

BYLAWS

Revised and adopted February 2, 2010

Revised and adopted March 24, 2009

Revised and adopted January 15, 2008

Revised and adopted April 17, 2007

Revised and adopted April 18, 2006

Revised and adopted May 15, 2005

Originally adopted 1998

KRUCKEBERG BOTANIC GARDEN FOUNDATION

(Note: The terms “KBGF” or “Foundation” used in these Bylaws refer to Kruckeberg Botanic Garden Foundation.)

ARTICLE I - OFFICES

The location of the Foundation office, postal address and telephone or facsimile communication shall be determined by the Board.

ARTICLE II - MEMBERSHIP AND MEETINGS

Section 1. Classes of Members

The Foundation shall initially have two classes of members, known as founding and regular members. Members who qualify for membership before July 1, 1999 shall be accorded the title of “Founding Member.” Members who qualify for membership on or after July 1, 1999, will be “Regular Members.”

Section 2. Membership Qualification

Membership shall be open to any person who supports the purposes of the Foundation, and pays required dues. The Board may terminate any membership as provided in Article III, Section 6 below.

Section 3. Voting Rights

3.1 Each Member shall be entitled to one vote with respect to the subject matter of any issue submitted to the members for a vote.

3.2 Each Member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected. Members cannot place more than one vote for the same candidate.

3.3 Members may not vote by proxy.

Section 4. Annual Meeting

An annual meeting of the members for the purpose of electing Directors and for

transacting any other business that may properly come before it shall be held during the first quarter of each year at a time and place within the State of Washington as the Board shall determine. The election of the Directors may also be accomplished by mailed ballot prior to the annual meeting.

Section 5. Special Meetings

A special meeting of the members may be called upon proper notice by the President or by the Board of Directors, or by a written petition for that purpose signed by at least fifteen (15) percent of the membership. Such notice must clearly state the purpose of the meeting.

Section 6. Notice of Meetings

Notice for any annual or special meeting of members shall be in writing and shall be given to all members of record at least fifteen (15) days prior to the meeting. Such notice shall set forth the place, date and time of the meeting. In the case of a special meeting, the notice shall also set forth the purpose for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member's address as it appears on the records of the Foundation with postage paid thereon.

Section 7. Waiver of Notice

Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a written waiver signed by the person entitled to such notice shall be deemed equivalent to the giving of such notice. This waiver may be made at any time.

Section 8. Quorum Required

A quorum shall be required for the purpose of transacting business at all membership meetings as follows:

8.1 Annual Meetings: Five percent (5%) of members of record.

8.2 Special Meetings: Fifteen percent (15%) of members of record.

Section 9. Voting

A majority vote of the members present at an Annual or Special Meeting will prevail on all matters except those outlined in Article III, Section 11.2.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers

A Board of Directors shall manage all property and affairs of the Foundation.

Section 2. Number

The Board shall consist of not fewer than nine (9) nor more than twenty-one (21) members, the specific number to be set by resolution of the Board. The number of Directors may be changed by amendment to these Bylaws provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 3. Qualification

A Director must be a Member in good standing of the Foundation.

Section 4. Election

Directors shall be elected by the members at the annual meeting. The election of the Directors may also be accomplished by mailed ballot prior to the annual meeting. Each Director shall serve until the start date of the successive term, except as specified in Article 3, section 6.

Section 5. Terms of Office

Directors shall be elected to serve terms of three (3) years to commence at time of election, providing that the initial Directors and those Directors elected during the first three years, shall serve staggered terms of one, two or three years to be determined by lot. Directors shall not serve more than three (3) consecutive terms.

Additionally, if the Directors increase the number of members, additional Directors may serve staggered terms of one, two or three years, as determined by the Directors, so that the number of annual Board term expirations is roughly equal in each year.

Section 6. Removal and Resignation

Any Officer, Director, Member, Committee Member or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served. Any Director may resign at any time by delivering written notice to the President, Vice-President, the Secretary, or the Board, or by giving oral or written notice, at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies

Upon a vacancy of the Board, the remaining Directors shall elect a successor to serve until the next annual meeting at which time the position shall be made open for election.

