

LANDSCAPE AND NURSERY ASSOCIATION OF GREATER ST. LOUIS

CONSTITUTION AND BYLAWS

Amended: September 2004; November 2008; November 2010; November 2011

CONSTITUTION

ARTICLE I – NAME

The name of the Corporation shall be “Landscape and Nursery Association of Greater St. Louis” (hereinafter referred to as "**Association**", "**Organization**" or "**Corporation**"). Reserved exclusively by this group as name identity or logo.

ARTICLE II – LOCATION

The Corporation shall be located in the State of Missouri and shall have an office in the St. Louis metropolitan area.

ARTICLE III – OBJECTS

MISSION STATEMENT: Serving to lead the cooperative exchange of responsible knowledge and beneficial information intended to achieve landscape and garden excellence in the Gateway region.

ARTICLE IV – POWERS

The Corporation may be sued and shall have the power to sue; to make and use a common seal and to alter the same at pleasure; to collect and receive dues, fees, gifts, bequests and devises of money or property to be used for any of the above purposes; to rent, purchase or receive by gift, grant, bequest, or devise, such real estate and personal property as may be needed for accomplishing its purposes; to lease, mortgage, encumber or sell any or all of its property in carrying out its purpose; to buy, borrow or rent and to sell, exchange, loan or give plants and other objects appropriate for or needed in carrying out its purposes; to appoint such subordinate officers, agents and employees as may be needed to accomplish its purposes; to make and amend Bylaws, rules and regulations, consistent with this Constitution or with existing laws, for the regulation of its affairs, the management of its property and the transaction of its business for the pecuniary gain or profit of its members, but shall confine its business and efforts to the public, educations and scientific purposes above mentioned.

ARTICLE V – MANAGEMENT

The property, affairs and business of the corporation, not elsewhere specifically designated to be performed by other officers or committees, shall be managed and controlled by a Board of Directors, (hereinafter referred to as the "**Board**"), the number of whom and the time and method of their election, shall be prescribed by the Bylaws. Only voting members of the Association may be elected to the Board. All persons elected as Board members shall hold office for three years, or until their successors qualify and are elected.

ARTICLE VI – OFFICERS

The officers of the Corporation shall be President, Past President, President-Elect, Vice President, Secretary, Treasurer and such other officer positions deemed necessary by the Board and elected by the eligible voting members. The officers shall be elected annually by the eligible voting members in such a manner as stated in the Bylaws and shall hold office until their successors qualify and are elected. Only voting members of the Association may be elected as officers, and the President shall not succeed

himself or herself more than once. The qualifications, duties, obligations, and requirements of the respective officers shall be defined within the Bylaws.

ARTICLE VII – BYLAWS

The Corporation shall make and adopt Bylaws for the purpose of regulating meetings; for the management of the affairs and business of the Corporation; for the admission, suspension and expulsion of members; for the determination of the classification, terms and conditions of membership; for prescribing the qualifications, duties, and obligations of officers and members; for the method of electing and removing officers; for establishing the time and method of calling and holding meetings; for establishing the attendance required for assembling a quorum at meetings of the Corporation; and for such other purposes consistent with this Constitution or existing laws. The Corporation may, at the request of the Board or individual members, alter or amend the said Bylaws in accordance with the provisions of the amendment procedure contained herein. There shall be a review of the Bylaws and Constitution by an appointed subcommittee bi-annually, on even number years.

ARTICLE VIII – ANNUAL MEMBER MEETING

The annual meeting of the Corporation for the election of officers and board members and for the transaction of other necessary business, shall be called and held in such manner, at such time, and on such notice as provided in the Bylaws.

ARTICLE IX – LIABILITY OF MEMBERS

Members shall be liable to the Corporation for dues and subscriptions voluntarily assumed by them, but shall not be personally liable for any of the debts of the Corporation.

ARTICLE X – FISCAL YEAR

The Fiscal Year of the Corporation shall be January 1 through December 31.

ARTICLE XI – DISBURSEMENTS

All disbursements shall be made via checks. The Treasurer and another authorized officer or member of the Board shall sign checks for the disbursement of funds.

