

Montrose Botanical Society
Proposed Changes to the Current Bylaws - November 8, 2023

MONTROSE BOTANICAL SOCIETY, INC.

MISSION STATEMENT: The Montrose Botanical Society is a non-profit organization that provides horticultural education and leadership for residents of the Uncompahgre Valley region through the development of the botanic gardens for demonstration, education, and leisure.

BYLAWS

BYLAW I
NAME

The name of the organization is "*Montrose Botanical Society, Incorporated*" also DBA [doing business as] "*Montrose Botanic Gardens.*"

BYLAW II
PURPOSE

The purpose of the Montrose Botanical Society is to fulfill the goals of the mission statement by:

1. Raising funds to develop and support the Montrose Botanic Gardens
2. Selecting, cultivating, and displaying regional shrubs, flowers, and trees hardy in this climate
3. Being a regional educational resource.

BYLAW III
MEMBERSHIP

- A. Members of the Society shall be those persons who are interested in the purpose of the Society and pay annual dues. Levels of membership include:
1. Individual
 2. Family
 3. Senior [Age 65 or over]
 4. Supporter
 5. Patron

The Society membership may determine other levels as needed.

- B. Rates for annual membership dues shall be determined by the Society membership. Any member of the Society can propose a change in dues. Any change in dues shall be voted on at the Annual Meeting. Dues are payable during the member's anniversary month.

BYLAW IV
MEETINGS

- A. Types of meetings:
1. Annual Membership Meeting shall be in November unless changed at the discretion of the Board of Directors.
 2. General Membership Meetings are open to the public. Only members may vote.
 3. Special Meetings of the Board or General Membership may be called by the Board of Directors.
 4. Board of Directors Meetings shall be held monthly.

5. Annual membership and monthly Board meetings shall be scheduled during the first Board meeting of the year and published on the website.
- B. Date, time, and location of meetings:
1. The date, time and location of all meetings as listed above shall be determined by the Board of Directors.
 2. Special meetings shall be called following procedures agreed to by the Board at the first Board meeting of the year.
- C. Notice of Meetings:
Annual and General Meetings - Members shall receive notice two [2] weeks prior to the meeting. Topics for voting and an election ballot will be provided. Mail-in voting is allowed.
- D. Rules of Order:
The most current *Robert's Rules of Order* shall serve as a guideline for the conduct of all meetings in a productive and respectful manner.
- [ADD] Members or invited guests may attend Board of Directors' meetings. The protocol for addressing the Board will be determined by the Board at the beginning of the meeting.
- [RATIONALE] The Society supports open conversations between the Board and its members, but the Board has a need to conduct its meetings in a productive manner.
- E. Voting privileges for members in good standing, i.e., current in payment of dues:
- [DELETE] 1. Individual - one vote
2. Family - two votes
3. Senior - one vote
4. Supporter - one vote
5. Patron - one vote
- [ADD] Each membership is entitled to one vote, regardless of giving level.
- [RATIONALE] Giving Family memberships two votes but Supporter and Patron memberships only one vote creates a possible disincentive to upgrade to a higher giving level. Also, having different numbers of ballots for different membership types creates confusion for those managing the meeting notice/ballot and the election at the annual meeting.
- F. Voting Procedure on general issues at Annual or General Meetings:
1. Members may vote by either mail-in ballot, dropped in a ballot box provided at the discretion of the Board, or by being present at the meeting. Mail-in ballots must be sent to the Montrose Botanical Society P.O. Box and must be received by the meeting date.
 2. [DELETE] A member may over-ride his/her ballot by attending the meeting. The over-ride must be declared when the member arrives at the meeting to pull and return their mail-in ballot.

[RATIONALE] Allowing members to override ballots submitted by mail creates the potential for much confusion at the annual meeting. There is no precedent for this practice in public elections. MBS endeavors to provide its members with adequate background information to make informed choices when voting, whether by mail or in-person.
 3. A quorum is required for all voting. A quorum for general issues shall consist of either fifty percent [50%] of the membership or thirty [30] of the members, whichever is less. This includes members voting by mail-in ballot.
 4. Voting on general issues at the Annual or General Meetings shall be by a show of hands. Voting on Officers shall be by secret ballot. Mail-in ballots for general issues and for Officers shall be included in the count.