Section 8. Call and Notice

The President and Board shall determine the schedule and basis for conducting regular meetings of the Directors. Notice of the time and place of any meeting of the Board of Directors shall be given by or at the direction of the person calling the meeting by mail, email, or by personal communication over the telephone or otherwise, at least seven (7) working days prior to the date on which the meeting is to be held.

Special meetings of the Board shall meet on call of the President or the Vice-President in the President's absence, or upon written notice filed with the Secretary by three (3) or more Directors. The Secretary shall notify each Director as to the date, time, place and purpose of the special meeting.

Section 9. Annual Meeting

An annual meeting of the Board shall be held within 45 days following the annual meeting of the members for the purpose of electing Officers and arranging transfer of pertinent duties.

Section 10. Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

Section 11. Quorum and Voting

11.1 Regular Business: One-half (1/2) of the current Directors serving on the Board of Directors shall constitute a quorum for all business of the Board, and a majority vote of those persons actually present will prevail on all matters, except those matters set out in section 11.2 below.

11.2 Special Business: A two-thirds (2/3) affirmative vote of all Directors shall be required for the following purposes:

11.2.1 Amendment of the Articles of Incorporation or these Bylaws;

11.2.2 Removal of a Director, Officer, Member or Committee Member;

11.2.3 Acceptance, encumbrance, conveyance or any other action affecting title or rights in real property.

11.3 There shall be no voting by proxy.

Section 12. Compensation

Directors shall receive no compensation for their services. By direction of the Board,

however, Directors may be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Foundation.

Section 13. Meetings By Electronic Communication

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or such committee by a conference telephone or similar communications equipment, including e-mail. Participation by such means shall constitute presence in person at a meeting.

Section 14. Informal Action by Directors

Action may be authorized by the Board of Directors without need of a formal meeting if a consent in writing setting forth the action taken is signed by all Directors prior to such action, and filed with the minutes of the Foundation.

Section 15. Disclosure of Conflict

Directors shall have a continuing affirmative duty to disclose any actual, potential or perceived conflict of interest with respect to any matter that may come before the Board. A Director with such a conflict shall abstain from voting on matters affected thereby. Failure to disclose such a conflict shall be cause for removal from the Board of Directors.

Section 16. Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

Section 17. Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Foundation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

Section 18. Waiver of Notice

18.1 In Writing: Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a written waiver signed by the person entitled to such notice shall be deemed equivalent to the giving of such notice. This waiver may be made at any time.

18.2 By Attendance: The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 19. *Ex Officio* Members

Ex officio memberships on the Board of Directors shall be reserved for (1) Professor Art Kruckeberg and for (2) a Kruckeberg family member (family member shall be defined as a direct descendant of a person related to a direct descendant by marriage). *Ex officio* members have no specific length of term, but shall be subject to annual renewal by vote of the regular Board. *Ex officio* members shall not have voting rights.

ARTICLE IV - OFFICERS

Section 1. Officers

Officers of the Foundation shall be a President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers as the Board may establish by resolution. They shall be elected from and by the Directors, and shall serve for a period of one year concurrently with the operating year of the Foundation, or until a successor is elected. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two offices may be held by the same person, except that one person may not hold the offices of President and Secretary.

Section 2. Election and Term of Office

The Officers of the Foundation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

Section 3. Resignation

Any Officer may resign at any time by delivering written notice to the President, Vice-President, the Secretary, or the Board, or by giving oral or written notice, at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties

President: The President's powers and duties shall include:

- a. Serve as Chief Executive Officer of the Foundation;
- b. Prepare the agenda and preside over the Board of Directors and all general and special meetings of the Foundation;
- c. Oversee the organization and conduct of all Foundation activities, and in general perform all duties incident to the office of President and such other duties as are assigned by the Board;
- d. Sign or co-sign legal and financial documents as required;
- e. Serve as ex-officio member of all committees, except the Nominating Committee;
- f. Supervise all Foundation contractual and employment obligations;
- g. Prepare and submit an annual report to the members.

Vice-President: The Vice-Presidents powers and duties shall include

- a. Perform the duties of the President in the event of the absence or disability of the President;
- b. Perform such other duties as may be assigned by the President or the Board.

