

AMENDED BY-LAWS
OF
MOBILE BOTANICAL GARDENS

ARTICLE I - NAME

The name of this organization shall be the South Alabama Botanical and Horticultural Society, doing business as the Mobile Botanical Gardens, and referred to herein as the "MBG".

ARTICLE II - PURPOSE

The purpose of the MBG shall be to promote, carry on, conserve, aid and stimulate the appreciation, study, reestablishment of native and cultivated plants of all kinds; to make available information on development of plants by means of herbariums, exhibits, lectures, publications, or by any other means; to establish and enlist support for a botanical garden; to receive gifts, bequests, grants and memorial funds to further the purpose of the MBG, and to carry on the customary activities of a botanical and horticultural society.

ARTICLE III - MEMBERSHIP

Section 1. Members of the MBG shall consist of persons or organizations that desire to promote the purposes of the MBG and who shall be current in the payment of all dues or assessments.

Section 2. Membership categories may be established by the MBG's Board of Directors, which shall also establish the amount of dues payable by members in each such category.

Section 3. The Mayor of the City of Mobile, the Mobile City Council members, and the Mobile County Commissioners shall each be honorary members of the MBG for the full term of their office.

ARTICLE IV - MEETINGS

Section 1. Meetings of the MBG shall be held at a time and place designated by the Board of Directors. Notice of such meetings shall be given to MBG's membership by such means as may be deemed by the Board as reasonable and appropriate to reach all members.

Section 2. The annual meeting of the MBG will be held on the third Tuesday of the month of September at a time and place designated by the Board of Directors.

Section 3. Unless otherwise agreed upon by the Board at a meeting assembled, the Board of Directors of the MBG shall meet bi-monthly at a time and place agreeable to the members thereof.

Section 4. Special meetings of the membership may be called by the President or by the Secretary pursuant to a signed request by five or more members of the MBG who shall clearly state the purpose of said special meeting.

ARTICLE V - QUORUM

Section 1. Sixteen members of the MBG shall constitute a quorum at any general or special meeting of the MBG.

Section 2. One-half the total number of elected and qualified directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

ARTICLE VI - VOTING

Section 1. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 2. The vote of a majority of the votes entitled to be cast by the members present, at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members or Directors, as the case may be, except as to an amendment to the by-laws, which shall require two-thirds vote majority.

ARTICLE VII - DIRECTORS

Section 1. The MBG shall have a Board of Directors made up of not less than fifteen (15) nor more than thirty (30) members of the general membership, one-third of which shall be elected each year at the annual meeting of the MBG from a slate nominated by a nominating committee or by members from the floor of the meeting. Each elected member shall serve for a term of three years, unless the term is otherwise limited. Board members shall not serve more than four consecutive full terms.

Section 2. Vacancies on the Board shall be filled by the Board of Directors to serve until the next annual meeting of the membership, at which time such vacancy shall be permanently filled by a vote of the membership.

Section 3. Directors shall not be compensated for their services as directors but shall be entitled to reimbursement for reasonable expenses incurred by them in behalf of the MBG. Nothing in this section shall be construed to preclude any director from serving the MBG in any other capacity and receiving compensation therefor.

Section 4. The Board of Directors may from time to time, in its discretion, establish an Advisory Board consisting of individuals from industry, state and local governments, community agencies, the media, benefactors and others interested in the promotion and development of the MBG. Members of the Advisory Board need not be members of the MBG.

Section 5. All members of the Board are expected to attend all meetings unless excused for good reason. Any member of the Board with three (3) consecutive unexcused absences or five (5) unexcused absences annually shall be deemed to have resigned without notice. Such vacancy may be filled in accordance with Section 2 above.

Section 6. Any member of the MBG Board of Directors may be removed, with or without cause, upon a two-thirds vote of board members present.

ARTICLE VIII - OFFICERS

Section 1. Officers of the MBG shall be elected by the Board of Directors from its membership. The Officers shall consist of a President, Vice President(s), Treasurer, Secretary, and immediate Past President. Terms of office shall be one year commencing with the next regular meeting following the annual membership meeting. In case of a vacancy in any office, a successor elected by the Board or Directors shall fill the remaining term.

Section 2. The President shall be the chief executive officer of the MBG, shall preside at all meetings and generally perform all of the duties usually performed by the office of "President." The President shall serve as president for a maximum of two consecutive terms.

Section 3. The Vice-President(s) shall perform all duties assigned by the President or by the Board of Directors. The Board of Directors may, from time to time, authorize more than one Vice-President who will each be assigned certain operational duties.

Section 4. The Treasurer shall be responsible for (a) managing the funds of MBG, (b) furnishing monthly financial reports to the Board of Directors, (c) submitting an annual budget before October 1 for approval by the Board of Directors, (d) receiving dues and money given to MBG, (e) making disbursements of funds in accordance with the approved annual budget, (e) implementing reasonable controls and bookkeeping security measures; (f) and arranging for an annual audit, all under the direction of the Board of Directors.

Section 5. The Secretary shall be responsible for the handling of all MBG correspondence, keeping of minutes of the meetings of the MBG and Board of Directors, filing of committee reports, keeping of a record of attendance at Board Meetings, keeping of a register of names, addresses, and telephone numbers of all members of the MBG, keeping of a report at the monthly and at all meetings of the MBG and at such other times as may be required and submitting to the proper officials and committees or to members of the MBG all communications received, all under the direction of the Board of Directors.

ARTICLE IX - EMPLOYEES

Section 1. Paid employees of the MBG may be hired from time to time at the direction of the Board of Directors and all such employees shall be provided with a written job description with duties and expected job performance clearly defined. Employees shall serve in a provisional capacity for a period of 90 days, during which time dismissal may be made for any reason. At the conclusion of the 90 day period employment will continue at the pleasure of the Board of Directors so long as the need for such employee continues and funds permit.

