

Policy & Procedure Statement:

Staff Responsibility:	Vice President for Finance
Date Adopted:	June 18, 1992 by the Board of Trustees
Amended:	December 20, 2005 by the Executive Committee of the Board: Article II: Section 4, Paragraph c. Article VII: Section 7, Paragraph 1. November 20, 2003 by the Board of Trustees: Article II: Section 4 sentences a, b, c, and d. June 3, 1999: Article I: Section 1; Article II: Section 1 Sentence e and f; Section 2 Sentence a; Section 3 Sentences a, b, and c; Section 4 Sentence d and Paragraph 1 and 2; Section 5 Paragraph 1; Article III: Section 1 Paragraph 1; Section 2 Paragraph 1; Section 3 Paragraph 1; Section 4 Paragraph 1; Section 5 Paragraph 1, 2 and 3; Section 7 Paragraph 1 and 2; Section 8 Paragraph 2; Section 9 Paragraph 1; Article IV: Section 1 Paragraph 1 and 2; Article V: Section 1 Paragraph 1 and 2; Article VI: Section 1 Paragraph 1; Article VII: Section 1 Paragraph 1 and 2; Section 2 Paragraph 1; Section 3 Paragraph 1; Section 4 Paragraph 1; Section 7 Paragraph 1. September 19, 1996: Section 3 Paragraph c September 10 , 2009 Article I: Paragraph 1; Article II: Paragraph 1; Article III: Paragraph 1; Article IV: Section 2 Paragraph 1; Section 3 Paragraph 1, 3, 4, 5, 6, 7, 8 and 9; Section 4 Paragraph 4; Section 5 Paragraph 2; Article V: Section 4 Paragraph 1; Section 5 Paragraph 1 and 3; Section 8 Paragraph 1; Section 9 Paragraph 1; Article VI: Section 1,3 and 4; Article VIII: Section 1; Article IX: Sections 1,2, and 3
Corrected:	December 20, 2005 by the Executive Committee of the Board: Article II: Section 3, Section a, Paragraph 2, Article IV: Section 1, Paragraph 1

ARTICLE I: NAME AND PRINCIPAL OFFICE

These Bylaws are for the Santa Barbara Botanic Garden, a California Nonprofit Public Benefit corporation (herein known as the "Garden"). The Garden's principal office shall be located at 1212 Mission Canyon Road, Santa Barbara, CA 93105.

ARTICLE II: NONPARTISAN ACTIVITIES

The Garden has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Garden shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code, and the Garden shall not participate or

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intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

ARTICLE III: DEDICATION OF ASSETS

The properties and assets of the Garden are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of the Garden, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, employee, officer or Trustee of the Garden. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Garden shall be distributed to an organization that is organized and operated exclusively for similar charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE IV: THE BOARD OF TRUSTEES

Section 1. Functions and Powers of the Board of Trustees

The Board of Trustees is responsible for all activities of the Garden and exercises all corporate powers. The administration and management of the Garden is entrusted to the President. The functions of the Board of Trustees are:

- a) Setting long-range objectives for Garden operation and development.
- b) Defining overall funding objectives and their implementation.
- c) Responsibility for the financial health of the Garden.
- d) Establishing and appraising ways and means requirements for Garden operation.
- e) Setting guidelines for management of the Garden by the President.
- f) Appraisal of management of the Garden as performed by the President.

To borrow money and incur indebtedness for the purposes of the Garden, and to cause to be executed and delivered therefore, in the Garden's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidences of debt and securities therefore.

Section 2. Trustees

- a) The authorized number of Trustees, who shall be members of the Garden, shall be determined by the Board and shall not be less than ten ((10) until changed by amendment of the Articles or these Bylaws.
- b) *Duties and responsibilities of Trustees:*
 1. Regularly attend all Board meetings.
 2. Serve actively on standing and ad hoc committees, and chair such committees when requested.
 3. Actively participate in discussions at Board meetings, asking questions where necessary to insure an understanding of issues and alternatives.
 4. Propose subjects and programs for Board and staff consideration.

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5. Represent the Garden to the community-at-large.
6. Support the programs and activities of the Garden.

Section 3. Nomination, Election and Removal of Trustees

- a) *Nominating Committee:* The Executive Committee of the Garden shall also serve as the Nominating Committee. The Nominating Committee shall distribute to the Board from time to time nominees proposed for membership to the Board. The Nominating Committee shall provide a brief biographical sketch of each proposed candidate. The Nominating Committee shall further distribute annually to the Board its slate of nominees for all elected officers not later than the November meeting.
- b) *Selection and term of office:* Trustees shall be elected to the Board by a majority vote of the Board of Trustees. The nomination of new Trustees shall be by recommendation of the Nominating Committee or from the floor, pursuant to Subparagraph (a), above. Each Trustee shall be elected for a three (3) year term. Trustees may be re-elected for a second three (3) year term (thus serving for six (6) consecutive years); thereafter a Trustee may be re-elected after an absence from the Board of at least one (1) year. The term of a Trustee will continue until such time that a replacement is identified, recruited, and elected and seated on the Board.
- c) *Alumni Trustees:* In addition to the regular Trustees, there shall be a class of Trustees known as Alumni Trustees. Alumni Trustees shall have no duties, powers, or obligations except as may be undertaken at the special request of the Board. Alumni Trustees should be invited to the Annual Board Meeting. Alumni Trustees shall not have any voting rights nor shall Alumni Trustees attend sessions of the Board except at the specific request of the Chair or the President.

