

**NC Botanical Garden Foundation**  
**List of Proposed Major Changes in Foundation By-laws**  
**October 10, 2018**

1. Change of name Botanical Garden Foundation to North Carolina Botanical Garden Foundation
2. Minor wording changes throughout document to achieve clarity, remove redundancies and eliminate archaic language
3. Article IV Section 1 - Add an Assistant Treasurer who will assume duties of the Treasurer if the latter is not available (See number 5 below).
4. Article IV Section 2 – firm limit on officer terms to two (total four years) – eliminate “eligible again after a year”
5. Article IV Section 3 – add to duties of President – “The President shall serve as the Chairman of the Executive Committee.” Also add statement that the President can sign checks. Add (e) “Assistant Treasurer In the absence or unavailability of the Treasurer, the Assistant Treasurer shall assume the responsibilities of the Treasurer.”
6. Article V Section 1 Composition of the Executive Committee – add Assistant Treasurer and “up to three at large members.
7. Article VI, Section 1 add requirement that each Committee have a Committee Charter describing its duties and responsibilities.
8. Article VI, Section 2 – Remove nominations detail and replace paragraph with “The Governance Committee will serve as the nominating committee for the Foundation.” [all nominations information will be described in Foundation Policies and Procedures]
9. Article VI, Section 3 – remove language concerning the appointment of standing committee members by the Board of Directors or Executive Committee and the fulfillment of vacancies by the President
10. Article X: add language stating that the Foundation maintains directors’ and officers’ (D and O) insurance
11. Article XI - Replacement of “Conflicts of Interest” statement with language provided by Carey Durham.