

**RED BUTTE GARDEN AND ARBORETUM
AT THE UNIVERSITY OF UTAH
NOVEMBER 1992**

STATEMENT OF ORGANIZATION, FUNCTION AND POLICY

In 1961 the Utah legislature established a State Arboretum at the University of Utah and empowered the University to administer the Arboretum, on behalf of the people of this state, to cultivate a greater knowledge and public appreciation for the trees and other plants of this region as well as those of remote areas in the country and the world. It also authorized the University to receive gifts, contributions and other donations to promote the purposes and pursuits of an Arboretum (Utah Code Ann. SS 63-13-12 et seq.).

The University of Utah has dedicated the landscaping and planting on its campus for the purposes of the State Arboretum, and in 1983 and again in December of 1985, the University's Institutional Council (now designated the Board of Trustees) set aside a parcel of ground at the mouth of Red Butte Canyon to be developed by the Arboretum (reference the Interdepartment Land Use Agreement Between the State Arboretum of Utah and the University of Utah Research Park dated November 5, 1985). This parcel, which shall be improved to include, among other things, plants, walkways, ponds, a conservatory, exhibition buildings, educational complex, visitor orientation facilities, service buildings and parking, shall be referred to herein as Red Butte Garden and Arboretum (RBGA) at the University of Utah.

To carry out the purposes of the Arboretum as enacted by the legislature, the Board of Trustees of the University of Utah hereby adopts this Statement of Organization, Function and Policy.

ARTICLE I. OBJECTIVES AND POLICIES

The Arboretum shall carry out its legislative mandate to cultivate among the people of this state "a greater knowledge and public appreciation for the trees and plants" in this region as well as those native to remote sections of this country and the world. In carrying out this directive, the Arboretum shall construct and maintain the Red Butte Garden at the mouth of Red Butte Canyon on the properties allocated to it by the University of Utah, and it shall continue to improve the plantings on the University of Utah campus as a living laboratory.

ARTICLE II. ORGANIZATION AND ADMINISTRATION

A. Director of Red Butte Garden and Arboretum (RBGA)

There shall be a Red Butte Garden and Arboretum director who shall be appointed by the University vice president for University Relations after consulting with the Advisory Board of the RBGA. The director shall be responsible for all operations and functions of the RBGA including, with the assistance of the University's accounting office,

management of the budget and accounts. Without limiting the generality of the foregoing, the director, in cooperation with the Advisory Board, shall:

1. Manage the operation of RBGA in accordance with policies and procedures established by the University's Board of Trustees.
2. Propose near and long-term plans for RBGA to the University Administration.
3. In consultation with the chair of the Advisory Board, schedule, give notice and prepare agenda for Advisory Board meetings.
4. Manage the development and construction of Red Butte Garden.
5. Provide the University vice president for University Relations a monthly written report on the progress of construction, development and operations of Red Butte Garden.
6. Manage the capital assets and the facilities of RBGA.
7. Operate RBGA within University approved budgets.
8. Manage the staff of RBGA, with hiring and discharge responsibility.
9. Administer and direct the Friends of Red Butte Garden and Arboretum.

B. Advisory Board of Red Butte Garden and Arboretum (RBGA)

1. There shall be an Advisory Board of the Red Butte Garden and Arboretum. It shall act in consultation with the director to set policies and implement operations to carry out purposes set forth herein. Without limiting the generality of the foregoing, the Advisory Board shall, in cooperation with the director of RBGA, take action with respect to:
 - A) Planning.
 - B) Funding.
 - C) Budgets and expenditures.
 - D) Community relations and support.
 - E) All aspects relating to the development and construction of Red Butte Garden.
 - F) Assisting the director in carrying out his or her duties and responsibilities, including management of the Friends of Red Butte Garden and Arboretum.
2. The Advisory board shall be composed of no more than 30 members, not including its ex-officio members. Ex-officio members, who shall have the same voting rights as other members of the board, shall include a member of the University's Board of Trustees who shall be designated by the Trustees, a member of the University's Alumni Association, the vice president for University Relations and shall follow established University policies and procedures, and the University administration shall have supervisory authority over RBGA staff and RBGA activities. The University administration shall be given timely notice of all significant actions proposed by the Advisory Board including the following:
 - A) Budget and expenditures for all ongoing programs including both University and privately funded activities.

