membership as an Affiliate Member. Application must be approved by the Board of Trustees. Upon payment of dues in the amount annually assigned by the Board of Trustees, the application shall become an Affiliate member of The Foundation. Affiliate Members shall be entitled to use facilities that may be available under programs of The Foundation and the Recreation Department of the City of San Diego.

- **501(c) c:** All affiliate members are required to have non-exempt status as a non-profit corporation. A copy of the IRS determination letter is required when completing the annual Profile Form which accompanies the annual dues.
- Affiliates who carry an insurance policy in addition to the coverage provided by The Foundation are required to submit a copy of their certificate of liability to be submitted annually with membership dues with San Diego Botanical Garden Foundation listed as an insured.

b. **Associate Member:** Garden clubs, horticultural societies, botanical groups, floricultural groups, organizations devoted to botanical or floral artistic design, and other groups interested in related activities may apply for membership as an Associate Member. Application must be approved by the Board of Trustees. Upon payment of dues in the amount annually assigned by the Board of Trustees, the application shall become an Associate Member

of the Foundation. Associate Members shall not be entitled to use facilities that may be available under programs of The Foundation and the Recreation Department of the City of San Diego.

2. Annual Members: An individual interested in the objectives of The Foundation may become an Individual Member upon payment of dues in an amount annually assigned by the Board of Trustees. An individual representing an affiliate member may not be an annual member during the period the individual represents the affiliate.

Section B: All membership dues shall be paid on an annual basis. These monies shall form a part of The Foundation's general funds and shall be devoted, after appropriation, to the operation of The Foundation in the pursuit of its objectives. Membership shall be forfeited if dues are in arrears for ninety days or more after the beginning of the dues' year.

Section C. All members in good standing during the year for which dues are paid shall:

1. Be entitled to participate in all activities of The Foundation.
2. Be entitled to attend all meetings of The Foundation.
3. Be entitled to receive The Foundation's publications.
4. Have access to the records of The Foundation.

Section D. Any resignation by an Affiliate member or an Associate Member shall be in writing addressed to the president. Resignation shall not release the member from any obligation due to The Foundation at the time of resignation. There shall be no refunds on dues.

ARTICLE IV: GOVERNING BODY

Section A. The governing body of the Foundation is the Board of Trustees.

1. Each Affiliate Member is entitled to one trustee.
 - a. Each Affiliate Member shall elect or appoint its trustee based on its governing procedures.
 - b. An Affiliate Member shall fill any vacancy for its trustee based on its governing procedures.
 - c. If an Affiliate Member does not want to be represented by a trustee, it may have a nonvoting oversight at all meetings.
2. Associate members, and Annual Members cannot be members of the Board of Trustees.
 - a. Affiliate Members and Annual members may attend all meetings of The Foundation.
 - b. Affiliate Members and Annual Members may vote at the Annual Meeting.
 - c. Affiliate members and Annual members may be invited by the secretary to vote at Board of Trustee meetings.

Section B. Duties of the Board of Trustees shall include:

1. Establishing rules and regulations applying to members and enforcing these rules and regulations under the limitation of these by-laws.

2. Employing management and other personnel as required to conduct properly the affairs of The Foundation, subject to the Articles of Incorporation, these by-laws, and the of the State of California.

3. Controlling and managing the affairs of The Foundation.

Section C. The Board of Trustees shall present a full report of its proceedings and of the state of The Foundation at each Annual meeting. A copy of such reports shall be made a part of the permanent records of The Foundation.

Section D. The Foundation does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE V: MEETINGS

Section A. The Foundation shall hold Board of Trustee Meetings (general meetings) , an Annual Meeting, and Special Meetings.

1. All meetings of The Foundation shall be open to all classes of membership and to the general public. Business of a nonpublic nature may be referred to the Executive Committee.

2. A number equal to the membership of the Executive Committee shall comprise a quorum for Board of Trustees meetings.

Section B. Board of Trustees Meetings shall be regularly scheduled at such places and times as designated by the Board of Trustees. There shall be at least five meetings per fiscal year.

1. At the Board of Trustees Meeting preceding the Annual meeting, any member may propose any business to be considered or acted upon at the Annual Meeting.
2. At the Board of Trustees Meeting preceding the Annual Meeting, nominations for the Executive Committee shall be presented by the Nominating Committee in accordance with Article IX, Section A.

Section C. The Annual Meeting of The Foundation shall be held in June each year on a date set by vote by the Board of Trustees. The secretary shall mail a notice of the Annual Meeting to all members' physical address or email address at least seven days before the meeting. The notice shall include the agenda and other information as directed by the Board of Trustees.

