

WORCESTER COUNTY HORTICULTURAL SOCIETY
BYLAWS

(Revised March 2009)

Article I

NAME AND LOCATION

The name of this organization shall be “Worcester County Horticultural Society” (hereinafter “Society”). The name of the botanic garden established by the Society shall be Tower Hill Botanic Garden.

The principal office shall be in Boylston, Massachusetts. The Board of Trustees (hereinafter “Board”) may change the location of the principal office, but the principal office must remain in Worcester County.

Article II

PURPOSE AND OBJECTIVES

As stated in the Society’s Charter adopted March 3, 1842 and readopted March 20, 2003, the Society exists as an educational organization “for the purpose of advancing the science and encouraging and improving the practice of horticulture.”

The Society shall fulfill this purpose by pursuing the following objectives:

1. To establish a botanic garden of the highest educational and aesthetic quality at Tower Hill, displaying superior woody and herbaceous plants suited to New England conditions, and to develop, test, introduce and disseminate selected varieties;
2. To develop and maintain the proper facilities necessary to keep the garden open to the public;
3. To provide educational services to the public, students and professionals in the fields of horticulture and related subjects;
4. To maintain a library that is open to the public and consistent with the objectives of the Society;
5. To provide scholarships and recognition for students of horticulture and to give awards for horticultural excellence to gardeners and exhibitors;
6. To promote appreciation for horticulture in its relationship to wildlife, ecology, and other aspects of the natural environment;
7. To provide services requiring horticultural or botanical expertise to public and private institutions; and
8. To cooperate with horticultural and botanical institutions, plant societies, and related organizations.

Article III

MEMBERSHIP

Section 1 Members

- a) The Board shall establish from time to time such classes of membership as the Board considers appropriate.
- b) Membership shall be available to all persons or organizations supportive of the purpose and objectives of the Society.

Section 2 Membership Contributions

- a) The Board shall establish appropriate contributions for the various classes of membership.
- b) Membership renewal notices shall be sent prior to expiration of membership.
- c) Any member of the Society (hereinafter "Member") who fails to renew his or her membership within three months following the sending of the notice shall cease to be a Member.

Section 3 Member's Rights

- a) A Member may make nominations for any position to be filled by election at the Annual Meeting. Nomination papers signed by fifteen or more Members shall be filed with the Executive Director at least two weeks before the Annual Meeting.
- b) Each Member present at the Annual Meeting shall have the right to vote.
- c) Each Member is accorded privileges consistent with his or her class of membership.

Article IV

MEETINGS

Section 1 Annual Meeting

- a) The Annual Meeting of the Society shall be held on the third Thursday in March or at such other time in March as the Board may determine.
- b) The Annual Meeting shall be held at the principal office of the Society or at such other place as the Board may determine.

Section 2 Special Meetings

- a) A special meeting of the Society may be called by the President or by the Board, as set forth in Article V, Section 1(4).
- b) A special meeting shall be called by the Secretary upon written request of twenty-five Members of the Society.

Section 3 Notice

Notice of each meeting of the Society shall be sent to all Members at least one week prior to the meeting.

Article V

BOARD OF TRUSTEES

Section 1 Powers and Duties

The Board of Trustees shall:

- 1) consist of the members of the Executive Committee and not less than fifteen, nor more than thirty-six, other Members of the Society;
- 2) direct, control, and manage the Society's property and affairs, except to the extent that the law requires such powers be exercised by the Members;
- 3) hold regular meetings September through June on the third Thursday of each month, or as the President may otherwise determine;
- 4) hold special meetings at the request of the President or upon the written request of five Trustees;
- 5) act upon recommendations of the Executive Committee; and
- 6) arrange for an annual audit of the accounts of the Treasurer and the financial affairs of the Society.

Section 2 Election

- a) The Trustees shall be elected by the Members at the Annual Meeting for a three-year term or for such shorter period as will cause the term of office of approximately one-third of the Trustees to expire each year.
- b) The Board may elect one or more additional Trustees at any time.
- c) The term of any Trustee elected by the Board (i) shall end at the next Annual Meeting and (ii) shall not be included in determining the Trustee's maximum consecutive years of service.

Section 3 Tenure

- a) No Trustee shall serve more than six consecutive years, except as provided in the following Sections 3(b) and 3(c).
- b) A Trustee who is serving as an officer in his or her sixth consecutive year as a Trustee may be re-elected annually as a Trustee for not more than three additional years if in each of the additional years the Trustee is re-elected to the same office that the Trustee held in his or her sixth year.
- c) A Trustee who is serving as an officer during his or her ninth year as a Trustee pursuant to Section 3(b) may be re-elected annually as a Trustee for a further term of service if in each further year the Trustee is re-elected to the same office that the Trustee held in his or her ninth year, provided that before each re-election the Board determines by a two-thirds majority that the continued service of the Trustee as an officer is of extraordinary importance to the Society. The maximum extension permissible under this Section 3(c) shall be six years for

Trustees first elected in 1997, five years for Trustees first elected in 1998, four years for Trustees first elected in 1999, and three years for Trustees first elected in 2000 or thereafter.