- B) Plans for any new capital or operating cost expenditures involving amounts in excess of \$30,000.
 - C) Names of individuals nominated to serve on the Advisory Board.
3. The Advisory board shall act in accordance with the bylaws of the RBGA Advisory Board which are set forth in Appendix A.

C. The Friends of Red Butte Garden and Arboretum (RBGA)

1. The Friends of RBGA shall be administered by the director with advice from the Advisory Board and shall have no separate board of directors.
2. The Friends of RBGA shall be composed of an unlimited number of individuals interested in supporting and promoting Red Butte Garden and Arboretum. The director, after consultation with the Advisory Board, shall set such conditions of membership for the Friends of RBGA membership as deemed supportive of the purposes of Red Butte Garden and Arboretum, and the director may create different classes or categories of Friends of RBGA membership, depending upon the different levels of membership support.
3. Membership in the Friends of RBGA shall run from the date of a paid-up membership for a period of 12 months. The director, with input from the Advisory Board, shall appoint such officers, on a volunteer basis, to the Friends of RBGA as deemed advisable. Such officers shall serve for a term of one year running from January 1 to December 31 of the year of the appointment or until such time thereafter as their successors are appointed.
4. The director shall schedule such general meeting of the members of the Friends of RBGA as deemed advisable.
5. The Friends of RBGA shall assist and support the State Arboretum on the University of Utah campus as well as Red Butte Garden to:
 - A) Inform the public, students, alumni, communities and organization throughout the state of the role and importance of RBGA to individuals, communities and the state.
 - B) Foster public awareness of the cultural opportunities and educational advantages of RBGA.
 - C) Assist in expanding the resources of RBGA by encouraging donations of requested or needed items as well as monetary gifts, bequests and memorials.
 - D) Engage in fund-raising and special activities with the approval of the director and counsel from the Advisory Board.
 - E) Otherwise assist the Advisory board and the RBGA director in advancing the general purposes of Red Butte Garden and Arboretum.

APPENDIX A

BYLAWS OF THE RED BUTTE GARDEN AND ARBORETUM ADVISORY BOARD

The Advisory Board shall work in cooperation with the University of Utah to establish policies for Red Butte Garden and Arboretum (RBGA) and shall be organized in accordance with the following bylaws.

A. MEMBERSHIP

1. Membership shall not exceed 30 regular members. Advisory Board members shall be elected by majority vote at a regularly scheduled meeting of the Board following written approval of each nominee by the office of the vice president for University Relations. In addition, a designee of the University's board of Trustees, a designee of the University of Utah Alumni Association, the vice president for University Relations and the RBGA director shall be ex-officio Board members
2. Board members appointed prior to November 1, 1990 shall be divided into three groups. The first group shall be elected for a term of one year beginning November 1, 1990; the second group shall be elected for a term of two years beginning November 1, 1990; and the third group shall be elected for a term of three years beginning November 1, 1990. Thereafter, all Board memberships shall be for a term of three years from the November 1 nearest the date of election. Members may be elected for a second three-year term but cannot be reelected to the Board for a third or more term(s) until one or more years after retirement from the board. This restriction shall not apply to a Board member elected to serve as Board chair.

B. MEETING PROCEDURE

1. Meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised where not inconsistent with these by-laws.
2. Meetings shall be held at such frequency as may be deemed appropriate by the Executive Committee (see D1 of these by-laws) with an annual meeting held in November of each year. The Executive Committee shall cause notice of Advisory Board meetings to be given to members not less than fifteen days prior to dates scheduled for meetings.
3. One-half of Board membership shall constitute a quorum for the transaction of business, and a majority vote of a quorum shall be required to approve Board action. The chairman shall not vote except in case of a tie vote. Minutes of the proceedings of the Advisory Board shall be kept and provided to Board members.

C. OFFICERS

Officers shall consist of a Board chairman, vice chairman and secretary. Election of officers shall be held during the annual meeting, and officers shall serve for a term of one year or until such time that newly elected officers have been named.

D. COMMITTEES OF THE ADVISORY BOARD

1. Executive Committee

The Executive Committee shall be appointed by the chairman of the Advisory Board and shall include Board officers and committee chairman. The chairman of the Advisory Board shall serve as chairman of the Executive Committee. Members of the Executive Committee shall be appointed following the annual meeting of the Advisory Board and shall serve for a period of one year or until a successor has been appointed. A majority of members shall constitute a quorum, and a majority vote of a quorum shall be required to approve Executive Committee action. The chairman shall not vote when his or her vote will result in a tie.

