

# INLA By-Laws

## ARTICLE I

### **Section 1. Name and Location.**

The name of this Association shall be INDIANA NURSERY & LANDSCAPE ASSOCIATION. The principal office is, Indianapolis, Indiana.

### **Section 2. Purpose.**

The purpose of this Association shall be to endeavor to:

- A. Foster and promote the sale and use of nursery products and engage in any lawful activities, which will enhance the ethical and economic progress of the industry.
- B. Protect the planting public through the advancement of fair and lawful trade practices, customs and uses.
- C. Improve nursery products and cultivate techniques by supporting research in the field of horticulture and encourage the publication of the results of such research.
- D. Cooperate with public agencies and institutions of higher learning involved in the nursery industry and enlist their cooperation and counsel for our members and the public.
- E. Cooperate with governmental agencies in molding policies on legislative and administrative matters in the interest of the public and the industry.

### **Section 3. Character of Corporation.**

The Corporation is a non-profit corporation without capital share and no pecuniary benefit shall inure to any member of whatever class by reason of membership.

Membership in this corporation shall be open to persons engaged in or in a working relationship with the nursery business. The term "nursery business" as including trees, shrubs, vines and other plants having a persistent woody stem or stems, and all herbaceous annuals, biennials or perennials generally used for outdoor planting, by those concerns whose activities are agricultural or horticultural.

### **Section 4. Indemnification.**

The corporation shall, to the fullest extent permissible under Indiana law, indemnify or agree to indemnify and any director, officer of the corporation, and the management team (and their heirs, executors and administrators), against expenses, (including attorney fees) judgments, decrees, fines, penalties or amounts paid in settlement actually had reasonably incurred by him/her in connection with the defense of any pending, threatened or completed action, suit, or proceeding, criminal, civil, administrative or investigative, to which he/she was, is, or may be made a party by reason of being or having been such director, officer, employee or agent of the corporation.

## ARTICLE II

### Section 1. Classes of Membership.

#### A. Active Membership

##### *Eligibility*

Any Individual, Partnership, or Corporation based within the state of Indiana:

- Who is actively engaged in a Wholesale/Retail Nursery Business or
- Who is actively engaged in a Landscape/Maintenance Business and
- Whose majority of business is Nursery related.

##### *Rights of Active Members*

Officers and managerial personnel of firms that are Active Members:

- May enjoy benefits of membership in the Association and
- Shall be eligible to vote and
- Shall be eligible to become a Board Member and/or hold Office.
- Each active Active Membership shall have one (1) vote, including multi-outlet firms.

#### B. Associate Membership

##### *Eligibility*

Any Individual, Partnership, or Corporation:

- Who is engaged in a business or profession closely allied to the Nursery Industry or
- Who is based outside of the state of Indiana
- Who is actively engaged in the Green Industry.

##### *Rights of Associate Members*

Officers and managerial personnel of firms that are Associate Members:

- May enjoy many benefits of membership in the Association and
- Shall be eligible to vote and
- Shall be eligible to become a Board Member and/or hold Office. There will be no more than one Associate Member on the board at any given time.
- Each active Associate membership shall have one (1) vote, including multi-outlet firms.

#### C. Honorary Membership

##### *Eligibility*

Any Individual or Company who has been nominated and meets all of the Requirements listed below:

- A nominee shall be an Individual, Partnership, or Corporation who has contributed an outstanding and faithful service to the Green Industry or to the Association and
- They must be voted on and approved by a majority of the Board of Directors.

##### *Rights of Honorary Members*

Individuals, officers and/or managerial personnel of firms which are Honorary Members:

- May enjoy benefits of membership in the Association but
- Shall not be eligible to vote or
- Shall not be eligible to be a Board Member or hold Office and
- Shall not be required to pay annual dues.

**D. Affiliate Membership***Eligibility*

Any Individual who is not directly engaged in the Green Industry but who holds a position in education, research, literature, public office or civil service or community group engaged in horticulture activities or any retired active members.

*Rights of Affiliate Members*

- May enjoy benefits of Membership in the Association.
- Shall not be eligible to vote.
- Shall not be eligible to be a Board Member or hold Office.