- d) A Trustee who has served the maximum term may be re-elected after an interval of not less than one year.

Section 4 Meeting Notice

Notice of each Board meeting shall be mailed to all Trustees at least seven days prior to the meeting.

Section 5 Honorary Trustees

- a) Any Trustee who has served for not less than three years may be elected an Honorary Trustee at the Annual Meeting.
- b) An Honorary Trustee shall hold office for the remainder of his or her life unless re-elected an active Trustee or removed for good cause by vote of the Members.
- c) An Honorary Trustee may attend meetings of the Board as a non-voting member.

Article VI

OFFICERS AND THEIR DUTIES

Section 1 Officers

- a) Every officer must be a Trustee.
- b) The officers of the Society shall be a President, one or more Vice Presidents, a Treasurer, an Assistant Treasurer, and a Secretary.
- c) Officers shall be elected annually by the Members at the Annual Meeting and shall hold office until their successors are elected.
- d) A vacancy in any office may be filled by the Board.
- e) Officers may be re-elected.
- f) Notwithstanding any other provision in these bylaws, no person may serve as President for more than five consecutive years.

Section 2 President

The President shall:

- 1) preside at all meetings of the Members, the Board, and the Executive Committee;
- 2) have the usual powers and duties of the office and such other powers and duties as may be assigned by the Board;
- 3) meet regularly with the Executive Director;
- 4) appoint the chair of all committees except the Governance Committee;
- 5) be a member of all committees *ex officio*; and

- 6) maintain a general overview of the activities of the Society.

Section 3 Vice Presidents

The Vice Presidents shall:

- 1) have such powers and duties as may be assigned by the Board and such duties as may be assigned by the President; and
- 2) according to seniority in office, assume the powers and duties of the President in his or her absence or incapacity.

Section 4 Treasurer

The Treasurer shall:

- 1) be the chief financial officer and the chief accounting officer of the Society and have all powers necessary or incidental to those functions;
- 2) be in charge of the Society's financial affairs, accounts, funds, securities, and valuable papers, and keep full and accurate records thereof;
- 3) supervise the keeping of correct records of receipts and expenditures in books maintained by the Society;
- 4) present a report of the financial activities of the Society at each Annual Meeting;
- 5) present the annual budget to the Executive Committee and to the Board;
- 6) give bond, if required by the Board, for the faithful performance of the duties of the office in such sums and with such surety or sureties as the Board may direct;
- 7) chair the Finance Committee;
- 8) serve as a member of the Investment Committee; and
- 9) provide annual reports to the Executive Committee as required by Article XI, Section 6, of these bylaws.

Section 5 Assistant Treasurer

The Assistant Treasurer shall:

- 1) act at the direction of the Treasurer;
- 2) fulfill the duties and exercise the powers of the Treasurer in his or her absence or incapacity;
- 3) serve as a member of the Finance Committee; and
- 4) serve as a member of the Investment Committee.

Section 6 Secretary

The Secretary shall:

- 1) record all proceedings of the Executive Committee, of the Board, and of the Society;

- 2) deposit all such records at the principal office of the Society where such records shall be available to Members at reasonable times; and
- 3) be responsible for notices of meetings of the Society and the Board.

Article VII

EXECUTIVE DIRECTOR

The Executive Director shall:

- 1) be elected by the Board and serve at the pleasure of the Board;
- 2) be the executive officer of the Society and, subject to the instructions of the Board, be responsible for the general operation of the Society;
- 3) attend all regular meetings of the Society, the Board, and Standing Committees;
- 4) prepare an agenda for each meeting of the Society and of the Board;
- 5) supervise the Society's employees;
- 6) carry out such special duties as may be assigned by the Board;
- 7) meet regularly with the President;
- 8) be a member of all committees *ex officio*;
- 9) report the activities of the Society at each meeting of the Members, the Executive Committee, and the Board;
- 10) post upon receipt, in a public place at the Society's principal office, all nominations for any office of the Society;
- 11) submit to the Board for approval any unbudgeted capital expenditures; and
- 12) submit to the Board for approval plans for new major fund raising events.

Article VIII

COMMITTEES

Section 1 All Committees

All Committees shall:

- 1) be chaired by a Trustee unless otherwise determined by the Board; and
- 2) consist of Members unless otherwise determined by the Board or as stated in these bylaws.

