

ARBORETUM FOUNDATION
WASHINGTON PARK ARBORETUM

Amended and Restated
BY-LAWS

Table of Contents

1. Definitions
2. Mission, Purpose, and Objectives
3. Membership
4. Board of Directors
5. Officers
6. Committees
7. Executive Director
8. Indemnification
9. Arboretum Bulletin
10. Fiscal year
11. Amendment

1. DEFINITIONS. As used herein, the following terms shall have the respective meanings indicated:

- 1.1 Annual Meeting. The annual meeting of the membership of the Foundation.
- 1.2 Board. The Board of Directors, including ex officio, non-voting members thereof.
- 1.3 City. The City of Seattle, King County, Washington.
- 1.4 Director. A member of the Board of Directors.
- 1.5 Executive Committee. A Committee composed of officers of the Foundation, the immediate past President, and such other members, if any, as may be appointed by the President with the approval of the Board of Directors.
- 1.6 Foundation. The Arboretum Foundation, an Internal Revenue Code Section 501(c)(3) non-profit corporation of the State of Washington, qualified to receive gifts the value of which is deductible as a charitable contribution for income, gift, and estate tax purposes.
- 1.7 Meeting. Any duly called regular or special meeting of the body referred to.
- 1.8 Parks. Seattle Parks and Recreation.
- 1.9 University. The University of Washington, Seattle.
- 1.10 Arboretum or WPA. The Washington Park Arboretum.

2. MISSION, PURPOSES, AND OBJECTIVES.

The Foundation is a Washington private nonprofit corporation that works collaboratively with two public partners – the City of Seattle Parks and Recreation Department and the University of Washington Botanic Gardens/School of Environmental and Forest Sciences – to support the Arboretum in Seattle, Washington.

The Foundation's mission promotes, protects, and enhances the Washington Park Arboretum for current and future generations by strengthening and building a diverse and engaged community of donors, volunteers, and advocates.

3. MEMBERSHIP.

3.1. Qualifications.

3.1.1 Any person or entity may become a member of the Foundation upon submitting to the Foundation a completed membership application and the payment of a donation in the amount approved by the Board of Directors. The Foundation, in a manner determined by the Board, may provide a member with different benefits based on the amount of donation paid by a member, provided however that there shall be only one class of membership and the only right shared by all the members shall be the right to vote for Directors and such other matters that may be submitted by the Board to a vote of the members.

3.1.2 The Board shall, from time to time, determine the amount of donations for membership. Payment of such sum to the Foundation shall be a precondition of membership. Ex officio members, as defined in section 3.2, shall not pay for membership.

3.2 Ex Officio Members. The Governor of the State of Washington, the Mayor of the City, the Executive of King County, Washington, the President of the University, the Superintendent of Parks, and the Director of the University of Washington Botanic Gardens shall, by virtue of their respective offices, be non-voting members of the Foundation while holding such office, all without payment of donations.

3.3. Term of Membership. Except for ex officio memberships, the term of each classification shall be for the twelve calendar months following the acceptance by the Foundation of the membership application and donations, which term may be renewed yearly upon timely payment of donations. All life memberships outstanding as of June 21, 1995, shall remain in effect without further payment of any donations; however no further life memberships shall be recognized after June 21, 1995.

3.4. Rights of Members, Voting. Each member, other than ex officio members, shall be entitled to one vote in person or by proxy for the election of Directors and on each matter submitted by the Board to a vote of the members.

3.5 Membership Meetings.

3.5.1. Annual Meeting. The annual meeting of the membership shall be held on the third Wednesday of June of each year, or such other day as the President shall designate, for the election of Directors, and to conduct such other business as shall come before the meeting.

3.5.2. Special Meetings. A special meeting of the membership may be called at any time by the Executive Committee.

3.5.3. Notice. Notice of each annual and special meeting shall be in printed or electronic form and shall state the place, day, and hour of the meeting. Notice shall be delivered either electronically or mailed to each member, at the member's last known mailing address or email address, not less than ten or more than sixty days prior to the time thereof.

3.5.4. Quorum. Members holding one percent of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Adjournment of a meeting at which a quorum is present shall not require notice of the time and place of the reconvened meeting. If a meeting cannot be organized because a quorum of members entitled to vote is not present,

then those members present may adjourn the meeting to such a time and place as they may determine. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum as fixed in this section nonetheless constitute a quorum, if notice of the time and place of the reconvened meeting is provided by electronic transmission or in person to the members entitled to vote at least twenty-four hours before the reconvened meeting.