**E. Student Membership***Eligibility*

Any full-time student pursuing a career in Horticulture or the Green Industry.

*Rights of Student Members*

- May enjoy benefits of Membership in the Association
- Shall not be eligible to vote.
- Shall not be eligible to be a Board Member or hold Office.

**Section 2. Membership Dues.***Annual Dues & Payment Of*

The amount of annual dues and the time and manner of payment thereof for each class of membership of the corporation shall be determined by the board of directors. Dues for the first year of membership shall be prorated to the date of acceptance into membership. A member who fails to pay dues with ninety (90) days from the time the same becomes due shall be notified by the Executive Director that he is no longer in good standing and that if payment is not made within the next succeeding thirty (30) days, such fact shall be reported to the Board of Directors. If so ordered by a majority vote of the directors present and voting thereon, such member shall without further notice and without hearing, be dropped from the membership rolls and thereupon forfeit all rights and privileges thereof for other functions and services of the Association.

**Section 3. Standards of Membership.***Requirements of an Association Member*

A Member must pay appropriate dues promptly.

**Section 4. Application & Election of Membership.***Procedures Which Will Be Followed*

Applications for Membership shall be made on forms as shall be prescribed by the Board of Directors. All applications must be submitted to the Executive Director along with the current years' dues as set forth by the Board of Directors. An Applicant meeting all qualifications for Membership shall become a Member upon approval by the Executive Director.

**Section 5. Transfer of Membership.***Transfer Policy*

Membership in the Indiana Nursery and Landscape Association shall not be transferable.

**Section 6. Termination of Membership.**

**A. Reasons for Termination.**

Any member may voluntarily terminate his/her or its membership by notifying, in writing, the Executive Director.

If a member ceases to engage in the Nursery, Landscape, or Horticulture business, or ceases to meet any of the other basic qualifications of membership as set forth above, the membership shall be terminated automatically. Termination shall be without prejudice toward said member and his/her or its rights to reapply and be readmitted to membership.

Membership shall be terminated if a member, or an employee of said member, of the Association should be convicted:

1. of a crime involving elements of fraud, deceit, or misrepresentation relating to said members' business practices.
2. of, or shall have been found to be in violation of any Federal, State, or local laws or regulations concerning ant-trust violations, unfair trade practices, unfair competition, or similar offenses.

Membership shall be terminated if a member conducts its business in such a manner as to result in frequent or persistent complaints from their customers to this Association, to government regulatory agencies, to local business associations or to the press.

**B. Procedures for Termination.**

Any Director or member of the Association may ask that a membership be terminated, for just cause. Likewise, an applicant for new membership, that has not been accepted for just cause, may ask to have their application reviewed.

1. All proposals regarding Membership Termination, such as these, shall be made in writing and submitted to the Executive Director stating their reasons.
2. Once submitted to the Executive Director, he/she shall notify each Board of Directors Member in writing and shall provide each said Director with a copy of the proposal.
3. The Board of Directors shall appoint a time and place for a meeting to consider such a proposal. They shall notify, by certified mail at least twenty (20) days prior to said meeting, the member in question of the nature of the charges against him/her or them. In the case of a rejected applicant, the Board of Directors shall notify said applicant of the reasons for rejection. In both cases, the time and location of such a meeting shall be stated.
4. The Board shall review the charges, or reasons, at this meeting and the interested parties shall be permitted to respond to said charges or reasons and present any defenses and responses at this time. Violations or breach of any of the Articles of Incorporation or of these By-Laws shall be cause enough to terminate an existing membership, or to reject an applicant's application for membership.

5. After all evidence has been presented, the Board of Directors shall conduct a secret ballot vote. A vote of two-thirds (2/3) of all current Board Members is required for termination, while a majority vote of all Board Members is required for rejection of an applicant for membership.
6. A Membership that has been terminated for just cause can be reinstated only upon a two-thirds (2/3) vote of all current Board Members. A Membership that has been terminated solely for non-payment of dues can be reinstated upon payment of all delinquent dues plus all dues for the current year.

