

# CONSTITUTION & BYLAWS

FINAL DRAFT

## MAINE LANDSCAPE AND NURSERY ASSOCIATION

### ARTICLE 1. NAME

The name given this organization shall be the Maine Landscape and Nursery Association.

### ARTICLE 2. PURPOSES AND OBJECTIVES

To promote the interests of professional horticulture within the State of Maine, and cooperate with similar organizations in Maine and other states.

### ARTICLE 3. MEMBERSHIP

#### A. Membership Levels

**1. Active Member:** (Voting Member) Active membership shall be limited to Maine companies and MeLNA Certified Professionals, whose majority of income is derived from the production, sale, servicing, or handling of nursery stock or in combination with associated items. The company or MeLNA Certified Professional shall have been in good standing with the trade for at least two years prior to application. All classes of membership shall become active upon meeting the requirements for Active Membership.

**2. Associate Member:** Maine companies whose majority income is derived from the production, servicing, sale, or handling of nursery stock or in combination with associated items BUT do not qualify for Active Membership.

**3. Participating Member:** Suppliers to the trade and out of state nursery operations. (Companies with no contact with nursery stock would be in this category.)

**4. Contributing Member:** Persons engaged in teaching, research, or affiliated government agencies in the field of horticulture or in related professions who contribute time to the Association. ~~Also, persons that are either Maine Certified Landscape Professionals or Maine Certified Nursery Professionals that do not fit into any of the other categories.~~

**5. Affiliate Member:** Individuals employed by an Active, Associate, or Participating member.

**6. Student Member:** Full time students in training in the field of horticulture. Membership ceases upon departure from full time student status.

**7. Honorary Life Member:** An Honorary Life Membership may be conferred upon an individual who is a member of the Association and has made extraordinary contribution to the Association. No more than one Honorary Life Membership may be conferred in one year. Honorary Life Members have the same rights and privileges as an Associate Member.

Every partnership, corporation, sole proprietorship, and Certified Professional holding active membership in the Association shall be entitled to a single vote. The presiding officer at every meeting of the Association may at his discretion request as the first order of business a written designated individual to vote on behalf of each partnership or corporation at said meeting.

## **B. Dues**

The amount of annual dues shall be determined annually by the Executive Committee and submitted to the membership for approval at Annual Meeting. Annual dues shall be due and payable at a date chosen by the Executive Committee.

## **C. Termination of Membership**

Any Member may be terminated from membership for:

- a. Non-payment of dues.
- b. Violation of provision(s) of this Constitution and Bylaws as determined by a two-thirds vote of the Executive Committee.

Any member or members who are in arrears in his/her or their dues for one year shall automatically forfeit his/her or their membership upon notification of the Secretary Executive Director. Membership may be reinstated by payment of the current dues and one year of arrears at the time notification of forfeiture of membership was sent.

## **ARTICLE 4. GOVERNING BODY**

The Governing Body of the Association shall be the voting members assembled in Annual Meeting or at a special meeting as defined in Article 9. The vote of the majority of said assembly shall be the action of the Association, except where a 2/3 vote may be required by these bylaws. A quorum shall be defined as 20 percent of the total voting members of the Association and shall be required for any action by the Governing Body. Voting privileges shall be determined by the Governing Body. The Governing Body is responsible for electing officers, approving the annual budget, and acting upon other business that may be brought before it at duly called meetings of the Association.

## **ARTICLE 5. EXECUTIVE COMMITTEE**

**A. Establishment:** The Executive Committee shall have the responsibility to act on behalf of the Governing Body to make decisions and conduct the business of the Association when it is not in Meeting assembled.

## **B. Members, Duties & Terms**

1. In addition to the Officers of the Association, as established in Article 6, the Executive Committee shall be made up of six (6) ~~voting~~ members of the Association. All members have equal voting rights and privileges in Executive Committee matters.
2. All members of the Executive Committee shall serve as an ex-officio member of at least one standing committee as established in Article 8, and shall provide a brief oral report on the work of their committee at each Executive Committee meeting. Occasionally, a detailed written report may be required for projects of particular importance.
3. The Executive Committee shall have the responsibility for the general supervision of the affairs of the Association, and for carrying out the objectives of the Association.
4. The Executive Committee shall be responsible for arranging dates, times and locations, and preparing suitable programs for all meetings of the Association, including but not limited to Annual Meeting, Special Meetings, and Twilight Meetings. At Annual Meeting it shall present to the membership a printed financial report for the previous year, and a proposed budget for the current year.