5. In any matter where the vote of the membership is necessary, a simple majority of those voting will decide the issue.
6. Voting procedures for elections at the Annual Meeting are covered in Bylaw VII.

G. Voting Procedure at Board Meetings

1. A Quorum is required for all voting. A quorum shall consist of fifty percent [50%] of the Board.
2. Voting by a show of hands is sufficient. A simple majority is sufficient to carry any motion.
3. **[ADD] For items needing an immediate decision that cannot wait until the monthly Board meeting, Board votes may occur by electronic means, such as email. The officers shall share information prior to the vote, and shall give time for discussion prior to the vote. The vote will then be included on the Consent Docket of the next monthly Board meeting.**
[RATIONALE/EXAMPLE] Emergency repairs; items or repairs discussed at prior Board meetings but for which the Board was awaiting price estimates.

BYLAW V
BOARD OF DIRECTORS

Responsibilities:

1. The Society shall be administered and directed by the Board of Directors. The Board shall consist of the elected Officers and appointed Members-at-Large as described herein. The number of Board positions shall not exceed nine [9] at any one time. The function of the Board of Directors will be to oversee the committees and activities of the Society, as listed in Bylaw VIII. The Board shall solicit individuals to be responsible for each of the committees and activities. These individuals are encouraged to seek help from others as necessary.
2. The Board shall adopt a set of Board policies and procedures for their meetings at the first Board meeting of the year.
3. **[ADD] Only members of the Society are eligible to serve on the Board of Directors.**
[RATIONALE] This is standard practice.

BYLAW VI
OFFICERS

- A. The elected officers of the Society shall be a President, Vice President, Secretary, and Treasurer.
- B. Elected officers shall assume their duties on January 1st.
- C. Terms:
 1. The President and Secretary shall be elected in odd years.
 2. The Vice President and Treasurer shall be elected in even years.
 3. The President, Vice President and Secretary shall serve for two years; renewable once.
 4. The Treasurer shall serve for two years, renewable twice.
 5. If the President is unable or unwilling to serve, the Vice President will become interim President until the next election at the Annual Meeting, at which time the membership will elect a new President for the remainder of the term.
 6. The Board of Directors will fill other Officer vacancies on an interim basis, including Vice President, within a reasonable timeframe. These replacements will be effective until the next election at the Annual Meeting.
 7. If an Officer was appointed to the interim position, that person reverts to the original elected position for the remainder of the elected term for that office.

8. Time served as an interim Officer position will not count against the term limits as outlined in the Bylaws.
- D. A minimum leave of one year is mandatory after an Officer's elected term. See #3 and #4 above for renewable terms.
- E. Co-Holding of Office: No two offices may be held by the same person concurrently.
- F. President: Shall be the Chief Officer of the Society and shall be present and preside over the Annual, General, and any Special meetings of the Society and the Board of Directors. The President is the representative and spokesperson for the Society and signs all legal documents, supervises the employees, and oversees the Committees and Activities of the organization, and delegates these duties to other Board members as appropriate.
- G. Vice President: Shall perform all presidential duties during the absence of the President. The Vice President shall be the Board's liaison to Special Committees and Activities. The Vice President is also responsible for reporting to the Board on the status of those special Committees and Activities. The Vice President may seek assistance in this responsibility from individuals more familiar with the Special Committee or Activity.
- H. Treasurer:
1. Shall keep records of accounts and receivables.
 2. Shall make disbursements authorized by the Board of Directors.
 3. Shall deposit all monies received in Society-approved financial institutions.
 4. Shall present a written financial report at the Annual Meeting and all Board meetings.
 5. Shall ensure the Board has approved all expenses exceeding \$500.
 6. Accounts may be subject to inspection by the Society members.
 7. At the expiration of his/her term of office, the Treasurer shall deliver to the successor all records of the Society and familiarize the newly elected Treasurer with record keeping procedures.
- I. Secretary: The administration of the Society shall be vested in the Secretary.
1. Shall work with the President in directing the activities of the Society
 2. Shall attend all meetings of the Society and record the proceedings
 3. Shall conduct correspondence as requested and keep all records of the Society's activities including committee reports.
 4. At the expiration of his/her term of office the Secretary shall deliver to the successor all minutes and records of the Society and familiarize the newly elected Secretary with responsibilities of the Secretary.
- J. Members-at-Large: Members-at-Large shall be appointed by the Board of Directors. A Member-at-Large can be appointed at any time. Members-at-Large will serve a two-year term. The two-year-term begins at the next Board meeting after appointment. The term can be renewed once by a vote of the Board of Directors.
- [DELETE] Members-at-Large may be eligible to run for an officer position after their terms have expired.**
- [RATIONALE] Requiring Members-at-Large to wait until after their term has expired to run for an officer position unnecessarily constrains qualified candidates from filling those important leadership roles.**
- K. Attendance: Resignation is expected when Board meeting attendance and participation become less than adequate. Any Board member missing four [4] meetings per calendar year may be asked to resign.

