

1. ARBORETUM

BY-LAWS OF JOHNSTON COMMUNITY COLLEGE ARBORETUM SPECIAL ADVISORY BOARD

ARTICLE I - NAME

The name of the Special Advisory Board shall be the Arboretum Advisory Board of Johnston Community College.

ARTICLE II - PURPOSE AND RESPONSIBILITIES

A. PURPOSE:

1. The Advisory Board shall serve to strengthen the relationship between the Arboretum at the College and within the community through a range of activities and initiatives in support of a full spectrum of educational and other public programming for benefit of the College.
2. The Advisory Board shall be considered as a liaison or extension of Johnston Community College by which to generate public and corporate support for the mission of the Arboretum at the College, obtain practical advice and community focus, serve as a bridge to the broader public, enhance community connections and advance the prudent and responsible use of cultivated plants and native species for benefit of Johnston County and the regional community.
3. The Advisory Board shall initiate and conduct such activities as will educate, enlighten, enrich and inform citizens and patrons of all ages, while providing support to advance the mission of the Arboretum in the community.
4. The Advisory Board shall assist and support the College in the development and implementation of the strategic long range plan for the Arboretum.

B. RESPONSIBILITIES:

1. Promote and encourage public support and recognition of the College and of the Arboretum within the county and region.
2. Promote and advance all Arboretum public programming including current, planned and prospective programs at the College.
3. Promote and support community programs that further opportunities for horticultural enrichment for Johnston County and the region.
4. Promote appeals for individual and corporate sponsorships as an alternative revenue source and to further the mission of the Arboretum.
5. Provide a forum for the positive exchange of information about prudent and responsible use of cultivated plants and native species public programming in Johnston County and the strategic directions of the College with regard to the Arboretum.
6. Promote efforts to enlarge the base of financial support and advocacy of the College and of the Arboretum.

7. Provide a community-based perspective of the prudent and responsible use of cultivated plants and native species provided through the Arboretum, including the venue, marketing, patron research and support services.
8. Provide volunteer services, as appropriate, in support of the Arboretum.
9. Promote partnerships of the College with other community, economic, convention and visitor attractions, green industry businesses, horticulture groups and community/economic development organizations.
10. Promote public programming, events and activities in support of the Arboretum and to the exclusion of consideration of academic courses, curriculum or other educational programming not within the purview of the Advisory Board.

ARTICLE III - ADVISORY BOARD STRUCTURE

- A. **GENERAL POWERS.** The business of the Advisory Board shall be conducted, and its work plans shall be managed by a self-perpetuating membership as provided for herein. The members shall serve without compensation but may be reimbursed for expenses incurred in support of the Advisory Board and its work plan.
- B. **APPOINTMENT OF MEMBERS.** The members of the Advisory Board shall be considered and appointed by the Board of Trustees upon recommendation of the College President.
- C. **NUMBER OF MEMBERS.** The members on the Advisory Board shall consist of no fewer than twenty (20) or more than thirty-five (35) persons, inclusive of all membership categories and other identified member appointments.
- D. **MEMBERSHIP CATEGORIES.** The Board of Trustees shall consider individuals to be asked to serve on the Advisory Board from the following categories of membership in order to assure a variety of perspectives and representation. However, the Board of Trustees reserves the right to make appointments of members without regard to a specific membership category and without assuming an equal portion from each category.
 1. Green Industry Members: Individuals who work or volunteer in the green industry including nurseries, greenhouses and other horticultural endeavors in the region.
 2. Facilities/Property/Resource Development Members: Individuals who work or volunteer with other facilities management, maintenance, grounds, landscaping and general construction fields in the region.
 3. Education/Community/Partnership Members: Individuals who work or volunteer with other educational and community development organizations, garden clubs, cooperative extension services, botanical gardens, arboreta or other similar groups and agencies in Johnston County.
- E. **SPECIAL MEMBERS – BOARD OF TRUSTEES MEMBER.** The Board of Trustees may appoint one of its member trustees to serve in a liaison relationship to the Advisory Board for a one-year term, with all the authority and rights of membership.
- F. **SPECIAL MEMBERS – STUDENT MEMBER.** The Advisory Board shall elect up to two (2) currently enrolled students of Johnston Community College to serve on the Advisory Board for a one-year term, with all authority and rights of membership.
- G. **SPECIAL MEMBERS – FACULTY/STAFF.** The Advisory Board shall elect up to three (3) current faculty/staff members of Johnston Community College to serve on the Advisory Board for a one-year term, with all authority and rights of membership. The faculty/staff member appointments may be renewed for one additional year as agreed by the Advisory Board.

