BYLAWS of the

COUNCIL ON BOTANICAL AND HORTICULTURAL LIBRARIES, INC.

ARTICLE I. NAME, LOCATION, AND PURPOSE

A. NAME. The official name of this not-for-profit corporation is The Council on Botanical and Horticultural Libraries, Inc., hereinafter "CBHL."

B. LOCATION. The principal office of CBHL shall be located in the City of New York, County of The Bronx, and State of New York. CBHL may also have such offices at such other places, within or without the State of New York, as the Board of Directors may from time to time determine.

C. PURPOSE. The purpose of CBHL is to serve as the leading professional organization in the field of botanical and horticultural information services, providing the organizational framework and an active forum for institutions and individuals concerned with fostering the advancement of botanical and horticultural information services.

ARTICLE II. MEMBERSHIP

A. TYPES OF MEMBERSHIP. Any person, institution, or other organization interested in the purposes of the CBHL is eligible for membership and may join upon application and payment of dues for the appropriate category, as listed below. Except as specified in the descriptions of membership categories, all members are eligible for all benefits of membership, as listed in the CBHL Procedures Manual.

1. INSTITUTIONAL MEMBERSHIP. -There are two types of institutional Membership.

a. Categories of Institutional Membership:

REGULAR INSTITUTIONAL MEMBERSHIP. -Institutional Members are noncommercial organizations. Their representative(s) may vote.

RECIPROCAL MEMBERSHIP. -The Board of Directors may, on occasion, grant another subject related, professional not-for-profit organization a Reciprocal Membership to exchange information about matters of common concern. The Board shall periodically review those organizations holding Reciprocal Membership to determine if the courtesy continues to be

appropriate. Reciprocal members receive mailings and electronic communications; they do not have voting privileges.

2. INDIVIDUAL MEMBERSHIP. -There are several categories of individual membership with varying dues structures and privileges:

a. Categories of Individual Membership:

REGULAR MEMBERSHIP. Regular members pay full dues and have one vote.

STUDENT MEMBERSHIP. Students enrolled in a degree granting program pay reduced dues and have one vote. Evidence of current enrollment (such as a photocopy of a valid Student I.D.) must be submitted with membership application or renewal.

RETIREE MEMBERSHIP. Retirees pay reduced dues and have one vote.

LIFE MEMBERSHIP. Recipients of the Charles Robert Long Award of Merit are exempt from the payment of dues, and have one vote.

ASSOCIATE MEMBERSHIP. -Members in good standing of the European Botanical and Horticultural Library group (EBHL) may join CBHL by paying a special dues fee. Associate Members do not have voting privileges and may not hold office in CBHL.

3. COMMERCIAL MEMBERSHIP. - Businesses offering merchandise directly related to CBHL purposes and interests may join CBHL upon the payment of special dues. They will be entitled to have two representatives, each of whom is entitled to vote. In addition to the privileges afforded all members they will be granted opportunities to promote their products and services to CBHL members as defined in the CBHL Procedures Manual.

B. RULES OF MEMBERSHIP. The dues structure and other liabilities and privileges for each category of membership shall be determined by the Board, presented as a resolution for ratification by the membership, and maintained in the CBHL Procedures Manual. Dues are on a rolling basis and good for one year from the date received by the CBHL Treasurer. Delinquent members may be reinstated only by payment of dues. Only members in good standing are permitted to vote.

C. EVIDENCE OF MEMBERSHIP. The Board of Directors may issue certificates, cards, or other instruments permitted by law, evidencing membership in CBHL. Such membership certificate, card, or other instrument shall be non-transferable.

D. TERMINATION. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, failure to pay dues, dissolution or liquidation of CBHL. Resignation from membership shall be sent by mail or e-mail to the Membership Manager.

ARTICLE III. MEETINGS.

A. ANNUAL MEETING OF MEMBERS

1. DATE OF MEETING. -The annual meeting of members of CBHL shall be held on dates agreed upon between the host institution(s) and the CBHL Board of Directors, normally not less than ten months nor more than fifteen months following the preceding annual meeting.