Alumni Trustees shall be elected by a majority vote of the Trustees present at a meeting at which such an election is properly brought before the Trustees. To qualify as an Alumni Trustee a person must have served as a member of the Board. Alumni Trustees will be appointed for life or until voluntary retirement or until removed in accordance with these by-laws. The activities of Alumni Trustees shall be subject to the supervision and approval of the Board.

- d) *Vacancies:* A vacancy on the Board shall be deemed to exist in the case of the death, resignation, or removal of any Trustee; if a Trustee has been declared of unsound mind by final order of Court or convicted of a felony, or has been found by a final order of judgment of any court to have breached his or her duty as a Trustee, or if the authorized number of Trustees be increased, or if there has been a failure to elect the full number of Trustees.

Vacancies in the Board shall be filled by a majority vote of the Trustees then in office. Vacancies shall always be filled if there are then fewer than ten ((10) Trustees. Any Trustee may resign effective upon giving written notice to the Chair, the Secretary, the Board or, if a future effective date is specified, upon such future date.

- e) *Limitation on Term:* No individual shall be elected to serve as Trustee for more than two (2) consecutive, three-year terms, except in the case of a Chair, who, if elected in the 6th year, may complete a two year term after such election. In exceptional cases, the term of the Chair may be extended one additional year, with the approval of the Board.

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- f) *Removal:* Any Trustee may be removed, with or without cause, by the vote of the majority of the Board. Any vacancy caused by the removal of a Trustee shall be filled as provided by Article IV Section 3(d).

Section 4. Meetings of the Board

- a) Regular or special meetings of the Board, shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Garden.
- b) *Annual meetings:* The Board shall hold annually a meeting for the purpose of organization, election of officers, and the transaction of other business. This meeting shall be held on the third Thursday of January in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.
- c) *Regular meetings:* Regular meetings of the Board shall be held bimonthly, without call or notice, on the third Thursday, except July and August, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.
- d) *Special meetings:* Special meetings of the Board for any purpose or purposes may be called at any time by the Chair, the Vice Chair, the President, the Secretary, or any two Trustees.

Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice given personally or by electronic mail, teleconferencing, videoconferencing, telephone, facsimile transmission, or other similar means of communication. Any such notice shall be addressed or delivered to each Trustee at such Trustee's address or number as it is shown upon the records of the Garden or as may have been given to the Garden by the Trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held. A Trustee's "number" for the purpose of notice means a telephone number, or facsimile number where notice is given by such means.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person by telephone, or by computer or wireless, to the recipient or to a person at the office or residence of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient.

A meeting of the Board of Trustees or a meeting of one of the committees of the Board of Trustees may be conducted in person, via teleconferencing of one or more of the meeting participants, or via videoconferencing of one or more of the meeting participants. The manner in which participants conduct the meeting is at the discretion of the Chair or the Committee Chair respectively.

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Section 5. Quorum

One-third of the Trustees currently in office shall constitute a quorum of the Board for the transaction of business, but in no event shall this be fewer than five Trustees. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 6. Rights of Inspection

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Garden.

ARTICLE V: OFFICERS

Section 1. Officers

The officers of the Garden shall be elected from and by the Board shall be a Chair, a Vice Chair, a President, a Secretary, and a Treasurer.

Section 2. Election and Qualification

The officers of the Garden, with the exception of the Chair, shall be chosen annually from among the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected. The Chair shall be chosen for a two-year term. Elections of officers shall be by ballot, show of hands, or voice vote.

Section 3. Chair

The Chair is the chair of the Board of Trustees and exercises, subject to control by the Board, overall direction, and control of the business and offices of the Garden. The Chair shall preside at all meetings of the Board. The Chair is also chair of the Executive Committee. The Chair's duties, under the aegis of the Board, consist of, but are not limited to, establishing and overseeing the implementation of all policies governing the functioning of the Garden.

Section 4. Vice Chair

In the absence or disability of the Chair, the Vice-Chair, shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 5. President

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The Board shall elect a President of the Garden who need not be a member of the Garden. The President shall be the Chief Executive Officer and Executive Director of the Garden and shall be a professional adviser to the Trustees and the officers of the Garden in all matters relating to the Garden proper. The President shall report directly to the Chair and shall be the official medium of communication between the Board or committees thereof and the employees of the Garden.