- H. ADMINISTRATIVE MEMBERS. The President of Johnston Community College, the Dean of Administration, Finance & Personnel Services and the Director of the Arboretum (3) shall serve as members of the Advisory Board. The President may delegate his representative to attend meetings in his absence.
- I. MEMBERSHIP TERMS. The term of each member, with the exception of Special Members, shall be a period of two (2) years, with each term to begin on the first day of the month following which membership appointments are made by the Board of Trustees.
- J. SUBSEQUENT TERMS. A member may be elected for a subsequent two-year term immediately following the completion of the first term. After service on the Advisory Board for two (2) consecutive two-year terms, a member will not be eligible for reappointment for a period of two (2) years.
- K. VACANCIES. Vacancies in the membership may be filled by appointment of the Board of Trustees, as recommended by the College President, for a two-year term.
- L. GUEST MEMBERSHIP. Guest or temporary membership to the Advisory Board may be granted by approval of the College President to support specific projects, or as requested by the Advisory Board.

ARTICLE IV - MEMBERSHIP

- A. QUALIFICATION FOR MEMBERSHIP ON THE ADVISORY BOARD. A person shall be considered qualified for membership on the Advisory Board by having demonstrated a genuine interest in the progress of the College and its objectives to serve the best interests of the people of Johnston County and surrounding areas and to the College's benefit. Members are appointed to reflect a wide variety of perspectives and activities in the horticultural field and as representative of strategic partners in advancing the prudent and responsible use of cultivated plants and native species. Membership shall be representative of the diversity of viewpoints and perspectives regarding horticulture both in terms of current and future public programming.
- B. MEMBERSHIP DUTIES. The duties of a member of the Advisory Board are to attend meetings, communicate the concerns and ideas of constituents before the Advisory Board, contribute to Advisory Board functions and activities, serve on designated committees or task forces and consider business before the Advisory Board.
- C. GENERAL STANDARD FOR MEMBERS. A member shall discharge his/her duties, including duties as a member of any Committee of the Advisory Board on which he or she may serve: (1) In good faith; (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) In a manner the member reasonably believes to be in the best interests of the College. The Advisory Board may establish standards for membership, or determine that a particular member is no longer able to serve on the Advisory Board. Members with excessive absences, or who are unable to fulfill the duties and meet the standards set, may be requested to resign or fail to be eligible for re-appointment.

ARTICLE V - OFFICERS

- A. OFFICERS. There shall be a Chair, Chair-Elect and Vice-Chair as Officers of the Advisory Board.
- B. TERMS AND ELECTION OF OFFICERS. The Officers shall be elected by the membership of the Advisory Board at an Annual Meeting of said Board for a term of one (1) year, said term to begin in August/September of the year following the Annual Meeting at which they were elected.
- C. CHAIR. The Chair shall provide leadership in planning the work of the Advisory Board and shall preside at all Board meetings. The Chair shall be an ex-officio member of each of the Board's Standing Committees and shall decide questions of rule, as necessary, for Board meetings. The Chair will promote communication within the Board and various constituencies, and will work with the Administrative Support Officer to formulate the agenda and business of the Board and its committees. The Chair will serve as spokesperson for the Advisory Board in matters involving meetings with the President, Administrative Council and Board of Trustees.

- D. CHAIR-ELECT. The Chair-Elect shall preside at all meetings of the Advisory Board in the absence of the Chair and perform such other duties as from time-to-time may be assigned by the Board. The Chair-Elect shall be considered as assuming the duties of the Chair upon completion of the year. The Chair-Elect shall also perform all duties of the Chair should the Chair be ill, absent or otherwise incapacitated from performing said duties or unavailable to preside over the Advisory Board.
- E. VICE-CHAIR. The Vice-Chair shall serve as Liaison Board Member to the College Foundation in order to facilitate collaborative efforts at private gift support particularly with regard to the Arboretum.
- F. ADMINISTRATIVE SUPPORT OFFICER. The Director of the Arboretum shall serve as the Administrative Support Officer for the Advisory Board and for each of its Standing Committees. The Director shall attend and record the actions of meetings of the Advisory Board, be responsible for notifying members of the time, place and hour of each meeting and work with the Chair, Chair-Elect and Vice-Chair to prepare meeting agenda and related meeting materials and to maintain appropriate records of Advisory Board meetings and actions. Any and all actions and recommendations of the Advisory Board shall be open for inspection by any Advisory Board member at all reasonable times.
- G. GENERAL PROVISION. In the event of the absence, resignation, inability or refusal to act of the Chair, Chair-Elect or Vice-Chair, the Advisory Board membership may elect another competent person to perform the duties of said office.