Section 2 Standing Committees

The Executive Committee shall:

- 1) consist of the Officers and such other Trustees as the President may, with the consent of the Board, appoint for a term of one year;
- 2) have and exercise all the powers of the Board during intervals between meetings of the Board, except as otherwise provided by law or by these bylaws;

- 3) advise the Board of all actions requiring ratification or confirmation at the next meeting of the Board; and
- 4) meet at the discretion of the President.

The Governance Committee shall:

- 1) consist of three Members, one of whom shall be elected each year at the Annual Meeting of the Society for a term of three years;
- 2) nominate candidates annually for election as Officers and Trustees;
- 3) nominate one candidate annually for election to the Governance Committee;
- 4) file all nominations with the Executive Director at least one month before the Annual Meeting;
- 5) report all nominations to the Board prior to the Annual Meeting; and
- 6) present all nominations at the Annual Meeting.
- 7) With the exception of the Chair, members of the Governance Committee need not be Trustees.
- 8) If any committee member fails to complete his or her term, the President shall appoint a replacement to serve until the next Annual Meeting, at which time there shall be an election to fill the remainder of that term.
- 9) No member shall serve for more than six consecutive years.
The Governance Committee shall select its own Chair.

The Finance Committee shall:

- 1) consist of Trustees appointed by the President to serve terms of three years, or such shorter period as will cause the term of office of approximately one-third of the members to expire each year; and
- 2) advise the Treasurer concerning the financial management of the Society and provide such additional advice as the Treasurer may request.
- 3) Committee members may be reappointed.

The Investment Committee shall:

- 1) consist of the Treasurer, Assistant Treasurer, and at least three other members appointed by the President to serve terms of three years or such shorter period as will cause the term of office of approximately one-third of the committee's members to expire each year;
- 2) ensure compliance with the Society's investment policy; and
- 3) report regularly to the Executive Committee and to the Board.
- 4) Committee members appointed by the President need not be Trustees and may be reappointed.

The Master Plan Committee shall:

- 1) consist of members appointed by the President to serve terms of three years, or such shorter period as will cause the term of office of approximately one-third of the members to expire each year;
- 2) review the Society's Master Plan at least annually;

- 3) report to the Board and to the members; and
- 4) submit to the Board for approval any proposed changes in the Master Plan.
- 5) Committee members need not be Trustees and may be reappointed.

The Human Resources Committee shall:

- 1) consist of members appointed by the President;
- 2) advise the Executive Director and his or her designees concerning the Society's personnel policies and practices;
- 3) advise the Board concerning proposed significant changes in the Society's written personnel policy; and
- 4) perform any functions specified by the Society's personnel policy.

Section 3 Other Committees

- a) With approval of the Board, the President may appoint such other committees as he or she considers advisable, such as an Exhibitions Committee, a Library Committee, an Events Committee, a Building Committee, and a Bylaws Committee.
- b) Committees thus established shall have such duties as may be assigned to them by the Board.
- c) Committee members need not be Trustees and may be reappointed.

Article IX

FINANCE

Section 1 Fiscal Year

The fiscal year of the Society shall begin on the first day of January.

Section 2 Accounts

- a) The monies of the Society shall be deposited in the name of the Society in such banks or other financial institutions as the Board shall designate.
- b) Funds shall be drawn only by check or orders signed by such persons as the Board shall designate.

Section 3 Restrictions

- a) No part of any earnings or assets may benefit any private person or individual other than by payment of reasonable compensation to employees in the normal carrying out of the purposes of the Society as set forth in Article II.
- b) No substantial part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- c) The Society shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

- d) In the event of dissolution of the Society, all assets remaining after the payment of all liabilities shall be paid over to educational institutions located in Massachusetts which are exempt under Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any future law.

Article X

QUORUM REQUIREMENTS

Section 1 Executive Committee

Two-thirds of the members of the Executive Committee shall constitute a quorum.

Section 2 Board of Trustees

Two-thirds of the Trustees eligible to vote, or ten Trustees eligible to vote, whichever is less, shall constitute a quorum.

Section 3 Membership

Thirty or more Members shall constitute a quorum for the transaction of all business.

Article XI

CONFLICT OF INTEREST

Section 1 Policy

It is the policy of the Society that its Trustees, its staff, and all others acting on its behalf avoid ethical, legal, and financial conflicts of interest. These persons should ensure that their outside activities and interests neither conflict with, nor appear to conflict with, either their obligations to the Society or the welfare of the Society. Essential to this policy are (i) written disclosure of outside activities and affiliations which might give rise to conflicts; (ii) abstention from participation in any matter involving an actual or apparent conflict; (iii) availability of advice regarding any doubtful situation; and (iv) the establishment of procedures for decision-making and monitoring.

