

**MARYLAND NURSERY, LANDSCAPE, AND GREENHOUSE ASSOCIATION, INC.**

**Bylaws**

(Referred to herein as MNLGA, Inc., Corporation, or Association)

**Article I - Membership and Meetings**

**Section 1. Voting Membership**

- (a) Firm Members shall consist of companies who are engaged in the full time production, sale or landscape use of nursery stock. To be eligible for Firm Membership, a company must have been active in the nursery business for a period of not less than one (1) year, except that on action by the Board of Directors, this period may be reduced. Each firm shall designate one (1) representative who shall be authorized to cast one (1) vote for his firm on all matters brought to the floor, including changes in the Charter, Bylaws, or Code of Ethics of the MNLGA, Inc.
- (b) Active Members shall consist of owners and any regular full time employees of Firm Members who shall be sponsored by that firm. They shall be entitled to one (1) vote each on all matters, except those pertaining to changes in the Charter, bylaws, or Code of Ethics of the MNLGA, Inc.

**Section 2. Non-Voting Membership**

- (a) Out-of-State Members shall consist of firms or persons engaged in the nursery or plant industry outside the geographical limits of the State of Maryland, who elect not to be firm members.
- (b) Allied Members shall consist of firms or persons in pursuits related to or doing business with the nursery or plant industry.
- (c) Student Members shall consist of students of horticulture or related fields whose interest and training have the objective of leading them into careers in the nursery industry.
- (d) Honorary Members shall consist of persons who have contributed qualitatively to the nursery industry. Honorary Members shall be awarded the honor of lifetime membership by the Board of Directors of the MNLGA, Inc. and shall pay no dues.
- (e) Individual Industry Professional shall consist of persons professionally engaged in the horticulture industry. Such members are not hobbyists, and do retain professional affiliations within the green industry, such as, but not limited to: Certified Professional Horticulturist (CPH), Licensed Tree Expert (LTE), and Assoc. of Professional Landscape Designers (ALPD) Certification. Retired industry professionals are also eligible for MNLGA membership within this membership category. Such applicants must be sponsored by an MNLGA member in good

standing.

### **Section 3. Annual Dues**

- (a) The Board of Directors is empowered to review the dues structure and make necessary changes.
- (b) All dues must be paid within sixty (60) days of the billing date. Any member not remitting shall automatically be suspended with loss of all privileges and their name deleted from future publications.

### **Section 4. Privileges of Members in Good Standing**

#### **(a) Voting Members**

- (1) May vote on matters and in all elections as indicated by the Charter, Bylaws or Directors.
- (2) May participate in all programs, functions, tours, special events, and social affairs of the Association.
- (3) May display the seal of the Association in connection with their business operations.
- (4) Shall receive all publications of the Association and where appropriate may distribute them in connection with their business operations.
- (5) May hold office in the Association and serve in any capacity on any of its Committees
- (6) Shall have the privilege of the floor at any regular or special meeting of the Association.

#### **(b) Non-Voting Members**

- (1) Shall receive all publications of general interest.
- (2) May serve in an advisory capacity to any officer or committee upon request.
- (3) Shall have the privilege of the floor at any regular or special meetings.
- (4) May display the seal of the Association in connection with their business operations.

### **Section 5. Suspension of Members**

The Board of Directors may admonish, suspend or revoke membership for non-payment of dues or violation of the Code of Ethics of the MNLGA, Inc.

### **Section 6. Meetings**

The annual meeting of the MNLGA, Inc. shall be held in January or such other month as the Board of Directors may choose. Advance notice of thirty (30) days must be given to the membership for each annual meeting. Other regular meetings of the MNLGA, Inc. shall be held with advance notice of thirty (30) days given thereof as may be determined by the Directors.

### **Section 7. Elections**

The election of Directors and Officers of the MNLGA. Inc. shall be held at the annual meeting. Those Directors and Officers receiving the largest number of votes shall take office immediately upon the conclusion of the voting.

### **Section 8. Business and Property**

The Business and Property of the Corporation, except as otherwise provided by statute or by Charter, or by the Bylaws, shall be conducted and managed by its Board of Directors, the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer of the Association. When meeting jointly, all but the Presiding Officer will be considered as Directors.

