BY-LAWS

THE PITTSBURGH BOTANIC GARDEN

A non-stock, nonprofit, charitable, educational and scientific corporation organized under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania on January 18, 1991.

# **- GENERAL**

## 1.01. The name of this corporation shall be The **Pittsburgh Botanic Garden** (hereinafter referred to as the “Corporation”).

## The objectives and purposes of the Corporation are to promote and encourage horticulture and botany, the conservation of natural resources and the establishment and operation of a botanical garden in Western Pennsylvania. The Corporation shall function within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code defining charitable, educational and scientific corporations. The Corporation shall possess all general powers allotted to domestic, nonprofit corporations under the laws of the Commonwealth of Pennsylvania.

## The registered office of the Corporation shall be located at 799 Pinkerton Run Road Oakdale, PA 15071. The Corporation may also have offices at such other places, and may change its registered office, as the Directors may from time to time determine.

## The fiscal year of the Corporation shall be the calendar year.

## The Corporation shall keep an original record of the proceedings of the Board of Directors and of any other body exercising powers or performing duties. The Corporation shall also keep an original copy of its by-laws, register of Members and books or records of account.

# **- MEMBERS**

## There shall be various levels of membership and support within the Corporation as determined by the Board of Directors. Such categories shall be governed by such rules of admission, retention, suspension and expulsion as fixed by the Directors. All Members must be in agreement with the Corporation’s stated objectives and purposes.

## Members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

## The Members of the Corporation shall have such rights, privileges and benefits as shall be fixed by the Directors, provided, however, the Members shall not be entitled to vote on any matter affecting the Corporation.

# **- MEETINGS**

## The Board of Directors shall have a minimum of six regular meetings during the year at such time and place as the Directors may from time to time determine. Special meetings of the Board of Directors or any committee or other body may be called at any time by the Chairperson, the chairman of the applicable body or by twenty percent or more of the Directors.

## Thirty percent (30%) of the constituents of the Board of Directors or a majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the constituents present at a meeting at which a quorum is present shall be the acts of the body. In all cases, every constituent shall be entitled to one vote.

## One or more persons may participate in a meeting by means of conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## Whenever written notice is required to be given to any person, it may be given either personally or by sending a copy thereof by first-class mail, postage prepaid, to his or her address as appearing on the books of the Corporation or as supplied by him or her to the Corporation for the purpose of notice. Such notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of a meeting shall specify the place, day and hour of the meeting and all other information required under the circumstances.

## Whenever any written notice is required, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

## Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## Whenever a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

## Written notice of every meeting shall be given to the constituents at least five days before the day named for such meeting.

# **- BOARD OF DIRECTORS**

## The business and affairs of the Corporation shall be governed by a Board of Directors, who shall have general charge of the affairs, funds and property of the Corporation and shall have full power to carry out the purposes of the Corporation. The Board of Directors shall not be held personally liable for the debts, obligations or liabilities of the Corporation.

## There shall be from one to forty-five Directors, each of whom shall be a natural person of full age. Each Director shall serve a term of three years beginning with the calendar year following his or her election by the majority of the other Directors at the November board meeting. A Director may be elected to serve any number of three year terms. For the purpose of staggering their terms of office, Directors shall be divided into three classes, as nearly equal in numbers as may be, and the term of one class shall expire each year in regular rotation. In case the number of Directors in any class becomes unequal and in the case of a Director’s initial election in mid-year, the Board of Directors may elect one or more Directors to a term of less than three years that coincides with the term of any class.

## Any individual Director may be removed from office without assigning any cause by the majority vote of the other Directors. Any vacancy occurring in the Directors, including vacancies resulting from an increase in the number of said Directors, shall be filled by a majority vote of the remaining Directors. A Director may be elected to the Board at any time by a majority vote of the Directors then present.

## The Directors shall vote on any and all mergers, consolidations, divisions, conversions or dissolutions (“fundamental issues”) concerning the Corporation, the election of officers and the removal of any officer. Except as otherwise provided hereunder, the majority vote of the Directors governs all aspects of the Corporation.

## Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the applicable Directors and shall be filed with the Secretary of the Corporation.

## The Directors may from time to time see fit to create honorary categories or bestow honorary titles. However, members of such an honorary body or holding honorary status shall have no vote on any of the Corporation’s business matters nor shall be entitled to attend any meetings of the Directors.