5. The Executive Committee shall be served by no more than one representative from any given company at one time.
6. The Officers and Executive Committee members shall be elected by the membership each year at Annual Meeting. Executive Committee terms run for a duration of three (3) years. Executive Committee members completing a three-year term or a period as an Officer can be re-elected for one additional term. Once a full year has passed (normally the duration from one Annual Meeting to the next) that member may again be elected to the Executive Committee. An individual may be nominated and elected to a partially completed 3-year term. He/She is then eligible to serve up to an additional two full terms.
7. Nominations for Officers and Executive Committee members may be received from the floor at Annual Meeting or at any duly called meeting of the Association, and may be voted upon provided a quorum has been established.
8. At their October meeting the Executive Committee shall review the proposed budget for the upcoming year for recommendation to the Governing Body at Annual Meeting.
9. In the event that a member of the Executive Committee is either unwilling or unable to perform his or her duties, he/she may be removed from his/her position by voluntary withdrawal, or by recommendation of the President, followed by a 2/3 majority vote of the Executive Committee. It shall be the responsibility of the Executive Committee to choose another member in accordance with these bylaws to serve in his/her stead until such time as that seat is filled at a duly called meeting of the governing body.
10. Regular meetings of the Executive Committee are open to the membership at large, and time will be incorporated into the agenda for input and comments on particular issues from the general membership. However, only duly elected, current Executive Committee members will be allowed to vote on issues that come before the Executive Committee. From time to time, it may be necessary for the Executive Committee to meet in Executive Session. These sessions will be open to Executive Committee members only.

**C. Meetings & Quorum:** Regular meetings shall be held every month, except May. Special meetings may be called with at least 7 but no more than 30 days notice by the President, or the Executive Director, or by three members of the Executive Committee. The meeting time and place shall be such that it is convenient to the majority of the members of the committee. A quorum shall be defined as the majority of the committee membership (5 members) and shall be required for any action by the Executive Committee. All actionable items taken up by the Executive Committee will require five affirmative votes for passage. Members must be present at a meeting in order to vote.

**D. Fiscal Responsibility:** The Executive Committee must abide by the annual budget as approved by the Governing Body.

The Executive Committee shall:

1. Have custody and administration of all of the Associations funds, including invested funds. All funds shall be maintained to assure the best interest of the Association.
2. Provide for bonding of the Executive Director.
3. Review, approve and authorize expenditures as required within the scope of the current approved budget.
4. Arrange for the proper management of the Associations investments.
5. Arrange for an annual independent audit of the Associations financial records.
6. Approve an Annual Budget for the Association for recommendation to the Governing Body at Annual Meeting.
7. Manage and disburse funds for scholarships, endowments and research.
8. Review and make recommendations on the annual budgets of all Standing Committees.

## **ARTICLE 6. OFFICERS**

**A. President:** The President shall be a ~~Voting~~ Member of the Association for at least 12 months prior to election. He/She shall call and preside at all meetings of the Association, the Executive Committee (as established in Article 5), shall be an Ex-Officio member of, and shall appoint the chairpersons for all standing committees (as established in Article 8). He/She shall chair the Nominating and Governmental Affairs Committees. He/She is responsible for setting the agenda for the Annual Meeting and special meetings of the Association, and for regular and special meetings of the Executive Committee. He/She shall also prepare a President's Report to be included in the Annual Report for presentation to the Governing Body at the Annual Meeting. He/She shall be elected by the Governing Body at the Annual Meeting and shall serve for no more than two consecutive years.