## ARTICLE III: MEETINGS OF MEMBERS

### **Section 1. Annual Meetings.**

The annual meeting of the members of the corporation shall be held in January of each year, or on such other day prior to June 30 as may be designated by the Board or Directors.

### **Section 2. Special Meetings.**

Special meetings of the members may be called by the president, by the board of directors, or by a petition in writing of at least one-tenth (1/10) of the voting members.

### **Section 3. Notice of Meetings.**

Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered or mailed by the Executive Director of the corporation to each member of record, at such address as appears upon the records of the corporation and at least ten (10) days before the date of such meeting, on being notified of the place, day and hour thereof by the officers or persons calling the meeting.

### **Section 4. Voting Rights.**

Each Active and Associate member firm will have one vote per topic at any membership meeting. Voting may be in person, by assignment, or by proxy. Voting by assignment or by proxy can only be accepted valid if the Executive Director receives proper authorized instructions prior to the meeting. Instruction will be written or by telegram. The person representing the member firm will automatically be determined valid if he/she is an owner majority partner, or an officer of a member firm. Any other persons to represent a member firm must have prior proper written authorization. Each active member firm will have a single person listed on the membership roster and/or on the certificate of membership.

### **Section 5. Quorum.**

At any meeting of members, ten (10) percent of the members of the corporation, represented thereat in person or by proxy, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles in Incorporation or these By-Laws.

**Section 6. Conduct of Meetings.**

Meetings of members, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these By-Laws, or any rule adopted by the Board of Directors or members may otherwise provide. The members may, by unanimous consent, waive the requirement of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Duties and Qualifications.**

The business and affairs of the Corporation shall be managed by a board of directors. Except for the ex officio director and one position open to associate member representation, each director shall be an active member or shall be a representative of an active member of the corporation.

**Section 2. Number and Terms of Office.**

There shall be fourteen (14) directors of the corporation. Four of the directors shall be the elected officers of the corporation. Nine of the ten remaining directors shall serve a term of three years, three of whom shall be elected each year. These nine directors shall serve no more than two consecutive terms. Of these nine positions, one could be filled by an Associate Member. The election of the three new directors shall take place immediately following the election of the officers of the corporation at the annual winter meeting. The tenth director is an education representative from a university to be appointed by the board and to serve a two year term.

**Section 3. Ex Officio Director.**

The Executive Director of the corporation shall be an ex officio member of the board of directors of the corporation. He/she shall have no power to vote on any matter presented to a vote of the board of directors.

**Section 4. Vacancies.**

Any vacancy among the directors caused by death, resignation, removal or otherwise may be filled by a majority vote of the remaining members of the board of directors. A director elected to fill a vacancy shall hold office until the expiration of the term of the director causing the vacancy and until his successor shall be chosen and qualified. Terms of office less than one and one half years shall not be considered a full term.

**Section 5. Meetings of the Directors.**

Unless otherwise agreed upon, the board of directors shall meet quarterly at a time and place agreed upon at the prior meeting.

**Section 6. Special Meetings.**

Special meetings of the board may be held upon the call of the President or of any four (4) members of the board and upon four (4) days' notice specifying the time, place and general purpose of the meeting, give to each director either personally or by mail, fax or telephone. Notice of a special meeting may be waived in writing or by fax. Attendance at any meeting shall constitute waiver of notice of such meeting.

**Section 7. Quorum.**

Seven members of the board shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

**Section 8. Action by Consent.**

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if, prior to such action, a written consent to such action is signed by all the members of the board of directors and such consent is filed with the minutes of the proceedings of the board.

**Section 9. Standing Committees.**

The standing committees of the board of directors shall be Executive, Nominating, Budget, Membership, Winter Conference Exhibits, Winter Conference Program, Awards, Audit, Long Range Planning, Legislative, Communications, Summer Conference, IAH/Education, and INEF. Each standing committee shall consist of at least one member of the board and such other persons appointed by the president from the active members of the corporation. The following committees will consist of (but not be limited to) the following members & chair (ch) — Executive: President (ch), Honorary Secretary, President-Elect, Vice-President, Long Range Planning: President (ch), Honorary Secretary, President-elect, Nominating: (ch), Honorary Secretary & President. Budget: President (ch), President-elect & Vice President. Winter Conference Program: Vice President (ch). INEF: to be chaired by a Past President. IAH will be chaired by an Indiana Accredited Horticulturist.