2. NOTICE. -Notice of an annual meeting of members shall include notification s of the date, location, and time of the business meeting of the annual meeting of members, and will state that the meeting is being called for the announcement of newly elected officers and for the transaction of such other business as may properly come before the membership. Official notice stating the time, place, and other particulars of the meeting shall be posted on the CBHL web site, e-mailed through the CBHL list, and either given personally or sent by U.S. mail not less than 30 days nor more than 150 days before the commencement of the meeting.

3. FORMAT. -Each annual meeting of members shall include a business meeting, which may be held in one or more sessions; time for committee meetings; and opportunities for sharing members' news. Programmatic activities relating to the purposes of CBHL and the interests of the membership will be developed by the host institution(s) with the approval of the Board of Directors. A formal evaluation tool will be provided to each attendee at annual meetings to guide the host institutions in future years.

4. ANNUAL REPORT. -At each business meeting of the annual meeting of members, the Board of Directors and committee chairs shall present annual reports concerning membership, finances, and activities. These reports shall be entered into the minutes of the proceedings of such annual meeting of members. The minutes will appear in the newsletter in their entirety and will be made available at the subsequent annual meeting of members for approval.

5. PRESIDING OFFICERS FOR BUSINESS MEETINGS OF THE ANNUAL MEETING OF MEMBERS. -Business meetings of the annual meeting of members shall be presided over by the President. In the absence of the President, the presiding officer shall be, in the following order: Vice President, Past President, Secretary, and Treasurer. If none of the officers is present, the meeting will be presided over by a chairperson to be chosen by a majority of the members in attendance. The Secretary of the Council shall act as Secretary of every meeting. When the Secretary is not present or is acting as chairperson, the President or acting chairperson shall appoint a Secretary for the meeting.

6. BUSINESS. -The purpose of the business meeting shall be to receive the reports of the officers and committees and for any other business that may arise. Items included in the business meeting of the annual meeting of members shall include, but not be limited to, the following: Introduction of officers. Calling a quorum. Vote on reading of the minutes of the preceding meeting as published. Officers' reports. Reports of standing committees. Reports of ad hoc committees. Unfinished business. New business. Recognition of incoming Board. Vote on adjournment.

B. SPECIAL MEETINGS. Special meetings of the general membership may be called by the Board of Directors or by the Board upon receipt by the Secretary of written (paper) requests from fifteen CBHL members. The purpose of the meeting shall be stated in the call. The deliberation of the meeting shall be limited to the purpose stated. The meeting shall be presided over by the President, or in their absence, by the ranking Board Member as described in Article III, A. 5 (above). Minutes will be taken by the Secretary or, if the Secretary is not present, by the person appointed to do so by the President or acting chairperson.

C. PROXIES FOR MEMBERS' MEETINGS. Every member may authorize another person to act for that member by proxy in all matters relating to the business of CBHL in which a member may participate, including waiving notice of any meeting, voting or participating in a business meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or the attorney-in-fact and submitted to the Secretary within five business days of the annual meeting. Except as otherwise provided by law, the proxy will be valid from the time it is executed and no proxy shall be valid after the expiration of eleven months from its date.

D. QUORUM AND VOTING REQUIREMENTS. A quorum for a business meeting of the annual meeting of members or for a special meeting of the general membership shall be fifteen. A majority of the vote entitled to be cast at a membership meeting at which a quorum is present shall be necessary for the adoption of any matters unless a greater portion is required by these bylaws or by law.

ARTICLE IV. BOARD OF DIRECTORS

A. GOVERNANCE. CBHL shall be governed by a Board of Directors made up of five members, all of whom shall be over the age of eighteen years. The Board of Directors shall have general supervision of the affairs of CBHL between its business meetings, fix the date and location of meetings, make recommendations to CBHL, and perform such other duties as are specified in these bylaws. The Board of Directors shall consist of the following elected officers: President, Vice-President, Secretary, Treasurer, and Past President. Members of the Board shall serve without compensation.

