

BYLAWS OF
FRIENDS OF THE OVERLAND PARK ARBORETUM AND BOTANICAL GARDENS
“FRIENDS OF THE ARBORETUM”
Amended and Restated – January 26, 2016

ARTICLE ONE

NAME

This organization is and shall be known as FRIENDS OF THE ARBORETUM hereafter referred to as “FOTA.”

ARTICLE TWO

PURPOSE OF FOTA

Section 1. Creation. FOTA has been created by resolution of the Board of Directors of THE ARTS & RECREATION FOUNDATION OF OVERLAND PARK, INC., hereafter referred to as “ARFOP.”

Section 2. General Purpose. The purpose of FOTA is to foster, promote and develop the aesthetic, educational, recreational, cultural, environmental, and scientific aspects of the Overland Park Arboretum and Botanical Gardens so as to realize its long term potential. The Arboretum is owned and operated by the City of Overland Park, Kansas.

Section 3. Function. FOTA shall function as a membership group within the auspices of the ARFOP specifically to promote the Arboretum and direct all of its efforts towards support of the Arboretum. Due to the legal obligation of the Board of Directors of the ARFOP to comply with all applicable laws and regulations necessary to preserve the tax exempt status of the Foundation, the Foundation shall maintain control, authority over, and responsibility for the functions and activities of FOTA. All activities that affect the Arboretum will require the cooperation and approval of the City of Overland Park.

Section 4. Responsibilities:

- a. Direct efforts, energies, expertise, and resources toward promoting and developing the educational, aesthetic, recreational, scientific and cultural aspects, assets, and potential of the Arboretum, advising the City in those respects, and generating public and private interest in and support for the Arboretum.
- b. Initiate innovative ideas to develop and enrich the mission of the Arboretum and, after City and ARFOP approval of such projects, work with City and ARFOP personnel to implement these ideas.
- c. Raise funds for the benefit of the Arboretum, through solicitation of contributions and other fund-raising activities under the direction of ARFOP personnel and with the approval of the Parks Services Department of the City of Overland Park.
- d. Provide members to assist Arboretum staff with programs and special projects as requested. All members or other volunteers performing these tasks shall be accountable to the City and the ARFOP Board of Directors. These programs may include, but are not limited to, tours, weddings, botanical exhibitions, art exhibitions, performances, demonstrations, promotions, educational classes, and special events.

Section 5. Donations. FOTA agrees that all donations and monies received by it shall be transferred to the ARFOP. FOTA shall not have the right to own or hold separate funds, real or personal property or other assets. Donations and monies received shall be expended only for the advancement of the purposes and mission of the Arboretum. Title to the buildings and grounds constituting the Arboretum and all real or personal property received or obtained by FOTA shall be in the name of the City, unless otherwise approved by the ARFOP Board of Directors and the City, and remain the property of the City, other than collections of plants, art works or other items that are obtained by FOTA on loan from private owners as approved by the City and specifically authorized by the ARFOP Board of Directors in a written agreement. Any funds, facilities, equipment, artifacts, buildings, structures, fixtures, improvements, plantings or other items of personal or real property acquired by, or through the efforts of FOTA shall be and remain in the sole ownership of the City, and FOTA is not entitled to any of these items upon cancellation of the bylaws.

Section 6. Policies, Ordinances. FOTA agrees to strictly observe and abide by the ordinances, policies, rules and regulations of the City, and the laws of the State of Kansas, the United States of America, and the ARFOP, as the same may now exist or as the same may hereafter be amended or enacted. Further, FOTA hereby agrees to observe and abide by the highest principles of civic responsibility, to the end that neither public funds, nor funds raised from the public in the name of the Arboretum, nor public property under its control shall be used in any manner which is detrimental to public confidence in the City of Overland Park or the ARFOP.

Section 7. Assignment. FOTA shall not assign or subcontract any of its rights and obligations set forth herein without the prior written consent of the ARFOP Board.

ARTICLE THREE

OFFICES

The principal office of FOTA shall be the principal office of the ARFOP, 8500 Santa Fe, Overland Park, Kansas 66212.

ARTICLE FOUR

MEMBERS

Section 1. Membership. Membership is based on annual payment of a membership fee. Records shall be kept of all members and the levels at which the membership is granted.

Section 2. Term. Memberships shall be on annual basis beginning the month of payment and continuing for a total of twelve consecutive months.

Section 3. Membership Levels. The Advisory Board shall recommend to the ARFOP Board of Directors the levels of membership and the corresponding fees. Establishment and modification of the fee structure requires approval of the ARFOP Board of Directors. FOTA shall have the option of offering reduced membership fees to residents of Overland Park, Kansas.

Section 4. Terms and Conditions. Fee-paying members of FOTA shall have no authority in the governance of FOTA or ARFOP.

ARTICLE FIVE

ADVISORY BOARD

Section 1. General Powers. The Advisory Board shall manage the affairs of FOTA within the scope of responsibility granted by the ARFOP. Advisory Board members shall be members of FOTA and need not be residents of Overland Park or the State of Kansas. The Board of Directors delegates specific responsibilities to FOTA. These include organizational functions, administration of a membership program, communication and promotion, programs and projects, fundraising special events, grassroots fundraising, commemorative gifts program, and other responsibilities that may from time to time be authorized by the ARFOP Board of Directors.

