BY-LAWS OF THE ADVISORY BOARD OF THE UNIVERSITY OF CALIFORNIA BOTANICAL GARDEN

Moved, Seconded and Approved by the Advisory Board: September 17, 2009
Last Amended by vote: May 15, 2013

I. PURPOSE

The general purpose of the University of California Botanical Garden Advisory Board (hereafter “Board”) is to help ensure the future and continuity of, and to further the mission of the University of California Botanical Garden (hereafter “UCBG”). The Board will assist the UCBG by raising funds, providing advice, consultation, and expertise to the Director and staff of UCBG, fostering community contacts, and initiating and implementing special projects.

II. POWERS

The Board holds certain powers necessary to carry out its volunteer role. These powers of the Board, which are delineated below, are subject to the limitations that such powers comply with the applicable policies of the Regents of the University of California and of the University of California at Berkeley, and with applicable laws of the State of California and of the United States.

A. Advice and Consultation

The Board is empowered to work closely with the Director and staff designated by the Director in an advisory role to provide consultation and expertise on programs, operations and services of UCBG.

B. Solicitation of Gifts

The Board is encouraged to solicit gifts to the University of California Berkeley, for the benefit of UCBG.

C. Limitations

Board members may not act as agents of the University of California by initiating agreements, authorizing purchases with vendors, negotiating contracts, or any similar forms of activity. Legally responsible representatives of the University of California must undertake all such actions. In the event of dissolution of the Board, any assets that might have been acquired shall be distributed to The Regents of the University of California.

D. University Relations

The Board may advise the University Chancellor on significant matters impacting UCBG operations.
III. MEMBERSHIP

The Board shall consist of at least fifteen and no more than thirty members including ex-officio members.

A. Nominations and Appointment

In time for the final meeting of the academic year (usually May), the Membership Committee shall submit to the Board its recommendations for appointments to the Board. Recommendations ratified by the Board shall be proposed to the Director for appointment to the Board.

E. Terms of Appointment

With the exception of ex-officio members, Board members shall be appointed for a term of three (3) years.

F. Qualifications

Members of the Board shall be individuals known to have an active commitment to the mission and purposes of the UCBG and the University of California at Berkeley. Members are expected to regularly attend Board meetings.

G. Commitment

UCBG seeks Board members who support the Garden’s ability to carry out its unique mission to develop and maintain a diverse living collection of plants to support teaching and worldwide research in plant biology, further the conservation of plant diversity, and promote public understanding and appreciation of plants and the natural environment. By joining the Board, members make a commitment to UCBG and agree to the following principles:

1. A member's first obligation is to become informed about the UCBG’s history, goals, current programs and long range plans.

2. A member should come to meetings prepared to actively participate in the discussion of matters before the UCBG. Only through the sharing of diverse opinions can constructive decisions be reached.

3. A member is expected to enhance the visibility and reputation of UCBG through the use of community contacts, including foundation, corporate and civic leaders.

4. A member should place UCBG among his or her highest philanthropic priorities.

5. Every member has a responsibility to contribute to the advancement of UCBG. A member is expected to participate in meeting the Annual Giving goal established for UCBG. A member is expected to participate in UCBG fundraising and donor events and help to attract funding sources, pro-bono services, or in-kind donations by cultivating prospects/contacts. This includes participating in the UCBG “gala”—purchasing tickets, inviting friends, colleagues, etc.
6. A member is expected to attend regularly scheduled Board meetings (3-5 per year) and participate in committee meetings as scheduled. Attendance at meetings enhances the wisdom and ability of members to contribute to UCBG’s success and enhances their engagement and commitment to the life of UCBG.

7. A member must respect the confidentiality of Board discussions.

8. Board members are expected to support actions approved by a quorum of the Board.

9. Terms are three years. Members may be asked to serve a second three-year term after the successful completion of their first term. A term may be extended to allow completion of service as an officer.

10. The Board has an obligation to facilitate the process by which new members become successful, effective participants. The Membership Committee shall, among other things, support Board orientation sessions and work to ensure that Board members are committed to UCBG’s mission, engaged in its work, and satisfied with their volunteer experience.

11. Committee placement is arranged by the Board Chair and Committee Chairs in consultation with the member. The member may notify the Chair at any time of a desire to be removed from or added to any Committee.

H. Ex-Officio- Board Members

Ex-officio members, while not bound by the above condition of Board membership, as individuals who have an active commitment to the UCBG, are encouraged to support it financially within their means.

- The ex-officio members of the Board shall be the following:
  - Director of the UCBG
  - Associate Director of the UCBG
  - UCBG Development Director
  - Chair of the UCBG Faculty Advisory Committee

Ex-officio members shall have all the privileges of Board membership except the right to hold office. All ex-officio members shall be appointed at the beginning of each academic year, for a one-year term.

I. Emeritus Board Members

Upon recommendation from the Membership Committee, the Board may vote to appoint former Board members to the position of Emeritus member. Emeritus members shall have the right to attend meetings of the Board but shall not have the right to vote, nor shall Emeritus members be counted for purposes of determining a quorum or for any other purposes under these Guidelines. Although term limits do not apply to Emeritus members, their terms of office shall be reviewed from time to time.
J. **Honorary Board Members**

Upon recommendation of the Membership Committee, the Board may vote to appoint individuals other than former Board members to the position of Honorary Board member. Honorary Board members shall have the right to attend meetings of the Board but shall not have the right to vote, nor shall Honorary Board members be counted for purposes of determining a quorum or for any other purposes under these Guidelines. Although term limits do not apply to honorary members, their terms of office shall be reviewed from time to time.