ARTICLE VI - ADVISORY BOARD ACTIONS

- A. The Advisory Board shall be encouraged to consider recommendations to be presented to the Administrative Council to improve and enhance the policies, procedures and practices of the College with respect to the Arboretum.
- B. Advisory Board recommendations to the Administrative Council are made for what is agreed to be in the best interests of the College and the Arboretum.
- C. All recommendations presented must clearly state and define the issue(s) at hand and articulate and justify the action needed to address the issue(s) adequately. The tone and substance of the recommendation should be in keeping with the Purpose and Responsibilities of the Advisory Board.
- D. All recommendations from the Advisory Board are to be submitted to the Dean of Administration, Finance & Personnel Services for submission, as appropriate, to the Administrative Council.
- E. The College President shall be invited annually to address the Advisory Board on the state of the College and with regard to the Arboretum and to offer issues and items for consideration of the Advisory Board for its annual work plan.

ARTICLE VII - COMMITTEES AND TASK FORCES

- A. STANDING COMMITTEES. Standing Committees of the Advisory Board shall be the Community Relations & Outreach Committee, the Program & Board Development Committee and the Sponsorship & Gift Development Committee.
- B. COMMITTEE STRUCTURE. Each Standing Committee shall be composed of five (5) or more members of the Advisory Board as determined by the Advisory Board.
- C. COMMITTEE CHAIRS. The Chair shall serve as Chair of the Community Relations & Outreach Committee; the Chair-Elect shall serve as Chair of the Program & Board Development Committee; and the Vice-Chair shall serve as Chair of the Sponsorship & Gift Development Committee.
- D. COMMITTEE DUTIES AND RESPONSIBILITIES:
 - 1. COMMUNITY RELATIONS & OUTREACH COMMITTEE. The duties and responsibilities of this Standing Committee shall be: (1) Identify ways to enhance relations between the College, the community and respective constituencies for advancement of the Arboretum; (2) Propose and

sponsor special events or activities which will promote the best image of the College and further the missions of the Arboretum; (3) Identify other horticultural or green industry organizations in order to build cooperative efforts and public programming to further prudent and responsible use of cultivated plants and native species for the community; and (4) Participate and promote opportunities for engagement, outreach and presentations before public groups regarding prudent and responsible use of cultivated plants and native species at the College.

2. PROGRAM & BOARD DEVELOPMENT COMMITTEE. The duties and responsibilities of this Standing Committee shall be: (1) Provide advice, as well as patron and constituency perspectives, regarding the current and future scheduling of Arboretum public programming and activities; (2) Provide vision for future and prospective public programming and activities; (3) Contribute to the generation of attendance at Arboretum programs; and (4) Present public programs and activities in support of the membership development of the Advisory Board.

3. SPONSORSHIP & GIFT DEVELOPMENT COMMITTEE. The duties and responsibilities of this Standing Committee shall be: (1) Plan and implement sponsorship developments and appeals; (2) Identify and procure major leadership and sponsor prospects; (3) Pursue ways and means of expanding and enlarging the financial assets and resources for the Arboretum; and (4) Work collaboratively with the College's Institutional Advancement Division and the College Foundation in pursuing private gift support for the Arboretum.

E. TASK FORCES. The Advisory Board may establish and constitute one or more task forces for such purposes as the Board membership may deem necessary and appropriate. Such task forces shall be given a specific charge and shall be dismissed once the task has been accomplished.

ARTICLE VIII - MEETINGS

A. ANNUAL MEETING. The Annual Meeting of the Advisory Board shall be held at Johnston Community College, Smithfield, North Carolina, in May/June of each year. The day, hour and place of said Annual Meeting shall be determined by the President.