Section 2. A search committee may be formed by the Board of Directors in the event the MBG considers hiring an Executive Director, Horticultural Director, Head Gardener or like professional positions, for the purpose of developing job descriptions, job qualifications, terms of employment, and interviewing applicants. Or, at the discretion of the Board of Directors, these functions may be performed by the Executive Committee.

Section 3. Professional contracts covered in Section 2 of this Article, before becoming effective, shall be approved by the Board of Directors.

ARTICLE X - COMMITTEES

Section 1. The Executive Committee shall be responsible for the affairs of the MBG between meetings of the Board of Directors and shall consist of all the officers of the MBG and the Executive Director. The Executive Committee shall meet monthly, as the affairs of the MBG may require, at a time and place to be determined by the President. All actions of the Executive Committee are subject to approval and/or ratification by the Board of Directors. The MBG President or a designated Vice-President shall, at each monthly Board of Directors meeting, give a general report of the matters considered and actions taken by the Executive Committee.

Section 2. Permanent or Standing Committees shall be appointed by the President as soon after the annual membership meeting as practicable and shall consist of a Horticultural Committee, Membership Committee, Finance Committee and Nominating Committee. Temporary or Ad Hoc Committees may be appointed and dissolved by the President as the need arises. All committee chairpersons shall be appointed by the President.

Section 3. The President shall within thirty (30) days following the MBG Membership meeting appoint members of each Permanent Committee and its Chairperson, except for the Nominating Committee. The Nominating Committee shall be appointed by the President no later than ninety (90) days before the MBG Membership Meeting and shall consist of at least three and not more than five Board members.

ARTICLE XI - OPERATING PROVISIONS

Section 1. Books and Records: The MBG shall keep a complete set of books and records for all accounts as well as a complete set of minutes of the proceedings of all official meetings of the MBG or its committee assembled for the purpose of transacting business of the

MBG. Such books and records shall be kept at the MBG offices, and shall be available for review by the Officers and Directors of MBG at all times.

Section 2. Deposits: Funds of the MBG shall be deposited to the credit of the MBG in such banks or financial institutions as designated by the Board of Directors.

Section 3. Borrowing Money: The President and Executive Director, may, upon express authorization by the Board of Directors, borrow money from an individual, corporation, insurance or banking institution and execute such notes or other documents as may be necessary or proper to evidence any such loan and to secure the payment thereof, and may renew any such indebtedness and security from time to time, and pledge and assign to such individual, corporation, insurance company or banking institution any property of the corporation to secure any such indebtedness, and may substitute any such indebtedness, and may do such other act or acts as may be necessary to properly secure the person or institution from whom such money is borrowed.

Section 4. Deeds and Contracts: Deeds and mortgages made by the corporation and all written contracts and agreements to which the corporation shall be a party shall be signed by the President, Vice-President, or Immediate Past President and attested by the Secretary of the corporation, unless the Board of Directors, by resolution of a two-thirds majority of the whole Board, otherwise directs and determines.

Section 5. Acceptance of Contributions: All contributions including donations, gifts, and bequests shall unless otherwise specified by the donor, be deposited into the general fund of the MBG to be used and applied in accordance with the general purposes of the MBG under the direction of its Board of Directors.

All donations, gifts, or bequests to the MBG *for a specific purpose* shall be used for that purpose and that purpose only, provided that the Board of Directors, in its discretion, may require that such or property may also be accepted, upon express approval of the Board of Directors, conditioned upon the contribution of such additional funds as the Board deems necessary to underwrite any overhead costs associated therewith.

Section 6. Non-cash Contributions: The President and Treasurer are jointly authorized to accept or refuse deeds, securities, mortgages, bequests, or gifts of any kind or nature on behalf of the corporation and in furtherance of any or all of the objects of the corporation. No such deed, gift, or bequest shall be refused without concurrence of a majority by the Board of Directors.

Section 7. Non-Discrimination: Membership and participation in the MBG shall not be limited by reason of race, age, gender, creed or national origin.

Section 8. Order of Business: All business meetings of MBG shall be governed by Roberts Rules of Order absent a specific waiver of the same by a majority of those present at any meeting.

Section 9. Fiscal Year: The fiscal year of the corporation shall be as determined by the Board of Directors.

ARTICLE XII - INDEMNIFICATION

Any director, officer, employee, or agent of the Corporation who is named as a party in any legal proceeding -- whether civil, criminal, administrative or investigative -- by reason of his official duties for MBG shall be indemnified by MBG to the fullest extent authorized by the applicable law against expenses including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person indemnified may be entitled. The Board of Directors may authorize the purchase of insurance to provide full or partial indemnification.

ARTICLE XIII - INTERPRETATION

All of the provisions of these By-laws are subject to, regulated and controlled by the Articles of Incorporation and the powers of the Board of Directors subject to any restrictions provided in the Articles of Incorporation or in the laws of the State of Alabama.

ARTICLE XIV - AMENDMENTS

Section 1. These By-laws may be amended by a majority vote of the Board of Directors, subject only to ratification by the MBG general membership at its next annual meeting. The By-Laws as amended by the Board shall be valid and effective pending their ratification by the general membership. The membership's failure to ratify the amendment shall render such amendment(s) void and invalid.

Section 2. Notice to the Board of Directors of a proposed amendment shall be given at least 30 days before any meeting at which the proposed amendment is to be considered. Notice of such amendments shall also be given at least 30 days prior to MBG's general membership meeting at which the ratification will be sought.

Section 3. A proposed amendment may also be initiated by any MBG member by submitting two written copies of such proposal to the Secretary.

Section 4. A valid and effective copy of the By-Laws, as amended, shall be made available at all times in the office of the MBG.

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