3.5.5. Electronic Participation. If the Board decides in its discretion that an annual or special meeting of the members shall be conducted remotely, members may participate in any such special meeting and vote on matters submitted to the members, pose questions, and make comments through one or more means of remote communication. For any meeting at which one or more members may participate by means of remote communication, the Foundation shall deliver notice of the meeting to each member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

4. BOARD OF DIRECTORS.

4.1. Composition. The Board of Directors should consist of:

4.1.1. Directors Elected or Appointed. A minimum of 16 Directors who shall be duly elected by the membership or otherwise appointed by the Board pursuant to these bylaws. Each Director shall have an equal vote on all matters that come before the Board.

4.1.2. Designated Directors. Each of the following shall be ex officio, non-voting members of the Board: The Director of the University of Washington Botanic Gardens; the Superintendent of Parks and Recreation, City of Seattle; the Executive Director, Arboretum Foundation. Designated Directors shall not participate in executive sessions unless specifically invited by the Board President.

4.1.3. Invited Directors of Other Organizations. The Board may invite the directors of the following organizations to be ex officio, non-voting members of the Board:

- a. The Seattle Garden Club
- b. The Arboretum and Botanical Garden Committee.

4.2. Term of Office, Election and Removal of Directors.

4.2.1. Directors elected by the membership shall be members of the Foundation and shall serve for a term of three years from election except as otherwise provided in these bylaws. Any Director who serves two consecutive three year terms may be eligible to serve a third term of up to three years where continuation of Board leadership responsibilities is recommended by the Governance Committee.

4.2.2. Ordinarily, approximately one third of the Directors shall be elected by the members at each annual meeting. Should a vacancy occur on the Board of Directors, the Executive Committee, in consultation with the Governance Committee, may recommend to the Board the appointment of interim Directors to fill the unexpired term(s). The Board shall then by motion properly presented make such interim appointments. Such interim appointments shall be ratified at the next annual meeting of the membership.

4.2.3. Any Director may be removed from office without cause by a two-thirds vote of the Directors entitled to vote at any regular or special meeting of the Board. Written notice of

any proposed removal of a Director shall be given to the Director sought to be removed not less than ten days prior to the meeting at which such proposal is to be acted upon.

4.3. Powers. The governance of the Foundation, as noted below, shall be vested in the Board. Board members serve two roles: (a) they act together to govern the Foundation's affairs by setting direction, establishing priorities, and protecting the Foundation's assets; and (b) they act as individuals or through committees to support the Foundation by volunteering, raising money, advising, and promoting the Foundation in the community. Acting together as a whole body or in committees with delegated authority, board members ensure that public and private resources are used to benefit the community and the public. Specifically, board members fulfill these governance responsibilities:

- 4.3.1. The Board shall determine the mission and purpose of the Foundation.
- 4.3.2. The Board shall select the Executive Director who shall serve at the pleasure of the Board.
- 4.3.3. The Board shall provide resources to the Executive Director and the Executive Committee shall evaluate his or her performance to be communicated to the Board.
- 4.3.4. The Board shall ensure effective organizational planning.
- 4.3.5. The Board shall approve fundraising goals and monitor fundraising strategies.
- 4.3.6. The Board shall determine program priorities and assess program effectiveness.
- 4.3.7. The Board shall safeguard assets.
- 4.3.8. The Board shall assure that resources are managed efficiently and effectively.
- 4.3.9. The Board shall ensure legal and ethical integrity and maintain accountability.
- 4.3.10. The Board shall ensure its capacity to govern effectively.
- 4.3.11. The Board may constitute Board committees and/or advisory committees to help it fulfill its governance role and may dissolve or alter the composition of such committees and/or advisory committees whenever it thinks proper. Any committee of the Board shall consist of two or more Directors.
- 4.3.12. The Board shall retain an independent accounting firm to audit the Foundation's financial statement for each fiscal year and the Board shall review the results of such audit as soon as practical, no later than the calendar year-end.

4.4. Meetings, Quorum. The Board shall meet at least quarterly at a time and place determined by the Board, or by the President. Board members shall be given notice of each meeting. Upon written request of five or more active Directors, the President shall call a special meeting of the Board; or do so on his or her own motion; in either case the specific purpose shall be stated in the notice. At any meeting of the Board, a quorum shall consist of one-third of the voting Directors listed in section 4.1 of these bylaws, but a lesser number may adjourn any meeting from time to time. The President may, as warranted, call an executive session.

4.5. Electronic Participation. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communication equipment; provided, all

persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- 4.6. Notice. At least ten days before any meeting of the Board, notice of the time and place thereof shall be delivered either electronically or mailed to each member of the Board. In an emergency, reasonable telephone notice may be substituted for this mailed notice requirement.

5. OFFICERS.

- 5.1. Qualifications. Any person who is a full voting member of the Board shall be eligible to serve the Foundation in any capacity.