[ADD] ... by a two-thirds majority vote of the remaining Board members.

[RATIONALE] Provides a mechanism for the action.

- L. [ADD] Directorship: If the Board believes that a Board member is not abiding by the Bylaws or the Code of Ethics of the Society, the Board member may be removed by a two-thirds majority vote of the remaining Board members.

[RATIONALE] Provides a high-standard mechanism for removing a Board member who is not acting in the best interests of the Society.

BYLAW VII ELECTIONS

A. Nominations:

1. Three [3] weeks prior to the Annual Meeting, the Board shall develop a slate of nominees for any Officer positions up for election in that year and for any issues requiring approval by Society membership. The Board will solicit nominations from all members for open positions and any appropriate issues to present to the membership.
2. Any members of the Society in good standing shall be eligible for election.
3. Nominations will not be accepted at the Annual Meeting.
4. The slate of nominees and issues shall be distributed to the membership at least two weeks prior to the Annual Meeting.
5. Members may vote by either mail-in ballot, dropped in a ballot box provided at the discretion of the Board, or by being present at the Annual Meeting. Mail-in ballots must be sent to the Montrose Botanical Society P.O. Box and must be received by the meeting date.
6. [DELETE] A member may over-ride his/her mail-in ballot by attending the Annual Meeting. The over-ride must be declared when the member arrives at the meeting to pull and return their mail-in ballot.

[RATIONALE] Allowing members to override ballots submitted by mail creates the potential for much confusion at the annual meeting. There is no precedent for this practice in public elections. MBS endeavors to provide its members with adequate background information to make informed choices when voting, whether by mail or in-person.

B. Voting:

1. A quorum is required for all voting. A quorum for elections shall consist of either fifty [50%] of the membership or thirty [30] of the members, whichever is less. This includes members voting by mail-in ballot [Bylaw VII, Para A-5].
2. The election of new officers will occur at the Annual Meeting with new officers taking office on January 1st of the following year.
3. Voting shall be by secret ballot. However, if there is only one candidate the vote shall be by show of hands plus mail-in ballots.
4. In the event the Annual Meeting is not held, for any reason, the current officers shall remain in office until the Annual Meeting is rescheduled and conducted.

BYLAW VIII SOCIETY COMMITTEES AND ACTIVITIES

Any member of good standing or a member of the Board may lead the following Standing or Special Committees upon approval by the Board of Directors. The Board encourages and will solicit all members to volunteer for any committee by contacting the Chair of that Committee. Activities are specific projects that may not be handled by a previously identified Committee. Non-MBS members

may serve as consultants or as experts in a related field and may be invited to serve on a Committee or assist with an Activity upon approval by the Board.

- A. Standing Committees are a permanent part of the organization that perform functions which are essential to the operation of the Montrose Botanical Society. Timely reports will be made to the Board. Board and/or Society members may lead one or more of the following committees:
1. Horticultural: Select and oversee the planting, cultivation, display and maintenance of the Garden's flowers, shrubs, and trees. Oversee the necessary training of any volunteers engaged in horticultural activities.
 2. Public Relations: Promote the Society by making the community aware of upcoming events, work with the news media, and promote the Society at community functions.
 3. Membership: Establish a system for the collection of dues and their payment to the Society. Maintain a current list of members and their contact information. Coordinate membership recruitment and retention.
 4. Fundraising: Develop programs with the goal of raising funds that will be used to develop, enhance and maintain the Gardens. This includes seeking grant monies and other public private sources of funding.
 5. Capital Improvement & Grounds: Oversee development and construction of buildings and grounds, and the ongoing maintenance of such.
 6. Education: Provide a variety of learning experiences through the year designed to accommodate both children and adults.
 7. Volunteer: Recruit, train and/or assign volunteers to appropriate tasks. Contact all new members with respect to their particular interest.
 8. Finance: Assist the Treasurer to oversee the financial planning and management of the organization to ensure that all fiscal aspects of operations are in order, and to make recommendations to the Board. Recommendations may include:
 - Budget preparation and adjustments
 - Accountability policies and procedures
 - Financial planning and investments
 - Financial reporting
 - Creation and monitoring of internal audit committees or obtaining external audits.
- B. Special Committees: The Board may create a Special Committee to investigate and/or carry out a specific task. Timely reporting shall be made to the Board. The Committee is dissolved when the final report is given to the Board, following completion of the assigned task, or when the Board determines their continued service is no longer needed.

