

**BYLAWS
of the
CHESAPEAKE ARBORETUM ADVISORY BOARD**

I. NAME:

The name of this organization shall be the Chesapeake Arboretum Advisory Board, which was created by ordinance and adopted by the Chesapeake City Council on March 24, 2015. The provisions for the operation of Chesapeake Arboretum Advisory Board are set out in Chesapeake City Ordinance 15-O-040, Division 30, Sections 2-620.76 through 2-620.79, as amended.

II. PURPOSE OF THE CHESAPEAKE ARBORETUM AND THE CHESAPEAKE ARBORETUM ADVISORY BOARD:

- A. The Chesapeake Arboretum Advisory Board (hereinafter referred to as the "Advisory Board") shall act in an advisory capacity to the Chesapeake City Council, regarding the operation, maintenance and improvement of the Chesapeake Arboretum (hereinafter referred to as the "Arboretum"), including, but not limited to, educational programs, special projects and research.
- B. The Advisory Board shall assist in the promotion of the Arboretum and events occurring at the Arboretum and shall further perform such duties as may be assigned to it by the Chesapeake City Council.
- C. The Arboretum embodies and encourages educational, conservation, and cultural opportunities for the benefit of the visiting public.
- D. The Advisory Board is committed to serving the visiting public to the Arboretum by offering support to the Director of the Department Parks, Recreation and Tourism (hereinafter referred to as the "Department") and the Director's staff in maintaining and improving the activities, programs, grounds, and assets offered at the Arboretum.
- E. The Advisory Board shall review the Arboretum's Operating and Capital Budget as presented by the Director of the Department prior to presentation to the City Manager.
- F. The Advisory Board shall conduct an annual review of the Department of Parks, Recreation and Tourism's modifications to the Chesapeake Arboretum rules, regulations, policies, and fees and recommend modifications as necessary.
- G. The Arboretum shall strive to create and maintain a membership program known as 'MEMBERS OF THE ARBORETUM.'

- H. Membership shall be administered by the City and not affiliated with any activities or fundraising efforts of the Chesapeake Arboretum, Inc., which is also known as the Friends of the Arboretum and/or the "Foundation," a 501(c)(3) non-profit organization and separate entity from the Arboretum Advisory Board. Membership shall be divided into sections consisting of Family, Adult, Senior/Youth, Sponsor and Business. The membership dues structure shall be recommended by the Advisory Board.

III. **BOARD MEMBERSHIP:**

- A. The Advisory Board shall consist of seven (7) regular voting members appointed by Chesapeake City Council.
- B. Membership on the Advisory Board shall not be limited to Chesapeake residents.
- C. No regular Advisory Board member shall simultaneously serve as an officer, director or member of Chesapeake Arboretum, Inc., or the "Friends of the Arboretum" during his or her term. The Friends of the Arboretum, or Chesapeake Arboretum, Inc., or sometimes referred to as the "Foundation," is a 501(c)(3) non-profit organization and is separate from the Arboretum Advisory Board. It is an entity that may help fund specific projects or programs.
- D. The Director of the Department of Parks, Recreation and Tourism, or his or her designee, shall serve as an ex-officio, non-voting member for the purpose of providing assistance to the Advisory Board.
- E. The members of the Advisory Board shall be appointed for terms of three (3) years; provided, however, the first appointed members shall have staggered terms with three (3) regular members being appointed for two-year terms, and four (4) regular members being appointed for three-year terms. All subsequent appointments of regular members shall be for three-year terms.
- F. All vacancies on the Advisory Board shall be filled by the Chesapeake City Council for the unexpired portion of the term. Members may serve up to two (2) consecutive terms. The ex-officio, non-voting member shall not be subject to term limits.
- G. The members of the Advisory Board shall serve without compensation.
- H. Any member of a city board, commission, committee or similar agency for which the Chesapeake City Council has appointive authority and whose procedure for removal is not prescribed by the state statute or act of assembly may be removed for cause by formal vote of the Chesapeake City Council, provided that such member first be given a written statement of the cause and an opportunity to be heard thereon.

- I. In regards to attendance, failure of a member of the Advisory Board to attend at least seven (7) regularly scheduled meetings held within a twelve-month period shall automatically constitute cause for removal; provided, however, that the same requirements of notice and opportunity for hearing shall apply.
- J. Any voting member of the Advisory Board may be removed at the pleasure of the Chesapeake City Council.

IV. BOARD OFFICERS AND THEIR DUTIES:

- A. The officers of the Advisory Board shall be a Chairperson, Vice-Chair, and Secretary.
- B. The Chairperson of the Advisory Board shall preside at all meetings of the Advisory Board and shall perform other duties as may be determined by the Advisory Board.
- C. The Vice-Chairperson shall assume the duties of the Chairperson in his or her absence. The Vice Chair will also serve as ex-officio member of all committees.
- D. The Advisory Board's Secretary shall be City Staff assigned by the Director.
- E. The Advisory Board Secretary shall notify Advisory Board Members and the Office of the City Manager of all meetings; shall keep minutes of all meetings of the Advisory Board; shall conduct such correspondence as the Advisory Board may direct; and shall forward all minutes of all meetings to the Board members. Minutes of the meetings will be posted on the Department of Parks, Recreation and Tourism's website.