### **Section 9. Indemnification**

The Corporation shall indemnify the Directors, Officers, employees, and agents of the Corporation to the maximum extent permitted under Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

## **Article II - Directors**

### **Section 1. Number of Directors and Election**

The Board of Directors shall consist of eight (8) members and a Director-at-Large. Four (4) members of the Board shall be elected at each annual meeting by active members present or by proxy at such meeting when entitled to vote. Each Director elected at the annual meeting shall hold office for two (2) years or until his successor shall have been elected, or until he shall die or resign, or shall have been removed.

### **Section 2. Eligibility**

In order to be eligible to be a Director in this Corporation a person must be an active member as defined in these Bylaws and must not be an Officer of the Corporation. Not more than two (2) members shall be directors and/or officers from any firm at any one time.

### **Section 3. Duties of Directors**

Along with other powers and duties provided by statute, Charter or these Bylaws, the Directors may, when funds are available and when in their judgment the occasion demands, contract annually for, or employ, the services of competent professional assistance. Two-thirds vote of all of the Directors voting shall be necessary and sufficient to initiate or renew such professional assistance provisions.

### **Section 4. First Regular Meeting**

After each meeting of members at which Directors shall have been elected, the Board of Directors shall meet for the purpose of organization and transaction of other business as soon as possible, without notice as hereinafter provided for other meetings.

#### **Section 5. Regular Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held at the principal office of the corporation, at such times as may be fixed by the general resolution of the Board, or at such other places as shall be designated by the Board.

#### **Section 6. Special Meetings**

Special meetings of the Board of Directors shall be held whenever called by the President, by a majority of the Directors, either in writing or by vote, at the principal office of the Corporation or at such other places to be designated by the Board.

#### **Section 7. Notice of Meetings**

Notice of the place, day and hour of every regular and special meeting shall be given to each Director, either:

- (1) By notice in writing mailed to him postage prepaid not later than five days before the day set for the meeting and addressed to him at his last known post office address, according to the records of the Corporation.
- (2) By notice in writing delivered to him personally or left at his residence or usual place of business not later than three days before the day of the meeting; or
- (3) By telephone to him personally, not later than two days before the day set for the meeting.
- (4) By electronic notification, such as e-mail, not later than five days before the day set for the meeting, to the e-mail address on record with the Corporation.

#### **Section 8. Quorum**

A majority of total Directors and Officers shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors. In the event a quorum is not present, the President will adjourn the meeting for a period of not over ten (10) days at any time, without notice other than an announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. In addition to transacting regular business, a majority of the Board of Directors shall also interpret Bylaws and Code of Ethics. In case of tie votes, the President shall cast the deciding vote.

#### **Section 9. Removal of Directors**

At any meeting of the voting members called for the purpose any Director may, by the vote of a majority of the voting members entitled to vote, be removed from office, with or without cause, and another may be appointed in the place of the person so removed to serve for the remainder of his term.

**Section 10. Replacement of Directors**

If a Director shall die or resign, or if the active members shall remove any Director without appointing another in his place, a majority of the remaining Directors (although such a majority is less than a quorum) may elect a successor to hold office for the unexpired portion of the Director whose place shall so become vacant, and until his successor has been duly chosen and qualified.

**Section 11. Succession in Office**

Directors may serve no more than two terms in succession.

**Section 12. Director-at-Large**

The outgoing President will serve as Director-at-large for a period of one (1) year at the end of his term as President, or, to the end of the term or terms of the President succeeding him.

**Section 13. Compensation**

Directors shall not receive any compensation for their services, but may be reimbursed for budgeted or Board approved items such as telephone, postage and materials when itemized and submitted.

**Section 14. Electronic Meetings**

Meetings of the Board of Directors, Executive Committee, or committees may be conducted by means of remote communication through which all of the Officers, Directors, or committee members have an opportunity to participate in such meeting if notice is given of the meeting pursuant to these Bylaws. For quorum purposes, participation in a meeting by remote communication constitutes presence at the meeting. As used in these Bylaws, the term "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

**Article III - Officers**

**Section 1. Executive Officers**

The Executive Officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer. The executive officers shall be elected annually at the annual meeting of members by the active members entitled to vote. The person receiving the largest number of votes for each position shall be elected. Each such officer shall hold office for a term of one (1) year, and thereafter until his successor is elected and qualified, or until his death, resignation or removal. Officers shall not be Directors of the Corporation. Not more than two (2) members shall be officers and/or directors from any firm at any one time. At Board of Director meetings, Officers with the exception of the Presiding Officer, will have voting privileges.