## Directors are expected to attend meetings of the Board of Directors and make an annual financial contribution to the Corporation.

# **- OFFICERS**

## The Corporation shall have a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, and may have such other officers and assistant officers as shall be authorized by the Directors from time to time, none of whom shall be personally liable for the debts, obligations or liabilities of the Corporation. The Chairperson, Vice Chairperson, Treasurer and the Secretary shall be natural persons of full age. Officers shall be elected from the Board of Directors.

## The officers, shall be elected by the Directors from among the candidates nominated by the Nominating Committee for a term of one year (or such other term as the Directors may determine from time to time). The Chairperson, Vice Chairperson and Secretary may serve up to three consecutive terms in one office. They may be re-elected to that office after the passing of one calendar year, or may be elected at any time during this year to a different office, provided that they shall remain a member of the Board. The Treasurer may serve any number of consecutive terms. All officers may be removed before the expiration of their term by the majority vote of Directors. In addition to the powers and duties set forth in these by-laws, each officer shall have such powers and duties as are typically related to his or her office and as the Directors may determine by resolution. If any of the offices become vacant, the Directors may choose a successor who shall hold office for the unexpired term.

## The Chairperson shall preside at all meetings of the Directors and shall have the power to call a meeting of the entire Board, or of any committee or other body when, in his or her sole discretion, such a meeting shall advance the goals of the Corporation or is otherwise necessary.

## The Secretary shall ensure that minutes of meetings of the Board of Directors, and all applicable committees and other bodies are kept and maintained. The Secretary shall also ensure that all votes taken at any meetings are accurately recorded, shall give or cause to be given notice of all meetings, and shall perform such other duties as may be assigned by the Directors or the Chairperson.

## The Treasurer shall have general supervision over all financial affairs of the Corporation, shall have custody of its funds and property, shall maintain an accurate accounting system of receipts and disbursements, and shall present to the Board of Directors such financial reports in such manner and form as may be requested from time to time (including an annual financial report), subject to an independent annual audit. The Treasurer shall also perform such other duties as may be assigned by the Directors or the Chairperson.

## The Directors shall appoint a President, who shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all contracts except where the execution thereof shall be expressly delegated by the Directors to some other officer or agent of the Corporation.

# **- COMMITTEES**

## The Board of Directors shall have nine standing committees: the Executive Committee; the Finance/Audit Committee; the Nominating Committee; Resource Development committee; Personnel Committee; Building Committee; Marketing Committee; Horticulture and Garden Design Committee and Education Committee. The Chairperson may also appoint ad hoc committees and task forces as needed.

## The Executive Committee shall meet as determined by the Chairperson. The Executive Committee may act on behalf of the Corporation, provided the Executive Committee may not approve the annual budget or appoint or discharge the President.

## The Executive Committee shall consist of the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, the Chairs of the standing committees (Resource Development, Finance/Audit, Nominating, Personnel, Building, Marketing, Horticulture and Garden Design and Education), the Immediate Past Chairperson and two Directors nominated by the Nominating Committee and elected by the Board of Directors. The President shall be a non-voting member of the Executive Committee. A majority of the voting members of the Executive Committee shall constitute a quorum. Notice of all meetings of the Executive Committee shall be made in accordance with Article III herein.

## All Standing Committees shall be responsible for making policy recommendations to the Board of Directors on matters within the respective committee’s purview.

## The Chairperson shall appoint a chairperson of the Finance/Audit Committee, the Nominating Committee, Resource Development Committee, Personnel Committee, Building Committee, Marketing Committee, Horticulture and Garden Design Committee and Education Committee. Committee members shall be appointed and removed at the discretion of the respective committee chairpersons, and need not be Directors, Officers or Members of the Corporation, except that all members of the Nominating Committee must be Directors and shall be elected as outlined in Article VII. It is expected that members of committees will bring appropriate specialized expertise to the committee.

## The Nominating Committee shall be responsible for presenting to the Board of Directors at its November meeting: (i) a slate of candidates for election as Directors; and (ii) a slate of candidates for election as officers of the Corporation for the next calendar year. The Nominating Committee may also present candidates to the Board of Directors for election as a Director or officer at any time to fill a vacancy or to add a member to the Board.

## Any committee chairperson may be removed from office without assigning any cause by the majority vote of the Directors.

