

**Paul Bunyan Arboretum
dba Northland Arboretum**

BY-LAWS AS ADOPTED AT THE MEETING OF THE BOARD OF DIRECTORS

December 18, 1974

Revised April 21, 1980

Revised October 23, 1984

Revised June 20, 1991

Revised October 27, 2006

Revised October 23, 2014

BY-LAWS

ARTICLE I. AUTHORITY

Authority: This instrument constitutes the By-Laws of the Paul Bunyan Arboretum dba Northland Arboretum (hereinafter referred to as the Arboretum) a Minnesota nonprofit corporation, organized exclusively for charitable, educational and scientific purposes.

ARTICLE II. OFFICE

Office: The registered office of the Arboretum located in Crow Wing County, Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

ARTICLE III. MEMBERSHIP

Section 1- Eligibility for membership: Membership in the Arboretum shall be available to any interested persons as individuals or family members. Sustaining memberships shall be available to businesses and others desiring non-voting memberships.

Section 2 - Annual dues: Dues for said memberships shall be determined by the Board of Directors annually and ratified by majority of the membership present at the annual meeting or at a special full membership meeting.

Section 3 - Voting eligibility: Voting members shall be those members at least eighteen (18) years of age with no more than two individuals at least eighteen (18) years of age voting on behalf of a family membership.

Section 4 - Termination of membership: Any membership may be terminated by a majority vote of the Executive Board provided:

- a) the member is given not less than fifteen (15) days prior written notice of the termination and the reasons for it; and
- b) the member must be given an opportunity to be heard on the matter by the Board of Directors not less than five (5) days before the effective date of the termination.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 - Board size: The Board of Directors (hereinafter referred to as the Board) consists of up to fifteen (15) members, but no less than nine (9) members. Eligible Board members are those voting members eligible under Article III; Section 3 of these By-Laws. Board terms are three (3) years with the ability to serve two (2) consecutive terms. Board members holding officer positions may serve three (3) terms to allow for completion of their term in office. No Board member may serve more than ten (10) consecutive years.

Section 2 - Appointment of advisors: The Board may appoint Arboretum members who have particular expertise in an area of interest, as Advisors to the Board. Advisors may attend Board meetings at the invitation of the Board. Advisors shall not be eligible to vote at Board meetings and serve at the pleasure of the Board.

Section 3 - Appointment procedure: Three (3) to five (5) Board members shall be appointed by the Board each year depending on the number of terms up for appointment. Newly appointed Board members are presented to the membership by an Ad Hoc Nominating Committee at the annual meeting of the membership. The Nominating Committee may receive recommendations from the current Board, the executive director and Arboretum members. Arboretum members may also contact the Executive Director to express interest in serving on the Board. Those names will be forwarded to the Nominating Committee. After a review of the recommended new Board member's qualifications, names will be forwarded to the Board not less than two (2) weeks prior to the annual meeting.

Section 4 - Veto procedure: Arboretum members present at the annual meeting may exercise their veto rights to oppose the appointment of a new board member. An appointment will be null and void upon a two-thirds (2/3) vote of the membership present at the annual meeting.

Section 5 - Nominating committee: The Nominating Committee shall consist of five (5) members appointed by the Board President. The Nominating Committee shall consist of two (2) members of the Executive Committee and two (2) members of the Board who are not Executive Committee members. The Executive Director is also a member of the Nominating Committee.

Section 6 - New candidate informational meeting: Prior to the annual meeting, new candidate Board members shall meet with the executive director to review the roles, duties and expectations of Arboretum Board members.

Section 7 - Unexpected Board vacancies: Vacancies on the Board shall be filled by appointment of the Board. Terms of appointed Board members shall be limited to the term being replaced. A member so appointed may then be eligible to serve two (2) full terms if appointed in the manner described above.

Section 8 - Board resignation: Board members may resign by notifying the Executive Director in writing. A Board member may also be removed by a two-thirds (2/3) vote of the Board, or for four (4) unexcused absences from Board meetings in one year.

Section 9 - Board powers: The power to manage the affairs of the Arboretum shall be vested in the Board who shall be responsible for pursuing the goals established by the Articles of Incorporation. The Board shall have all general corporate powers as provided by the Articles, By-Laws, and law of the State of Minnesota. The Board may direct any officer or officers of the Arboretum to conduct the ordinary business and affairs of the Arboretum. A decision of the Board may be overruled by a two-thirds majority of the members present at an annual or special members meeting.

Section 10 - Board duties: A Board member shall perform the duties as a Board member in good faith, in a manner the Board member reasonably believes to be in the best interests of the Arboretum, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. Each Board member will be required to serve on at least one committee.

In performing such duties, a Board member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by persons and groups listed in paragraphs (a), (b), (c) below; but a Board member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Board member who so performs said duties shall not have any liability by reason of being or having been a Board member of the Arboretum. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely are:

- a) One or more Board members or employees of the Arboretum whom the Board member reasonably believes to be reliable and competent in the matters presented;
- b) Counsel, public accountants, or other persons as to matters which the Board member reasonably believes to be within such persons' professional or expert competence; and
- c) A committee of the Board upon which the Board member does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.

