

GEORGESON BOTANICAL GARDEN FRIENDS

BYLAWS

Article I. Name and Location

Section 1. *Name.* The name of this organization is “Georgeson Botanical Garden Friends” (GBGFriends), formerly known as Georgeson Botanical Garden Society, changed by unanimous vote of the Board of Directors on September 2, 2020.

Section 2. *Offices.* The principal office of this organization shall be located in the Fairbanks North Star Borough, Alaska. The organization shall have and continuously maintain in the State of Alaska a registered office, and a registered agent, whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Purposes

This non-profit organization is organized exclusively for charitable, scientific, educational, and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to activities which:

- a. support the Georgeson Botanical Garden;
- b. perform special tasks related to the Garden including, but not limited to, raising funds to support the Georgeson Botanical Garden, its public education and horticultural programs; and
- c. share information about the Georgeson Botanical Garden programs and events.

Article III. Members and Friends

Section 1. *Members.* “Members” of GBGFriends shall be defined as voting members of the Board of Directors. Membership shall be open to any person interested in the objectives of the Georgeson Botanical Garden. Membership shall not be transferable. All members of the Board of Directors shall be Friends in good standing.

Section 2. *Friends.* “Friends” shall be defined as anyone who has donated to GBGFriends or the Georgeson Botanical Garden Society within a year of the date being considered.

Article IV. Board of Directors

Section 1. *General Powers.* The business, affairs, and property of this corporation shall be managed by its Board of Directors.

Section 2. *Election.* Election of the Board of Directors shall take place at the annual meeting of the corporation. Candidates shall be taken from a list of nominees compiled by the nominating committee. Additional candidates may be nominated from the floor, provided the consent of the nominee has been obtained.

Section 3. *Tenure.* The Board of Directors shall be elected for staggered three-year terms and shall take office immediately following the meeting at which they were elected. Directors will serve until a successor is elected except in cases of death, resignation, or removal.

Section 4. *Number.* The Board shall consist of not less than five nor more than fifteen members.

Section 5. *Compensation.* Persons serving on the board shall serve without compensation. However, upon approval of the Board, they may be reimbursed for reasonable expenses while conducting authorized business of the organization. The Board of Directors shall also have power to contract for and to pay Directors rendering unusual or exceptional services to the corporation with special compensation appropriate to the value of such service.

Section 6. *Removal.* In the event that any Board Member fails to uphold their duties, any Board Member may initiate a motion to remove another. This motion must be made at least ten days in advance of the meeting at which the vote shall be held, and passage shall require a two-thirds majority of the full Board of Directors. Upon successful passage of such a motion, the affected Board Member will immediately be removed from their position.

Section 7. *Vacancy.* In the event of a vacancy in office, the remaining Board of Directors may appoint a replacement for the remainder of the term at any regular Board meeting according to AS10.20.101.

Article V. Officers

The Board of Directors shall elect a president, vice president, secretary, and treasurer from among their number at the annual meeting of the corporation. The terms of office begin in January and shall be for one year.

Section 1. *President.* The President shall preside at all meetings, ensure that legally necessary filings are maintained, and shall exercise general supervision over the affairs and activities of the corporation subject to the direction of the Board.

Section 2. *Vice President.* The Vice President shall assume the duties of the President in their absence.

Section 3. *Secretary.* The Secretary shall record the minutes of all meetings.

Section 4. *Treasurer.* The Treasurer shall be responsible for the funds of the corporation.

Section 5. *Members-at-Large.* The Members-at-Large shall participate as voting directors and assume such additional duties as determined by the Board.

Section 6. *Ex-Officio Representative.* The Georgeson Botanical Garden Manager or their designee will be an ex-officio member of the Board. This position is non-voting.

Article VI. Meetings

Section 1. *Meetings.* Meetings of the Board of Directors shall be held at such time, on such day, and at such place as the President or a majority of the Board of Directors shall designate and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person. An annual meeting of the Board of Directors shall be held after the start of the fiscal year at such time, on such day, and at such place as the Board of Directors shall designate.

Section 2. *Quorum.* A quorum of the corporation to conduct business shall consist of a majority of the Board of Directors.

Article VII. Committees

The President and the Board of Directors may, from time to time, establish committees as necessary.

Article VIII. Non-Discrimination

The members, officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, sexual orientation, race, religion, health, or national origin.

Article IX. Financial Affairs

Section 1. *Fiscal Year.* The fiscal year of this corporation is September 1 through August 31.

Section 2. *Revenue.* This organization has the power to receive gifts, bequests, and donations.

Section 3. Expenditures. All checks and drafts of this organization shall require one signature – that of the Treasurer or the President, except two signatures shall be required on gaming account disbursements. All un-budgeted expenditures of the corporation shall be approved by the Board.

Article X. Amendments

Provisions of these Bylaws may be amended at any meeting by a two-thirds vote of the Board Members provided notice and content of the amendment(s) have been provided to the Board at least ten days prior to the meeting at which the amendment is to receive action.

Article XI. Authority

The rules contained in the current edition of Robert’s Rules of Order Revised shall govern the procedures in this corporation.

Article XII. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

Article XIII. Indemnification

The Board of Directors shall be indemnified by the corporation except in cases of negligence or willful misconduct in the performance of their duties as directors.

Article XIV. Adoption

Prior amendments to these Bylaws have been approved by the Board of Directors on March 2, 2004; August 19, 2018; March 17, 2019; April 24, 2019, and October 7, 2020. These recommendations for amendments to the Bylaws of Georgeson Botanical Garden Friends were made by the Bylaws and Standing Rules Committee consisting of Marsha Munsell, Patty

Kastelic, Aldona Jonaitis, and Becky Hassebroek, submitted to the members, with notice, at the February 10, 2021 Board Meeting, and approved by a two-thirds vote of the Board.

CERTIFICATE OF SECRETARY

I certify that the foregoing Bylaws are a full, true, and complete copy of the Bylaws of this corporation, passed unanimously and adopted by the entire Board of Directors on February 10, 2021.



Aldona Jonaitis, Recording Secretary