**Section 2. President**

The President shall preside at all the meetings of the Corporation. He shall have general management and direction of the business of the Corporation and all powers ordinarily exercised by the President of a Corporation; he shall have authority to sign and execute in the name of the Corporation all authorized deeds, mortgages, bonds, contracts or other instruments; he shall annually prepare a full and true statement of the affairs of the Corporation which shall be submitted at the annual meeting of the members and which shall be filed at the principal office of the Corporation within twenty (20) days thereafter; the President shall appoint, with the approval of the Directors, all Committee Chairmen, and shall be a member ex-officio of all committees.

**Section 3. Vice-Presidents**

The First Vice-President shall, in the absence of the President, perform the duties of the office, and in the event of the death or resignation of the President, the First Vice-President shall assume the duties of that office. Likewise the Second Vice-President shall assume these duties in the absence of the President and First Vice-President.

**Section 4. Secretary**

The Secretary shall be responsible for the keeping of the Minutes of all meetings and shall be custodian of all records of the Corporation, and perform any other duties that may be requested of him.

**Section 5. Treasurer**

The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation all moneys or other valuable effects in such banks, trust companies, or other depositories as shall from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and in general, shall perform or cause to be performed, all the duties ordinarily incident to the office of a Treasurer of a Corporation, and such other duties as may be assigned to him by the Board of Directors or by the President. He shall prepare or cause to be prepared, an annual budget presenting anticipated income and its source and anticipated expenses and their uses. This budget will be presented for approval not less than one (1) board meeting before the annual meeting.

**Section 6. Compensation**

None of the Executive Officers of the Corporation shall receive compensation for their services, but may be reimbursed for budgeted or Board approved items such as telephone, postage and materials when itemized and submitted.

## **Article IV - Committees**

The President, with the approval of the Board of Directors, may create any committees he deems advisable and define their duties. All committee chairmen and members shall serve at the pleasure of the President without compensation for their services. Committee chairmen shall submit, as part of their budget, projected costs for telephone, postage and materials when doing MNLGA, Inc. business.

## **Article V - Advisors**

The President, with the approval of the Board of Directors, may appoint advisors when he deems it is to the best interest of the Corporation. These advisors will serve at the pleasure of the Board of Directors.

## **Article VI - Amendment**

These Bylaws may be amended at any meeting of the Maryland Nursery, Landscape, and Greenhouse Association, Inc., by a two-thirds (2/3) vote of firm members present, provided notice of the proposed amendments is sent to the membership thirty (30) days before the meeting.

## **Article VII -Sundry Provisions**

### **Section 1. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year, unless otherwise provided by the Board of Directors.

### **Section 2. Seal**

The seal of the Association shall be of a design approved by the Board of Directors.

### **Section 3. Suggested Order of Business**

- Call to Order
- \* Tabulation of Firms, and Introduction of Guests
- Minutes
- Treasurer's report and financial statement
- Reports of Committees, and Advisors
- \* Report of the President
- Unfinished Business
- \* Election of Officers, and Directors
- New Business
- Adjournment

\* Annual Meeting

**Section 4. Rules of Procedure**

Robert's Rules of Order (as revised) shall govern the conduct of all meetings.

**Section 5. Chapters**

Provision is herewith made for the formation of local and/or Special Chapters of the Maryland Nursery, Landscape, and Greenhouse Association, Inc. (MNLGA) to deal with problems of a local or special nature. The objectives and actions of these Chapters shall in no way conflict with the Constitution, Bylaws, or Code of Ethics of the MNLGA, Inc. and their actions shall at all times be subject to review by the Board of Directors of the MNLGA, Inc.

Approved January 7, 2015

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Corporate Secretary

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Date

(Revised January 2015)