B. ELECTION OF BOARD. Each year the membership shall elect a Vice-President by a plurality vote to hold that office until the next annual meeting. The election shall be conducted by mail (paper) ballot or using an online voting method approved by the membership. The Secretary shall prepare the ballot, issue it, and designate date and place of receipt. The Secretary shall count the votes and make the ballots available at the next Board meeting for review. In the event online voting is the chosen method for voting, the Secretary shall prepare the ballot, post it to voting software, and designate the date voting will close. The Secretary will also maintain a paper copy of all ballots until the election is clearly established as uncontested. In the case of a close vote the President shall appoint another Board member other than the Secretary to verify the count. Election results will be announced and recorded at the annual meeting of members. Each Board member shall hold office until the expiration of the term for which elected, or a successor has been duly elected and qualified, or until prior resignation or removal as hereinafter provided. In the event of a tie vote for a board position by the Membership, it shall be resolved by a vote of the Board of Directors. Treasurer and Secretary offices will be filled by the same procedure when vacant.

C. TERMS OF OFFICE. The Vice-President assumes office at the end of the business meeting at the annual members' meeting and shall serve for one year, and then shall serve one year as President and one year as Past President. Persons having progressed through the three year sequence of Vice-President through Past President are not eligible for re-nomination for the position of Vice-President until completion of the Past President term. The terms of office of Treasurer and Secretary shall be three years. Incumbents in these two positions may serve no more than three consecutive terms. No member shall hold more than one office at one time.

D. TERMINATION OF DIRECTORSHIP. Any or all of the members of the Board of Directors may be removed with or without cause by a two-thirds vote of the members of CBHL. A vote of termination may be called for by 1/20th of the members entitled to cast votes for the election of officers. A Board member may resign at any time by giving written (paper) notice to the President and Secretary of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors.

E. VACANCIES IN DIRECTORSHIP. Vacancies on the Board of Directors occurring during the term of an officer shall be filled as follows: If the position vacated is that of Past President, the previous Past President will complete the term. If, for some reason that succession cannot occur, then the Past President position will be filled by a majority vote of the sitting Board of Directors. If the position vacated is President, the Vice President will become President and will continue in this role for the remainder of the year and continue for their regularly scheduled term of office. If any of the positions of Vice President, Secretary or Treasurer are vacated, the vacated position will be filled by a majority vote of the sitting Board of Directors. The newly designated Board member will complete the term of office for the remainder of the year in which the vacancy occurs. The position will then be filled through the regular electoral process (Article V, Section B).

F. REGULAR AND SPECIAL MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held immediately preceding and following the annual meetings of members. A Board of Directors' mid-year meeting will be held. Other meetings of the Board may be held from time to time online, by telephone, or in person. Board meetings are open to all members of CBHL. Notice of any regular or special meetings of the Board, stating the place, day, and hour shall be given either personally, bye-mail, or by first class mail not less than seven days before the date of the meeting and shall be reported to the membership. A majority of Board members needs to be present to conduct business at all meetings of the Board. Board resolutions require adoption by a majority vote of the Board of Directors.

G. AUTHORITY FOR EXPENDITURE OF FUNDS. The Board of Directors will establish policy for the expenditure of CBHL funds by individual Board members, committee chairs and volunteer staff. This policy will be stated in the CBHL Procedures Manual. Receipts and detailed reports of these expenditures will be submitted to the Treasurer for reimbursement during the year and their full accounting will be included in the Treasurer's report at the annual meeting.

CHARLES ROBERT LONG AWARD OF MERIT. The Charles Robert Long Award of Merit was established to recognize, from time-to-time, outstanding contributions to CBHL, meritorious service to CBHL, outstanding publication, or service in the fields of botanical and horticultural libraries or literature. Details regarding the nature of the award will be set forth in the CBHL Procedures Manual. This award is managed by the Board of Directors.

FOUNDERS' FUND TRAVEL FELLOWSHIP AWARD. The Founders' Fund Travel Fellowship Award was established to assist CBHL members to attend the annual meeting. The Founders' Fund Travel Fellowship Award is managed by the Board of Directors. It shall select one or more recipients, annually, from members who formally apply for travel assistance. The number of awards, the amount of the award and the process for applying for it will be determined by the Board of Directors and will be specified in the CBHL Procedures Manual.

