

BYLAWS OF THE UC SANTA CRUZ ARBORETUM

ARTICLE I: NAME

The name of this organization shall be "Friends of the UC Santa Cruz Arboretum", herein referred to as "Friends", and formerly known as the "Arboretum Associates."

ARTICLE II: PURPOSE AND FUNCTIONS

The purpose of this organization shall be to assist and support the UC Santa Cruz Arboretum in its efforts to carry out research, conservation and public education activities, relative to the plant taxa for which it serves as a vital repository. The Friends shall concentrate their support activities on behalf of the UC Santa Cruz Arboretum and UC Santa Cruz:

- A. to increase public awareness and appreciation of both the aesthetic value and ecological significance of the plant taxa represented in the UC Santa Cruz Arboretum collection;
- B. to promote a better understanding of their importance for research related to their conservation, botanical analysis and horticultural potential; and
- C. to serve as a general support and advocacy group for the UC Santa Cruz Arboretum and for UC Santa Cruz, of which the Arboretum is an integral and essential part.

The Friends shall undertake to provide such support functions on behalf of the UC Santa Cruz Arboretum as are consistent with the organization's purpose and which may include, but not be limited to, the following activities:

- A. Raise funds to support the UC Santa Cruz Arboretum.
- B. Conduct sales of plants, books, and other items of horticultural interest, for the benefit of the UC Santa Cruz Arboretum.
- C. Prepare informative or educational material, using print or electronic media.
- D. Identify and support potential research opportunities
- E. Assist in planning educational programs related to the Arboretum collection.
- F. Organize outreach events and special programs.
- G. Operate the Jean and Bill Lane Library
- H. Assist in the propagation, stewardship and care of Arboretum collections.
- I. Operate the gift shop.

ARTICLE III: ORGANIZATION

The Friends shall be non-profit.

- A. No part of the net earnings of this organization shall ever inure to, or be for the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the exact purpose for which it was formed.
- B. In event of dissolution of the Friends, the organization's assets shall be distributed to The Regents of the University of California or to the UC Santa Cruz Foundation, as appropriate, within a period of sixty (60) days.

- C. Notwithstanding any other provisions of these articles, the Friends shall only carry on activities permitted by an organization exempt from Federal Income Tax under Section 501 c (3) of the Federal Revenue Code of 1986, as now in effect or subsequently amended.

ARTICLE IV: MEMBERSHIP AND DUES

Membership: All individuals, organizations, industries, and businesses interested in helping to support the UC Santa Cruz Arboretum are eligible for membership.

- A. Each member shall be entitled to one vote.
- B. The membership period shall be for one year, except for life members.
- C. The Board of Directors, in coordination with the UC Santa Cruz Foundation, shall define several categories of membership at different levels of contribution.

General Meeting: The Board will call a general meeting of the membership of the Friends every year to make a yearly report to the membership, elect new Board Members and officers, and to transact such other business as may be required. The Board shall provide members a minimum of thirty days' prior written notice of the time and place of the meeting. Members present at the meeting shall constitute a quorum and any action taken by the members at the meeting shall require the affirmative vote of a majority of a quorum.

ARTICLE V: OFFICERS, DIRECTORS, AND MEETINGS

Powers: Subject to the guidelines of UC Santa Cruz that apply to its support groups and to any limitations in these Bylaws relating to actions required to be approved by the members, the business and affairs of the Friends shall be managed by, or carried out in consultation with the Board of Directors.

Officers: The officers of the Friends shall be:

- A. President
- B. Vice President
- C. Secretary

The duties of the officers shall be the same as commonly prescribed unless determined otherwise by the Board.

The directors of the Friends shall be:

- A. The immediate Past President
- B. Directors-at-large (as specified below)
- C. The Arboretum Director (ex officio)
- D. A representative of UC Santa Cruz appointed by the Chancellor

These officers and directors shall constitute the Board of Directors of the Friends. The Friends may also have, at the discretion of the Board, such other officers, as may be appointed in accordance with the Bylaws.

