

OKLAHOMA NURSERY AND LANDSCAPE ASSOCIATION

CONSTITUTION

AND

BY-LAWS

September 2008 – 2009
Amended September 2013
Amended September 2015

**CONSTITUTION AND BY-LAWS
OKLAHOMA NURSERY AND LANDSCAPE ASSOCIATION**

ARTICLE I—NAME

The name of the Association shall be “The Oklahoma Nursery and Landscape Association”.

ARTICLE II—PLACE OF BUSINESS

The principal place of business shall be the office of the current Executive Director of the Oklahoma Nursery and Landscape Association.

ARTICLE III—MISSION

The Mission of the Association shall be to advance the Nursery, Greenhouse and Landscape Industry through Networking, Education, Scholarship, Industry Promotion, and Certification with a strong, healthy, and sustainable organization.

ARTICLE IV—OBJECTIVES

In furtherance of the objects set forth in the Articles of Incorporation, but not in limitation thereof, the Association shall endeavor to promote the general welfare of its members by:

- (1) The cultivation of acquaintanceship.
- (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 all allied interests.
- (6) Promoting the arbitration of disputes.
- (7) The compilation and dissemination of scientific information to the 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 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 of 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 and 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.
- (14) No member of the Association shall offer for sale to the public, any trees, plants, shrubs, vines, or any article that would be classed as nursery stock, other than that which has been duly inspected or passed by a legally authorized State Nursery Inspector.
- (15) No member of this Association shall by any word or act, do anything that would destroy public confidence in any member of this Association.

ARTICLE V—MEMBERSHIP

All membership applications are subject to approval by the Board of Directors. There shall be five classes of membership, with eligibility defined as follows:

- (1) **ACTIVE MEMBERS** –
Individuals, owners and/or employees, partnerships, or corporations, actively engaged in any segment of the nursery, greenhouse or landscaping business dealing in live, green plants, having their principal place of business within the State of Oklahoma, and possessing a valid nursery license issued by the Oklahoma Department of Agriculture [if necessary]. Said persons or firms shall maintain a reputation for fair and ethical practices as a condition of membership. Active members shall have the right to vote, only one vote per firm, at all business meetings of the Association. Firms having multiple outlets within the state may apply for membership for each outlet, but may only have one vote in any business meeting.
- (2) **ASSOCIATE MEMBERS** –
Those defined as Sec. (1), except whose principal place of business is outside the State of Oklahoma. Associate members need not hold an Oklahoma nursery license where such is not required by state law in order to do business within the state. However, they must possess a nursery license (or whatever is required by state law) from the state which their headquarters resides. Associate members shall have the right to vote at all meetings of the Association, but may only have one vote in any business meeting.
- (3) **ALLIED MEMBERS** –
Any individual, partnership, or corporation, within or without the State of Oklahoma, engaged in the wholesale supplying of accessories or services incident to or allied with the nursery business. Said persons or firms shall maintain a reputation for fair and ethical practices as a condition of membership. Allied members shall have the right to vote at all

meetings of the Association. Firms having multiple outlets may apply for membership for each outlet, but may have one vote per firm in any business meeting.

- (4) HONORARY MEMBERS –
Individuals, who, having done some outstanding service in the field of horticulture or in the interests of the nurserymen of the country, and who are deemed worthy of this honor, may be awarded honorary membership by a majority vote of the Board of Directors. Honorary members shall not be eligible to hold any office of this Association and shall not be entitled to vote at any business meeting or caucus.
- (5) New members, who pay their dues at least 30 days prior to the annual business meeting, shall have all voting rights to which they are entitled, under Sections (1), (2) and (3) above, at said meeting and all subsequent meetings so long as they are members in good standing and their dues are current.
- (6) AFFILIATE MEMBERS –
Any individual with parks and recreation department, agricultural related employees of government, educators in agricultural/horticultural related fields, or any individual currently enrolled in any agricultural/horticultural class in an educational institution. Affiliate members shall be entitled to vote at any business meeting.

ARTICLE VI—BOARD OF DIRECTORS

- (1) The management and control of this Association shall be vested in the Board of Directors.
- (2) The Board of Directors shall consist of up to twelve (12) members as follows: the President of the Association who shall serve as Chairman of the Board, the 1st vice-president, the 2nd vice-president, the Executive Director, up to seven (7) directors, as follows:
 - a. Unlimited for active members
 - b. Limited to one associate member
 - c. Limited to two allied members, one of which could from be out of state
 - d. Limited to one affiliate member
 - e. Limited to one affiliate member from OSU-Stillwater
 - f. Limited to one affiliate member from OSU-OKCand the immediate past president, who shall be director-at-large.
- (3) All members of the Board of Directors shall have one vote except the Executive Director, who shall have no vote, and the Chairman of the Board who shall only vote in the case of a tie.
- (4) A majority of the voting members, exclusive of the chairman, shall constitute a quorum for the transaction of any and all business before the board.

- (5) Should a vacancy occur, the remaining Board members may elect a replacement, by majority vote, to serve until the next annual meeting of the Association.
- (6) Board meeting may be called by the chairman or by mutual agreement of five voting members.