ARTICLE XII – DISSOLVES

In the event of the dissolution of the Corporation, the remaining fund balance shall be disbursed to an appropriate horticultural based educational institution endowment fund of a §501c (3) Non-Profit organization(s) via a disbursement plan established by and requiring a positive vote of two-thirds (2/3) of the eligible voting members present at a specially called meeting.

ARTICLE XIII –AMENDMENTS

Section 1) This Constitution may be amended by the Association members by two-third vote of the members present at any meeting, provided such proposed amendment was submitted in writing at a previous meeting and the Secretary shall have mailed to each member of the Association a copy of the proposed amendment at least five (5) business days previous to the meeting. There shall be a bi-annual review on even number years of the Constitution by a taskforce appointed by the President.

Section 2) Submittal

Any member of the Association may propose in writing to change the Constitution at any scheduled meeting. All Constitution amendments shall be tabled for at least one meeting.

Section 3) Approval

This Constitution may be approved or amended by a two-thirds (2/3) vote of the eligible voting members present at a regular member meeting.

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1) Classifications

There shall be four (4) classes of members:

1. Active Member
2. Allied Member
3. Associate Member
4. Honorary Member

Section 2) Active Member

Firms actively engaged, for a period of at least two years, in the sale, design and/or management of ornamental plants such as, but not limited to, wholesale nursery and greenhouse growers, retail garden centers, landscape services, landscape designers and landscape architects may become an Active Member. Representatives of Active Member firms may have the right to vote and hold office in the Association. No Active Member firm may have more than one vote.

Section 3) Allied Member

Firms actively engaged, for a period of at least two years, in the manufacturing, sale, marketing and distribution of products and services allied to the horticultural industry, may become an Allied Member. Allied Members may have the right to vote and hold office in the Association. No Allied Member firm may have more than one vote.

Section 4) Associate Member

Interested individuals not qualified for Active or Allied Member status; or employees of Active or Allied Member firms; or individuals currently enrolled as a student with the intention of pursuing a career in a horticulture or green industry related field, may become an Associate Member. The Board may determine exceptions for applicants officially qualified for Associate Member status who desire and/or deserve Active or Allied Member status. Associate members shall not have the right to vote.

Section 5) Honorary Member

Any individual, organization or company not a member of this Association, may be selected as an Honorary Member (for reason of some outstanding act, service, or accomplishment supporting the mission of the organization) upon a unanimous vote of the membership present at any monthly meeting. Such Honorary Member shall have no more rights than an Associate Member.

Section 6) Application for Membership

Applications for membership shall be secured and reviewed by the Secretary. The Secretary assures the applicant is aligned with the appropriate membership classification. The applicant must be recommended by at least one existing member of the Association, stated on the membership application. The Secretary shall verify the recommendation(s) by the existing member(s). The Secretary shall have a copy of the proposed membership application on hand at both meetings their application is read. Applicants shall be elected at the first meeting after the meeting in which their request for membership was first announced.

Section 7) Member Removal

The Board shall have power to recommend removal of any Association member for cause; for any infraction of the Bylaws or rules of the Corporation; or for any action interfering with the government of the Corporation. Association members against whom said charges have been made shall be notified

of the same; the date of the meeting at which such charges are to be considered; and shall be allowed to be present at said meeting and defend said Association member. A 2/3-majority vote, by secret ballot, of the eligible voting members present at a regular member meeting shall constitute the action necessary to approve the recommendation of the Board.

ARTICLE II – DUES

Section 1) Rate Structure Establishment

The Board shall review and propose, at their January business meeting, the dues rate structure for the following fiscal year. Proposed changes to the rate structure shall be published in the notice of the next member meeting and shall be approved by a simple majority of the voting members present at said member meeting.

Section 2) Dues Payment Schedule

Active, Allied, and Associate members shall secure payment of annual dues by December 1st of the year prior to the membership fiscal year. Honorary members shall be exempt from the payment of dues.

Section 3) Delinquent Dues Payments

Dues payable on December 1st are considered delinquent if not yet paid by the first regular meeting in February. Any Active, Allied, or Associate member whose dues payment remains delinquent after the February meeting shall be dropped from the Association's membership listing and are deemed inactive.