BYLAW IX FINANCE

- A. The Board will approve the budget by the March Board meeting based on recommendations from the Treasurer. This will be frequently reviewed, comparing actual amounts with budgeted amounts. Annual budget recommendations from the Treasurer will be based on annual operating expenditures, project revenue, and financial scope of projects as prioritized by the Board. The Board may modify the budget as needed, based on circumstance.
- B. All monies of the Society shall be deposited in financial institutions as determined by the Board of Directors. Authorized signers of all Society accounts shall be the Officers of the Montrose Botanical Society, to include the Treasurer and at least one additional Officer as determined by the Board.
- C. The Board must approve all expenses exceeding \$500.00.
- D. The financial year of the Society shall be from January 1st to December 31st.
- E. The control and financial management of the Society shall be vested in the Board of Directors which shall have all powers necessary to give effect to the attainment of the

objectives of the Society. In particular, and without derogating from the foregoing, the Board of Directors shall have the power to:

1. Accept memberships, donations, and legacies.
 2. Acquire by purchase, gifts, bequests or otherwise real or personal property of any kind or any interest in or right thereto, and to dispose of the same by sale, donation or such manner as the Board may deem expedient or desirable for the promotion of or conducive to the attainment of the objectives of the Society.
- F. The accounts of the Society shall be reviewed by an independent accountant at the discretion of the Board of Directors.

BYLAW X ANTI-DISCRIMINATION, HARASSMENT AND CONFLICT OF INTEREST

General Policy Statement:

It is the policy of the Montrose Botanical Society to maintain an environment which is free from all forms of unlawful harassment including sexual harassment. This commitment applies to all operations, programs, and activities. All staff and volunteers share responsibility for avoiding, discouraging, and/or reporting any form of unlawful harassment. This policy applies to unlawful conduct occurring at the Botanic Gardens or at another location if such conduct occurs during an activity sponsored by the Society.

The Board will enforce its prohibition against harassment based on sex, race, color, national origin, religion, disability, genetic information, or any other unlawful basis and encourages those within the membership as well as third parties who feel aggrieved to seek assistance to rectify the problem[s]. The Board will investigate all allegations of harassment and in those cases where unlawful harassment is substantiated, the Board will take immediate steps to end it. Individuals who are found to have engaged in unlawful harassment will be subject to appropriate disciplinary action.

Members of the Board and committees who think they may have a conflict of interest should disclose the perceived or potential conflict. If a Board action is of a personal or monetary interest to the member which is not common to other members, the member should not vote. Board members shall complete and sign the Conflict of Interest form as they begin their service each year, or when a conflict of interest is identified.

BYLAW XI AMENDMENTS

- A. These Bylaws may be amended or repealed at any Annual Meeting or Special Meeting called for that purpose. Any proposed amendments, in their final form, must be presented to the membership at least two weeks prior to voting. Mail-in voting is allowed for Bylaw changes. See Bylaw IV, Para F for specifics. Amended Bylaws become effective immediately after voting approval.
- B. A special committee appointed to review the Bylaws shall be composed of a balance of Board members and the general membership.

BYLAW XII
DISSOLUTION

The Montrose Botanical Society may be dissolved only by an affirmative vote of seventy-five percent [75%] of the membership. In the event of dissolution, the property and treasury of the organization will revert to the City of Montrose.

APPROVED BY THE BOARD OF DIRECTORS:

_____ DATE: _____
BOARD OFFICER

APPROVED BY THE MEMBERSHIP:

These Bylaws were approved by the general membership on:

DATE:

_____ DATE: _____
BOARD OFFICER