Board members who are not officers of the Association shall be elected from among the current membership by simple majority vote during the Annual Meeting. They must have been members for at least two years and have their primary place of business within the state of Oklahoma.

- (7) Duties of the Directors shall be as follows:
 - (A) Directors shall each be responsible for membership recruiting and shall assist in the development and execution of the annual convention and business meeting.
 - (B) It shall be the responsibility of all directors to attend board meetings when called. Three consecutive absences without good cause shall be grounds for dismissal from the board. The board shall be the judge of what is good cause and may dismiss a board member for absenteeism by a two-thirds vote of the remaining voting members.

ARTICLE VII—OFFICERS

- (1) The officers of this Association shall consist of a President, 1st vice-president, 2nd vice-president, and an Executive Director.
- (2) SELECTION OF OFFICERS-

The officers of this Association, except the Executive Director, shall be elected from among the current board of directors who are Active or Allied members, have served a minimum of one year in their position and have been nominated by the board of directors for selection by the membership at the annual business meeting. At least one officer must be an Active member. A simple majority vote of the members attending the annual meeting shall constitute a binding act of this Association, whether for the election of officers or any other purpose.

 - (A) The officers of the Association, except the Executive Director, shall each serve a one year term and may serve up to two successive terms in the same office.
 - (B) The Executive Director shall be chosen by the Board of Directors and shall serve at their pleasure. The Executive Director need not be chosen from among the membership and shall not be limited to any specific term of office. He shall not simultaneously hold any other office in the Association.

- (3) None of the officers, except the Executive Director, shall receive any pay for their services. They may be reimbursed for expenses necessary for the conduct of Association business, upon approval by the Board of Directors.
- (4) The Board of Directors shall determine the compensation of the Executive Director.
- (5) The duties of the officers shall be as follows:
 - (A) The President shall be chief executive officer of this Association. He shall preside at all Board of Directors meetings, and at all regular or special meetings of the Association. He shall see that all orders and resolutions of the Board of Directors and/or the membership are executed or carried out. He shall be an ex officio member of all standing committees. He shall have the general powers of the president of an Association.
 - (B) The 1st vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of president and shall perform such other duties as the Board of Directors shall prescribe. The 1st vice-president shall, as his main duty, be responsible for all arrangements for the annual trade show, convention, and convention program. He shall call upon the Executive Director for assistance in these arrangements and may delegate tasks to others as he sees fit, but he is responsible for the success of the convention, within the guidelines given him by the President and/or Board of Directors.
 - (C) The 2nd vice-president shall, in the absence or disability of the 1st vice-president, perform the duties and exercise the powers of the 1st vice-president. In addition, he shall render assistance, when called upon by the 1st vice-president, with convention and program arrangements and perform such other duties as delegated to him by the president.
 - (D) Duties of the Executive Director
 - (1) Publish a newsletter at least once each quarter containing pertinent information of interest to members of the Association.
 - (2) Furnish each new member, and any other member who requests same, a copy of the Constitution and By-laws of this Association.
 - (3) Furnish each member with a copy of any proposed changes in the By-laws at least 30 days prior to the annual meeting.
 - (4) Provide each member with an appropriate membership certificate annually when dues are paid.

- (5) At the direction of the Board of Directors and in cooperation with the 1st vice president, secure a convention site, arrange booth spaces for exhibitors, and sell and collect for said space.
- (6) Plan the convention program book, sell and collect for program advertising, and publish and distribute same.
- (7) Prepare a report of receipts and disbursements within 45 days of the conclusion of the annual convention, and distribute same to the Board of Directors.
- (8) Prepare an analysis of his duties, with any recommendations for changes, and present annually to the Board of Directors at the annual meeting.
- (9) Assist standing and special committees of the Association in any reasonable request.
- (10) Attend all meetings of the Association and of the Board of Directors and keep minutes of same. Be custodian of all records, reports and correspondence of the Association. Collect and disburse all monies of the Association in accordance with the By-laws and/or directives of the Board of Directors.
- (11) Make an annual financial report to the members at the regular business meeting, and report minutes of board meetings during the year as well as minutes of the preceding annual meeting.
- (12) Perform any other duties as prescribed by the Board of Directors.
- (13) The Executive Director shall be bonded and must be bonded at a level determined by the Board of Directors each year.

ARTICLE VIII—REVENUE

The dues structure for the Association shall be determined by the Board of Directors on an annual basis.

All dues are payable in accordance with the Accounts Receivable Policy as adopted by the board of directors. Any members failing to pay dues prior to the opening of the annual business meeting shall be denied the privileges of Membership. Revenue will be allocated to the following prioritized items.

- a. Overhead and operating expenses
- b. Scholarships
- c. Nationwide nursery and landscape association legislative efforts (i.e., AmericanHort Lighthouse Program)
- d. Dues to other associations
- e. All other expenses as approved by the board of directors

ARTICLE IX—AMENDMENTS

- (1) The Constitution and By-laws may be amended at any regular or called meeting of the Association by a two-thirds vote of the membership present. However, for such action to be binding, such proposed changes must first be presented to the board of directors, who shall cause same to be printed and distributed to the members at least 30 days prior to the time of voting.