Section D. Special Meetings of The Foundation may be called by the president, by the Board of Trustees, or by a majority vote of the Executive Committee. They may also be called at the request of ten members in good standing; the subject to be discussed at the Special Meeting shall be stated in writing and addressed to the President. The secretary shall mail a notice of the Special Meeting to all members' physical address or email address at least seven days before the meeting. No business shall be conducted at the Special Meeting other than that stated in the notice for that meeting.

Section E. Any action resulting from the Board of Trustees Meetings, Executive Committee Meetings, or the Annual Meeting may be appealed to a subsequent Board of Trustee Meeting or Annual Meeting. An appeal may be made by any member; the reason for the appeal must be stated in writing and addressed to the President. At the meeting at which the appeal is

discussed, a majority vote of those members in good standing who are present at the meeting shall decide, uphold, or overrule the appealed decision or appealed vote.

Section F. Schedule of Meetings: Will be listed on the San Diego Botanical Garden Foundation website and include times and locations.

Board of Trustee Meetings (also referred to as "*General Meetings*") are scheduled on the following months:

March

May: In an election year, the nomination chairperson will form a nominating committee and request interested parties to put their names forward and provide a deadline for submission, no sooner than 15 days prior to the June meeting elections. With the secretary, the slate of candidates will be circulated to affiliate representatives in preparations for the June elections.

June, in an election year, nominating chairperson will determine the appropriate voting process, by paper ballot or hand vote, and conduct the procedures.

July, in an election year, at the annual business dinner, the installation of newly elected officers will be conducted.

September

November

Executive Board Meetings will be held no less than five times a year; date and time will be at the discretion of the Executive Board.

Section G. Voting procedures shall be as follows:

1. Only Affiliate Members may vote at Board of Trustee Meetings. However, Associate Members, and Individual Members may be invited to vote at Board of Trustee Meetings. This invitation shall be issued by the secretary.

2. Only Affiliate Members may vote at Special Meetings. However, Associate Member and Annual members may be invited by the secretary to vote at Special Meetings.

3. Affiliate Members, Associate Members, and Annual members may vote at the Annual Meeting.

4. Membership in any class of The Foundation entitles each member to one vote. If an individual represents more than one Affiliate Member that individual may cast one vote for each Affiliate Member.

ARTICLE VI: ENDOWMENTS, BEQUESTS, GIFTS, LOANS, AND PROPERTY

Section A. Members and/ or benefactors making endowments or bequests to the Foundation or gifts of any other nature may stipulate whether such endowment or gift may become part of The Foundation's Endowment Fund. The Board of Trustees shall establish one bank account for funds received through endowments or bequests for which the donor stipulates that such funds are to be placed in the endowment fund.

Section B. Gifts and donations of material items and monies to The Foundation shall be the property of The Foundation thereafter and shall be under the control of The Foundation.

Section C. Items loaned to The Foundation and accepted as loans by the Board of Trustees shall be under the control of the Board of Trustees for the duration of the loan and shall be returned to the owners at the expiration of the stipulated loan period.

Section D. The property and assets of The Foundation shall be vested in the persons comprising the Board of Trustees.

ARTICLE VII: FINANCES

Section A. The Foundation shall maintain one or more bank accounts for all membership dues, monies, or other evidence of value which are to be used for the general purposes of The Foundation by order of the Board of Trustees.

Section B. The fiscal year of The Foundation shall commence as of the First Day of July and end as of the Thirtieth Day of June the following year.

Section C. The Foundation's Financial Records shall be audited as follow:

1. The Board of Trustees shall authorize an annual audit by an Auditing Committee prior to the Annual meeting. The results of this shall be presented at the Annual Meeting.
2. The Board of Trustees may authorize any additional audit if it deems appropriate.
3. The treasurer shall prepare and submit proper tax filings as required by law after the audit has been performed.

ARTICLE VII: EXECUTIVE COMMITTEE

Section A. The Executive Committee shall consist of elected and appointed officers.

1. Elected, voting members shall be president, first vice president, second vice president, secretary, treasurer, and immediate past president.

2. Appointed, voting members shall be three trustees elected by the Board of trustees from the Affiliate Membership or appointed by the president. Appointed trustees must be confirmed by the membership.

3. Terms of office for each position is two years.

4. No person shall serve as president for more than two consecutive terms of two years each.

5. The term of office is from July 1 until June 30th.

6. Any person elected or appointed to the Executive Committee must be a member in good standing of The Foundation.

Section B. Election of Executive Committee shall be as follow:

1. The Nominating Committee shall nominate members for the following positions: president, first vice president, second vice president, secretary, and treasurer.

