



## **By-Laws of the Connecticut Nursery and Landscape Association, Inc.**

As amended thru January 2016.

### **ARTICLE I - Name**

The name of this association shall be the "Connecticut Nursery and Landscape Association, Inc."

### **ARTICLE II - Association Objectives**

The Association is organized and operated as a nonprofit corporation with no part of its net earnings inuring to individual members. In furtherance of the nursery industry in the State of Connecticut the Association shall endeavor to promote the general welfare of its members by:

1. The cultivation of acquaintanceship between the nurserymen of the State.
2. Fostering and promoting a greater use of nursery products.
3. The improvement and standardization of nursery products.
4. The advancement of lawful and fair trade practices, customs and usages.
5. Cooperation with allied interests.
6. Promoting the arbitration of disputes.
7. The compilation and dissemination of scientific information to members.
8. The study of business methods and standards for recommendation to and use by members.
9. Gathering, analyzing and disseminating information of general interest, and by securing and presenting the views of the members to the public, the governmental agencies and to other organizations.
10. Cooperating with governmental agencies in molding policies on legislative and administrative matters in the interest of the public and the industry.
11. Promoting the exchange and sale of nursery stock.
12. The exhibition of plants, fruits, flowers or other articles produced by or used in the industry.
13. Engaging in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character.

### **ARTICLE III - Membership**

SECTION 1. Regular Members: There shall be two classes of Regular members.

A. Class 1. Any concern actively engaged in the nursery business in the State, more than 50% of whose gross volume is derived from the sale of nursery stock and related products and/or services essential to garden living, and in good standing with the trade shall be eligible for this membership. Each concern shall have one vote.

B. Class 2. Any concern engaged in the sale of nursery stock and related products and/or services essential to garden living in the State, but whose income from such items is less than 50% of its gross volume, shall be eligible for this membership. Such firms must be in good standing with the nursery trade. These concerns shall have no voting privileges. In the case where the headquarters of a multiple outlet concern applying for membership is located out of State, full membership eligibility is granted to the in-state branch or branches of that concern, to whichever Class applies.

SECTION 2. Associate Members: Associate members are those engaged in subordinate positions with member firms, and may cast the vote for their organization as specified in Section 1, and may hold office. Firms are

entitled to Associate Members in accordance with the dues schedule. Firms may have additional Associate Members by paying the Associate Member Fee in addition to Annual Dues.

**SECTION 3. Allied and Affiliate Members:**

A. Allied Members: Those eligible for Allied Membership shall be members of out-of-state Nurserymen's Associations and those professions or businesses which supply manufactured material or services to Regular Members.

B. Affiliate Members: Departments of municipalities, government agencies, educational institutions and non-horticultural businesses having staff personnel who deal with horticultural products and grounds maintenance are eligible.

C. These members have no voting privileges.

**Section 4. Senior Members.**

Any individual, sixty years old or older, who has been a regular or associate member of the Association for more than ten years, is eligible to become a Senior Member. To obtain this privilege, the member must be in good standing with the nursery trade and must be approved by the Board of Directors. Senior Member dues will be set by the Board of Directors at a rate that is less than Regular Members, but no less than the cost of member services. Senior Members will have no voting privileges.

**SECTION 5. Honorary Members:** Honorary Members may be elected in an open meeting of the Association. They shall not be required to pay dues, and shall have no vote.

**SECTION 6. Education/Research Members:** Those eligible for Education/Research Membership shall be persons currently teaching and/or involved in research related to the nursery industry. These members must renew their membership each year by responding to a membership renewal notice. Such members shall have no voting privileges.

**SECTION 7. Student Members.** Any student enrolled in a high school or collegiate horticultural course of study, with required participation on a Association committee.

**SECTION 8. Annual Dues:** The annual dues shall be set and determined by the Board of Directors. Any changes shall be subject to approval by the voting members at the annual meeting, provided that notice of any changes has been sent to each member by the Secretary at least ten days prior to the meeting. The Association annual year for payment of dues is July 1 through June 30. Dues notices will be mailed June 1 and dues are due and payable on July 1.

**SECTION 9. Assessments:** In case of emergency requiring such action, the Board of Directors may assess Active (Firm) members an amount not to exceed fifty percent (50%) of the annual dues. This amount shall be billed as additional dues, with explanation, by vote of a majority of the Board. Members of the Association wishing to contribute more than the stipulated amount of assessment may do so on a voluntary basis.

**SECTION 10. Election of Membership:** All individuals, partnerships or corporations holding membership as above comprised at the time of adoption of these By-Laws shall constitute the membership of this Association, and thereafter any individual, partnership or corporation eligible to membership under these By-Laws on making written application therefore, may be elected to membership by a majority vote of the Board of Directors.

**SECTION 11. Termination of Membership:**

1. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be:

(a) Non-payment of dues by October 1 of the dues year will result in termination of membership and Association services.

(b) Non-payment of special assessments voted by the Board of Directors within six months of effective date of Board action.

(c) Violation of any of the provisions of the By-Laws, of any agreement, rule or practice properly adopted by the Association or any other conduct prejudicial to the interests of the Association. Such suspension or termination shall be by vote of the Board of Directors after due notice and opportunity for hearing. Suspended members may be reinstated upon vote of the Board of Directors.

2. The membership of any individual, partnership or corporation shall be automatically terminated when the ownership or control of such member firm changes hands, unless upon notice of such change of ownership or control the Board of Directors approves the continuation of such membership upon the same or a revised basis.

**ARTICLE IV - Officers and Directors**

**SECTION 1. Officers -** The officers of this association shall be a President, Vice-President, a Secretary and a Treasurer elected from the membership.

