



American Public Gardens Association, Inc. Bylaws
Adopted January 2017

Article I – Offices

Section 1 – Business Offices.

The principal office of the corporation is currently located in Kennett Square, Pennsylvania. The corporation may move the principal office or have other offices, either within or outside Pennsylvania, as the Board of Directors may designate.

Section 2 – Corporate Status.

The corporation is organized and shall be operated exclusively for the purposes set for in the Articles of Incorporation. The corporation is formed as a nonprofit corporation exclusively for charitable, scientific and educational purposes, and may engage in any and all lawful activities and such purposes as from time to time are determined by the Board of Directors and as allowed by the Act as presently enacted or hereafter amended, and as consistent with the exemption requirements in Section 501 (C)(3) of the Internal Revenue Code of 1986, as amended and to the corresponding provisions of any subsequent United States federal tax laws.

Article II – Membership

Section 1 – Eligibility

Any entity (person, organization, corporation, or partnership) who supports the Mission and Vision of the Association shall be eligible for membership in accordance with the bylaws and the rules and regulations in effect. There shall be no limit to the number of members.

Section 2 – Classes of Members

Voting members shall include one (1) institutional representative designated by each institution and all honorary life members in good standing. All other members shall be non-voting members. Classes of members shall be set by from time to time by the Board of Directors.

Section 3 – Annual Dues

The annual dues of all classes of membership of the Association shall be approved by the Board of Directors.

Section 4 – Duration of Membership

Membership in the Association shall continue until terminated by death, failure to pay the annual dues or as otherwise provided in these bylaws or any amendment thereof. Membership may be withdrawn by the Board of Directors for due cause.



Section 5 - Benefits of Membership

Benefits of all classes of membership in the Association, not otherwise specified in these bylaws, shall be approved by the Board of Directors.

Article III - Meetings of Members

Section 1 - Annual Business Meeting

The Annual Business Meeting of the members of the Association for the transaction of such business as may properly come before the meeting shall be held in conjunction with the Association's Annual Conference or at such time and place as may be designated by the Board of Directors. The Annual Business Meeting of members of the Association may be held within or without the city and state in which the principal office of the Association is located.

Section 2 - Special Meetings

Special Meetings of members of the Association may be called by the President or a majority of the Board of Directors at such time and place as may be designated by the President or a majority of the Board of Directors, as the case may be. Special Meetings of members of the Association may be held within or without the city and state in which the principal office of the Association is located.

Section 3 - Notice of Meetings

Notice of each Annual Business Meeting and each Special Meeting of members of the Association shall be given by electronic or other means, not less than thirty days preceding the date of the meeting, to all voting members at their last known address as shown in the books and records of the Association.

Section 4 - Quorum

Ten (10) percent of voting members of the Association present in person or via electronic communication shall constitute a quorum for the transaction of business at any Annual Business Meeting or Special Meeting of members of the Association. Only those members present may vote on business brought before any Annual Business Meeting or Special Meeting of members of the Association. If less than a quorum shall be present at any such meeting, the presiding officer may adjourn the meeting to a later date and notice of such adjourned meeting shall be given in the same manner as notice of the original meeting.

Article IV - Board of Directors

Section 1 – General Powers

The general control and management of all affairs of the Association shall be vested in a Board of Directors elected by the voting members.

Section 2 – Number, Methods of Election, and Tenure

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President, and a minimum of six and a maximum of twelve Directors at Large,



all voting members. The Executive Director of the Association and the Council of Sections Chair shall be non-voting Ex-Officio Board members. Directors at-Large shall be elected prior to each Annual Meeting. At Large members of the Board of Directors of the Association shall be elected for a term of three years and serve until their successors take office. Directors at Large may serve no more than two consecutive terms as Directors at Large and may not be reelected to the Board of Directors until one year after the expiration of their last term. In the event that a Director at Large is elected or appointed to an officer position on the Board of Directors without having completed the term as a Director at Large, that member shall automatically resign as Director at Large upon commencement of the term as an officer. Terms of service on the Board of Directors shall begin immediately following the Annual Meeting of the Association.

Section 3 – Eligibility

Any employee or agent of an institutional member, corporate member, individual, student, or honorary life member in good standing, not otherwise disqualified by reason of the limitations on consecutive terms provided for in Article IV, Section 2, may be elected an Officer or Director at Large of the Board of Directors of the Association.

Section 4 – Vacancies

In the event of a vacancy in the Board of Directors by any reason, before the expiration of the term of office, the Nominating Committee shall nominate a candidate and a majority of the remaining Board of Directors will choose the successor from the nominee(s) for the balance of such unexpired term.

Section 5 – Removal

A Director may be removed from office for cause, on the affirmative vote of at least seventy-five percent of the remaining Directors then in office, at a special meeting of the Board of Directors called for the stated purpose of voting on the removal of such Director; however, any Director to be removed shall have the right to attend such special meeting and to present pertinent evidence on his or her own behalf.

