

## Lake Wilderness Arboretum Foundation Bylaws

# Lake Wilderness Arboretum Foundation Bylaws

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| <b>Originated</b> | <b>1965</b>              |
| <b>Revision 1</b> | <b>19xx</b>              |
| <b>Revision 2</b> | <b>1987</b>              |
| <b>Revision 3</b> | <b>1995</b>              |
| <b>Revision 4</b> | <b>1999</b>              |
| <b>Revision 5</b> | <b>2001</b>              |
| <b>Revision 6</b> | <b>2003</b>              |
| <b>Revision 7</b> | <b>January 10, 2007</b>  |
| <b>Revision 8</b> | <b>February 14, 2007</b> |
| <b>Revision 9</b> | <b>April 9, 2008</b>     |

# Lake Wilderness Arboretum Foundation Bylaws

## ARTICLE 1: NAME

The name of the organization shall be the Lake Wilderness Arboretum Foundation, hereafter referred to as “Foundation”.

## ARTICLE II: PURPOSE

To develop and maintain the Lake Wilderness Arboretum, hereafter referred to as “Arboretum”, in a way that preserves and displays Northwest ecosystems and cultivated landscapes in an environment that acts as a wildlife sanctuary. The Foundation will promote horticultural science and conservation, as well as provide opportunities for education and passive recreational experiences.

## ARTICLE III: MEMBERSHIP

### Qualifications:

Any individual, business, educational agency, corporation, or non-profit organization may become a member of the Foundation upon payment of annual dues.

### Classes of Membership:

- Life
- Other

### Dues:

Dues shall be determined and published by the Board. Life membership shall be for life and no subsequent dues shall be required. All other memberships are due annually January 1<sup>st</sup>. Only members in good standing may vote or hold office.

### Termination:

Any membership shall be terminated if dues are not paid by March 1<sup>st</sup>.

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## **ARTICLE IV: MEETINGS**

### **BOARD MEETINGS:**

Foundation Board meetings will be held monthly from January through May and September through November with additional meetings as required.

### **EXECUTIVE COMMITTEE MEETING:**

Executive Committee meetings may be called by the President or by written request of five (5) members of the Board.

### **GENERAL MEETINGS:**

General meetings of the Foundation will be held in each of the following months: February, April, June, October, and December. In odd numbered years, election of officers will be held during the December meeting.

## **ARTICLE V: OFFICERS**

The officers of the Foundation shall be:

- President
- First Vice President
- Second Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer

Vacancies occurring in these offices shall be filled by appointment by the Executive Committee except in the case of the President, who shall be succeeded by the First Vice President.

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## ARTICLE VI: DUTIES OF THE OFFICERS

All officers shall work closely with the Board and committees to achieve the Foundation's Mission and Goals.

### PRESIDENT

The President is the executive head of the Lake Wilderness Arboretum Foundation and as such shall:

- Act as the officially designated agent representing the Foundation in all legal transactions.
- Sign all documents/instruments required by the Foundation and provide original copies to the Recording Secretary.
- Lead the Board in the formulation and periodic review of the Strategic Plan, By Laws, and Policies and Procedures.
- Preside at all meetings of the Foundation's Board of Directors and Executive Committee.
- Distribute a proposed agenda to Board members and Standing Committee Chairpersons noting date, time, and place of all Board meetings at least five days prior to Board meetings.
- Attend committee meetings, as required, in an ex officio capacity.
- Appoint Standing Committee chairpersons.
- Select, with the approval of the Executive Committee, a Nominating Committee of three members at least six weeks prior to the annual meeting in December.
- Act as an alternate signer, along with the First Vice President, of drafts from the Treasury.
- Cosign all checks drawn from the Treasury in the amount of \$1,000 or more.
- Authorize, or designate an alternative authority to be approved by the Board, all orders on the Treasury.
- Work closely with the Budget and Finance Committee with emphasis on budget and fundraising issues.
- Perform such duties as are incident to the Office of President.

### FIRST VICE-PRESIDENT:

The First Vice President shall:

- Assist the President in the discharge of his/her duties and preside in the President's absence.
- Act as an involved member of and Board liaison to one of the Standing

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## Committees.

- Act as liaison to City of Maple Valley as outlined in, but not limited to, the Cooperative and Joint Use Agreement.
- Act as a liaison with King County and other government agencies.
- Act as an alternate signer on all orders on the treasury.
- Perform such duties as are incident to the office of Vice President.

## SECOND VICE PRESIDENT:

The Second Vice President shall:

- Assist the President in the discharge of his/her duties.
- Assume the duties of the President in the absence of the President and First Vice-President.
- Act as an involved member of and Board liaison to one of the Standing Committees.
- Serve as a representative for and advocate of the Foundation to all groups and organizations that have a mission consistent with the Lake Wilderness Arboretum Foundation.

## RECORDING SECRETARY:

The Recording Secretary shall:

- Keep minutes of all meetings of the Board and Executive Committee, providing copies of minutes on request.
- Retain as part of the Foundation's records: minutes of all regular and special meetings of the Board of Directors and Executive Committee; contracts and documents executed in the name of the Foundation; an updated Board Book.
- Act as an involved member of and Board liaison to one of the Standing Committees.