# **Article VII – NOMINATIONS AND ELECTIONS**

7.01. Nominating Committee. The Nominating Committee shall consist

of six (6) current Directors and a Chair who shall be a current Director. Nominating committee members and the Nominating Chair shall serve two year staggered terms. Candidates for Nominating Committee positions shall be slated by the current Nominating Committee and presented to the Board for a vote at the election meeting. The Nominating Chair shall forward a signed report to the Chairperson of the Board and Secretary no later than thirty (30) days before the date of the election meeting. The slate of nominees for Nominating Committee positions shall be distributed to the Board members at least twenty (20) days prior to the election meeting. Independent nominations, with the consent of the nominees, may be made on the floor at the election meeting by any current Director who is present at the meeting.

7.02. Nomination of Officers and Directors. The Nominating Committee shall, by a majority vote, select one nominee for each open position, in accordance with the organization structure determined by the Board. The Nominating Chair shall forward a signed report to the Chairperson of the Board and Secretary no later than thirty (30) days before the date of the election meeting. The slate of nominees for officers and directors shall be distributed to the Board members at least twenty (20) days prior to the election meeting. Independent nominations, with the consent of the nominees, may be made on the floor at the election meeting by any current Director who is present at the meeting.

7.03. Election of Executive Committee Members. The Nominating Committee shall, by a majority vote, select one nominee for each of the two elected positions on the Executive Committee, in accordance with Article 6.03. The Nominating Chair shall forward a signed report to the Chairperson of the Board and Secretary no later than thirty (30) days before the date of the election meeting. The slate of nominees for the Executive Committee shall be distributed to the board members at least twenty (20) days prior to the election meeting. Independent nominations, with the consent of the nominees, may be made on the floor at the election meeting by any current Director who is present at the meeting.

7.04. Election and Notification. Candidates shall be elected to their respective offices by a majority vote of all Board Members present and voting at the election meeting. The current Chair of the Nominating Committee shall notify individuals of their election within seven (7) days of the election.

# **Article VIII – Financial Matters**

## 8.01. The levels of capital contributions required of the Members shall be fixed by the Directors. This capital contribution may apply to Members of different classes in different amounts or proportions. The capital contribution of a Member shall be recorded on the books of the Corporation and may be evidenced by a written instrument delivered to such Member. The capital contribution of a Member shall not be transferable and shall not be repaid.

## 8.02. The Corporation may levy such dues or assessments, or both, on its Members as are fixed by the Directors. Such dues or assessments, or both, may be imposed on all Members of the same class either alike or in different amounts or proportions, and upon a different basis for different classes of Members. Individuals belonging to any one or more classes may be made exempt from either dues or assessments, or both.

## 8.03. The Directors shall have the power to invest any assets of the Corporation, either in the name of the Corporation or in the name of a nominee of the Corporation. The Directors may transfer any such assets to a corporate trustee, which shall be a bank and trust company or a trust company incorporated under the laws of the Commonwealth of Pennsylvania or a national banking association having fiduciary powers and having its principal office in the Commonwealth of Pennsylvania, thereby relieving itself of all liability for the administration of such assets for as long as such assets are administered by the corporate trustee. In addition, the Directors may establish and maintain one or more common trust funds, the assets of which shall be held, invested and reinvested by the Corporation itself or by a corporate trustee.

## 8.04. All checks and notes of the Corporation shall be signed by such officer or officers as the Directors may from time to time designate.

# **Article IX- LIABILITY AND INDEMNIFICATION**

9.01. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another entity, against expenses, judgments, fines and/or amounts paid in settlement if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding anything to the contrary, no indemnification shall be made in respect to any claim, issue or matter by or in the right of the Corporation as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the applicable court shall determine that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

## 9.02. The indemnification provisions of this Article shall inure to the benefit of the heirs, executors and administrators of any indemnified person.

## 9.03. The indemnification provided by this Article shall not be deemed exclusive of any other right to which an indemnified person may be entitled under any other applicable provision of these by-laws or under any agreement, resolution of the Directors, law, regulation or otherwise.

## **X - AMENDMENTS**

## 10.01. These by-laws may be altered, amended or repealed by the majority vote of the Directors at any meeting duly convened, after ten business days with prior written notice to the Directors of that purpose.

## 10.02. Articles of Amendment may be adopted, as well as plans and articles of merger, consolidation, division, conversion and dissolution, upon a majority vote of the Directors at any meeting duly convened, after notice to the applicable Directors of that purpose.