Section 6 - Special Board Meetings

The President may, and upon the written request of at least one-third of the Directors shall, call a special meeting of the Board of Directors upon written notice no less than fourteen days in advance at such time as shall be designated by the President in the notice.

Section 7 – Quorum

Except as otherwise provided in these bylaws or by Statute, a majority of the Directors shall constitute a quorum and a majority of the Directors present at a meeting at which a quorum is present shall be authorized to conduct all affairs for and on behalf of the Association.

Section 8 – Compensation

Directors shall not be compensated for their services. Reimbursement of expenses incurred in the performance of their duties may be allowed by resolution of the Board of Directors



Section 9 – Conflicts of Interest

The Board of Directors shall adopt a conflict of interest policies consistent with applicable statutes and best practices for similarly situated corporations. The policies shall be reviewed and signed by Directors annually.

Article V – Officers

Section 1 – Election of Officers

The Officers of the Association shall serve as members of the Board of Directors and shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers, other than the Immediate Past President, shall be elected from any employee or agent of an institutional member, corporate member, individual, student, or honorary life member in good standing, for a term of two years and serve until their successors take office. Officers may serve no more than two consecutive elected terms in any one office and may not be reelected as an officer until one year after the expiration of their last elected term.

Section 2 – President

The President shall preside at all meetings of the Board of Directors and Executive Committee, as well as the Annual and Special Business Meetings of the Association. The President shall have such other powers as may from time to time be prescribed by the Board of Directors.

Section 3 – Vice President

The Vice President shall be the President-Elect and shall, in the absence of the President, perform the duties of the President and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors.

Section 4 – Secretary

The Secretary shall be responsible for recording the minutes of Board Meetings and Executive Committee Meetings, and for circulating, with support from Association staff, those minutes to the appropriate members of the Board or Committee. The Secretary shall verify election votes for officers, Directors at large, and any changes to the Bylaws.

Section 5 – Treasurer

The Treasurer shall be responsible for transmitting the financial reports of the Association to the Board of Directors, and for ensuring all necessary tax filings are made in a timely manner. The Treasurer shall preside at all Finance Committee meetings.

Section 6 – Immediate Past President

The Immediate Past President shall chair the Nominating Committee and shall perform such duties and have such other powers as may be prescribed by the Board of Directors.

Section 7 – Executive Director

The Executive Director shall be the chief executive of the Association and shall be appointed by and serve at the discretion of the Board of Directors. The Executive Director shall be responsible for the management of the Association and be given the necessary authority and



responsibility for the daily operation of the Association subject to the policies of the Board of Directors. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act. The Executive Director of the Association shall be a non-voting, Ex-Officio member of the Board of Directors.

Article VI – Committees and Sections

Section 1 – Permanent Committees

(a) Executive Committee

The Executive Committee shall consist of the Immediate Past President, President, Vice President, Secretary, Treasurer, and Executive Director (ex-officio, non-voting). The Executive Committee shall possess all powers of the Board of Directors in the interim between regular or special meetings of the Board.

(b) Finance Committee

The Finance Committee shall have no fewer than five (5) members consisting of the Treasurer (Chair) and two Board Officers. The Executive Director shall serve as an ex-officio, non-voting member. The committee members shall serve terms designated by the President.

(c) Audit Committee

The Audit Committee shall have no fewer than three (3) members consisting of at least two Board members. Neither the Treasurer nor the President shall serve on the Audit Committee. The committee members shall serve terms designated by the President.

(d) Compensation Committee

The Compensation Committee shall have no fewer than three (3) members consisting of one Board officer. The committee members shall serve terms designated by the President.

(e) Nominating Committee

The Nominating Committee shall consist of the Immediate Past President, the Vice President, one Director at Large, the Council of Sections Chair, one former Board member, and two members at large. The Immediate Past President shall serve as the Chair of the Nominating Committee. All members of the Nominating Committee shall be chosen by the Chair and must be individual members of the Association in good standing. The members of the Nominating Committee shall be in place by the end of the fall meeting of the Board of Directors. The term of the Nominating Committee shall be from the close of the fall meeting of the Board of Directors through the end of the summer meeting of the Board of Directors. If, for any reason, the Past President is unable to serve as chair of the Nominating Committee, the Board of Directors shall elect their replacement.

(f) Governance Committee

The Governance Committee will be appointed by the President and shall regularly review all governing documents, including bylaws, conflict of interest statements, and code(s) of ethics.



The Committee shall also monitor, evaluate and encourage Board engagement and review any conflict of interest and/or ethics issues, reporting findings to the full Board.

Section 2 – Standing Committees

The Board may establish Standing Committees as it deems necessary from time to time. The President shall appoint the Chair and members of each Standing Committee. The committee members shall serve terms designated by the President. Where standing committee member terms overlap Presidential terms, the incumbent President will affirm all Chair appointments and Standing Committee Memberships upon taking office.

