

DATE: March 28, 2024
TO: Desert Botanical Garden Membership
FROM: Board of Trustees; Executive Committee; Governance/Nominating Committee
SUBJECT: Proposed Bylaws Amendment – Article V: Committees

Proposed Desert Botanical Garden Bylaws Amendment – Article V: Committees

Desert Botanical Garden Members, a draft recommended amendment for the Desert Botanical Garden Bylaws, Article V was endorsed by the Desert Botanical Garden Governance/Nominating Committee (March 2024), Executive Committee (March 2024) and Board of Trustees (March 2024) for approval by Garden Members through a physical mail and electronic ballot.

The following summary details the amendment proposed to the Desert Botanical Garden Bylaws, Article V, addressing committees:

The proposed Bylaws amendment is to update Article V regarding the Garden’s committees. The changes clarify the Garden has standing Board committees and advisory committees. The standing Board committees are the Executive, Finance, Human Resources, Governance/Nominating and Audit committees. These changes also clarify how the different types of committees’ chair persons and members are appointed and approved. Specifically, the standing Board committees’ chair persons (who must be Trustees) and members will be named by the President and approved by the Executive Committee and Board of Trustees. Other advisory committees that assist the staff, officers and Board in fulfilling the mission of the Garden (currently there are 20) may be created by the Executive Committee, and the committee chair persons are appointed by the President, and committee members chosen by the committee’s chair person. Advisory committee members may also be changed by the Executive Committee, the President or the advisory committee chair person.

The Desert Botanical Garden Board of Trustees has recommended approval for the restated and amended Desert Botanical Garden Bylaws, Article V by the full membership, to be ratified at the May 10, 2024 Annual Members Meeting.

Please cast your vote at the ballot link found at dbg.org/2024-amm. Ballots must be submitted by Wednesday, May 8, 2024, 11:59 p.m.

For questions related to the ballot and voting, please contact Alana Turner, Executive Administrator and Board Liaison, aturner@dbg.org.

The proposed amendment is as follows:

ARTICLE V COMMITTEES

Section 1. Committees. The President, with the approval of the Board's Executive Committee and the Board of Trustees, shall appoint the chairman and members of the following standing Board committees: Executive, Finance, Human Resources, Governance/Nominating, and Audit. Chairman of each standing Board committee shall be a member of the Board of Trustees. All other members of each standing Board committee shall be comprised of members of the Board of Trustees, Trustee Emeritus and other former trustees, provided that a majority of the members of each standing Board committee shall be members of the Board of Trustees. The number of members and functions of each standing Board committee are described below; provided, however, that in no event will any such committee have the authority of the Board of Trustees in reference to the following matters: (i) authorization of distributions; (ii) the submission to members of any action that requires members' authorization or approval under applicable law; (iii) the filling of vacancies on the Board of Trustees or any Board committee; (iv) amendment or repeal of the bylaws or the adoption of new bylaws; (v) fixing the compensation of trustees serving on the Board of Trustees or any committee thereof; and (vi) the hiring or firing of the Corporation's Executive Director.

Section 2. Executive Committee. The executive committee shall be composed of the President, two Vice Presidents, the Past President, the Treasurer, the Secretary, and up to five (5) additional Board members appointed by the President and approved by the Board's Executive Committee and the Board of Trustees, not to exceed eleven (11) members. Such executive committee will have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation while the Board is not in session.

Section 3. Finance Committee. The finance committee shall be composed of not less than five (5) nor more than eleven (11) members of the Corporation appointed by the President and approved by the Board's Executive Committee and the Board of Trustees, at least a majority of whom shall be members of the Board of Trustees and one of whom shall be the Treasurer (who shall be the chairman of the committee). The finance committee shall work with the staff of the Corporation to prepare a yearly budget for consideration by the Board of Trustees. The finance committee shall periodically review the Corporation's finances and investments and report to the Board. The finance committee shall also develop continuing long range plans for securing the necessary financing for the operation and development of the Garden.

Section 4. Human Resources Committee. The human resources committee shall be composed of not less than seven (7) nor more than eleven (11) members of the Corporation appointed by the President and approved by the Board's Executive Committee and the Board of Trustees, at least a majority of whom shall be members of the Board of Trustees. The human resources committee shall (i) evaluate the performance of the Executive Director; (ii) collaborate with the Executive Director in preparing goals for the Executive Director and senior staff of the Corporation; and (iii) review staff benefits to help ensure that such benefits keep up with the changing work environment.

Section 5. Governance/Nominating Committee. The governance/nominating committee shall be composed of not less than five (5) nor more than eleven (11) members of the Corporation appointed by the President and approved by the Board's Executive Committee and the Board of Trustees, at least a majority of whom shall be members of the Board of Trustees. The governance/nominating committee shall (i) identify individuals qualified to become members of the Board of Trustees, (ii) recommend to the Board of Trustees nominees to stand for election as trustees at each annual meeting of the Corporation's members, (iii) recommend to the Board of Trustees nominees for appointment or election as officers of the Corporation at each annual meeting of the Board, (iv) develop and recommend to the Board of Trustees a set of governance guidelines applicable to the Corporation, (v) supervise the orientation of new trustees and the ongoing development and education of all members of the Board, and (vi) oversee periodic evaluations of the Board of Trustees.

Section 6. Audit Committee. The audit committee shall be composed of not less than three (3) nor more than five (5) members of the Corporation appointed by the President and approved by the Board's Executive Committee and the Board of Trustees, at least a majority of whom shall be members of the Board of Trustees and one (1) of whom shall be a member of the board of directors (or similar governing body) of the Desert Botanical Garden Foundation. The members of the committee shall have the further qualifications set forth in the committee charter. The committee shall meet at least four (4) times annually regarding the Corporation's financial statements, internal controls and independent auditor, and shall report its findings to the Corporation's management, the Executive Committee, and the Board of Trustees.

Section 7. Other Advisory Committees. The Board's Executive Committee may create one or more advisory committees. The President shall appoint the chairman of each advisory committee. The chairman of each committee shall, following consultation with the President, appoint all other members of such committee. Each such committee may consist of any number of persons who are not Trustees and who the Executive Committee deems appropriate to serve on such committee, provided that at least one Trustee, Emeriti Trustee or former Trustee of the Board shall be a member of each such committee. The Executive Committee, President, and/or chairman of the advisory committee at any time may appoint additional members thereto. The members of any such advisory committee shall serve at the pleasure of the Executive Committee. Such advisory committees shall advise with and aid the staff, officers and Trustees of the Corporation in such matters designated by the Executive Committee.

Section 8. Quorum. A majority of the members of any committee shall constitute a quorum for the purpose of transacting business of such committee. Once a quorum has been established, the committee members remaining in attendance at such meeting prior to its adjournment will continue to be legally competent to transact business properly brought before the meeting, notwithstanding the prior departure from the meeting of enough committee members to leave less than a quorum.

Section 9. Reports. Each standing Board committee shall make regular reports to the Executive Committee and the Board of Trustees with respect to the meetings and business conducted by such committee.

Section 10. Tenure of Committee Members. Except in the case of resignation, disqualification, removal or the inability to serve for any reason, each member of any standing Board committee established under this Article V shall hold office until the next regular annual meeting of the Board of Trustees and until his or her successor is elected and qualified.