Section 2 Disclosure

Disclosure is required of all Trustees, staff, and other persons acting on behalf of the Society (i) who are in a position to make decisions for the Society favoring any outside interest or (ii) who reasonably may expect to derive any financial benefit, directly or indirectly, from the Society. Any such Trustee, staff member or other person should submit a written report whenever a possible conflict, actual or apparent, arises. In addition, all Trustees, staff, and other persons acting on behalf of the Society should submit annual written reports acknowledging awareness of this policy and either affirming that they have no conflict of interest or identifying any

interests that are in conflict or have the potential for conflict. All reports should be submitted (i) by the staff to the Executive Director, (ii) by the Executive Director and Trustees to the President, or (iii) by the President to the Executive Committee.

Section 3 Abstention

No Trustee, employee, or other person acting for the Society should participate in any planning or decision-making process in which he or she has an actual or apparent conflict of interest. One effect of this prohibition is that no one who supplies goods or services to the Society should serve on any committee (i) which is involved with the purchase of such goods or services, or (ii) which recommends or selects vendors of such goods and services.

Section 4 Advice

Judgments may sometimes differ as to whether there is an actual or apparent conflict of interest. Anyone in doubt should seek advice from the appropriate committee or person to whom a conflict report would be rendered.

Section 5 Decisions

- a) All annual reports and special reports made under this policy will be referred to the Executive Committee. The Executive Committee shall decide how the Society should proceed. In uncertain or difficult cases the Executive Committee shall refer the matter to the Board for decision. All decisions of the Executive Committee and the Board shall be set forth in the minutes of the meeting in which the decision is made.
- b) In arriving at a decision, the following principles shall be considered:
 - (i) The Society should not engage in any transaction or arrangement in which the propriety is open to question.
 - (ii) The Society should not use its financial resources or other resources for the financial benefit of any Trustee, employee, or other affiliated person, unless the circumstances leave no doubt that the Society's decision is in its own best interests.
 - (iii) The Society should not enter into any contract or other arrangement entailing payment for goods or services if it is aware of any actual or potential conflict of interest unless the Society has decided to waive the conflict.
 - (iv) A conflict of interest may be waived only by a recorded vote of the Executive Committee or the Board.

Section 6 Monitoring

The Treasurer shall provide a list of all persons and entities who have received payments from the Society during the previous fiscal year at the first Executive Committee meeting following January 1. The list shall include amounts paid by the Society. The Executive Committee shall review the list to verify compliance with this Article XI.

Article XII

AMENDMENTS

Section 1 By the Board of Trustees

These bylaws may be amended or repealed by a vote of two-thirds of the Trustees then in office, except for any provision of any bylaw which requires action by the Members. Any amendment or repeal by the Board shall remain in effect until the next Annual Meeting.

Section 2 Ratification

A summary of any action taken by the Board pursuant to Article XII, Section 1 shall be included in the notice of the next Annual Meeting. Such action taken by the Board shall cease to be effective unless approved by a vote of thirty or more Members present at the next Annual Meeting.

Section 3 By the Members

These bylaws may be amended or repealed by the Members at any Annual Meeting or special meeting, provided that the notice of the meeting informs the Members that amendments or repeals of the bylaws will be considered.

Section 4 Restrictions

No amendment may be made which adversely affects either the educational status of the Society or, upon dissolution of the Society, the disposition of assets to an educational tax-exempt organization as set forth in Article IX, Section 3(d).

Article XIII

INDEMNIFICATION

Section 1 Persons Indemnified

This Article applies to the Society's Trustees, officers, employees and agents, as well as to agents of any other organization who serve at the Society's request on any employee benefit plan in which the Society participates. In this Article all of the persons to whom the preceding sentence refers are identified in the remainder of this Article as "Indemnitees." The indemnification contemplated by this Article shall be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Society or of such other organization or no longer serves with respect to any such employee benefit plan.

Section 2 Liabilities to which Indemnification Applies

Except as provided in the next sentence, the liabilities to which this Article applies are all claims, demands, debts, judgments, and expenses, including reasonable

attorneys' fees, suffered or incurred by an Indemnitee by reason of his or her past or present status or service as a Trustee, officer, employee, or agent. No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The liabilities to which this Article applies are identified in the remainder of this article as "Liabilities."

Section 3 Obligation to Indemnify

The Society shall indemnify and hold harmless the Indemnitees from and against all Liabilities. Such indemnification shall include payment by the Society of all reasonable expenses which an Indemnitee reasonably incurs in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnitee to refund such payment if he or she is subsequently adjudicated not to be entitled to indemnification under this Article. The Society shall accept such undertaking without reference to the Indemnitee's financial ability to make repayment.

Section 4 Effect upon Other Powers and Rights

Nothing in this Article shall be construed as a limitation upon (i) the Society's power or duty to indemnify persons or entities under any contract or law, or upon (ii) the right of any person or entity to seek indemnification from the Society under any contract or law.