The President shall attend all meetings of the Board and may, upon request, attend meetings of committees, but without vote at any time at either Board or committee meetings. The President shall keep the accounts of the Garden under the direction of the Treasurer and shall perform such other duties as may be designated from time to time by the Board.

The Compensation Committee shall annually review the performance of the President and his or her compensation.

Section 6. Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and, where appropriate its committees. Said book of minutes shall contain: the time and place of holding; whether regular or special, and if special, how authorized; the notice thereof given; the names of those present at Board and reported committee meetings; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 7. Treasurer

The Treasurer is the Chief Financial Officer of the Garden and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Garden. The books of account shall at all reasonable times be open to inspection by any Trustee.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Garden with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Garden as may be ordered by the Board, shall render to the Chair and the Trustees, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Garden, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. Removal and Resignation

Any officer may be removed, either with or without cause, upon the majority vote of Trustees present at a duly called or held meeting of the Board at which a quorum is present. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Garden, but without prejudice to the rights, if any, of the Garden under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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Section 9. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office. Such vacancies shall be filled as they occur.

ARTICLE VI: COMMITTEES

Section 1. General

The Chair may appoint one or more committees, each consisting of one or more Trustees, together with other members of the Garden as described in Article VII, Section 1, plus any designated staff employees of Garden, and may delegate to such committees advisory functions to the Board. The President of the Garden shall be, or his/her designee, an ex-officio of all committees except the Compensation Committee.

Section 2. Executive Committee

The Chair, with advice subject to ratification of the Board, shall appoint an Executive Committee composed of five (5) to seven (7) members of which at least four (4) shall be officers of the corporation. The Executive Committee may make business and management decisions, as delegated by the Board, under the direction of the Chair, which are within the purview of the Board, under the ultimate direction of the Board.

Section 3. Compensation Committee

The Chair shall appoint a Compensation Committee consisting of at least two Trustees (one of whom is the Chair). Trustees who are also employees of Garden may not serve on the Compensation Committee. Pursuant to Government Code § 12586(g) and the applicable provisions of federal law, the Compensation Committee shall review the compensation of the President, and such other officers of the corporation the Compensation Committee determines appropriate, annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts for the officers. At the request of the President or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to, housing, health, and retirement plans.

Section 4. Audit Committee

At all times that Garden is required by applicable law to have an independent audit, or at any time Garden voluntarily chooses to do so, Garden shall have an Audit Committee consisting of at least two Trustees and which may include nonvoting advisors. Trustees who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from Garden may not serve on the Audit Committee. The President may not serve on the Audit Committee. The Treasurer may serve on the Audit Committee only if such person is a volunteer and not compensated by the Garden as described above. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding Garden's financial

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affairs, (iv) reviewing and accepting or rejecting the audit, and (v) assure the performance of any non-audit services to be provided by the independent auditor will conform with applicable legal standards for auditor independence and approve performance of non-audit services by the independent auditor.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Trustees for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee.**ARTICLE VII: MEMBERSHIP**

Section 1. Membership Categories

The Garden shall have membership categories as established by the Board. Benefits and fees for each category shall be set by the Board and may be changed from time to time by a majority vote of the Trustees present at any duly called or held meeting of the Board, at which a quorum is present.

Members, regardless of classification, shall not have any voting rights in the Garden, and shall not be entitled to share in the assets of the Garden in the event of dissolution. Members shall not be deemed "members" within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.**ARTICLE VIII: AUXILIARY ORGANIZATIONS**

Section 1. Auxiliary Organizations

Auxiliary organizations to the Garden may be established by interested persons with the approval of the Board. All members of such auxiliary organizations must be members of the Garden. Any auxiliary organization may have its own rules, charter, or bylaws, which shall be approved by the Board prior to adoption. Any ex-officio member shall not have a vote on the Board. Auxiliaries may be involved in the production of income, but all income produced shall belong to and be for the benefit of the Garden. The activities of auxiliary organizations shall be subject to the supervision and approval of the Board. Garden's relationship with any auxiliary organization shall be pursuant to all applicable regulations for joint ventures by tax exempt organizations as promulgated by the Internal Revenue Code.

ARTICLE IX: MISCELLANEOUS

Section 1. Endorsement of Documents, Contract, Acceptance of Gifts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Garden and any other person or corporation when signed by the Chair or the Vice Chair, and Secretary, or the Treasurer, of the Garden shall be valid and binding on the Garden in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Garden by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

If any conditions are attached to a gift to the Garden, no Trustee, officer, or employee of the Garden shall accept on behalf of the Garden any such gift, nor shall they agree that the Garden will act as Trustee or custodian or in the administration of any gift to the Garden or fund intended to promote the work of the Garden unless such action be authorized by the Board or the Executive Committee.