2. The Nominating Committee shall present its proposed slate of officers to the Executive Committee for approval before presentation to the Board of Trustees.

3. At the Board of Trustees Meeting preceding the Annual meeting, the slate of officers shall be presented to the Board of Trustees for its acceptance no less than 15 days prior to the election.

4. After a member has consented to be a nominee, any member of The Foundation may make a nomination from the floor. These nominations may be made either at the Board of Trustees Meeting preceding the Annual Meeting or at the time of election.

5. The Nominating Committee shall be responsible for conducting the election of officers, which shall be held at the annual meeting.

6. All members of The Foundation shall have the power to vote for officers of The Foundation.

Section C. The Executive Committee shall act as necessary for the Board of Trustees and shall perform such other functions as assigned to it by the Board of Trustees.

Section D. Reports of the Executive Committee proceedings and actions shall be available at the next meeting of the Board of Trustees.

Section E. For the Executive Committee, a majority of the Board of Trustees (the Executive Committee) then in office but no fewer than two Trustees (Executive Committee Members) shall constitute a quorum for the transaction of business.

Section F. Duties of members of the Executive Committee are follows:

1. Duties of the president:

a. Shall preside at all Board of Trustees Meetings, Annual Meeting, Special Meetings, and Executive Committee meetings.

b. Shall provide agendas for Board of Trustees Meetings, Annual Meetings, and Special Meetings.

c. Shall be the President of the Executive Committee.

d. Shall appoint all committees except as otherwise provided by these by-laws and shall be an *ex-officio* member of all committees except the Nominating Committee.

e. Shall be Chief Executive officer of The Foundation, and shall perform as such, making decisions and performing other executive duties subject to the approval of the Board of Trustees.

f. Shall be signatory on banking and financial accounts.

g. Shall upon retiring from office, deliver to the succeeding president all records, documents, books papers, and other properties of The Foundation that are in the president's custody.

2. Duties of the first vice president:

a. Shall serve in the place of the president when the president is not available.

b. Shall maintain a process for space and room reservations for Affiliate Members and act as liaison with the City of San Diego.

i. Shall ensure timely submission of room and space requests to the City of San Diego.

ii. Shall notify Affiliate Members when permits have been received or rejected.

iii. Shall update the online reservation calendar for Affiliates Members to review.

iv. Shall ensure that copies of completed permits are kept in The Foundation's office and database and are available to Affiliate Members during regulatory stated office hours or by appointment.

c. Shall perform such other functions as directed by the Board of Trustees.

d. Upon retiring from office, deliver to the succeeding first vice president all electronic/paper records, documents, books, and other properties of the Foundation that are in the first vice president's custody.

3. Duties of the second vice president:

a. Shall serve in the place of the first vice president when the first vice president is not available.

b. Shall arrange the Annual Meeting dinner with approval of Executive Board; submit expense receipts to the treasurer

c. Coordinate with the hospitality chairperson to organize the Trustee Meetings, and Annual Meeting.

d. Shall provide backup for first vice president regarding room reservations with the City of San Diego.

e. Shall manage and maintain equipment needed for presenters at The Foundation's meetings; shall assist with set up if necessary; and shall schedule programs for Trustee Meetings.

f. Shall serve as the Manager of the Property Committee.

1) Maintain an inventory of the Foundation's equipment.

2) Manage The Foundation's equipment and material use.

3) Maintain the Foundation's storerooms with the assistance of an appointed committee.

g. Shall perform other functions as directed by the Board of Trustees.

h. Shall upon retiring from office, deliver to the succeeding first vice president all electronic/paper records, documents, books, and other properties of the Foundation that are in the second vice president's custody.

4. Duties of the secretary are as follows:

a. Shall record minutes of Board of Trustee Meetings, the Annual Meetings, Special Meetings, and Executive Committee meetings; record member attendance at all meetings; and maintain records of all meetings.

b. Shall disseminate electronically or by mail minutes of all meetings or have the minutes available at the Board of Trustee Meetings, the Annual Meetings, Special Meetings, and Executive Committee meetings.