ARTICLE V. DUTIES OF OFFICERS

In addition to the specific duties of each officer listed below, each will serve as liaison between the Board of Directors and at least one of the CBHL standing and/or ad hoc committees. Board members will agree on liaison assignments each year following the annual meeting. Each officer will share the responsibility of carrying out special duties that come before the CBHL Board during the course of the year and will perform the duties prescribed in these bylaws and by the parliamentary authority adopted by CBHL. Each officer shall be a voting member of CBHL and of the Board of Directors.

A. PRESIDENT. The President shall be the chief executive officer of CBHL, shall have the responsibility for the general management of the affairs of CBHL, its financial security, and shall carry out the resolutions of the Board of Directors. The President shall represent CBHL on all appropriate occasions and shall make such appointments, subject to approval of the Board of Directors, as are necessary and appropriate. The President shall preside at all meetings of CBHL and of the Board of directors. The President shall be an ex-officio member of all committees.

B. VICE-PRESIDENT. The Vice-President shall assume the duties of the President in the absence of the President unless otherwise designated. The Vice-President shall be the trained Parliamentarian for the organization and ensure parliamentary procedure is maintained at CBHL business meetings. The Vice President shall represent the board on ad hoc committees.

C. PAST PRESIDENT. The Past President shall chair the Nominating Committee. The Past President shall mentor and onboard incoming board members. The Past President shall be the liaison between the annual meeting host and the board, and will see to the updating of the meeting manual in consultation with the meeting hosts.

D. SECRETARY. The Secretary shall attend the meetings of CBHL and the Board of Directors, keep the record of proceedings, and transcribe them for publication. The Secretary shall have custody of the corporate seal, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Secretary shall serve all notices for CBHL that have been authorized by the Board of Directors and shall maintain the official record of resolutions of the Board and the minutes of Board meetings and annual business meetings until such time that these records are turned over to the CBHL Archivist. The Secretary shall present the Secretary's Report, and announce the number of ballots cast in the annual election for officers and the results of any other balloting prior to the CBHL annual business meeting. The Secretary will maintain the "official copy" of the CBHL Procedures Manual and will update it annually.

E. TREASURER. The Treasurer shall have the care and custody of all of the funds and securities of CBHL, and shall deposit said funds in the name of CBHL in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly

authorized by the Board of Directors, sign and execute all contracts in the name of CBHL when counter-signed by the President. The Treasurer may also sign checks, drafts, notes, and orders for the payment of monies, which have been duly authorized by the Board of Directors. The Treasurer shall maintain the official financial records of CBHL until such time that these records are turned over to the CBHL Archivist. The Treasurer shall present Treasurer's Reports at Board of Directors meetings and the business meeting of the annual meeting of members of CBHL, and shall prepare and present the financial records to the Financial Advisory Committee on an annual basis.

ARTICLE VI. COMMITTEES

A. TERMS OF OFFICE OF COMMITTEE CHAIRS. Committee chairs are appointed by the President, or elected by committee members with the approval of the Board for terms of three years, unless otherwise specified below. Terms of office begin at the end of the annual meeting. CBHL shall maintain the standing committees described below.

B. STANDING COMMITTEES. Additional standing committees may be recommended by the Board of Directors or any member in good standing and presented to the membership to be approved by a majority vote.

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2. NOMINATING COMMITTEE. -The Nominating Committee shall select nominee(s) for each office to be filled by election by the membership and shall file such names with the Secretary of CBHL not less than 120 days preceding the next annual meeting of members. The existing Nominating Committee is disbanded at the end of each CBHL annual business meeting and is reconstituted in the following manner. The Nominating Committee shall be chaired by the Past President of CBHL and shall include no fewer than two other members, excluding other members of the Board of Directors, appointed by the President no less than two months nor more than four months following the annual meeting of members.

3. MEMBERSHIP COMMITTEE. -The Membership Committee shall recruit new members and actively welcome new members to CBHL. It will distribute the membership renewal letters annually and will follow-up with non-renewals in an effort to retain their membership. The committee will also maintain the membership database and will provide access to the membership mailing list.

