

BY-LAWS OF AMERICAN SOCIETY OF BOTANICAL ARTISTS

Article I

Name

The name of the corporation is the American Society of Botanical Artists (the "Corporation"). The Corporation is a Type B New York nonprofit corporation as defined in Section 201(b) of the Not-For-Profit Corporation Law of the State of New York.

Article II

Purpose of the Corporation

The Corporation has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the following:

1. To promote a continuing public interest in botanical art as a fine and applied art;
2. To awaken and sustain an interest in; and, to foster, stimulate, support and improve botanical art;
3. To provide assistance to individuals endeavoring to create botanical art; or,
4. To conduct any and all lawful activities that may be useful in accomplishing the foregoing purposes.

Article III

Offices

The principal office of the Corporation within the State of New York shall be located at The New York Botanical Garden, 200th Street and Kazimiroff Boulevard, Bronx, NY 10458-5126 (AKA 2900 Southern Boulevard, Bronx, NY 10458-5126). The Corporation may also maintain additional offices at such other places within or without the State of New York as may be designated by the Board of Directors.

Article IV

Formation

The American Society of Botanical Artists was founded in 1994 by Diane Bouchier.

Article V

Board of Directors

Section 1. General Powers and Duties: The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. Each Director shall be at least eighteen (18) years of age. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, or in the New York Not-for-Profit Corporation Law, which are necessary or convenient to carry out the purposes of the Corporation.

Section 2. Election and Composition of the Board of Directors:

A. The number of directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but shall not be more than thirty (30) and no fewer than seven (7). The directors shall be elected at the annual or special meeting by a 75% majority vote by the Board from a slate of nominees prepared by the Nominating Committee.

B. A Director shall be a Member in the Corporation.

C. A Director, but not Officer, shall serve a three-year term and is eligible for election for one additional term. A Director, who has served two terms, may be re-elected after one year following his or her completion of a second term. Each three-year term shall be measured by the period commencing and immediately following the meeting at which the director is elected, and shall expire at the conclusion of the third annual meeting following such election. Terms of Directors may overlap for annual meetings, provided the total number of Directors does not exceed 30. The initial term of a Director elected by mail or electronic-mail ballot shall remain as provided in Section 2.D.

D. A vacancy in the Board of Directors shall be filled by a 75% majority vote of the remaining Directors in office. An individual who is elected to fill an unexpired term of a Director is eligible for re-election for an additional one full term.

E. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.

F. A Director may be removed, with or without cause, by a three-quarters vote of the other Directors in office.

Section 3. Meetings of the Board of Directors:

A. The Annual Board Meeting shall be held at the annual conference of Members. Special meetings shall be called at the discretion of the President of the Board of Directors; or, at the request of one-third of the Directors in office.

B. The time and place of all meetings of the Board of Directors shall be designated by the President of the Board of Directors. The meetings may be held within or without the State of New York.

C. At least ten days notice shall be given to each Director of a meeting of the Board of Directors. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, as well as the purpose of the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her address as it appears on the records of the Corporation, or sent by facsimile to his or her facsimile number as it appears on the records of the Corporation, or sent by electronic mail to his or her electronic mail address as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. If such notice is delivered by electronic mail, it shall be deemed delivered upon notice that the electronic message has been sent. Notwithstanding the foregoing, a Director may waive notice of meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

D. A quorum shall consist of a majority of the Board of Directors. The quorum shall have at least two officers of the Corporation present.

E. All matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

F. Any action required or permitted to be taken at any meeting of the Board of Directors, including revision of by-laws, may be taken without a meeting if the text of the resolution or matter to be agreed upon is sent to all the Directors in office and the majority of the Directors in office consent to such action in writing setting forth the action taken. Such consent in writing, including by electronic mail, shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation. This section shall not apply to an election by mail-in ballot to fill a vacancy on the Board.

G. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at a meeting.

H. The President of the Board shall preside at all meetings of the Board of Directors at which he or she is present. A Vice-President of the Board of Directors shall preside at a meeting of the Board of Directors in the absence of the President of the Board of Directors.

Article VI

Officers of the Corporation

Section 1. The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other Officers as may from time to time be deemed advisable by the Board of Directors. The Officers shall be elected by the Board of Directors from the slate presented by the Nominating Committee from current Board members.

Section 2. All of the Officers of the Corporation shall hold their offices for two years and be eligible for additional terms, such terms as shall be determined from time to time by the Board of Directors, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors.

Section 3. Any Officer of the Corporation may be removed, with or without cause, at any time by the Directors. The Board of Directors shall fill any vacancy occurring in any office of the Corporation.

Section 4. The Officers may be authorized by the Board of Directors, to enter into, and execute on behalf of the Corporation, contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these By-Laws, except where such documents are required by laws to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent.