- c. Shall keep the original and amended by-laws of The Foundation.
 - d. Shall perform other functions as directed by the Board of trustees.
 - e. Shall accept and prepare internal correspondence for The Foundation, including electronic notification of all Board of Trustee Meetings, Annual Meetings, and Executive Committee meetings. The correspondence shall include agendas for the meetings; announcements and special events of The Foundation; and notification of annual dues.
 - f. Shall accept and prepare external correspondence for The Foundation.
 - g. Shall perform other functions as directed by the Board of Trustees.
 - h. Shall upon retiring from office, deliver to the succeeding secretary all records, documents, books, papers, and any other properties of The Foundation to the second vice president.
5. Duties of the treasurer are as follows:
- a. Shall be the financial office of The Foundation and shall provide for the maintenance of proper records of all accounts, assets, liabilities, disbursements, and business transactions of The Foundation. These accounts shall be open at all times for inspection by any member of the Board of Trustees.
 - b. Shall be the Banking Officer of The Foundation in accordance with Article VII of these by-laws.

- c. Shall make deposits and disbursements as ordered by the Board of Trustees and with the president, the first vice president, or with any other designated officer, shall sign checks for The Foundation. In the unavailability of the treasurer, two of the other authorized officers may sign checks.

- d. Provide in person or electronically a Statement of Accounts at the Annual meeting.

- e. Provide in person or electronically a Statement of Accounts for all Board of Trustee Meetings and executive Committee Meetings.

- f. Shall upon retiring from office, deliver to the succeeding treasurer all records, documents, books, papers, and any other properties of The Foundation that are in the treasurer's custody.

- g. Shall perform as membership chairperson and, with the secretary, maintain a current register of all members and their addresses.

- h. Shall collect dues, issue receipts for dues, and account for all monies received.

- i. Shall keep Articles of Incorporation and the Corporate Seal of The Foundation

- j. Shall prepare Annual State Corporation Filing form.

- k. Shall, with the assistance of the secretary, circulate annual membership statements and other required documentation.

6. Appointed trustees are as follows: Webmaster, Hospitality, and Members at Large. Responsibilities include but not exclusive to:

1. Representing the interests of members and the Board of Trustees.
2. Advise the Executive Committee of concerns of all members.
3. Shall perform other functions as directed by the Board of Trustees.
4. Maintain up to date information on the website and to keep the site accessible to all in a concise and clear manner.

Section H. Any resignation by any member of the Executive Committee shall be in writing addressed to the President of the Executive Committee. Resignation shall not release the resigning Executive Committee member from any obligations due The Foundation at the time of resignation. Vacancies to fill the unexpired term on the Executive Committee shall be filled by appointment of a consenting person at any Board of Trustees Meeting.

ARTICLE IX: COMMITTEES

Section A. Nominating Committee

1. The President of the Executive Committee shall appoint a Nominating Committee of no fewer than three active members of The Foundation; at least two members cannot be members of the Executive Committee.

2. Members of the Nominating Committee must be approved at a Board of Trustees Meeting,

Section B. Standing Committees

1. Standing Committees shall include the Executive Committee, Property Committee, and Audit Committee.

2. Other standing committees shall be approved by the Board of Trustees.

3. Any Affiliate member shall be eligible to serve on The Foundation's standing committees.

Article X: Parliamentary Authority

Section A. Meeting shall be conducted by common sense. Robert's Rules of Order, latest revision will be used only when determined by the president to be more advantageous.

ARTICLE XI: DISSOLUTION OF THE FOUNDATION

Section A. In the event of dissolution or termination of The Foundation, its assets shall be disposed of after all outstanding debts and liabilities have been paid. Based on a vote of the Board of Trustees, the remaining assets shall be donated to a nonprofit funds, foundation, or corporation which is organized and operated exclusively for the purposes, and which has established tax-exempt status under Section 501 (C)(3) of the Internal Revenue Code. If Theo Foundation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County of San Diego, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

Article XII: AMENDMENTS

Section A: These by-laws may be repealed, or amended, or new by-laws adopted by a two-thirds majority vote at a Board of Trustees Meeting, subject to the approval at the next Annual Meeting or at a Special Meeting. All members shall be notified of the proposed changes or amendments by email at least ten days prior to the Special Meeting or Annual meetings at which the changes will be considered.

ARTICLE XIII: THE SEAL

Section A: The Foundation shall have a seal consisting of a circle, having within its circumference the words, "San Diego Botanical Garden Foundation, date (MCMLXV) of Incorporation."

These By- Laws read and adopted by the Board of Trustees during the meeting of August 9, 2001.

Robert Hodges, Recording Secretary

Revised: August 3, 2006

Robert Hodges, Recording Secretary

Revised February 9, 2017

Melissa Worton, Recording Secretary

Revised June 23, 2024

Melissa Ramos Worton, Secretary