Section 3 – Professional and Garden Sections (hereafter referred to as “Sections”)

Professional Sections are focused groups/networks of individual members. Sections provide opportunities for interaction among Association members and inform those outside of the Public Garden profession on matters related to the profession and advance the overall Mission and Vision of the Association. There shall exist a Council of Sections, consisting of the standing Chair and up to one (1) other representative of each Professional Section. This Council of Sections shall elect a Chair and will hold at least one meeting per year. The Chair of the Council shall act as a liaison to the Board of Directors as a non-voting, ex-officio member. The Chair of the Council of Sections shall also serve on the Nominating Committee. Policies and procedures governing the Sections shall be adopted and reviewed periodically by the Board of Directors.

Article VII -- Election Process

Section 1 – Eligibility

In the election of Officers and Directors and in any other matters subject to vote by members of the Association, the only voting members shall include one (1) institutional representative designated by each institution and all honorary life members in good standing. Each voting member shall be entitled to one vote on each question submitted on an official ballot or at an Annual or Special Business Meeting of members of the Association. All questions at any meeting at which a quorum is present shall be decided by a majority vote of those present, either in person or through electronic communications.

Section 2 – Nominations

No fewer than fifteen (15) days prior to the winter meeting of the Board of Directors, the Nominating Committee shall transmit through the Chair, a slate of candidates consisting of one candidate for each vacant officer position and candidates for Director at Large positions on the Board. All candidates for the Board must be an employee or agent of an institutional member or corporate member, or honorary life member in good standing. The slate of candidates shall, as far as practically possible, reflect the diversity of the membership, and shall be chosen in a manner inclusive of all potential members without discrimination.

Section 3 – Voting

The Board of Directors shall present the slate of candidates to the membership no fewer than sixty (60) days prior to the Association’s Annual Business meeting. The election of Officers and Directors shall be conducted by electronic or other means. At least forty-five (45) days prior to



the Annual Business Meeting, an election ballot will be prepared for members to use in voting. The Secretary shall determine the opening and closing dates of the election. Majority of votes cast by eligible members shall decide any election. In event of a tie vote, the tie shall be resolved by a vote of the Board of Directors.

Article VIII – Financial Management

Section 1 – Financial Obligation

The Staff of the Association shall have the ability to enter into financial obligations as directed by the Financial Policy adopted by the Board of Directors, but this provision shall not prevent the Executive Director from incurring debts within the limits of the Annual Operating Budget approved by the Board of Directors, for the purpose of fulfilling the Executive Director’s role in administering the Association.

Section 2 – Signing Authority

The President and Treasurer of the Board, and the Executive Director of the Association, shall have the authority to sign checks and authorize the deposit/withdrawal/transfer of funds in financial institutions in accordance with the financial and investment policies of the Association.

Section 3 – Audit

The Chair of the Audit Committee shall present the results of an annual independent audit to the Board of Directors. The Board shall formally take action on the Audit.

Article IX - General Provisions

Section 1 – Seal

The Association shall have an official seal in such form as approved by the Board of Directors; however, no seal shall be required to be affixed to any document unless required by the law of the state in which the document is being used.

Section 2 – Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

Section 3 – Indemnification

- (a) The Association will indemnify to the fullest extent allowed by applicable law any future, current or past director, officer, employee/staff member, or volunteer who is party to or is threatened to be made a party to any pending or completed administrative, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or on behalf of the Association) by the fact of their serving on the Board or at the request of the Association against expenses including attorney fees, expert fees, arbitrator fees, out of pocket expenses associated with prosecution, defending or participation in legal proceeding including fines, judgments, damages, and amounts paid in settlement that are actually and reasonably incurred if they acted in good faith and in a manner they believed was in the best interest of the Association or any criminal



action or proceeding had no reasonable cause to believe their conduct was unlawful. The Board may also indemnify those who are not Directors or Officers to the extent authorized by an affirmative vote of seventy-five percent of the Directors then in office, at a Special Meeting of the Board of Directors called for the stated purpose of voting on extending indemnification.

- (b) If any provision of the Act or these bylaws dealing with indemnification is invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification under these bylaws to the fullest extent permitted by any applicable provision of the Act or these bylaws that is not invalidated. The corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the corporation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code or that would result in the imposition of any liability under Section 4941 or Section 4958, as applicable.

Article X – Amendment

Section 1 – Amendment

Amendments to the bylaws may be recommended by the Board of Directors or proposed to the President in writing as a petition signed by no fewer than one hundred Voting Members. The President shall arrange to inform all Voting Members of such proposed amendments by electronic communication and/or publication in its newsletter. Such proposed amendments shall become effective upon a two-thirds affirmative vote of all returned ballots/votes received via electronic communication or other secure means within the period specified for voting, provided Members shall be notified of proposed amendments at least forty-five (45) but not more than sixty (60) days in advance of the deadline for return of ballots/conclusion of election. Notice shall be deemed given on the date of electronically or otherwise transmitting the notification, publication or other correspondence.