ARTICLE III – MEMBER MEETINGS

Section 1) Schedule

The schedule of monthly meetings and programs for the fiscal year shall be recommended by the President-Elect and approved by the simple majority of the Board at their January business meeting. Monthly meetings are normally held on the second (2nd) Monday of the month, unless otherwise determined by the Board. The time and place of monthly meetings and programs shall also be recommended by the President-Elect and approved by the simple majority of the Board.

Section 2) Annual Meeting

The annual meeting of the Association shall be held on the second (2nd) Monday of November. In addition to the planned meeting program, the primary purpose of the annual meeting is to elect officers and board members for the following fiscal year and for a reading of the annual treasurer's report.

Section 3) Special Meetings

Special meetings of the Association will be held at any time upon the call of the President or at the request of six (6) members. Notice of all special meetings shall be mailed at least five (5) business days prior to the date of such meetings.

Section 4) Quorum

The representation of at least fifty percent (50%) of the average attendance of the Association's eligible voting members in good standing for the previous 12 months shall constitute a quorum for the transaction of business at meetings of the Association. The Secretary shall be responsible for determining quorum prior to each meeting.

Section 5) Voting

Voting on the routine business proceedings of the Association and election of officers requires a simple majority of the quorum. Changing the content of the Constitution or Bylaws, acting upon the purchase or sale of securities or property and dissolution of the Corporation requires a positive vote of two-thirds (2/3) of the quorum.

Section 6) Procedure

The proceedings of the business portion of all Association meetings shall be governed by and conducted according to the latest edition of "Robert's Rules of Order". The members present at the meeting may appoint, as necessary, a Parliamentarian, by a two-thirds (2/3) vote, to assist with any meeting. The eligible voting members may suspend the "Robert's Rules of Order" requirement for a particular business meeting by a simple majority vote prior to commencement of said meeting.

Section 7) Order of Business

The regular meetings of the Association shall be conducted according to the following order of business, unless waived by a simple majority vote of the eligible voting members present:

1. Call to order and roll call (via distribution of an attendance sign-in sheet)
2. Introduction of guests
3. President's opening comments
4. Presentation of featured program
5. Secretary's report (approval of the minutes)
6. Treasurer's report (summary of financial activity since previous meeting)
7. Applications for membership
 - a. First Reading for new applications
 - b. Second Reading and vote for new applications
8. Old Business
9. New Business
10. Committee Reports
 - a. Program Committee
 - b. Finance Committee
 - c. Membership Committee
 - d. Scholarship and Education Committee
 - e. Public Relations and Marketing Committee
 - f. Community Enhancement Committee
 - g. Hort Co-op Representation Committee
11. Announcement of upcoming events and programs
12. Other announcements and topics for discussion
13. Adjournment

ARTICLE IV – BOARD OF DIRECTORS

Section 1) Consistency

The eligible voting membership of the Board shall consist of officers and elected board members, two (2) being elected each year to serve three (3) years terms. An elected board member can also be an officer but shall have only one vote.

Section 2) General Duties

The business, property and affairs of the Corporation shall be controlled and managed by the Board. The Board is responsible for establishing Association goals that align with the purpose and mission of the Association. The Board is responsible for the review and presentation of the fiscal budget to the

general membership for approval by the majority of voting members present at the first meeting of the fiscal year. The Board shall have the power to recommend removal of any Board member for cause; for any infraction of the Bylaws of the Association; or for any action interfering with the government of the Association. Board members against whom said charges have been made shall be notified of the charges, and of the date of the meeting at which such charges are to be considered; and shall be allowed to be present at the meeting and defend his or her self. A majority vote of the Association is needed to approve the recommendation of the Board.

Section 3) Meetings

The Board shall hold an annual business meeting in January with additional meetings scheduled as deemed necessary by the President and/or members of the Board.

Section 4) Quorum

The representation of at least five (5) Board members shall constitute a quorum for the transaction of business at meetings of the Board.

Section 5) Procedure

The proceedings of Board meetings shall be governed by and conducted according to the latest edition of "Robert's Rules of Order". The Board may appoint, as necessary, a Parliamentarian, by a two-thirds (2/3) vote, to assist at general Board meetings. The Board may suspend the "Robert's Rules of Order" requirement for a particular meeting by a simple majority vote prior to commencement of said meeting.

