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**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: September 27, 2006 Board of Directors Meeting

Approved: October 27, 2006 Annual Meeting of the Membership

BY-LAWS

**Article I
Memberships**

Section 1: Memberships in the Paul Bunyan Arboretum dba Northland Arboretum ("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: Dues for said memberships shall be determined by the board of directors.

**Article II
Board of Directors**

Section 1: There shall be a board of directors, consisting of at least nine (9) members. Three (3) directors shall be elected at each annual meeting of members and the term of each such elected director shall be three (3) years. The elected directors may, at their option, appoint up to six (6) additional directors, whose terms shall last until the annual meeting of members next following their appointments. Directors shall be nominated at least two weeks prior to the board meeting at which the vote on their membership will be taken.

Section 2: At each annual meeting therefore, three (3) directors shall be elected to replace those whose terms expire.

Section 3: Vacancies on the board shall be filled temporarily by the board until election at the next annual meeting.

Section 4: No director shall be elected to more than two (2) consecutive terms. No director shall be appointed to more than six (6) consecutive terms. No director, elected or appointed, shall serve on the board of directors for more than six (6) consecutive years.

Section 5. A director may resign from the board in a writing delivered to the Secretary. A director may be removed by a two-thirds vote of the remaining directors or for four unexcused absences from board meetings in a year.

Article III Officers

Section 1: Officers of the Arboretum shall be President, Vice-President, Secretary and Treasurer.

Section 2: Officers shall be elected by the board of directors 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 be the Treasurer.

Section 3: Duties of the officers:

- a) The President shall preside at the board meetings and at the annual meeting.
- b) The vice president shall perform such duties as are assigned by the president. S/he shall preside over meetings in the absence of the president.
- c) The secretary shall take minutes of all board meetings and annual meetings. S/he shall be responsible for all correspondence for the Arboretum, except that which has been delegated to others.
- d) The treasurer shall be custodian of all funds of the Arboretum. S/he shall receive all dues, gifts, donations, grants and other income. S/he shall keep complete and current record of all receipts and disbursements authorized by the board. S/he shall be prepared to present financial statements at board meetings. S/he shall make a complete financial report at the annual meeting of the membership.

Section 4: Officers elected by the board of directors shall serve in the same position and/or office for two (2) consecutive years, provided that the board of directors may extend such term by one (1) year upon majority vote of such board.

Article IV Meetings

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

Section 2: Special full membership meetings may be called, when required, by the president or by the majority of the board.

Section 3: 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 of directors.

Section 4: At the board meetings, a quorum shall be five (5) members of the board.

Section 5: Special board meetings may be called, when required by the president, any other two (2) officers, or a quorum of the board of directors.

**Article V
Finances**

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

Section 2: The board of directors shall be responsible for receipts and disbursements of all arboretum funds.

**Article VI
Committees**

The board of directors shall have the authority to appoint committees needed to carry out its duties. Each committee shall appoint a chairperson from among its own members and each committee chair shall be responsible for calling committee meetings, notifying the Executive Director of the Arboretum of said meetings, preparing a Statement of Intent setting forth the duties and responsibilities of the committee, and making a report of the activities of the committee to the board of directors.

**Article VII
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 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.

Article VIII
Rules of Order

Robert's Rules of Order, as most recently revised, shall be the parliamentary authority for the transaction of all business of the Arboretum.