Section 2. Number, Tenure and Qualifications.

- a. The number shall not be fewer than 9 nor more than 21.
- b. The ARFOP Board of Directors shall appoint Advisory Board members including a member of the ARFOP Board of Directors who shall be entitled to voice and vote and shall be counted in the total number of members of the Advisory Board.
- c. Terms shall be for 2 years with an equal number appointed or re-appointed each year. Advisory Board members may serve for a maximum of 3 consecutive terms in addition to fulfilling an unexpired term of less than 18 months. Past Advisory Board members shall be eligible for re-appointment following an absence of 1 year. Appointment of the liaison from the ARFOP Board shall be for 1 year but may be renewed annually.
- d. Terms shall commence on January 1.
- e. The ARFOP shall provide a written job description for Advisory Board members which shall include, but not be limited to, attendance requirements.
- f. Advisory Board members shall be dues-paying members of FOTA.

Section 3. Regular Meetings. The Advisory Board shall hold regular monthly meetings at a time and place established annually and published no later than January 1 of each year. This schedule shall serve as notice for these meetings. All notices and meetings of the Advisory Board shall substantially comply with the letter and spirit of the Kansas Open Meetings Act.

Section 4. Special Meetings. Special meetings of the Advisory Board may be called by or at the request of the Chair or any two Advisory Board members. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Notice. Notice of any special meeting of the Advisory Board shall be given at least seven days in advance in person, by mail or electronically. If notice is mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Advisory Board member at his or her address as it appears on the records of the Advisory Board, with postage thereon prepaid. Any Advisory Board member may waive, in writing, the giving of any notice of meeting set forth in these bylaws.

Section 6. Quorum. A majority of the appointed members of the Advisory Board shall constitute a quorum for the transaction of business at any meeting.

Section 7. Board Decisions. The act of a majority of the Advisory Board members present at any meeting at which a quorum is present shall be the act of the Advisory Board, unless the act of a greater number is required by law or by these bylaws. In the event that an Advisory Board member cannot be present at a meeting in which a quorum is present, he or she may participate by means of conference telephone or similar communications.

Section 8. Vacancies. Any vacancy occurring on the Advisory Board and any vacancy to be filled by reason of an increase in the number of Advisory Board members shall be filled by the ARFOP Board of Directors. An Advisory Board member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Removal.

- a. At any meeting of the Advisory Board duly called, a majority of the Advisory Board may recommend to the ARFOP Board of Directors the removal of an Advisory Board member when in its judgment, the best interests of FOTA would be served.
- b. Any Advisory Board member may be removed by a two-thirds majority vote of the ARFOP Board of Directors whenever in its judgment the best interests of FOTA and the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Advisory Board member so removed.
- c. Any Advisory Board member who fails to attend 3 consecutive regular meetings without excuses accepted as satisfactory by the Advisory Board is deemed to have resigned, and the Advisory Board shall report to the ARFOP Board of Directors that a vacancy exists on the Advisory Board.

Section 10. Compensation. Advisory Board members shall not receive any stated salaries for their services.

ARTICLE SIX

OFFICERS

Section 1. Officers. The officers of the Advisory Board shall be Chair, Vice Chair, Secretary, and Treasurer.

Section 2. Election and Term of Office. The Advisory Board shall submit a slate of officers for the following calendar year in November and submit the slate to the ARFOP Board of Directors for appointment in December. The term of office shall be January 1 to December 31. The terms for all officers shall be limited to 2 consecutive years.

Section 3. Removal. Any officer elected or appointed by the Advisory Board may be removed without notice by a two-thirds majority vote of the Advisory Board whenever, in its judgment, the best interests of FOTA would be served thereby, but such removal shall be without prejudice.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the ARFOP Board of Directors.

Section 5. Powers and Duties. Officers shall have such powers and shall perform such duties as may from time to time be specified by the Advisory Board including:

The Chair:

- a. Shall preside at all meetings for the members of FOTA and all meetings of the Advisory Board;
- b. Shall appoint the chairs of standing and special committees, establish special committees as needed, and monitor the work of all committees;
- c. Shall carry out the will of the Advisory Board as expressed at their respective meetings, and in general shall conduct the affairs of FOTA in a manner that shall fulfill the mission, goals and objectives of FOTA;

- d. Shall serve as an ex-officio member of the ARFOP Board of Directors with voice and vote; and
- e. Shall have such powers and duties as may be designated by the Advisory Board.

The Vice Chair:

- a. Shall, in the absence of the Chair, preside at meetings of FOTA and all meetings of the Advisory Board and assume other Chairperson's duties as needed;
- b. Shall succeed to the office of Chair for the unexpired term, in event of a vacancy in the office; and
- c. Shall perform such other duties as may be assigned by the Chair.

The Secretary:

- a. Shall be responsible for the keeping of minutes of all meetings of the Advisory Board;
- b. Shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c. Shall be responsible for the custody of the records of FOTA;
- d. Shall keep current the membership roll of FOTA;
- e. Shall carry on or oversee the correspondence of FOTA as instructed by the Chair; and
- f. Shall perform such other duties as may be assigned by the Chair.