Directors: The authorized number of directors-at-large shall be at least nine (9) and no more than fifteen (15) members of the organization who have a commitment to the purpose and mission of the UC Santa Cruz Arboretum and one or more of the following skills and experience:

- A. Marketing and public relations
- B. Nonprofit management or board participation
- C. Fundraising
- D. Special events organization
- E. Retail management
- F. Education

The number of directors within the stated range shall be determined from time to time by the Board. Any change in the stated range in number of directors shall be subject to the provisions of these Bylaws regarding their amendment.

Terms of Office: The term of office of an officer shall be one year. Subject to the provisions of these Bylaws regarding vacancies in the Board, the term of office of a director shall be two years staggered so that approximately one half of the directors' terms end annually. There shall be no limit on the number of terms an officer or director may serve. Officers and directors serve until their successors are elected.

Board Meetings: The Board shall meet no fewer than six times a year. Board members are expected to attend all regularly scheduled meetings of the Board of Directors of the Friends. The President of the Friends, if present, shall serve as the presiding officer at all meetings of the Board. Each Board member, except the presiding officer, shall be entitled to one vote at these proceedings. The presiding officer may not vote, except to break a tie. A majority of the current number of Board members shall constitute a quorum for the transaction of business, except to adjourn. A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Vacancies: Vacancies in the Board may be filled by a majority vote of the remaining directors, whether or not less than a quorum. Each director elected to fill a vacancy created when a director resigns or otherwise ceases to act during the director's term shall serve for the remainder of the term of the director resigning or otherwise ceasing to act. A director elected to fill a vacancy created by an increase in the number of directors within the range set forth above other than at or for an annual meeting of members shall serve until the next annual meeting of members.

Nomination of Directors: A nominating committee shall be selected and appointed by the Board at a meeting held no later than three months before the annual membership meeting of the Friends. The committee shall present a panel of nominees to the secretary at least 20 days prior to the annual membership meeting. Any member in good standing may place other members in nomination by presenting their names through the board's nomination, application process.

Such nomination must have the endorsement of at least two members of the Friends other than the nominating member or nominee(s). No name shall be placed in nomination without the consent of the nominee.

Election of Officers and Directors: An election of directors will be held at the annual membership meeting in accordance with the requirements by these Bylaws. Officers shall be elected by the Board at its first meeting following the annual meeting of members in accordance with the requirements of these Bylaws. Each officer or director shall assume office at the close of the annual meeting at which her or his election took place.

ARTICLE VI: SCIENCE ADVISORY COUNCIL

The Friends will promote and support research at the UC Santa Cruz Arboretum in support of the Arboretum Science Advisory Council comprised of academics, scientists and researchers. The Arboretum Director in consultation with the Friends President shall appoint councilors for two-year renewable terms. The Arboretum Director shall serve on the Council and report to the Friends Board on its activities.

ARTICLE VII: FINANCES

- A. The financial activities of the Friends shall be in accordance with the University of California Administrative Guidelines for Support Groups, prudent business practices and generally accepted accounting principles. All financial activities and records shall be subject to audit by UC Santa Cruz or its agents at reasonable times and under reasonable conditions.
- B. Financial commitments and expenditures made by the Friends shall be approved by the Arboretum Director.

ARTICLE VIII: OFFICE

The principal office for the transaction of business of the Friends shall be the Horticulture Building at the UC Santa Cruz Arboretum or such other location as approved by the Board.

ARTICLE IX: AMENDMENTS OF THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the members present at any called or regular meeting of the general membership or by a two-thirds vote of the Board. Proposed changes in these Bylaws shall be made available to the members of the Friends at least fourteen (14) days before action is taken by the general membership or the Board.

ARTICLE X: PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, when not in conflict with these Bylaws, shall govern the proceedings of the Friends. The President shall decide all questions as to matters of procedure or the interpretation of these Bylaws.

[I] As ratified and adopted February 24, 2001, and as amended in June 2002 to include term limits; in May 2003 to reduce the number of Vice-Presidents from two to one and increase the number of directors-at-large from eight to up to fifteen; in July 2012 to change the name and acknowledge the role of the organization and leadership of the board in fundraising; and in July 2015 to eliminate term limits, specify that officers are elected by the board and to clarify notice requirements.