

BYLAWS
BOARD OF ADVISORS
THE STATE BOTANICAL GARDEN OF GEORGIA

ARTICLE I
Name

- 1 The name of this organization shall be the Board of Advisors of The State Botanical Garden of Georgia at the University of Georgia, hereafter referred to as the “Board,” the “Garden,” and the “University,” respectively.

ARTICLE II
Objectives and Purposes

- 2.1 The purpose of the Board shall be to promote the mission of the Garden by:
 - a) providing leadership in development activities designed to produce operating revenues and endowment including annual fund raising projects, capital campaigns congruent with the Master Plan, identification and cultivation of prospective donors, annual and planned giving,
 - b) initiating statewide promotion and participation in activities that increase public awareness of the Garden, its programs and events including those of the Friends of the Garden (Friends), and
 - c) assisting the Director and staff in developing polices, priorities, and strategic and long-range plans.
- 2.2 The Board shall act in an advisory capacity only. All policies adopted and activities undertaken require the approval of the Director and, when required, the University Vice President for Public Service and Outreach (VPPSO).
- 2.3 The Board has the authority to assess annual dues for the purpose of underwriting the costs of meetings, publications, and related expenses inherent in Board operation. The Executive Committee will periodically review the amount and bring any change in dues to the Board for approval.

ARTICLE III

Membership and Appointment Process

- 3.1 The Board shall consist of the Charter Members, Emeritus Members, Lifetime Members and a maximum of 75 Regular Members. Regular Members are appointed for their initial term by the University of Georgia Vice-President of Public Service & Outreach (VPPSO) on the recommendation of the Executive Committee of the Board of Advisors.
- a) Any Board member having served at least two years may submit or endorse a nomination for one potential Board member per year to the Board Membership Committee. The Chair of the Board is not eligible to nominate candidates for membership. A nomination requires a completed Nomination Form from the primary sponsor (forms are available from the Garden) and endorsement letter from both the sponsoring and the endorsing Board member. The completed Nomination Form and letters of support should be sent to the Garden to be received by January 5 for duplication and distribution to the Board Membership Committee by January 15.
 - b) The Board Membership Committee will receive the applications and will conduct an initial evaluation to ensure the completeness of the application packages. Should there be any missing information or non-compliance, the Board Membership Committee will contact the primary sponsor immediately and advise them of the need to correct the application before February 5. The Board Membership Committee will forward a summary list of nominees, their sponsors, and any relevant information regarding skills, experience, diversity and geographic representation along with the application files to the Executive Committee before February 15.
 - c) The Executive Committee will review the files and summary lists and announce the final list of candidates, not to exceed six (6) in a given year, to the full Board for approval at the March meeting.
 - d) New members will be voted on by the full Board at the March Board meeting. If approved, the nominations will be forwarded to the Office of VPPSO for appointment.
 - e) New Board Members will receive a “letter of invitation” from the VPPSO to join the Board effective July 1 of that year for a 4-year term, renewable for 2 additional terms. A copy of this letter and the reply will be forwarded to the Garden. The Board Chairman may also verbally notify the new Board Members and their sponsors. Upon completion of the third term, Board Members may be invited by the Executive Committee for additional terms given their interest and level of past engagement with the State Botanical Garden of Georgia. Upon completion of three (3) four-year terms, a Regular Board member will be eligible for appointment as a Lifetime member by the Executive Committee.
- 3.2 Board members will be provided with clear and complete job description to outline expectations for their participation (attendance at meetings and events, donations etc.). The Executive and Membership Committees will conduct two check-ins with each Board member -- at the mid-way point and again at the end of each term. On or before February

15 of the final year of their four-year term, Board member activity will be reported to the Executive Committee for determination of renewals and extensions to their terms.

3.3 Lifetime Members serve for life without a requirement for reappointment. Lifetime Members are non-voting and are not responsible for payment of annual dues, however there is an expectation that Lifetime Members will continue to support the Garden through annual giving and as ambassadors for the Garden in their local communities. They will continue to enjoy all the benefits of board membership, may serve on Board committees of special interest to them, and are invited (but not mandated) to attend regular board meetings and events. Lifetime Members may be asked to pay to attend meetings and events.

