

GENESEE AREA LANDSCAPE & NURSERY ASSOCIATION

CONSTITUTION & BY-LAWS APPROVED 1/18/2001

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Genesee Area Landscape and Nursery Association.

ARTICLE II - OBJECTIVES

The objectives of the Association shall be:

- A. To unite in a common organization those engaged in the landscape and nursery and allied businesses in the Genesee County area;
- B. To formulate and maintain a high standard of business ethics in the industry for the guidance of its members in their relations with each other and with the public;
- C. To improve the products and services of the industry through research, education and to standardize practices;
- D. To disseminate industry news and information of general interest and its members;
- E. To foster and promote the products and services of the landscape and nursery industry;
- F. To cooperate with governmental agencies, both legislative and administrative, in molding policies in the best interests of the industry as well as the local communities;
- G. To develop and promote training and educational programs to further enhance professional development with the industry;
- H. To provide opportunities for those engaged in landscape and nursery industries, and associated activities, to become more familiar with products and services being offered to and by their counterparts in the industry;
- I. To provide for the membership those services and activities which are not practical for an individual firm to undertake, but which are practical through group effort with strength in numbers;
- J. To promote cooperation, good will and strength in numbers;
- K. To promote cooperation, good will and fellowship among its members;
- L. To promote the aesthetic and economic values of landscaping to the general public; and
- M. To upgrade the professional image of the industry within the community.

These objectives are neither all inclusive nor are they mandatory.

ARTICLE III - MEMBERSHIP

Section 1. The membership of this Association shall be divided into six classes.

Section 2. Regular Members

- a) Regular members shall be those members who have been principally engaged in the green industry and who conduct business in the Genesee

County area. Regular members may be as sole proprietors, partnerships or corporations. They shall be holders of licenses as required by the Michigan Department of Agriculture, also be legal in all respects and pay taxes and meet all other requirements of the law.

- b) Regular members are expected to attend general membership meetings and are encouraged to participate on special committees.
- c) The Genesee County Horticulture Agent shall be considered a Regular Member with all its privileges.

Section 3. Associate Members

- a) Associate members may be individuals, partnerships or corporations actively engaged in allied trades.
- b) Associate members shall be eligible for office or membership on the Board of Directors and shall have voting powers.

Section 4. Introductory Members

- a) Introductory members shall be those members wishing to join as a regular or associate member.
- b) Introductory members shall not be eligible for office or membership on the Board of Directors and shall not have voting powers.
- c) Introductory members can present themselves to the public as members of the Association.
- d) Introductory members shall not remain in this membership class for longer than one year.
- e) Introductory members must be sponsored by a Regular member in good standing.

Section 5. Student Members

- a) Student membership may be bestowed to individuals currently enrolled as a student with interest in horticulture.
- b) Student members cannot present themselves to the public as members of the Association.
- c) Student members shall not be eligible for office or membership on the Board of Directors and shall not have voting powers.

Section 6. Key Employee Members

- a) Key Employee members shall be employees of a regular members company. They must be sponsored by their company.
- b) Key Employee members shall have no voting powers unless serving as an official representative of the regular member company.
- c) Key Employee members may serve on the Board of Directors or as an officer. Only one Key Employee member or Regular Member from one company may serve on the Board of Directors or as an officer.

Section 7. Honorary Members

- a) Honorary Membership shall be bestowed to those individuals who, by

their outstanding meritorious service, have contributed to the advancement of the landscape and nursery industries and are deemed worthy by the Association of the Honorary Membership. This membership shall be designated by a unanimous vote of the Board of Directors.

- Section 8. To be eligible for membership in the Association, the business or individual must subscribe to the “Code of Ethics” of the Association and must conduct its business activities in accordance with the “Code of Ethics.”
- Section 9. All members shall have the privilege of addressing the membership; however, only regular and associate members shall have authority to vote. Each regular member firm shall be eligible to cast one vote. This vote is to be cast only by an individual associated with the member firm and designated by that firm as its authorized delegate as indicated on the membership application.
- Section 10. Revocation of Membership - The Board of Directors may, by a 5/7 majority vote, revoke the membership of a firm for cause. Sufficient cause for such revocation shall be violation of the “Code of Ethics” of the Association; violation of the by-laws or any other lawful rule or practice duly adopted by the Association; or any other conduct prejudicial to the interests of the Association. A statement of charges shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen (15) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the right to defend itself in person, by counsel or in writing.

ARTICLE IV - MEMBERSHIP DUES

- Section 1. All membership fees shall be determined annually by the Board of Directors.
- Section 2. Membership fees for student and honorary members, along with the Genesee County Horticultural Agent, shall be free.

ARTICLE V - MEETINGS

- Section 1. The annual meeting of this Association shall be held during the first half of November, or at such times as shall be determined by the Board of Directors. The meeting shall be held at a place as determined by the directors.
- Section 2. Special meetings may be called by the President with written consent of two members of the Board of Directors, or at the written request of twenty percent of the Regular Members.
- Section 3. The membership shall be appropriately notified of monthly membership meetings.

Section 4. Quorum: Twenty-five percent of the Regular Membership at any membership meeting of the Association shall constitute a quorum. At the Annual Meeting for the election of officers the Board of Directors, election ballots shall be included in the twenty-five percent requirement.