V. ELECTION AND TERMS OF BOARD OFFICERS:

- A. The Advisory Board officers (hereinafter referred to as "officers") shall be elected by a majority of the Advisory Board to serve a one-year term from January to December of each year.
- B. The annual election of officers will be held at the regular meeting in December and those officers elected will take office in January.
- C. In the event the Chairperson resigns or for any reason is not able to complete his or her term of office, the Vice-Chairperson shall assume the office of Chairperson and serve for the remainder of the term.
- D. In the event the Vice-Chairperson resigns, assumes the office of Chairperson, or for any other reason is not able to complete his or her term of office, the Advisory Board shall elect a successor Vice-Chairperson to serve for the remainder of the term.

VI. ADVISORY BOARD MEETINGS:

- A. The Advisory Board will meet once a month. A monthly meeting may be suspended by a majority vote of the Advisory Board. Suspension of a monthly meeting must be coordinated with the Department of Parks, Recreation, and Tourism.
- B. Special meetings may be held at such other times as may be fixed upon the call of the Chairperson or, in the Chairperson's absence, via the Vice-Chairperson, or upon the request of three (3) members the Advisory Board. Special meetings will be coordinated with the Director should any Department employees' presence be required (e.g., administrative support for recording of minutes). Special meetings shall not replace the regular Advisory Board meetings where the conduct of official Advisory Board actions should take place.
- C. Robert's Rules of Order Newly Revised (10th edition) shall be the parliamentary authority used to guide the conduct of meetings, and in compliance with Section 2-310 of the Chesapeake City Code.
- D. Official action (e.g., motions and voting) shall be taken by the Advisory Board only when a quorum is present. A majority of assigned members to the Advisory Board will represent a quorum.
- E. Formal minutes shall be recorded for regular meetings and for special meetings where voting on official business will be conducted. A quorum is required to approve minutes.
- F. Every member of the Advisory Board present at a meeting of the Advisory Board shall vote on each matter placed before the Advisory Board for vote unless the matter involves consideration of that member's own official conduct, or where that member's financial interests are involved (regardless of amount), or where that member is otherwise prohibited by law from voting on the matter. Should a member have such an interest or be so prohibited by law, he or she shall specifically cite the conflicting interest or the legal prohibition at the time his or her vote is required.
- G. Any vote by such body on any issue shall have no force or effect unless or until taken in open session in a manner in which the decision of each member can be publicly observed.
- H. Any motion made by a member of the Advisory Board in regard to any matter must receive a second from another member of the Advisory Board in order for any vote to be taken on such motion. When a motion is made and receives no second, the motion shall be deemed dismissed from consideration.
- I. The provisions of Code of Virginia §2.2-3708.1, as amended, shall apply to meetings via electronic means.

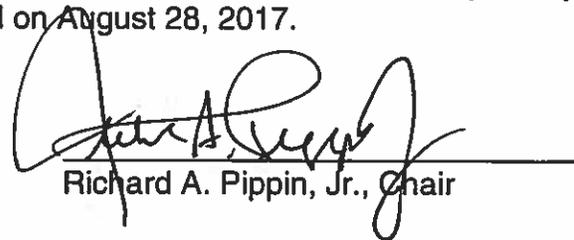
- J. All applicable provisions of the Virginia Freedom of Information Act (Chapter 37 of the Code of Virginia), as amended, shall apply to Advisory Board meetings.
- K. Standing Operating Procedures shall be developed and support the conduct of the Advisory Board meetings. These procedures, at a minimum, will provide guidance for meeting start times, agenda, and standing and special committee structure. Modifications to the Standing Operating Procedures shall be at the discretion of the Chairperson with the support of the majority of the Advisory Board members and not limited to a specified review period.

VII. COMMITTEES:

- A. The Chairperson may appoint such committees, standing or special, as may be deemed appropriate. The name and purpose of the committees will be designated in the Standing Operating Procedures.
- B. All Advisory Board members will be asked to participate on a standing committee.
- C. The Vice-Chairperson shall be an ex-officio member of all committees.

VIII. BYLAW REVIEW:

- A. The Bylaws shall be reviewed at least every three (3) years, or as necessary to adapt to changes in the Department of Parks, Recreation and Tourism.
- B. Changes may be made to the Bylaws with the affirmative recorded roll call vote of a majority of the members of the Advisory Board.
- C. Changes in the Bylaws shall be made only if notice is given at the meeting preceding the date at which the change is to be voted upon unless such notification shall have been given in writing to each member of the Advisory Board at least seven (7) days in advance of the meeting.
- D. Bylaw updates require approval from City officials prior to being fully enforceable.
- E. A revision of the Bylaws removing the alternate positions was adopted by the Advisory Board at their meeting held on August 28, 2017.


Richard A. Pippin, Jr., Chair