3.4 Board members who have provided meritorious service may be bestowed the title of Emeritus Board Member by the Executive Committee.

Emeritus board members are non-voting and are not responsible for payment of annual dues. They will continue to enjoy all the benefits of board membership and are invited (but not mandated) to attend regular board meetings and events. Emeritus board members may be asked to pay to attend meetings and events.

3.5 Ex officio members of the Board shall include the Director of the Garden, VPPSO and the President of the Friends of the State Botanical Garden of Georgia

ARTICLE IV Officers and Duties

4.1 The officers of the Board shall serve two-year terms and comprise a Chair and Vice Chair. The Chair shall assume duties on July 1; the Vice Chair will be approved by the Board at the September meeting and become Chair-elect.

4.2 The Chair shall be the chief executive officer of the Board, preside at all meetings, appoint all committees except Ball subcommittees, and serve as an ex officio member of all committees.

4.3 The Vice Chair, in the absence of the Chair, will preside at all meetings and assist the Chair in all activities.

4.4 In the event that the Chair is unable to complete his or her term, the Vice Chair will succeed.

ARTICLE V Committees

5.1 The Executive Committee shall consist of the following 10 members:
Board Chair,
Vice Chair,
Immediate Past Chair,
Chairs of the four standing committees (see 5.3) and
Three at-large members appointed by the Chair.

At-large members shall serve 2-year terms. Should any executive member have eligibility in more than one category (e.g. an immediate past-chair serving as a standing committee chair) then the chair may appoint an additional at-large member for a renewable one-year term. The Director of the Garden shall serve as a non-voting ex officio member. On occasion, at the call of the Chair, other staff or board members may be invited to attend meetings (also non-voting). The Executive Committee shall be empowered to transact all business of the Board. A majority of the Executive Committee may take any action by mail, e-mail, telephone, or fax.

- 5.2 The Chair shall appoint, with the advice of the Vice Chair and Immediate Past Chair, a Chair and Vice Chair of each standing committee to serve 2-year terms, except for the Ball committee. Appointees may be reappointed to successive terms.
- 5.3 Standing committees shall include the Board Membership Committee, Development Committee, University Relations Committee, Ball Committee and Long-Range Planning Committee. The Board Chair may appoint additional (standing or ad hoc) committees and subcommittees.
 - a) The Board Membership Committee will manage the nomination process and be responsible for retention, stewardship and support of new members. The Board Membership Committee will also advise the Executive Committee regarding Board members' attendance, activity, dues and other topics related to their support of the State Botanical Garden.
 - b) The Development Committee will support the SBG Director of Development with planning and seeking participation in annual fund raising events, capital campaigns, and annual and planned/deferred giving effort.
 - c) The University Relations Committee serves as a liaison to the University administration and Georgia communities in securing assistance, funding, recognition and support for the Garden as a public service and outreach unit of the University of Georgia, as well as a state museum.
 - d) The Long Range Planning Committee assures that construction, development, fundraising and programming supports the mission and master plan of the State Botanical Garden. The Committee stays current with the master plan and recommends reevaluation of the plan when needed.

ARTICLE VI

Meetings

- 6 The full Board shall meet at least four times per year; this will normally be in September, November, January and March at a time and place approved by the Chair with typically two of these meetings to be held in Athens. Special meetings, retreats, Executive Committee meetings and changes to the above schedule may be called by the Chair.

ARTICLE VII
Rules of Procedure

- 7 Except as otherwise provided in the Bylaws, all meetings of the Board and committees shall be governed by the provisions of Robert's Rules of Order. A quorum shall consist of one-third (1/3) of the voting members of the Board.

ARTICLE VIII
Amendment

- 8 Bylaws may be amended or repealed by a simple majority of the voting members of the Board attending the meeting in person or by electronic means. Notice of any proposed amendment or repeal shall be given to the voting members of the Board no less than 10 days prior to the vote thereon.

Adopted April 4, 1997
Amended October 20, 2000
Amended September 6, 2002
Amended September 12, 2003
Amended November 17, 2011
Amended October 17, 2013
Amended November 3, 2017
Amended March 19, 2021
Amended September 22, 2023