**B. Vice President:** The Vice President shall be a ~~Voting~~ Member of the Association for at least 12 months prior to election. He/She shall serve in the temporary absence of the President. He/She shall also assume the same duties and responsibilities should the President be unable or unwilling to complete his/her term. The Vice President shall be elected by the Governing Body at the Annual Meeting. He/She shall be responsible for organizing the Annual Meeting. He/She shall actively serve on the Personnel Committee.

**C. Treasurer - Secretary:** The Treasurer-Secretary shall be a ~~Voting~~ Member of the Association for at least 12 months prior to election. He/She shall present a monthly financial statement for review at Executive Committee meetings. At the October meeting of the Executive Committee, he/she shall present an annual Treasurer's Report containing the current fiscal year's budget, and a proposed annual budget for the upcoming fiscal year. The Treasurer shall actively serve on the Personnel Committee.

## **ARTICLE 7: EXECUTIVE DIRECTOR**

**A. Executive Director:** The Executive Committee shall, by majority vote, contract with an individual to be the Executive Director for the Association. The Executive Director shall be the chief recorder and archivist for the Association. He/She shall be a member of the Association. He/She shall be a paid contractor of the Association and shall receive a stipend, the amount of which shall be determined by the Executive Committee, recommended to and voted upon by the Governing Body. The Executive Director shall not be permitted to vote on issues that come before the Executive Committee.

**B.** The Executive Director may:

1. Receive, process, and conduct all correspondence on behalf of the Association.
2. Post proper notice of and prepare agendas for all upcoming meetings.
3. Record and distribute the minutes of all duly called meetings of the Association.
4. Be responsible for all of the Associations receivables and payables.
5. Maintain the membership list of the Association.
6. Organize and distribute to the membership a quarterly newsletter.
7. Organize and distribute to the membership a bi-weekly electronic newsletter.
8. Organize, publish and distribute the Annual Report of the Association.
9. Maintain the Association website.
10. Maintain the status of Certified members.
11. Prepare an annual Executive Director's Report to be included in the Annual Report.
12. Perform other duties as required by the Executive Committee.

## **ARTICLE 8. COMMITTEES**

### **A. Standing Committee Roles and Responsibilities**

1. Standing Committees may, at the direction of the Executive Committee, establish temporary, ad hoc, or sub-committees to perform particular functions that require more in depth or concentrated effort.
2. All Standing Committee Chairs shall provide a written annual report to the Executive Director for inclusion in the Annual Report.
3. Where applicable, all Standing Committees shall prepare an annual budget to be presented to the Treasurer no later than October 1<sup>st</sup>.
4. Standing Committees shall be made up of no less than three, and no more than seven members of the Association.

### **B. Standing Committees**

#### **1. Nominating Committee**

- A. The Nominating Committee shall present to the Membership at Annual Meeting a slate of nominations to fill vacant positions on the Executive Committee. Candidates shall be contacted and must be willing to serve, prior to their listing on said slate of nominations.
- B. Recommend to the Executive Committee membership requirements for all committees and elected officers.

2. Certification Committee

The Certification Committee shall;

- A. Promote the Maine Certified Nursery and Landscape Professional programs to the membership and the public, and encourage certification of all members.
- B. Maintain an up to date listing of all certified members on the MeLNA website.
- C. Announce and welcome newly certified members through emails and newsletters.
- D. Prepare, organize, and execute a program for maintenance of recertification credits.
- E. Maintain and update the criteria and requirements for attaining certification.
- F. Organize and conduct an annual certification exam.

3. Public Relations Committee

The Public Relations Committee shall;

- A. Organize and oversee the participation of the Association at consumer oriented home, garden, and flower shows at which the Executive Committee has determined MeLNA presence would be appropriate.
- B. Promote the Association to the gardening public through the use of radio, television, print, and internet advertising as allowed by the current year's budget.

4. Governmental Affairs Committee

The Governmental Affairs Committee shall;

- A. Work with liaisons to the New England Nursery Association and the American Nursery and Landscape Association to keep the membership informed of regional and national issues that affect the industry.
- B. Provide two representatives to serve on the Ornamental Horticulture Council.
- C. Keep the Membership informed on issues before the Maine Legislature and U.S. Congress that may have an impact on our industry.
- D. Work to promote the interests of the industry at the Legislative and Congressional levels.