4. FINANCIAL ADVISORY COMMITTEE. – The Financial Advisory Committee shall review the Treasurer’s Report submitted at the Annual Meeting and advise and consult with the Treasurer as needed regarding CBHL finances or accounting practices. The committee

membership includes the Treasurer, and at least two additional members appointed by the President. The committee selects its own chair annually.

5. COMMUNICATIONS COMMITTEE. - The Communication Committee shall oversee all publications, printed or digital, publicity, social media, press releases, member-to-member communication (currently email listserv), intranet, public website, and any other channel or platform desired for communication. Committee members will include a chair, selected by the committee, intranet manager, website manager, listserv manager, public relations manager, newsletter editor, and no fewer than three other members-at large.

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8. ANNUAL LITERATURE AWARD COMMITTEE. -The Annual Literature Award Committee shall be responsible for the selection, for recognition by CBHL, of outstanding publications that make significant contributions to the literature of botany or horticulture. Specific guidelines for the operation of the committee are outlined in the CBHL Procedures Manual. The Committee consists of a minimum of five and no more than six members, appointed by the President, for four-year terms. The President shall seek to maintain a balanced composition that reflects CBHL membership at large, that is, large and small botanical and horticultural institutions, publishers and booksellers. The committee will select its chair annually.

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10. CONFERENCE COMMITTEE shall be responsible for the following pertaining to the CBHL annual meeting: call for proposals, conference website, conference registration, virtual conference support, liaison between the Board and host, updating the host manual, and arranging future hosts.

C. AD HOC COMMITTEES. The Board of Directors may authorize special or ad hoc committees when necessary. The President, with approval of the Board of Directors, shall appoint the Chairs of such committees. The Board of Directors shall annually review the need for each special committee and may authorize its continuance or dissolution. The Vice President shall represent the Board on ad hoc committees.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

CBHL shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of CBHL) by reason of the fact that they were or are a Director or Officer of CBHL, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if they noted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of CBHL, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended at any time by two-thirds of the members voting, provided that the proposed amendment or amendments have been submitted to the membership in a written format distributed by any standard mode of communication for review, comment, and discussion not less than sixty days prior to the date of the vote.

ARTICLE IX. MISCELLANEOUS

A. BOOKS AND RECORDS. Current, complete, and correct records and books of account, minutes of the proceedings of all meetings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as lists of records containing the names and addresses of all members, shall be kept by appropriate officers, committee chairs, or "volunteer staff' members. These records shall be regularly deposited with the CBHL archivist and kept, as part of the CBHL archives.

B. CORPORATE SEAL. The CBHL seal shall be in such form as prescribed by the Board of Directors from time to time.

C. FISCAL YEAR. The CBHL fiscal year coincides with the calendar year, January 1 through December 31.

D. CBHL PROCEDURES MANUAL. The Board of Directors is responsible for the creation and update of the CBHL Procedures Manual. The manual will document the operations of the organization including, but not limited to: details of specific committee responsibilities and assignments, Board of Directors assignments, guidelines for awards and fellowships, all resolutions approved by the Board and by the membership at the Annual Meeting, and other working procedures of the organization not included in the bylaws. The Board will conduct a complete review of the contents of this Manual annually, and will present all changes to the membership at the annual meeting. A copy of this Manual will be made available to all

members on the CBHL web site. A printed copy can be obtained from the Secretary upon request.

E. PARLIAMENTARY AUTHORITY. The rules contained in Robert's Rules of Order (current edition) shall govern the conduct of CBHL business meetings in cases that are applicable and consistent with the CBHL bylaws.

F. VOLUNTEER STAFF. The CBHL Board of Directors shall be authorized to create volunteer staff positions to be filled by volunteers from the membership as needed to effectively carry out the work of the organization. The responsibilities of these volunteer staff positions will be recorded in the CBHL Procedures Manual.

G. CBHL GAVEL. The CBHL gavel will be kept by the President and will be passed to the incoming President at the end of the annual meeting as part of the recognition of the incoming Board thereby transferring the Presidency.