## CORRESPONDING SECRETARY:

The Corresponding Secretary shall:

- Receive and retain copies of all Board Correspondence, creating a permanent record.
- Assist and work with the Recording Secretary in maintaining a historical record.
- Provide a monthly written report on all correspondence received to the Board during regular Board meetings.
- Prepare correspondence, as directed, for Board members, and deliver it to the requesting party for signature.

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- Acknowledge, on behalf of the Foundation, donations to the Foundation as requested by the Board.
- Assume primary responsibility for checking on a regular basis and directing to the appropriate Foundation members: Postal mail, email, and voice mail.
- Act as an involved member of and Board liaison to the Membership and Public Relations Committee.

### **TREASURER:**

The Treasurer shall:

- Accept and account for all moneys received by the Foundation.
- Pay out all orders on the Treasury that have been approved by the President or Board designated authority. All orders on the Treasury in the amount of \$1,000.00 or more must be cosigned by the President or First Vice-President.
- Maintain all accounting records, including bank statements, vouchers, receipts, disbursements, and investment records, for a period of seven (7) years in sufficient detail to stand an audit by an outside auditor.
- Provide a written Treasurer's report at all Board meetings.
- Act as an involved member of the Budget and Finance Committee.

### **ARTICLE VII: BOARD OF DIRECTORS**

**Qualification:** membership in the lake wilderness arboretum foundation shall be a qualification for director of the board.

#### **COMPOSITION**

The Board of Directors shall be composed of the elected officers of the Foundation and an additional five to ten (5 to 10) members of the elected at the Annual December meeting of the Foundation. The Board shall take office immediately following the election and serve for two years. The immediate Past President of the Foundation shall serve in an advisory capacity on the Board of Directors as an ex-officio member.

#### **GENERAL POWERS:**

The Board of Directors shall exercise the affairs of the Foundation subject to the restrictions and provisions of these by laws. The Board of Directors shall approve all expenditures, which are above the budgeted levels.

#### **MEETINGS:**

Regular meetings of the Board of Directors shall be held monthly with the exception of June, July, August, and December. Meetings will be held on the second Wednesday of the months designated. The President shall call a

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special meeting if it is deemed necessary. Notice of regular meetings must be given to all members of the Board of Directors ten (10) days prior. Six members shall constitute a quorum. The President shall vote only to break a tie.

### **VACANCIES:**

Any non-officer vacancy occurring on the Board of Directors shall be filled by appointment of the President with approval of the Board.

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## ARTICLE VIII: COMMITTEES

### EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the President, First and Second Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer, Chairmen of the Standing Committees, and immediate past President. Four members shall constitute a quorum. The Executive Committee shall determine the duties of the Chairperson of the Committees.

### NOMINATING COMMITTEE:

The President, with the approval of the Executive Committee, shall select a Nominating Committee of three (3) members at least six (6) weeks prior to the annual meeting in December. The Nominating Committee will secure permission and present a nominee for each Board position.

### STANDING COMMITTEES:

The President may appoint chairpersons as required for the following committees:

- Education and Conservation
- Budget and Finance
- Property Management and Development
- Membership and Public Relations
- Nursery

Each chairperson shall appoint the remaining members of the committee and shall notify the Recording Secretary of the Foundation of these appointments. Each committee, before taking any action in the name of, or binding upon the Foundation, shall report its proposed action to the Executive Committee and receive its approval.

## ARTICLE IX : PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be considered the Parliamentary Authority in all matters not covered by these by laws.

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## ARTICLE X: AMENDMENTS

These by laws may be amended by a simple majority vote of Board members present at any Board meeting. The members shall be given ten (10) days written notice of any proposed amendments.

## ARTICLE XI: BOARD ELECTIONS

Voting will be by a show of hands or by ballot, at the discretion of the Nominating Committee, at the December General Meeting.

## ARTICLE XII: MEMORIALS, DONATIONS, AND SPONSORSHIPS

All memorials, donations, and sponsorships shall be accepted upon approval by the Board. The acceptance process shall include reviews with the City of Maple Valley as deemed appropriate by the Board.

### MEMORIALS AND DONATIONS

Memorials or donations shall be acknowledged by the Corresponding Secretary as follows:

- Memorials: Letter of thanks to donor and family of deceased.
- Donations: Letter of thanks to donor and tax receipt, if applicable.
- Memorials and donations will be acknowledged in the Foundation newsletter unless otherwise requested by the person(s) making the contribution to the Foundation.

Other acknowledgements and recognition given to donors may be determined by the Board.

### SPONSORSHIPS

Any individual, business, educational agency, corporation, or non-profit organization may become a sponsor by contributing cash, goods, and/or services to the Foundation, Foundation-managed property, or Foundation-managed events. What a sponsor gets in return for a sponsorship may be pre-determined by the Board or negotiated on a case-by-case basis. The Board shall designate an individual or individuals responsible for procuring sponsorships.

## Revision Log

### Revision 7: January 10, 2007

Changed memberships to simply Life and Other. Removed dues from bylaws and stated simply that they would be set by the Board.

### Revision 8: February 14, 2007

Changed name to Lake Wilderness Arboretum Foundation

Added Nursery as standing committee

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**Revision 9: April 9, 2008**

**Revised Article XII (Memorials, Donations, And Sponsorships) by removing some detail (thus providing the Board added flexibility) and drawing a distinction between memorial and donations versus sponsorships.**