5. Membership Committee

The Membership Committee shall;

- A. Maintain an up to date list of all members.
- B. Periodically review and make recommendations for changes to the membership requirements, levels, responsibilities, and dues structure.
- C. Establish and maintain a dialogue with the membership.
- D. Recruit new members.

6. Information Technologies Committee

The Information Technologies Committee shall;

- A. Establish, maintain, review, and update the Association website.
- B. Ensure the distribution of an electronic newsletter to the membership as needed.
- D. Maintain a platform for advertising on the website and in the electronic newsletter.
- E. Determine and recommend to the Finance Executive Committee electronic advertising rates.

7. Bylaws Committee

The Bylaws Committee shall;

- A. Provide the Executive Committee and the Governing Body opinions as to the interpretation of the Bylaws.
- B. Review all proposed changes to the Bylaws for compatibility within the rest of the document. All such changes must be submitted to the committee in writing.
- C. Provide a draft of proposed changes along with their recommendations to the Executive Committee.
- D. Ensure that the bylaws do not conflict with local, state, or federal law.

8. Personnel Committee

The Personnel Committee shall;

- A. Consist of the Vice\_President and Treasurer, and at least one other member of the association not seated on the Executive Council.
- B. Develop personnel policies and guidelines for all Association employees/contractors.
- C. Employ and establish compensation levels for all Association employees/contractors.
- D. Establish review, and amend as necessary all job descriptions, negotiate employment contracts, determine benefit packages (if any) for all Association employees/contractors.
- E. Provide for an annual performance reviews for all Association employees/contractors.
- F. Negotiate and mediate disputes or conflicts between employees/contractors, committee members, and / or Association members.

9. Education Committee

The Membership Committee shall;

- A. Provide educational opportunities for the membership.
- B.** Recommend speakers or other educational programs for the Annual Meeting and for Twilight meetings.
- C.** Provide a liaison to the University horticulture programs.
- D.** Make recommendations on scholarships and awards.

## **ARTICLE 9. ASSOCIATION MEETINGS**

- A. Annual Meeting: The Annual Meeting of the Association shall be called by the Executive Director and shall be held at such a time and place as determined by the

~~Executive Committee in January on the Tuesday following Martin Luther King Day. The location shall be determined annually by the Executive Committee and~~ The time and place shall be published by the Executive Director to the entire membership no less than 7 days and no more than 30 prior to the meeting date. At Annual Meeting the Governing Body shall review and act upon the annual written reports of all of the officers and standing committees of the Association. It shall act upon any business duly brought before the Association. It shall elect the officers of the Association as necessary to fill vacancies and expiring terms. Nominees will be presented by the Executive Committee, but nominations may also be made from the Floor.

- B. Special meetings may be called by the Executive Committee, or by the written petition request seven active of ten members of the Association to the Executive Committee. Special meetings shall require written notice stating the business to be conducted and shall be sent via US Postal Service to all members of the Governing Body at least 14 days prior to the meeting.

#### **ARTICLE 10. PARLIAMENTARY AUTHORITY**

The Association shall be governed by Roberts Rules of Order, Newly Revised, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and / or special rule the Governing Body may adopt.

#### **ARTICLE 11. AMENDMENTS TO THE CONSTITUTION & BYLAWS**

These Bylaws may be amended at Annual Meeting provided the Governing Body has been given 10 days written notice of the proposed amendment or change. The adoption of any changes or amendments requires a 2/3 vote of the voting members present, assuming a quorum has been attained.

#### **ARTICLE 12. DISSOLUTION**

Except as may otherwise be required by applicable law, the Association shall be subject to dissolution by vote of the Governing Body at any Annual or Special meeting provided the Governing Body has been given not less than 30 days written notice of the proposed dissolution. The adoption of a decision to dissolve requires a 2/3 vote of the voting members present, assuming a quorum has been attained. In the event of dissolution, any Association funds remaining after the payment of all Association obligations shall be contributed in two equal shares to the horticulture programs at the University of Maine at Orono and the Southern Maine Community College.