The Treasurer:

- a. Shall be a member of the ARFOP Finance Committee.
- b. Shall provide the Advisory Board with a statement of financial condition at each of its regular meetings.
- c. Shall assist the ARFOP Treasurer in the preparation of the annual FOTA budget.
- d. Shall monitor all FOTA expenditures and provide approval for payment in accordance with the budget.
- e. Shall perform such other duties as may be assigned by the Chair.

ARTICLE SEVEN

COMMITTEES

Section 1. Standing and Special Committees. The Advisory Board may designate standing and special committees, and the Chair shall appoint members from among the FOTA membership to such committees. These committees shall have responsibility for conducting FOTA programs and activities.

Section 2. Nominating Committee. The Chair shall annually appoint 3 members of the Advisory Board to serve on the Nominating Committee. The Nominating Committee shall identify and recommend candidates to serve on the Advisory Committee and present them to the ARFOP Board of Directors for appointment.

ARTICLE EIGHT

STAFF

Section 1. Personnel. The ARFOP Board of Directors shall provide staff to assist the Advisory Board with the planning and implementation of its programs and activities.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. No member of the Advisory Board has the authority to sign contracts that encumber the ARFOP.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the FOTA, shall require the approval of ARFOP and be signed by the ARFOP officer or agent designated by the ARFOP Board of Directors.

Section 3. Deposits. All funds of FOTA shall be deposited to the credit of the ARFOP in such banks, trust companies, or other depositories as the ARFOP Board of Directors may select.

- a. ARFOP and FOTA agree that all donations received shall be expended only for the advancement of the purposes of the ARFOP and to benefit the Overland Park Arboretum and Botanical Gardens.
- b. FOTA shall not have the right to own or hold separate funds, real or personal property or other assets.
- c. Any funds, facilities, equipment, artifacts, buildings, structures, fixtures, improvements, plantings or other items of personal or real property acquired by, or through the efforts of FOTA shall be and remain in the sole ownership of the City of Overland Park, Kansas, and FOTA is not entitled to any of these items upon cancellation of the bylaws.

Section 4. Gifts. The ARFOP Board of Directors may accept or reject, on behalf of FOTA and the ARFOP, any contribution, gift, bequest, or device for any purpose of FOTA and the ARFOP.

Section 5. Insurance. The ARFOP Board of Directors shall obtain Officers and Directors insurance coverage, and general liability and automobile liability insurance in adequate amounts to protect the interests of the Foundation and its officers and Directors, including the members of the Advisory Board.

ARTICLE TEN

BOOKS AND RECORDS

Section 1. Books and Records. The ARFOP shall keep correct and complete books and records of account on behalf of funds raised by FOTA for support of the Arboretum. FOTA shall keep minutes of the proceedings of its Advisory Board meetings, meetings of committees having and exercising any of the authority of the Advisory Board. All records of FOTA may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE ELEVEN

FISCAL YEAR

Section 1. Fiscal Year. The Fiscal year of FOTA shall be January 1 through December 31.

ARTICLE TWELVE

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any applicable nonprofit corporation statute or under the provisions of the articles of incorporation or the bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice by FOTA.

ARTICLE THIRTEEN

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and any new bylaws may be adopted by the ARFOP Board present at any regular meeting or at any special meeting, if at least 28 days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws by a majority vote of the members at any regular or special meeting. The Advisory Board may recommend amendments of these bylaws to the ARFOP Board of Directors. Notice of any amendment of the bylaws by the ARFOP Board shall be given to each member of the Advisory Board.

ARTICLE FOURTEEN

DISSOLUTION

Upon the dissolution of FOTA, the ARFOP Board of Directors shall continue to ensure that any assets, which are restricted for the support of the Overland Park Arboretum and Botanical Gardens, are used for that purpose.

ARTICLE FIFTEEN

PARLIAMENTARY AUTHORITY

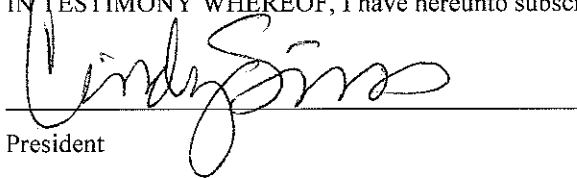
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Advisory Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the FOTA Advisory Board may adopt.

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

1. That I am the duly elected President of The Arts & Recreation Foundation of Overland Park, Inc., and
2. That the foregoing bylaws, comprising 5 pages, constitute the amended bylaws of Friends of the Arboretum, as duly adopted by the ARFOP Board of Directors at the meeting held on January 26, 2016.

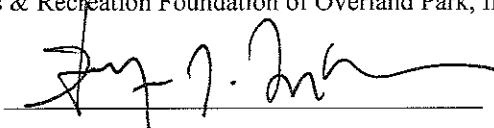
IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 2nd day of February, 2016.



President

The Arts & Recreation Foundation of Overland Park, Inc.

Attest:



Secretary