The Executive Committee shall have the authority to act on behalf of the Advisory Board between Board meetings. Actions taken by the Executive Committee shall be ratified by the Advisory Board. The Executive Committee shall take minutes at its meetings and provide copies to the Advisory Board.

2. Nominating Committee

The Advisory Board chairman shall name a three-member Nominating Committee following the annual meeting. It shall be the sole responsibility of the Nominating Committee to prepare a slate of candidates for office which shall be mailed to Advisory board members not less than fifteen days prior to the annual meeting. The Nominating Committee (in cooperation with the Executive Committee) shall also be responsible for identifying board membership needs and finding candidates for Board membership.

3. Other Committees

Other committees may be created at the discretion of the Advisory Board.

E. REVISION OF BYLAWS

The Advisory Board may revise or supplement these bylaws by a two-thirds vote of a quorum present at a properly noticed meeting of the Board.

SUMMARY OF PROPOSED REVISIONS TO STATEMENT OF ORGANIZATION AND BYLAWS

1. Update Titles throughout both documents

Arboretum -> Red Butte Garden and Arboretum (RBGA)

Institutional Council -> Board of Trustees

2. Include a designee of the U of U Alumni Association as an ex officio member. (Page 4, paragraph 2 in Statement of Organization and Page 1, paragraph A-1 of Bylaws)

Statement of Organization, Function and Policy

1. Page 1, Paragraph 2; the following underlined portion has been added: "...set aside a parcel of ground at the mouth of the Red Butte Canyon to be developed by the Arboretum (reference the Interdepartment Land Use Agreement Between the State Arboretum of Utah and the University of Utah Research Park dated November 5, 1985).
2. Page 1, Article II, Paragraph A: "...Director shall be appointed by the University vice president for University Relations after consulting with the Advisory Board".

Previous wording stated that: "...Director shall be appointed by the University vice president for University Relations upon the recommendation of the Arboretum Advisory Board".
3. Page 2, Article II, Paragraph A, 2: "Advisory Board activities shall be coordinated with the University through the vice president for University Relations and shall follow established University policies and procedures, and the University administration shall have supervisory authority over RBGA staff and RBGA activities."
4. Page 3, Article II, Paragraph C, Sub-Paragraphs 2 and 5D have been revised so that the Advisory Board's role with regard to the Friends of RBGA is one of "consulting with" and Providing "counsel to" the RBGA director rather than making "recommendations" and "approving" specific activities.

RBGA Advisory Board Bylaws

1. Page 5, Paragraph A-2; Revised so that a Board member that has served two consecutive three-year terms must go off the Board. An exception to this requirement is made for a member that is completing a second three-year term and is nominated and elected to the office of Board chairman.
2. Page 6, Paragraph D-2; Nominating Committee activities have been revised so that the Committee serves throughout the year and duties have been expanded to include "...identifying Board membership needs and finding candidates for Board membership." Previously the Nominating Committee was named six weeks prior to the annual meeting and was responsible only for nominating Board officers.

3. Page 4, Paragraph A-1. Membership would also include the Vice President for Facilities Management and the elected student ASUU president. (passed November, 2005)
4. Page 4, Paragraph A, 3. Emeritus Board Members. The Board of Advisors shall designate three Emeritus members to serve three-year renewable terms. To be eligible for Emeritus status one needs to have served at least one three year full term on the Board. Emeritus members will not have voting rights or hold office. The selection of these members will be made by the Nominating Committee. (passed November, 2005)
5. Appendix A , Paragraph A, Section 2, last sentence:

Board members appointed prior to November 1, 1990 shall be divided into three groups. The first group shall be elected for a term of one year beginning November 1, 1990; the second group shall be elected for a term of two years beginning November 1, 1990; and the third group shall be elected for a term of three years beginning November 1, 1990. Thereafter, all Board memberships shall be for a term of three years from the November 1 nearest the date of election. Members may be elected for a second three-year term but cannot be reelected to the Board for a third or more term(s) until one or more years after retirement from the board. This restriction shall not apply to a Board member elected to serve as Board chair.

Amend last sentence to read:

This restriction shall not apply to a Board Member elected to serve as Chair, Vice Chair or Secretary.
(passed November, 2007)

6. Page 4, Paragraph A-1. Revision 3 under RBGA Bylaws which read “Membership would also include the Vice President for Facilities Management and the elected student ASUU president” was removed and added in its place “Membership should also include the President of the University or an administrative officer of the University as designated by the President of the University.” (passed November, 2016)