5.2. Number and Appointment. The officers of the Foundation shall be appointed by the Board and shall consist of a President, four Vice Presidents, a Secretary, and a Treasurer and such other officers as the Board may deem reasonably necessary. All officers shall serve a one-year term, with the exception of the President who serves a two-year term, or as vacancies arise. A vacancy occurring in any office due to death, resignation, removal, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant. Officers shall be appointed annually pursuant to the following procedures by the Board.

5.2.1 Before the annual meeting of the members, a Nominating Committee composed of the then current President approved and appointed by the Board, the Executive Director, and a Board representative appointed by the Executive Committee, shall make a recommendation for appointment of the successor President for approval by the Board.

5.2.2 Before the annual meeting of the members, the nominated successor President approved and appointed by the Board, the Executive Director, and current President, shall make a recommendation to the Board for the approval and appointment of the other officers of the Foundation.

- 5.3. Duties. Each officer shall perform the duties assigned from time to time by the President with approval of the Board, as well as those normally incident to the officer's office. In addition:

5.3.1. PRESIDENT. The President shall provide effective leadership of the Board to fulfill the mission of the Foundation as stated in Section 2 of these bylaws. The President shall be the chair of the Board. Unless otherwise directed by the Board, the President shall, in consultation with the Executive Director, appoint the chair of each committee. In addition, the President and the Executive Director shall jointly provide an annual report to the membership.

5.3.2. CO-PRESIDENTS: At unique times of large volunteer leadership commitments, the Board may choose to appoint two or more individuals from the Board to the Office of the President as Co-Presidents with specific overview of Foundation activities designated to specific Co-President positions.

5.3.3. VICE PRESIDENTS. The Vice Presidents shall be authorized by the President to act during the President's absence in the order designated.

5.3.4. SECRETARY. The Secretary shall oversee the safekeeping of minutes of all Board meetings and meetings of the membership.

5.3.5. TREASURER. The Treasurer shall be responsible for ensuring the proper control of all receipts and payments by or on account of the Foundation and for ensuring the proper maintenance of accounting records. The Treasurer shall chair the Finance Committee, provide

an annual financial report to the membership, the City and The University, and such periodic reports to the Board as requested by the Board.

6. BOARD COMMITTEES AND ADVISORY COMMITTEES.

6.1. Board Committees. Board Committees shall include, but are not limited to: Executive Committee, Finance Committee, Investment Committee, and Governance Committee. All Board Committees shall consist of two or more Directors.

6.2 Executive Committee. The Executive Committee shall consist of the officers of the Foundation and such other members, if any, as may be recommended by the President and approved by the Board.

6.2.1. Powers and Duties. The Executive Committee shall act in the place of the Board and the membership when they are not in session and shall make such decisions as it deems necessary subject to subsequent review and approval by the Board.

The Executive Committee shall review and recommend to the Board the approval of committee job descriptions and work plans collaboratively developed by the President, Executive Director, and Committee chairs, assuring their coordination with the Executive Director, and advise the President on committee performance in executing against approved plans.

The Executive Committee shall advise the President on resolution of issues arising among Board committees and on other major matters and advise the Executive Director on issues facing the organization.

6.2.2. Meetings. The Executive Committee shall meet monthly or as otherwise determined by the President, who shall determine meeting times and places. Additional meetings may be called by the President or upon written request of three or more members of the Executive Committee. At least five days before any meeting of the Executive Committee, notice of the time, place and specific purpose thereof shall be mailed or emailed to each member. In an emergency, reasonable notice by telephone may be substituted.

A majority of the Executive Committee shall constitute a quorum and no business shall be transacted unless such a quorum is present.

The decision of a majority of the members voting at a meeting of the Executive Committee shall be considered as the decision of the Executive Committee. In the case of an equality of votes, the chair shall cast the deciding vote in addition to any other vote the chair may have.

At a special meeting, no business except that in respect of which particulars are given in the notice of such meeting shall be transacted. Special meetings shall be held at such time and place as may be determined by the President.

6.3 Finance Committee. The Finance Committee shall be chaired by the Treasurer. The chair shall annually select a committee of at least five members which should include representatives of Foundation committees and subcommittees with significant responsibilities for raising or expenditure of funds plus sufficient additional members to broadly represent the various constituencies and draw upon institutional experience within the membership. A majority of the Committee, in person or by proxy, shall constitute a quorum.

The Executive Director shall present to the Finance Committee an annual budget, which it shall review and recommend to the Executive Committee and to the Board for approval before the start of each fiscal year. The Committee shall also evaluate each non-budgeted request for funds and make appropriate recommendations to the Board. The Treasurer shall provide reports to the Executive Committee and Board as directed by the President.

The Finance Committee, in consultation with the Executive Director, shall prepare and recommend to the Board for its adoption, policies and procedures to administer the financial affairs of the Foundation in a manner that is conducive to a positive experience for all members while appropriately safeguarding the Foundation's assets.