A slate of officers and three directors shall be presented to the board at the quarterly meeting prior to the winter annual meeting by the nominating committee. Written notice of these nominations shall be presented to all active members at the annual membership meeting.

**Section 10. Other Committees.**

In accordance with the Act, the Articles of Incorporation and these By-Laws, the board of directors by resolution duly adopted, may appoint other committees, including an executive committee, from among the directors. Such committees shall consist of such number of directors as the board of directors shall designate and shall have such powers and duties as the board of directors shall prescribe.

## ARTICLE V: OFFICES

### **Section 1. Offices and Qualifications Therefore.**

The offices of the corporation shall consist of a President, a President-Elect, a Vice President, and an Honorary Secretary. The officers shall be chosen from among the directors. No person shall hold more than one office.

### **Section 2. Terms of Office.**

Each officer of the corporation shall be elected by the members at the annual winter meeting and shall hold office for up to a term of two (2) year or until his successor shall be elected.

### **Section 3. Vacancies.**

Whenever a vacancy shall occur in any of the offices of the corporation for any reason, the same may be filled by the board of directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until his successor shall be chosen and qualified.

### **Section 4. Removal.**

Any officer of the corporation may be removed for or without cause, by the board of directors whenever a majority of such board shall vote in favor of such removal.

### **Section 5. Compensation.**

Each officer of the corporation may receive such compensation for his services in such office as may be fixed by action of the board of directors, duly recorded.

## ARTICLE VI: POWERS AND DUTIES OF OFFICERS

### **Section 1. President.**

Subject to the general control of the board of directors, the President shall manage and supervise all the affairs and personnel of the corporation and shall discharge all the usual functions of the chief executive officer of a corporation. He shall preside at all meetings of members and directors and shall have such other powers and duties as these By-laws or the board of directors may prescribe. Shares of other corporations owned by this corporation may be voted by the President or by such proxies as the President shall designate. The President shall have authority to execute, with the Executive Director, powers of attorney appointing other corporations, partnerships or individuals, the agents of the corporation subject to law, the Articles of Incorporation and these By-Laws.

### **Section 2. President-Elect.**

The President-Elect shall assist the President in the performance of his duties, shall have the powers of, and perform all the duties incumbent upon, the President during his absence or disability, and shall have such other powers and duties as may be prescribed by the board of directors from time to time.



**Section 3. Vice President.**

The Vice President shall have all the powers of, and perform all the duties incumbent upon, the President during his absence or disability and the absence or disability of the President-Elect, and shall have such other powers and duties as may be prescribed by the board from time to time.

**Section 4. Executive Director.**

The Executive Director shall attend all meetings of the members and of the board of directors. In general, he/she shall perform all duties pertaining to the offices of secretary and treasurer and such other duties as these By-Laws or the board of directors may prescribe or as written in job description or management contract.

**Section 5. Honorary Secretary.**

The Honorary Secretary shall have all the powers of, and perform all the duties incumbent upon the Executive Director during his absence or disability, and shall have such other powers and duties as may be prescribed by the board of directors from time to time.

**ARTICLE VII: MISCELLANEOUS****Section 1. Execution of Contracts and Other Documents.**

Unless otherwise ordered by the board of directors, all written contracts and other documents entered into by the corporation shall be executed on behalf of the corporation by the Executive Director, President or the Honorary Secretary.

**Section 2. Fiscal Year.**

The fiscal year of the corporation shall be from July 1 to June 30.

**ARTICLE VIII: AMENDMENTS**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these By-Laws is vested in the board of directors. The affirmative vote of two-thirds (2/3) of all the directors shall be necessary to effect any such changes in these By-Laws.

**Section 1. Board of Directors**

January 3, 2006 the board of directors amended the by-laws to include up to 25% representation of Associate members on the board of directors.