Section 11 - Indemnification: The Arboretum shall indemnify to the fullest extent allowed under state law any person who is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, of whatever kind or nature by reason of the fact that such person is or was a Board member, officer, employee, volunteer or agent of the Arboretum, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement. The Arboretum may purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article.

Section 12 - Conflicts of interest: All Board members will be required to sign a conflict of interest policy as determined by the Board.

Each Board member and employee of the Arboretum shall disclose in writing to the Board any conflict of interest which he or she believes may arise in connection with his or her service as a Board member or employee, and shall abstain from voting on any matter which places him or her in a conflict of interest.

ARTICLE V OFFICERS

Section 1 - Officers: Officers of the Arboretum shall be President, Vice-President, Secretary and Treasurer. The previous year's president may serve as ex officio.

Section 2 - Election procedures: Officers shall be elected by the Board from its own membership following each annual meeting, or as necessary to fill vacancies, if said vacancies occur between annual meetings. No employee of the Arboretum or relative of an employee of the Arboretum shall serve as Treasurer.

Section 3 - Officer duties: Duties of the officers shall be as follows:

- a) The President shall be the presiding officer of the Board with the power and duty to exercise general supervision over the affairs and operations of the Arboretum. The President shall act as Chairman of and preside at all meetings of the Board and Executive Committee. The President shall have such other powers and duties as may be designated by the Board. The President shall meet regularly with the Executive Director.
- b) At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board or the President.
- c) The Secretary shall be responsible for the keeping of minutes of all meetings of the Board and shall see that such minutes are duly distributed to the Board no later than two weeks after each Board meeting. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

- d) The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in preparation of the budget, help develop fund-raising plans and make financial information available to the Board and the public.

Section 4 - Officer terms: The President, Vice-President and Secretary shall not serve in the same position and/or office for more than two (2) consecutive years, provided that the Board may extend such term by one (1) year upon majority vote of the Board.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1 - Appointment: The Board may appoint and employ a chief administrator of the Arboretum, designated as the Executive Director. The Executive Director shall serve at the pleasure of the Board.

Section 2 - Duties: The Board may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Executive Director shall be the Chief Executive Officer of the Arboretum and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board.

Section 3 - Role on committees: The Executive Director is a voting member of the Executive Committee and all other committees formed and approved by the Board.

Section 4 - Role on the Board: The Executive Director attends all Board meetings but is not a voting member of the Board of Directors.

ARTICLE VII MEETINGS

Section 1 - Timing of full membership meetings: Full membership meetings shall be held annually in October on the day set by the Board.

Section 2 - Notice of full membership meetings: Notice of full membership meetings shall be provided to the full membership by U.S. mail or e-mail at least fifteen (15) days prior to the full membership meeting.

Section 3 - Special full membership meetings: Special full membership meetings may be called when required by the President or by the majority of the Board.

Section 4 - Regular meetings: Board meetings shall be held at least quarterly during January, April, July and October, but may be held more frequently at the discretion of the Board.

Section 5 - Quorum: At the Board meetings, a quorum shall be seven (7) members of the Board.

Section 6 - Special Board meetings: Special Board meetings may be called when required by the President, any other two (2) officers or a quorum of the Board.

Section 7 - Rules of Order: Executive Committee, Board and full membership meetings shall be run in a manner determined by the chair of the meeting. When parliamentary procedure is needed, as determined by the chair or by a majority vote of those eligible and attending the meeting, then Robert's Rules of Order, as most recently revised, shall be the parliamentary authority for the transaction of all business during the meeting.

ARTICLE VIII FINANCES

Section 1 - Fiscal year: The fiscal year shall be October 1 through September 30 of each calendar year.

Section 2 - Fiscal responsibility: The Board shall be responsible for receipts and disbursements of all Arboretum funds.

ARTICLE IX COMMITTEES

Section 1 - Committee formation: The Board shall have the authority to appoint committees needed to carry out its duties, said committees to include, but not limited to the Executive Committee, Finance Committee and committees on Marketing and Membership, Fund-raising, Events, Trails and Grounds and Education. Each committee shall appoint a chairperson from among its own members and each committee chair shall be responsible for calling committee meetings, notifying the managing Executive Director of the Arboretum of said meetings and making a report of the activities of the committee to the Board.

Section 2 - Executive committee: The Executive Committee shall be a standing committee comprised of four Board members, including the President, Vice-President, Secretary and Treasurer. The Executive Director shall be a member of the Executive Committee. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board all the authority of the Board, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Executive Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these By-Laws to the Board shall include the Executive Committee unless the context or express provision otherwise provides.

ARTICLE X AMENDMENTS

Amendments: These By-Laws of the Arboretum may be amended by a majority vote of the members present at any meeting of the full membership, provided that proposed amendment(s) have notice of such intention to amend has been mailed to the membership thirty (30) days prior to the meeting and such notice expressly states how a copy of the proposed amendments may be obtained, including without limitation by obtaining a copy at the Arboretum offices and/or on the Arboretum's website.