The Finance Committee shall also perform such other duties as may be assigned by the President.

6.4 Investment Committee. The Investment Committee chair shall appoint at least two other committee members with experience in investment matters who shall exercise responsibility for management of such Arboretum funds as the Board may determine from time to time and shall submit such reports on investment results and other related matters as the Board may require.

6.5 Governance Committee. The Governance Committee shall make nominations in accordance with the bylaws for members of the Board of Directors. The Committee shall also conduct ongoing support to ensure the Board is functioning well and fulfilling its responsibilities and meeting its objectives.

6.6 Advisory Committee. The Executive Director, with approval by the Board, may create advisory committees, as necessary to carry out the mission of the Foundation.

7. EXECUTIVE DIRECTOR. The Executive Director is the chief executive officer of the Arboretum Foundation. The Executive Director manages the work of staff and shall have exclusive authority to hire and fire staff. The Executive Director also manages volunteers, and the organization's operations. The Executive Director reports to the Board of Directors, provides overall leadership for the Foundation, and is responsible for the Foundation's consistent achievement of its mission and goals. The Executive Director must manage the Foundation within a complex organizational structure, which includes the University of Washington and the City of Seattle. The specific roles of the Executive Director shall be set forth by the Board and shall include:

7.1. Program development, implementation, and evaluation.

7.2. External relations.

7.3. Relations with staff, volunteers, and consultants.

7.4. Budgeting and fundraising.

7.5. Helping the Board to govern effectively.

8. INDEMNIFICATION.

8.1. Right to Indemnification. Each person who was, is, or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the Foundation or, that being or having been such a Director or officer or an employee of the Foundation, he or she is or was serving at the request of the Foundation as a Director or officer of the Foundation (hereinafter an "indemnitee"), whether the basis of a proceeding is alleged action in an official capacity as such a Director, officer, partner, employee or agent or in any other capacity while serving as such a Director or officer shall be indemnified and held harmless by the Foundation against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes, or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director or officer of the Foundation and shall inure to the benefit of the indemnitee's heirs, executors, and administrators. Except as provided in Section 8.4 below, with respect to proceedings seeking to enforce rights to indemnification, the Foundation shall indemnify any such indemnitee in connection with the proceeding (or part thereof) initiated by such indemnitee only if the proceeding (or part thereof) was authorized or ratified by the Board. The right to indemnification conferred in this Section 8.1 shall be a contract right.

8.2. Restrictions on Indemnification. No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be intentional misconduct or a knowing violation of law, for conduct of the indemnitee finally adjudged to be in violation of Section 23B.08.310 of the Washington Business Corporation Act, for any transaction with respect to which it was finally adjudged that such indemnitee personally received a benefit in money, property, or services to which the indemnitee was not legally entitled or if the Foundation is otherwise prohibited by applicable law from paying such indemnification, except that, if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this 8.2 shall be as set forth in such amended statutory provision.

8.3. Advancement of Expenses. The right to indemnification conferred in Section 8.1 shall include the right to be paid by the Foundation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). An advancement of expenses shall be made upon delivery to the Foundation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 8.3.

8.4. Right of Indemnitee to Bring Suit. If a claim under 8.1 or 8.3 is not paid in full by the Foundation within 60 days after a written claim has been received by the Foundation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the Foundation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Section 8 upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the Foundation), and, thereafter, the Foundation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.

8.5. Procedures Exclusive. Pursuant to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and advancement of expenses set forth in this Article V are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

8.6. Nonexclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this Section 8 shall not be exclusive of any other right that any person may have or hereafter acquire under any statute or provision of these Bylaws, or by general or specific action of the Board, or by contract or otherwise.

8.7. Insurance, Contracts and Funding. The Foundation may maintain insurance, at its expense, to protect itself and any Director, officer, partner, employee, or agent of the Foundation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act.

8.8. Indemnification of Employees and Agents of the Foundation. The Foundation may, by action of the Board, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Foundation (a) with the same scope and effect as the provisions of this Section 8 with respect to the indemnification and advancement of expenses of Directors and officers of the Foundation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

9. THE ARBORETUM BULLETIN. The Bulletin shall be the official publication of the Foundation.
10. FISCAL YEAR. The fiscal year of the Foundation shall end on June 30 each year.
11. AMENDMENTS. These bylaws may be amended by the affirmative vote of two-thirds of the Directors, represented in person or by proxy, present at any regular or special meeting of the Board. The Board may, in its discretion, submit to a vote of the members a proposed amendment to the bylaws.

THESE BYLAWS AMENDED AND RESTATED IN THEIR ENTIRETY BY THE BOARD OF DIRECTORS OF THE FOUNDATION THIS 18th DAY OF MAY, 2022.