SECTION 2. There shall be a Board of Directors, up to nine in number, who shall be the governing body of the association. They shall decide all matters of policy affecting the association. The board shall be composed of the President, Vice-President, Secretary and Treasurer, immediate past President, plus no less than two, nor more than four, directors elected from the membership. All board members regardless of membership classification will be voting members of the board.

SECTION 3. The said officers and Board of Directors shall be elected by ballot at the annual meeting. Directors may not serve as a director for more than four years in succession without becoming an officer. Vacancies of officers or directors shall be filled by the Board of Directors until the next annual meeting. Only one representative of a member firm is eligible to serve on the Board of Directors at any given time.

SECTION 4. The Board of Directors shall have power to employ a work secretary who shall be known as Executive Secretary. His duties shall be to attend all meetings of the Board of Directors and association meetings, to write, print and distribute the CNLA Bulletin, to collect dues, issue membership certificates, and any other duties required by the Board of Directors. His compensation is to be set by the Board of Directors. The Treasurer is to pay bills and draw orders on all funds under his jurisdiction.

SECTION 5. There shall be a Nominating Committee composed of three members, the chairman to be appointed by the President, and two members to be elected from the floor, to serve for the ensuing year. The Nominating Committee shall take into consideration the guidelines posted after these By-Laws. The Nominating Committee shall make available its slate of officers and directors to the members at least 45 days in advance of the annual meeting. Additional nominations may be presented by signed petition of at least 15 members, filed with the Executive Secretary at least 30 days before the Annual Meeting, who shall then inform the members. Voting shall take place at the annual meeting, or by a written ballot approved by the Board of Directors. Candidates for President, Vice-President, and Treasurer shall have first served on the Board of Directors prior to their election.

Section 6. The Directors shall attend all meetings of the Board of Directors, using their best judgment and expertise in managing the Association's affairs. The Executive Secretary shall notify the Board when a particular Director has missed three consecutive meetings. A Director may be removed for cause by the Board of Directors upon an affirmative vote equal to at least two-thirds of the entire Board.

#### **ARTICLE V - Committees**

SECTION 1. The President, Vice-President, Secretary and Treasurer shall be ex-officio members of all committees with power to vote.

SECTION 2. The President may appoint committees as necessary and as required by Article IV and Article IX

SECTION 3. The activities and responsibilities of the committees shall be determined by the President with the approval of the Board of Directors.

#### **ARTICLE VI - Meetings**

SECTION 1. One annual meeting shall be held in the month of December or January, at which time the election of officers shall be held and the reports of officers and standing committees shall be submitted to the membership.

SECTION 2. A summer meeting shall be held. Necessary business may be presented at this meeting

SECTION 3. The Board of Directors shall decide the time and place of the winter and summer meetings.

SECTION 4. Any significant change in the traditional format of either meeting must be brought to the attention of and ratified by the membership at a regular meeting at least one year before such change would take place.

SECTION 5. A Special Meeting of the Association may be called by the President. The President shall call a Special Meeting at the request, in writing, of twenty members in good standing, after a lapse of ten days and notification of all members.

SECTION 6. 10% of the voting membership shall constitute a quorum at any meeting.

SECTION 7. Four members of the Board of directors shall constitute a quorum at any Board of Directors meeting.

SECTION 5. A quorum must be present at any meeting at which business is transacted or a vote taken committing the Association to any proposal or action.

#### **ARTICLE VII - Impeachment of Officers**

An officer may be impeached by the unanimous vote of the other officers or by a petition signed by five members and may be removed from office by a two-thirds vote of the members after he has been accorded a hearing upon the impeachment charges.

#### **ARTICLE VIII - Amendments**

The By-Laws of this Association may be amended by a two-thirds vote at any meeting, provided that notice of said amendment has been sent to each member by the Secretary ten days prior to the meeting.

## **ARTICLE IX - Order of Business**

The Order of Business at Association meetings shall be:

1. Call to Order
2. Roll Call
3. Reading of the Minutes
4. Reading of Communications, Bills, etc.
5. Reports of Officers
6. Reports of Standing Committees
7. Reports of Special Committees
8. Unfinished Business
9. New Business
10. Announcements
11. Election of Officers
12. Installation of Officers
13. Appointment of Nominating Committee Chairman, and Election of 2 Members
14. Appointment of Auditing Committee
15. Adjournment of Business Meeting
16. Program

## **ARTICLE X - Parliamentary Authority**

Robert's Rules of Order shall be the Association's final authority on all questions of procedure and parliamentary law not covered by the By-Laws.

## **ARTICLE XI. Conflict of Interest.**

An officer, director or member shall abstain from participating in and voting on any matter brought before the Association in which he/she has a direct financial interest.

## **ARTICLE XII. Dissolution.**

If the Association is dissolved, all remaining assets after payment of creditors are to be distributed to charitable, educational, or scientific organizations involved in the field of horticulture.

### **Guidelines For the Nominating Committee** (adopted November 17, 1997)

Each year at the Annual Meeting, the Nominating Committee must present a slate of officers and directors to the membership. Although members of the Board of Directors must be nominated each year, under normal circumstances, most of the members of the Board will already be serving. Usually, each officer will step up one position: Secretary becoming Treasurer, Treasurer becoming Vice-President, then President and remaining on the Board as Past President. The person nominated for Secretary will normally be one of the seated directors, with consideration given to seniority, provided this person is willing to commit to being an Officer of the Association for five years. The Bylaws state that a person cannot remain a director for more than four successive years without becoming an officer. The person or persons to be nominated for a position as director shall be selected from the membership, usually a person who has served as a chairman of one of the more active committees of the Association or has proved an interest in the Association in some other way. The Nominating Committee should seek input from the seated Board of Directors regarding good candidates, as the Board should be aware of the merit of the various committee chairmen or other members whose interest in the Association makes them worthy of joining the Board. As amended thru January 1998.