

**Chicago Horticultural Society/Chicago Botanic Garden  
Statement of Director Commitment and Responsibilities  
& Conflict of Interest Statement  
Revised September 19, 2014**

The Chicago Horticultural Society (Society) governs the operations of the Chicago Botanic Garden (Garden) under a long-term contract with the Forest Preserve District of Cook County. Directors of the Society are responsible for the development and sustainability of the Garden and are charged with maintaining the legacy of the Society, founded in 1890. The Board of Directors is a corporate body led by a board Chairman and provides strategic direction, approves Garden policies and monitors the implementation of those policies, and defers to the Garden's President & CEO the operations of the Garden.

The Garden is one of the premier institutions in the region and one of a select number of botanic gardens in the world and is considered a leader across all programmatic areas. Directorship of the Garden thus offers a sense of pride and demands a commitment to the Garden's future.

The following is required of Directors:

1. Directors must demonstrate an interest in and commitment to the Chicago Botanic Garden;
2. Directors are expected to attend and participate in meetings of the Board and committees;
3. Directors are expected to provide financial support to the Garden through:
  - a. A personal contribution to the Annual Fund of \$10,000<sup>1</sup>;
  - b. Participation in the Garden's capital campaigns consistent with the member's resources and capacity;
  - c. The purchase of tickets or a table, or a donation of an equivalent amount, to one annual Garden benefit party;
  - d. Favorable consideration of membership in the Garden Heritage Society with a planned gift (when estate plans are reviewed).
4. Directors have a responsibility to carry out their duties in an honest and professional manner and within the scope of their authority as set forth in the General Not-for Profit Act of the State of Illinois and in the Articles of Incorporation and the By-Laws of the Chicago Horticultural Society. Therefore, Directors will:
  - a. Comply with all applicable laws, rules, and regulations;
  - b. Act in a manner to enhance the reputation of the Garden;
  - c. Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion of and voting on any matter in which the Director has or may have a conflict of interest;
  - d. Respect the confidentiality of information relating to the affairs of the Garden acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
  - e. Not use confidential information acquired in the course of their service as Directors for their personal advantage; and
  - f. Annually sign a Conflict of Interest Statement. Annual Conflict of Interest Statements will be reviewed by the Garden's Audit Committee.
5. Members of the Garden's Investment Committee shall not participate in any way in the deliberations of the Committee with respect to any investment vehicle (other than publicly-traded funds and securities) in which the member or any person in his/her immediate family has any interest, direct or indirect. For this purpose, the term "immediate family" shall include a member's spouse, life partner, parent, children and grandchildren, including step and in-law relationships.

<sup>1</sup> Understanding is given to directors in certain not-for-profit or government roles, or to those individuals who are experiencing unusual economic constraints. These directors are expected to make an annual contribution consistent with the capacity of the individual director to give, and with the expectation that financial support of the Garden will be a high priority in the director's overall philanthropy.

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Statement of Director Commitment and Responsibilities  
Conflict of Interest Statement**

1. The undersigned, being a Director of the Chicago Horticultural Society, hereby acknowledges that he/she has read and is familiar with Article VII, Section 3, of the Bylaws of the Society regarding potential conflicts of interest.

This Article states:

Conflicts of Interest. No transactions involving remuneration or benefit to a Director or Officer, or to an organization in which a Director or Officer has an interest, shall be entered into by the Society without full disclosure by the interested Director or Officer and the approval of the Executive Committee. For the purposes of this Section, an interest shall be defined as that where the Director or Officer or any member of his or her immediate family is a director, officer, partner and/or holds or controls five percent or more of the voting securities of an organization and the Society purchases more than \$2,500 per year in goods or services from that organization. No Director so involved may have a vote in such approval or be counted as part quorum in which such vote is made. Every Director and Officer, in manner and form prescribed by the Executive Committee, shall be required, as a condition of the office, to fully disclose any area of conflict as defined in this Article.

2. The undersigned hereby certifies that he/she is now in compliance with Article VII, Section 3 of the Bylaws of the Society and, to the best of his/her knowledge and belief, has not at any time in the past violated the terms of this Article.
3. The undersigned recognizes that because of the many interests and backgrounds of directors, situations will invariably arise that appear to involve a possible conflict of interest and agrees that full disclosure of any such interest may help avoid any misinterpretations of these relationships. Attached hereto as Exhibit B is a list of all business organizations to whom the Society has paid \$2,500 or more during the past twelve months. The undersigned has reviewed this list and states that he/she does not have an interest<sup>2</sup> in any such organizations, except as listed below.
4. In addition, the undersigned hereby certifies that he/she is not currently, nor is aware that he/she may be, subject to a federal or state criminal investigation.

Organization

Position or Relationship

\_\_\_\_\_  
Name (Signed)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
Name (Printed)

<sup>2</sup> For the purposes of this statement, an interest shall be defined as that where you or any member of your immediate family (as defined above) are a director, officer, partner, and/or hold or control 5% or more of the voting securities.