Section 5. The duties and powers of the Officers of the Corporation shall be as provided in these By-Laws, or (except to the extent they are inconsistent with these By-Laws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President. The President shall be the chief executive officer (CEO) of the Corporation and serve as Chairman of the Board of Directors. The President shall chair all meetings of the Board of Directors and the Executive Committee. The President, in consultation with the Executive Committee and the Executive Director, shall cause the preparation and distribution of the agenda for meetings of the Board of Directors and the Executive Committee. The President may attend all Committee meetings of the Corporation with the exception of the Nominating Committee. The process of succession to the Presidency of the ASBA is as follows: a candidate ordinarily serves two years as Vice President, followed by two years as President.

Section 7. The Vice-President. The Vice-President shall preside in the absence of the President at meetings of the Board of Directors and the Executive Committee and perform such duties as may be required by the Board of Directors. The process of succession to the Presidency of the ASBA is as follows: a candidate ordinarily serves two years as Vice President, followed by two years as President.

Section 8. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these By-Laws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary, or an Assistant Secretary, shall have authority to affix the seal of the corporation to any instrument requiring it. When so affixed, it may be attested by his or her signature. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary shall maintain, or cause to be maintained, an up-to-date roster of the members of the Board of Directors, their addresses and contact numbers.

Section 9. The Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody and be responsible for all corporate funds and securities and shall keep, or cause to be kept, a full and accurate account of receipts and disbursements in the books of the Corporation. He or she shall deposit, or cause to be deposited, all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

Article VII

Administrative Officers

Section 1. Executive Director. The Executive Director shall be the chief operating officer (COO) of the Corporation and, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors and consistent with the mission of the Corporation. He or she shall be appointed by, and shall serve at the sole discretion of, the Board of Directors. He or she shall report to the Executive Committee of the Corporation.

The Executive Director shall be an ex-officio non-voting member of the Executive Committee and the Board of Directors. The Executive Director may attend all Standing Committee meetings at the pleasure of the Chairman of the Committee.

Section 2. Administrative Programs Officer. Administrative Program Officers report directly to the Executive Director. Persons holding such positions may serve in the capacity of an Administrative Assistant, or other positions involving professional level work in managing, coordinating or directing a comprehensive or specialized operating program, providing staff services in various management areas as approved by the Board of Directors for the Corporation.

Article VIII

Committees

Section 1. Standing Committees. Standing Committee composition shall be reviewed annually and appointments, including designation of the Chair of the Committee, made by the President at the Annual Meeting of the Corporation. Members of the Standing Committees may include Directors and Members. The following are Standing Committees of the Corporation:

A. Executive Committee: The Executive Committee shall consist of the officers of the Board of Directors plus the immediate past president. The President of the Board of Directors shall preside at meetings of the Executive Committee. The Executive Director shall serve ex-officio without vote as a member of the Executive Committee. The Board of Directors may designate one or more of the Directors as additional and/or alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President of the Board of Directors. Except as otherwise required by law or the By-Laws, the Executive Committee shall have all the authority of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors following the conclusion of each meeting

B. Finance and Development Committee: The Finance and Development Committee shall consist of the Treasurer plus three other members as appointed by the President. It shall be the duty of the Committee to prepare, or cause to be prepared, an annual budget for the next fiscal year to be submitted to the Board of Directors at their Annual Meeting.

The Finance and Development Committee shall be responsible for managing endowment accounts and shall establish the utilization rate of such endowments.

The Finance and Development Committee shall recommend the dues for members, i.e., individuals, organizations and institutions. Such dues shall be approved by the Board of Directors. Each chapter shall determine the dues required for chapter membership.

C. Nominating Committee. The Nominating Committee shall consist of at least three members. The Committee shall solicit names of potential Directors with current biographical information. The Committee will consider the qualifications of the individuals, their geographical location and the responsibilities of the Board positions needing fulfillment. Slates of candidates for director and officer positions will be established and directed to the Board for voting.

D. Publications Committee. The Publications Committee shall consist of at least three members. The Committee will solicit articles and other materials for the journal published by the Corporation. It will provide an editorial review of the journal contents.

E. Education Committee. The Education Committee shall consist of at least three members. The Committee shall further programs in Contemporary Botanical Art Education, both for members of the Corporation, and to educate the general public about Contemporary Botanical Art and ASBA. The Committee will do this by planning and hosting education forums, by fostering an exchange of information among art teachers, instructors, students and the general public. They will support a Teachers Directory on the ASBA website, contribute articles to the ASBA journal and offer instructional materials to promote the teaching of botanical art. They shall support the development and continued excellence in teaching methods and techniques, honoring the traditions of the art form.