Secretary: The Secretary's powers and duties shall include:

- a. Keep the minutes of meetings of the members and the Board and distribute a copy of the minutes to the Board and other appropriate parties no later than ten days following the Board or other meeting;
- b. Be custodian of all Foundation records except financial records;
- c. Sign or co-sign with the President or other Officer authorized by the President or the Board all legal and financial documents as required;
- d. Mail notices of all meetings of the membership and the Board as required by these Bylaws or directed by the President or the Board;
- e. Perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board;

- f. Prepare and keep such notes, memos, correspondence and legal documents as the President or the Board may direct:
- g. Maintain a mailing list of members, potential members, Directors, Officers and resource persons.

Treasurer: The Treasurer's powers and duties shall include:

- a. Serve as financial Officer and have charge and custody of and be responsible for all funds and securities of the Foundation:
- b. Collect and receive all monies due the Foundation and deposit them in the name of the Foundation in a bank or banks designated by the Board;
- c. Disburse Foundation monies as directed by the Board;
- d. Keep books and records as directed by the Board;
- e. Prepare and monitor the Foundation budget, financial statements and reports, and auditing procedures;
- f. Give a surety bond for the faithful discharge of his or her duties in such amount and with such surety as the Board may require;
- g. Perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President of the Board.

Section 6. Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors and at least one Member. Such committees shall have and exercise the authority of the Directors in the management of the Foundation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: a) amend, alter or repeal these Bylaws; b) elect, appoint or remove any member of any other committee or any Director or Officer of the Foundation; c) amend the Articles of Incorporation; d) adopt a plan of merger or consolidation with another Foundation; e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Foundation not in the ordinary course of business; f) authorize the voluntary dissolution of the Foundation or revoke proceedings therefor; g) adopt a plan for the distribution of the assets of the Foundation; or h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority, shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it him or her by law.

Section 7. Nominating Committee

During the last quarter of each year, the President shall appoint a Nominating Committee of three or more members whose task shall be to propose candidates for the Board and Officers of the Foundation. The Nominating Committee shall consist of at least one Board member and at least one member who is not on the Board.

ARTICLE V - EMPLOYEES

The Board of Directors may employ a manager and such other employees as deemed necessary and may provide for their compensation; provided however, that no such paid employee shall be a member of the Board.

ARTICLE VI - FINANCIAL AFFAIRS

Section 1. Fiscal Year

The Fiscal Year shall be from July 1 through June 30.

Section 2. Accounts

Foundation funds shall be deposited in such financial institutions as determined by the Board. Receipts, disbursements and financial controls shall be under operational direction of the Treasurer.

Section 3. Insurance

The Board may secure any insurance or indemnity bond deemed necessary or advisable to the conduct of the Foundation business.

Section 4. Loans

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. No loans shall be made by the Foundation to its Directors or Officers.

Section 5. Major Expenditures

Any non-salary expenditure of more than \$1000 must be approved by the President or Vice-President and any one additional officer of the Board and noted in the minutes of the next subsequent meeting of the Board of Directors.

ARTICLE VII - ADVISORY BOARDS AND GROUPS

The Board may establish an Advisory Board, and other such non-voting Boards or groups, to assist and advise the Board on matters concerning the Foundation.

ARTICLE VIII - ADMINISTRATIVE PROVISIONS

Section 1. Books and Records

The Foundation shall keep at its principal or registered office, or such other place as the Board shall designate, copies of its current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of its members and board: any minutes which may be maintained by committees, records of the name and address of each member, Director and Officer, and such other records as may be necessary or advisable. A current and complete listing of Foundation members shall be furnished upon request to any member in good standing. All books and records of the Foundation shall be open at a reasonable time to inspection by any member of three months standing or to a representation of more than five percent (5%) of the membership.

Section 2. Rules of Procedure

The rules of procedure at meetings of the members. Board and committees shall be rules contained in Roberts' Rules of Order, newly revised, so far as applicable and when not inconsistent with the Articles of Incorporation, these Bylaws or any resolution of the Board.

ARTICLE IX - AMENDMENT

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board, providing the proposed amendment has been given to each Director in writing and the meeting announced at least thirty (30) days in advance.

The foregoing Bylaws were adopted by the Board of Directors on March 24, 2009

Karen Russell, Secretary

K:\99991\01106\RWF\RWF_A215M