B. REGULAR MEETINGS. Meetings of the Advisory Board membership shall be held with proper notice and according to a schedule set by affirmative vote of the members, but at least quarterly – four times per year including the Annual Meeting.

C. NOTICE OF MEETINGS. Notice of Annual and Regular Meetings of the Advisory Board shall be via mail or electronically to each member by the Administrative Support Officer at least ten (10) days preceding such meeting.

D. MANNER OF ACTING. The act of reaching consensus by those members present at an Annual or Regular Meeting of the Advisory Board shall be the decision of the Advisory Board on issues and matters before the Board. As desired, one or more members who are not in favor of the consensus reached may submit a written statement expressing their disfavor and which shall accompany the recommendation.

ARTICLE IX - SPONSORSHIPS, GIFTS AND DONATIONS

A. SPONSORSHIPS. The Advisory Board shall be encouraged to seek and secure corporate and individual sponsorships and to foster other collaborate partnerships to enrich and extend the prudent and responsible use of cultivated plants and native species public programming of the College. Such sponsorships may include receipt of resource contributions in order to be identified as a sponsor of one or more particular public events, programs or activities. The Advisory Board shall establish the benefits or elements of recognition appropriate to be a sponsor.

B. GIFTS AND DONATIONS. Monetary or other gifts from the public, corporations or agencies shall normally be directed to the College Foundation for receipt, record and stewardship. Gifts designated by a donor to go to public programming support for the Arboretum or for any other capital or support purpose shall be considered as a restricted gift and shall be allocated to the desired expenditure by the College Foundation.

- C. GIFT APPEALS. The Advisory Board shall be encouraged to support and further efforts of the College and/or the College Foundation to appeal for private, corporate, agency and charitable foundation gifts. However, the Advisory Board shall be asked to refrain from general gift or capital appeals on behalf of, or to specifically support, the Arboretum other than sponsorship appeals and other than appeals approved by the Administrative Council and the Foundation Board of Directors.
- D. SPECIAL EVENT APPEAL. The Advisory Board shall be encouraged to support and further efforts to build relationships with the public, especially constituencies of the Arboretum, and including Special Events directed at such friend-raising purposes. The Advisory Board may choose to identify and hold such Special Events designed also for fund raising, so long as the event is approved by the Administrative Council.

ARTICLE X - GENERAL PROVISIONS

- A. CALENDAR YEAR. The calendar year for the operation of the Advisory Board shall be the same as the academic year of Johnston Community College inclusive of the summer period. The calendar year shall thereby commence on or about August 1 of each year.
- B. BYLAW AMENDMENTS. Recommendation for amendments to these Bylaws may be made upon the consensus vote of the membership at a Regular Meeting of the Advisory Board and when justified. Any such recommendations shall be presented to the Administrative Council for consideration and to the President for recommendation to the Board of Trustees, as appropriate.
- C. FIDUCIARY RESPONSIBILITY. The Advisory Board shall have no fiduciary responsibility for any ongoing or auxiliary operations of the College, other than to further efforts of the College to generate support revenues.
- D. OPERATING EXPENSES OF THE ADVISORY BOARD. Reasonable and appropriate operating expenses of the Advisory Board shall be paid out of institutional funds dedicated by the President to support the contributions of said Advisory Board.
- E. FUNDS GENERATED. Any funds generated by or through the Advisory Board through sponsorships or gift appeals shall be allocated to a designated restricted fund to be overseen and managed by an administrative office of the College.
- F. WEB SITE COMMUNICATIONS. These Bylaws, the membership roster and other pertinent information regarding the Advisory Board shall be posted on the College Web site by the Administrative Support Officer, or his designee, and thereby made accessible by the public as well as by faculty, staff and students.
- G. CONFLICT OF INTEREST. A member of the Advisory Board shall recuse or disqualify himself or herself if, in the member's opinion or in the opinion of the Advisory Board membership, there is the potential for a direct or an indirect Conflict of Interest, bias or personal involvement in a matter before the Advisory Board for consideration and recommendation, such as a material financial or other resource interest or as beneficial party to the transaction. The member shall identify the basis for the perceived Conflict of Interest and shall defer, refrain or otherwise be directed from any opinion, position or appeal on the issue before the Advisory Board.