Section 5. Order of Business: The order of business at meetings shall be as follows:

- a) Call to order by presiding officer.
- b) Report of roll call and report of quorum.
- c) Introduction of members.
- d) Report of officers.
- e) Report of committees
- f) Reading of important communications.
- g) Unfinished business
- h) New business
- i) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of members present.

Section 6. Rules of Order: "Robert's Rules of Order" shall govern all deliberations when not in conflict with these by-laws.

ARTICLE VI - ELECTIONS

Section 1. Officers and Board of Directors shall be elected at the annual meeting and take office at the beginning of the fiscal year.

Section 2. A special meeting may be held to fill a vacancy for a position of an officer or Board of Director.

Section 3. Nominations: The Nomination Committee shall notify the general membership in writing at least six weeks before the annual meeting for nominations of officers and Board of Directors. Nominations will be accepted for two weeks. Four weeks before the annual meeting, ballots with nominations shall be distributed to the general membership for voting. Ballots shall be turned in at the annual meeting or sent directly to the nomination committee. Ballots shall be tallied at the annual meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Membership and Attendance

- a) Membership on the Board of Directors shall include the officers of the Association and three Trustees elected from the regular or key employee members. The Trustees shall serve a two-year term. The Michigan State University Genesee County Cooperative Extension Horticulture Agent

- shall be a non-voting member of the Board of Directors.
- b) Board Members are required to attend 60% of all Board meetings.
- Section 2. The board shall meet upon call of the president at such times and places as s/he may designate and shall be called to meet upon demand of a majority of its members.
- Section 3. Quorum: A majority (4/7) of the board shall constitute a quorum at any meeting of the Board.
- Section 4. Compensation: Directors as such shall not receive any stated compensation from the Association for their service as directors, but the Board may, by majority vote, authorize reimbursement of expenses incurred in the performance of their duties.
- Section 5. Resignation or Removal: Any director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the Board. If an officer is removed from the board of Directors, s/he automatically relinquishes his/her office.
- Section 6. Duties of the Board of Directors: The Board of Directors shall:
- a) Decide upon the place and date of membership meetings.
 - b) Designate the depository for the funds of the Association.
 - c) Approve all expenditures of the Association.
 - d) Keep a constant supervision of the affairs of the Association and devise measures for its growth and prosperity.
 - e) Audit the Treasurer books prior to the annual meeting.
 - f) Appoint a member as the Michigan Nursery and Landscape Association representative.

ARTICLE VIII - OFFICERS

- Section 1. The elective officers of the Association shall be President, Vice-President, Secretary and Treasurer. Officers shall be elected by the membership at the annual meeting of the Association.
- Section 2. Each elective officer shall take office at the beginning of the fiscal year and serve a two-year term.
- Section 3. President: The President shall preside at all Board and Membership meetings and shall have general supervision of the affairs of the Association. S/he shall be a member ex-officio of all committees except the Nominating Committee and shall appoint, with approval of the majority of the Board of Directors, all members of standing special committees as may be necessary.
- Section 4. Vice President: The Vice President shall preside at all meetings in the absence of

the president and shall assume the duties of that office.

Section 5. Secretary

- a) The Secretary shall keep the minutes of all meetings of the Association and Board of Directors. S/he shall report the recommendations of the Board of Directors to the members of the Association and shall be the custodian of all official papers, documents and records of the Association.
- b) The Secretary shall notify all applicants for membership of their acceptance or rejection; notify officers of their election and committees of their appointment.
- c) The Secretary shall keep a list of the Regular, Associate, Introductory, Student, Key Employee and Honorary Members of the Association with the address of each member; send notices of the time and place of each meeting; conduct the general correspondence of the Association; and perform such other duties as ordinarily pertain to the office of Secretary.
- d) All voting members in good standing shall have, at reasonable times, access to all records and correspondence of the Secretary.

Section 6. Treasurer

- a) The Treasurer shall keep an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board and approved by such officers as the Board may prescribe.
- b) The Treasurer shall deposit all sums received in the bank approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the President or Board of Directors.
- c) The Treasurer may only draw funds upon the signature of persons as designated by the Board of Directors.
- d) The funds, books and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors.
- e) All voting members in good standing shall have, at reasonable times, access to all records and correspondence of the Treasurer.
- f) The Treasurer shall be responsible for making a report at the regular membership meeting for all monies received and expended for the Association.

Section 7. Compensation: Offices as such shall not receive any stated compensation from the Association for their service as officers. However, offices shall have a prescribed budget as approved by the Board of Directors for basic expenses incurred in the performance of their duties.

Section 8. Upon vacating office, each officer shall deliver to his/her successor in office, all money, accounts, record books, or other property belonging to the Association.

ARTICLE IX - COMMITTEES

The President, subject to the approval of the Board of Directors, shall appoint such standing, special or subcommittees as may be required by the by-laws or as s/he may find necessary. Standing committees shall be committees for Membership, Nominations, Programs and Education, and MNLA.

ARTICLE X - FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the 31st day of December.

ARTICLE XI - AMENDMENTS

These by-laws may be amended, repealed or altered, in whole or in part, by a 2/3 vote of the membership present at a membership meeting. Members shall be notified of proposed by-law changes at least seven days before the aforementioned meeting. The By-Laws Committee shall submit any proposed changes to the Board of Directors a minimum of 30 days before a final vote for their review and recommendations.

ARTICLE XII - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed to, the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.