K. **Resignations**

Board members may resign from the Board by submitting a written resignation to the Advisory Board Chair.

L. **Removal**

For reasons of malfeasance or continued unexplained absence the Membership Committee may recommend to the Board that a member be removed. Upon the Board’s recommendation for removal of a member, the Director may remove a Board member. Exceptions to attendance may be made for Honorary and Emeritus members.

IV. **GOVERNANCE**

A. **Election of Officers**

The Membership Committee, in consultation with the Director, shall propose to the Board candidates for positions as officers of the Board. The officers shall be elected by a majority vote of the Board.

B. **Officers**

The officers of the Board and their duties shall be as follows:

1. **Chair**
   
   The Chair provides leadership to the Board, presides at regular and special meetings of the Board; represents the Board to the Director; and serves as *ex-officio* member of all Standing Committees. In the absence of the Chair, the Vice Chair serves according to the order of priority listed below.

2. **Vice-Chair**
   
   The Vice-Chair serves in the absence of the Chair and oversees such other responsibilities as assigned by the Chair.
3. **Immediate Past Chair**
   The Immediate Past Chair provides advice and consultation to the Chair and Vice-Chair, serves in the absences of the Chair and Vice-Chair and oversees such other responsibilities as assigned by the Chair.

C. **Terms of Office**
   The Chair shall serve for one two (2) year term, and may be re-elected to serve an additional two (2) year term. The Vice-Chair shall serve for a term of two (2) years, and may be re-elected for an additional two (2) year term. The Immediate Past Chair shall serve for a term equal to the Chair’s first term of office but no less than a one-year term. It is the intention that the Vice Chair shall become the Chair and that the Chair shall become the Immediate Past Chair.

D. **Removal of Officers**
   For reasons of malfeasance, unexplained absence or incapacitation, the Chair or any other officer may be removed from office at any time by a two-thirds vote of the Board, with the vote to take immediate effect. In the event of removal or death of the Chair, the Vice Chair becomes the chair for the remainder of the term, and is also eligible to serve as Chair for one full term to follow, if so elected.

V. **MEETINGS**

A. **Quorum**
   One-third (1/3) of the appointed membership of the Board (excluding ex-officio members) shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

B. **Purpose**
   Board meetings are for the purpose of generating ideas, planning, reporting of progress, transacting business, generating or raising funds, and receiving reports from the Director and staff on their activities.

C. **Regular Meetings**
   The Chair and the Director will establish dates for meetings of the Board

D. **Meetings of Standing Committees and Other Committees**
   The Standing Committees and any other committees shall each determine the location, frequency and schedule of their meetings.
E. Special Meetings

Special meetings of the Board may be called by the Chair and the Director. Notice of such special meetings is to be communicated in writing to members of the Board at least five (5) days or by telephone at least two (2) days prior to the date of such meetings.

VI. COMMITTEES

A. Standing Committees

The Standing Committees of the Board and their purposes are set forth below. The Standing Committees shall be comprised annually of at least three (3) Board members, appointed by the Chair and ratified by the Board.

1. Membership Committee

The Membership Committee solicits suggestions of individuals to serve on the Board and forwards to the Board its recommendations for appointment to the Board. The Membership Committee nominates individuals to serve as officers of the Board and forwards its recommendations to the Board for ratification and to the Director for approval. The Membership Committee works with UCBG staff to provide orientation to new Board members.

2. Development Committee

The Development Committee works with the UCBG development officer to analyze UCBG needs, prepare development plans, present these plans to the Board, and implement the plans through activities including, but not limited to, assisting in the cultivation, solicitation and acknowledgement of donors. The Development Committee encourages participation in UCBG fundraising activities and solicits contributions from all members of the Board. The Development Committee may consist of community volunteers in addition to Board members.

3. Vision Committee

The Vision Committee implements and monitors the UCBG Vision Plan and assists in attaining the objectives contained therein.

4. Facilities and Infrastructure Committee

The facilities and infrastructure committee shall carry out the objectives outlined in the Vision Plan including prioritizing existing needs and future goals.

B. Other Committees

The Board, as it deems necessary and appropriate may from time to time create other committees of the Board. Membership of such other Committees shall be by appointment by the Chair upon ratification by the Board. Such
other committees may be constituted for no more than two (2) years unless specifically extended on a year-to-year basis by the Board. These committees may consist of community volunteers in addition to Board members.

- Retreat Planning Committee
- Task Force on Exhibits
- Task Force on School Programs
- Publicity
- Program

VII. STAFF SUPPORT

The UCBG shall provide staff support, including meeting space for Board and Board committee meetings, printed and collateral materials, timely responses to legitimate requests and suggestions made by Board members, administrative support including maintaining membership rosters, mailing meeting agendas, RSVP coordination and recording and distribution of meeting minutes.

VIII. AMENDMENTS

The Board may initiate amendments to these Guidelines. Such amendments shall be adopted at a meeting of the membership of the Board held in accordance with Paragraph V of these By-Laws, but any such amendment shall not exceed the powers and authorities delegated by the Chancellor, Director or the University of California at Berkeley.