Section 6) Indemnification

Each person who is or was a Board member of the Corporation, including their heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Board member of the Corporation. The indemnification provided by this By-Law provision shall not be exclusive of any other rights to which he or she may be entitled under any other Bylaws or agreement, vote of disinterested Board members, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

ARTICLE V – ELECTION AND DUTIES OF OFFICERS

Section 1) Election

At the annual member meeting, the eligible voting members of the Association shall elect, via ballot, a President-Elect, a Vice-President, a Secretary, a Treasurer, and two open Board positions. The President-Elect of the current year shall assume the office of President for the following year.

Section 2) Cumulative Voting

No cumulative voting shall be allowed.

Section 3) Nomination Process

Nominations for officer candidates and open board positions shall be at the September and October meetings and presented to the members at the November annual meeting. Nominations will also be accepted from the floor during the annual meeting. If the President, President-Elect and Past President

all three agree to serve an additional 1-year term (2 years total) they may do so upon the approval of a simple majority of the membership.

Section 4) President's Responsibilities

The President shall preside at all meetings of the Association and of the Board and has the power to transact all of the usual, necessary and routine business of the Association as required by these Bylaws. To execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as required by the Association. The President shall secure and identify the leadership of Association committees and shall fill, by appointment, any office or board vacancies as they occur until the next election. The President shall report the work of the Board and other Association activities at the regular member meetings. The President has the power to appoint subcommittees and/or task forces as deemed necessary. The President shall hold no other Presidency associated with the horticultural industry during his or her term.

Section 5) President-Elect

The President-Elect, in the absence of the President or at the President's request shall perform the duties of the President. The President-Elect shall chair the Program Committee.

Section 6) Vice-President Responsibilities

The Vice-President shall be a participating member of the Program Committee. The Vice-President shall be responsible for the work of the Association's committees.

Section 7) Secretary's Responsibilities

The Secretary shall maintain a written record of the meeting proceedings of the Association and the Board. The Secretary shall be charged with the management of the Association correspondence and creation and distribution of meetings notices and minutes. The Secretary shall have a copy of the previous meeting's minutes available during each meeting. The Secretary shall prepare the printed ballot for the election of officers and board members. The Secretary shall notify all newly elected officers and Board members of their election; and shall review all new member applications and notify them of their acceptance and shall perform such other duties normally associated with the office of the Secretary. The Secretary shall also maintain an accurate attendance record for the determination of such things as quorum. In the absence of the Secretary, another officer or board member shall perform Secretary's responsibilities. The Secretary shall transfer all physical records of the Association to his or her successor.

Section 8) Treasurer's Responsibilities

The Treasurer shall collect all dues, assessments, fines and other revenue due to the Association, and shall maintain a current Association directory containing names, address and contact information of all Association members. The Treasurer shall be the general custodian of all funds belonging to the Association. The Treasurer shall deposit said revenues in the name of the Association in such a bank or trust company as designated by the Board. The Treasurer shall maintain an accurate record of all accounts and expenses and shall pay the bills of the Association via proper voucher or under instructions from the Association. All un-budgeted expenditures over Four Hundred Dollars (\$400.00) shall be approved by a simple majority of voting members present at a regular member meeting. The Treasurer shall make a full and complete report regarding the financial condition of the Association at the January Board meeting and a summary transaction report at each member meeting. The Treasurer shall submit the books to the Finance Committee for the annual audit, which will be at the end of the second quarter. The Treasurer shall transfer all physical financial records and financial instruments of the Association to his or her successor.

ARTICLE VI – COMMITTEES

Section 1) General

Each Committee shall consist of a chairperson, and an officer/board liaison as solicited and appointed by the President with advisement of the Board. There shall be committees intended to pursue the work necessary to expedite the mission and purpose of the Association and attain the goals set forth by the Board. These committees include, but are not limited to, the: Program Committee, Finance Committee, Membership Committee, Scholarship and Education Committee, Public Relations and Marketing Committee, Community Enhancement Committee, and the Hort Co-Op Representation Committee.

a) Program Committee

The Program Committee shall pursue, review, recommend and expedite Association meeting programs for the fiscal year. The President-Elect is the chair of the Program Committee.