F. Exhibitions Committee. The Exhibitions Committee shall consist of at least three members. The Committee will be responsible for oversight of exhibitions sponsored by the Corporation. The Committee will be responsible for the development and review of guidelines for exhibitions.

G. By-Laws Committee. The By-Laws Committee shall consist of at least three members. The Committee will be responsible for developing proposals for changes to the By-Laws.

Section 2. Other Committees: The Board of Directors may create other committees consisting of Directors, members or other persons, which committees shall have such authority as the Board of Directors may by law direct.

Section 3. Limitations on the Authority of Committees: No committee shall have the authority to fill vacancies on the Board of Directors or on any committee, fix compensation of the members of any committee, amend or repeal the By-Laws or adopt new By-Laws, and amend or repeal any resolution of the Board which by its terms shall not be so amended or repealed.

Article IX

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened or pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to this curtailment of the costs of litigation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties,

including creditors.

Section 4. This indemnification also extends to any criminal action, suit, and investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by the by-law shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. No indemnification shall be made under this Article IX if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

Section 8. Every provision of this Article IX is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article IX.

Article X

Miscellaneous Provisions

Section 1. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the words, "American Society of Botanical Artists," "State of New York" and "Corporate Seal." The seal will be maintained in the principal office of the Corporation.

Section 2. Checks. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of this Corporation shall be the calendar year.

Article XI

Amendments

Section 1. Amendment of By-Laws. Changes to the By-Laws shall be adopted at the annual meeting or a special meeting or electronic mail election of the Board of Directors, by a majority

vote of the Directors in office, if at least thirty days' written notice (which may be sent by electronic mail or by facsimile), accompanied by draft amendments, is given of the intention to take such action at such meeting.

Section 2. Amendment of Articles of Incorporation. Changes to The Articles of Incorporation shall be adopted, at the annual meeting, or a special meeting, of the Board of Directors, by a majority vote of the Directors in office, if at least thirty days written notice, (which may be sent by electronic mail or by facsimile) accompanied by draft amendments, is given of the intention to take such action at such meeting.

Article XII

Chapters

Section 1. Members may organize into chapters in order to promote the purposes of the Corporation as set forth in Article II of the By-Laws. Members desiring to organize a Chapter must apply to the Board of Directors of the Corporation for recognition, and must comply with the standards and qualifications for Chapters formulated by the Board of Directors.

Section 2. Each Chapter shall have a Constitution and By-Laws approved by the Board of Directors and shall manage and govern its affairs on a local level subject to conformity with the By-Laws of the Corporation and the standards and qualifications for Chapters.

Section 3. All members of Chapters shall also be members in the Corporation. A minimum of five members is needed to form a Chapter.

Section 4. A Chapter shall hold a minimum of one (1) meeting per year. Chapters shall elect local officers including a President and Secretary/Treasurer and any others they may need. The Chapter shall provide a summary of its activities on an annual basis to the Board of Directors including a detailed account of any activities funded, if any, in whole or in part, by the Corporation.

Section 5. The Corporation shall collect annual dues for both the Corporation and the Chapter. The Corporation shall remit Chapter dues to the Chapter on a regular basis and the Chapter shall have online access to its membership list as maintained by the Corporation. Each Chapter shall reconcile its membership list.

Section 6. Chapters shall have a right to petition the Corporation for monies for educational purposes. The Board of Directors, in its sole discretion, has the authority to grant or deny, in whole or in part, such requests.

Section 7. No Chapter or individual member shall have the right to take any action on behalf of the Corporation except with prior written authorization of the Executive Director of the Corporation. Each use of the name or logo of the Corporation for display or endorsement must have prior written authorization from the Executive Director of the Corporation.

Section 8. The Board of Directors may withdraw recognition from a Chapter for failure to comply with the recognition standards or By-Laws of the Corporation. Notice shall be given in writing to the Chapter as least 60 days prior to withdrawal of recognition. Withdrawal of recognition shall require a majority vote from the members of the Board of Directors present at a meeting of the

Board at which a quorum is present and shall become effective immediately upon notice of the decision.

Section 9. A Chapter from which recognition has been withdrawn may appeal the decision by filing a written request with the Board of Directors. The Board of Directors shall then establish procedures for hearing the appeal.

Section 10. All funds, or any articles of value, derived from funds supplied by the Corporation and held by a Chapter that has disbanded, or from which the Corporation has withdrawn recognition, shall be returned to the Corporation in the event of dissolution of that Chapter. Other funds, or articles of value, derived by the Chapter from its own funds, either prior to or subsequent to the Chapter's association with the ASBA, may be distributed to the organization or institution referenced in the Chapter's by-laws.

Adopted October 25, 2001

Revised 2003

Revised 2008

Revised 2011

Revised 2012

Revised 2013 (October, November)