

**SEHOME HILL ARBORETUM
BOARD OF GOVERNORS
BY-LAWS**

**ARTICLE I
NAME**

The name of the organization shall be the Sehome Hill Arboretum Board of Governors. Where the word Board appears hereunder it shall be construed to be the Sehome Hill Arboretum Board of Governors.

**ARTICLE II
OBJECT AND POLICY**

The object of the Board shall be to create, develop and operate an arboretum on Sehome Hill in the city of Bellingham, Washington. To that end the Board shall prepare and update long range development plans, provide the operational structure and be responsible for the administration of the Arboretum in accordance with Inter-Local Cooperation Agreement between the City of Bellingham and Western Washington University.

**ARTICLE III
ORGANIZATION**

Section 1. Membership

The Board shall consist of eight (8) members, and shall include the following individuals:

1. City of Bellingham Director of Parks and Recreation or his/her designated representative.
2. Two non-City of Bellingham staff members selected by the Mayor of the City of Bellingham.
3. Western Washington University Director of Facilities Management or his/her designated representative.
4. Two non-WWU staff members selected by the President of Western Washington University.
5. One member-at-large selected by the Arboretum Board of Governors.
6. One student appointed by WWU Associated Students Organization.

Section 2. Terms of Membership

The term of membership shall be for three (3) years, except the student appointee which will be for one (1) year. All members may be reappointed. The terms of office of the members of the Board of Governors shall be established so as to provide that the terms of not more than three (3) members will expire during any year.

Section 3. Alternates

Each member shall have the privilege of naming an alternate to have a proxy vote for that member for a specific meeting by submitting the alternate's name to the chairman in advance of the meeting. The alternate shall be seated by vote of the Board.

Section 4. Vacancies

Vacancies which may occur shall be filled by the same method by which an original appointment was made and such replacement shall be for the remainder of the unexpired term. Any member being absent for more than three (3) regular meetings during any one calendar year shall be subject to removal by majority vote of the Board.

Section 5. Meetings

At least eight (8) monthly meetings shall be held each year at a regular time and place agreeable to the majority of the Board. The time and place shall be publicized and all meetings shall be open to the public.

Additional or special meetings may be scheduled when deemed necessary by the Chairperson or upon written request of three (3) members.

Section 6. Quorum

The presence of a majority of the current Board members shall constitute a quorum.

Section 7. Voting

A vote of the majority of the current membership of the Board shall be necessary to approve any matter coming before the Board.

Section 8. Records

All records of the Board shall be made available to the City of Bellingham and to Western Washington University.

Minutes shall be kept of each meeting of the Board and shall be kept on file in the Office of the City Finance Director (City Clerk) and in the Office of the President of Western Washington University.

All records and minutes of the Board shall be public.

ARTICLE IV
OFFICERS

Section 1. Chairperson

The Chairperson shall be elected by the Board and shall be from the membership.

The Chairperson shall preside at all meetings of the Board, call special meetings, appoint committees and perform other duties assigned by the Board and/or by Inter-Local Cooperation Agreement.

Section 2. Vice Chairperson

The Vice Chairperson shall be elected by the Board and shall be from the membership.

The Vice Chairperson shall assist the Chairperson and shall perform the duties of the Chairperson in his/her absence.

Section 3. Secretary

The Secretary shall be elected by the Board.

The Secretary shall be responsible for the preparation and distribution of the minutes, for the maintenance of all records and for the general correspondence of the Board.

Section 4. Election and Term of Office

The term of office shall be for one (1) year beginning in January with reelection permissible.

ARTICLE V
DUTIES AND POWERS

The Board shall have the duties and powers as specified in the Inter-Local Cooperation Agreement and shall include:

1. Responsibility for the preparation and updating of a long range plan for the development of Sehome Hill Arboretum;
2. Power to develop, operate, maintain and administer the Sehome Hill Arboretum in accordance with plans, proposals and recommendations approved by the City Council of the City of Bellingham and by the Board of Trustees of Western Washington University;
3. Responsibility for coordination of all volunteer projects associated with the Arboretum;
4. Power to make recommendations to the City Council and the Board of Trustees for continuation, modification or termination of the Inter-Local Cooperation Agreement.
5. Other duties and powers as may from time to time be assigned by modification of the Inter-Local Cooperation Agreement.

6. Responsibility for updating Board By-Laws and Sehome Hill Arboretum Policy to reflect modifications of the Inter-Local Cooperation Agreement.

ARTICLE VI
ADOPTION AND AMENDMENT

Amendments may be made to these By-Laws upon the approval of five of the eight (5/8) members of the Board, provided the proposed amendments have been submitted in writing to the Board at a previous meeting.

Adopted by the Arboretum Board February 8, 1979, amended April 20, 2013.