b) Finance Committee

The Finance Committee shall review the financial statements submitted by the Treasurer and manages the annual audit process, and report their findings to the Association. The Committee shall review and recommend a budget for the following fiscal year for appropriate projects and Association business prior to the November election of new officers and board members. The recommended budget is submitted to the Board for review at their January Board meeting. The Treasurer is an advisory member of the Finance Committee but shall not chair of the Committee.

c) Membership Committee

The Membership Committee shall recommend Association enhancements for retention of existing members, the cultivation and recruiting of new members and to assist the Secretary with membership applications.

d) Scholarship and Education Committee

The Scholarship and Education Committee shall recommend the fiscal year scholarship and education budget, review and update scholarship qualifications, solicit and review student scholarship applications; and recommend the selection of scholarship winner(s).

e) Public Relations and Marketing Committee

The Public Relations and Marketing Committee reviews existing and potential materials and methods (including, but not limited to: brochures, membership applications, press release opportunities and web site) for marketing and promoting the work and membership of the Association. Recommends enhancements to existing and development of new materials and methods.

f) Community Enhancement Committee

Community Enhancement Committee pursues, reviews and recommends opportunities for the Association to provide service intended to enhance the physical and social aspects of the community.

g) Horticulture Co-op Representation Committee

Horticulture Co-op Representation Committee provides Association representation and participation on the Hort Co-op Board of Directors. The Association represents one (1) voting position on the Hort Co-op Board of Directors. The Association is entitled to three (3) representatives to serve on the Hort Co-op Board, consisting of the current Association President and two (2) designated delegates elected from the Association's general membership. The Association's delegates serve with staggered terms as follows:

Delegate #1: (on odd numbered years) July 1st of that year until June 30th of the next odd numbered year.

Delegate #2: (on even numbered years) July 1st of that year until June 30th of the next even numbered year.

A delegate is elected or re-elected at the Annual Member Meeting the calendar year before a current delegate's term expires. Upon serving two (2) – two (2) consecutive year terms, a delegate is eligible for re-election after a two (2) year absence of board service.

h) Nomination Committee

The nomination committee shall be responsible for proposing a slate of officers and board members to the membership. The committee shall consist of, as a minimum, the past two presidents. The committee shall report to the membership at the September, October and November meetings.

ARTICLE VII – COLOR AND EMBLEMS

Section 1) Establishment

The official text font, emblem (logo) and colors of the Association shall be decided and approved by a simple majority of the eligible voting members.

Section 2) Management

The appropriate use of the Association's official text font, emblem and colors of the Association shall be managed by the Secretary and advised by the Public Relations and Marketing Committee.

ARTICLE VIII –AMENDMENTS

Section 1) Amendments

These Bylaws may be amended by the Association members by two-third vote of the members present at any meeting, provided such proposed amendment was submitted in writing at a previous meeting and the Secretary shall have mailed/mailed to each member of the Association a copy of the proposed amendment at least five (5) business days previous to the meeting. There shall be a bi-annual review on even number years of the Bylaws by a taskforce appointed by the President.

Section 2) Submittal

Any member of the Association may propose in writing to change the Bylaws at any scheduled meeting. All Bylaw amendments shall be tabled for at least one meeting.

Section 3) Approval

These Bylaws may be approved or amended by a two-thirds (2/3) vote of the eligible voting members present at a regular member meeting.

*These amended Bylaws of the **LANDSCAPE AND NURSERY ASSOCIATION OF GREATER ST. LOUIS** were recommended by a committee appointed by the LNAGSL President, endorsed by the Board of Directors and approved by at least a two-thirds (2/3) vote of the eligible voting members of the Association present at the LNAGSL members meeting on this 15th day of November, 2011.*

X _____
*President (**Jennifer Schamber**, Greenscape Gardens)*

X _____
*President Elect/Board Member (**Pete Laufersweiler**, Kirkwood Parks and Recreation)*

X _____
*Secretary (**Lance Dauw**, Tomasovic Greenhouses & Nursery, Inc.)*

X _____
*Treasurer (**Bill Ruppert**, National Nursery Products – St. Louis)*

X _____
*Immediate Past President (**Craig Pisarkiewicz**, MPR Supply)*