



## CONSTITUTION, BY-LAWS AND RULES

### KENTUCKY NURSERY AND LANDSCAPE ASSOCIATION, INC.

#### KNLA

(Adopted 1926 – Revised 2020)

## CHAPTER I- GENERAL PROVISIONS

### Article 101 – Name and Location

**Section 1. Name.** The name of this corporation shall be “Kentucky Nursery and Landscape Association, Inc” hereinafter referred to as the KNLA. The corporation is organized under Kentucky laws as a not-for-profit organization.

**Section 2. Location.** The registered principal place of business shall be Frankfort, Kentucky, or such venue as may be determined by the Board of Directors. The corporation may also establish and maintain other offices within the State of Kentucky as the Board of Directors may determine or the businesses of the corporation may require.

**Section 3. Principles of Construction.** These Bylaws are the primary governing document of the KNLA. Words in any gender shall be deemed to include the other gender, the singular shall be deemed to include the plural and vice versa; headings, captions and underlined paragraph titles are for guidance only and do not in any way limit, amplify, or otherwise modify these Bylaws.

### Article 102– Objectives

**Section 1. Mission Statement.** The mission of the KNLA is to unify and represent the horticulture, landscaping and related businesses through education, recognition and services.

**Section 2. Vision Statement.** Our vision is to publicize and promote the high quality of the products and services of the membership as a whole; to participate in and encourage civic, neighborhood and other activities using local nursery products and promote community beautification and sustainability through the use of horticultural and landscaping material and services.

**Section 3. Value Proposition.** KNLA provides to its membership an organization of firms and individuals whose principal business, or a substantial part thereof, is in horticulture, landscaping or related endeavor for the discussion and exchange of information of mutual problems and cooperation in such group action as will be for the best interests of the membership and to encourage the production,

development, improvement and use of local nursery, landscape service and related products and services. The Association strives to maintain professionalism with the highest standards of ethics pertaining to horticulture, nursery, landscaping and allied services and activities. To seek and develop new uses and outlets for local nursery products, landscaping materials and services as well as support local legislative action beneficial to the realization of these objectives.

**Section 4. Principles.** The Board of Directors, Officers, Committees of the KNLA shall be selected without regard to religion, race, color, sex, or national origin.

## **CHAPTER II- MEMBERSHIP**

### **Article 201- Eligibility**

Membership in KNLA is open to any individual, business, association, educational institution or other entity approved by the Board of Directors, having an interest in nursery and landscape industries and to any organization that conducts nursery and landscape programs, exams, events in the industry within the state.

### **Article 202- Dues and Fees**

Each member and/or organization shall pay the KNLA annual fees and/or dues in the amount determined by the Board of Directors. The Board of Directors shall establish deadlines for payment of dues and fees.

### **Article 203- Membership Term**

A membership year is 365 days, commencing January 1 of each year and terminating December 31. Any dues paid after November 1, will be considered renewal for the upcoming membership year. Pro-rated amounts for partial year membership are not available. Failure to pay the annual dues by February 15 shall cause the automatic suspension of the delinquent member and of voting privileges until all dues are paid in full. Past due members shall be notified of their status and the consequences thereof on or about February 1 of the year for which they were delinquent.

### **Article 204- Membership Categories**

Members join KNLA in one of the membership classifications listed below. The membership shall consist of (a) active; (b) business (c) honorary members; (d) educational members, (e) student members, and member as follows:

#### **Active Members**

Individuals directly and primarily engaged as a professional in the fields of horticulture, including but not limited to, grower, garden centers, landscape architects, gardener, lawn care operator, landscape contractor, landscape maintenance or Industry and Business Non-Plant Suppliers. They shall pay the regular dues as outlined on the dues schedule, have the right to vote on all voting matters, may hold office in the Association and receive full benefits of KNLA membership for the year. It is understood that all members elected or appointed to any position within KNLA must be an Active member in good standing. Industry individuals from outside the state of Kentucky are welcome to join.

#### **Business Membership**

Firms who are directly and primarily engaged in horticulture as a nursery, professional landscape architect, landscape gardener, landscape contractor, landscape maintenance or garden center operator. The Business shall designate a minimum of (2) two employees or representatives per year with the membership. The business shall pay the dues as outlined on the dues schedule, each individual shall have the right to vote on all voting matters and receive full benefits of KNLA membership, equivalent to an

Active member, for one year. It is the responsibility of the Business to update the designated representatives annually.

### **Complimentary Lifetime Membership with approval by the Board of Directors**

Honorary Hall of Fame members are individuals who have exhibited outstanding service in the interest of the nurserymen or in the interest of horticulture and are awarded honorary membership by a majority vote of the membership. These individuals are not necessarily retired but in many cases are still actively involved in their businesses. A viable company is expected to pay dues as long as the company remains active.

Past-Presidents of KNLA shall receive a complimentary Lifetime Membership at the conclusion of their service as President.

### **Education Members**

Professionals of an educational institution which offers curriculum of a horticultural nature at either the high school or post-secondary level. This category of membership does not allow voting privileges.

### **Student Members**

Student members are enrolled in an educational institution in the study of horticulture or related field. Students must provide proof of current institution enrollment with annual membership. Upon graduation from the educational institution, the student will no longer be eligible for the student membership. This category of membership does not allow voting privileges.

## **Article 204- Membership Application**

Application for membership shall be made in writing on forms provided by the Association, or via the Association website accompanied by payment of dues.

## **CHAPTER III- VOTING, ELGILITY and ELECTIONS**

### **Article 301- Voting Members, Balloting, Ties and Assuming Office**

**Section 1. Voting Members.** The only voting members of the KNLA are those Active Members who are qualified to vote as members of the Board of Directors.

**Section 2. Balloting.** Whenever elections are required by these Bylaws, unless otherwise provided for herein, the election process shall follow the procedures set forth by the Board of Directors.

**Section 3. Ties.** In the event there is a tied vote for any Board seat, there will be a run-off ballot between those candidates with the highest number of votes on the ballot for the position.

**Section 4. Assuming Office.** The President, having been elected, will officially assume the dutes of the Office of President upon adjournment of the KNLA Winter Educational Outing & Expo of the Board of Directors. All other board members will assume the duties of their Office upon adjournment of the KNLA Winter Business Meeting of the Board of Directors.

### **Article 302- Eligibility**

**Section 1. Eligibility.** Any individual seeking a seat on the Board of Directors must be an Active member of the KNLA in good standing and must be willing to participate in the Nominating Committee process. No individual, at any time, shall hold more than one office of KNLA.

### **Article 303- Nominations and Elections**

**Section 1. Officer Nominations.** Those individuals willing to serve as Officers shall be proposed by the General Membership, Board of Directors and/or Nominating Committee, and nominated according to the Nominating Committee procedures. Board of Directors approved procedures for nominations shall be available to the membership ninety (90) days prior to elections at [www.knla.org](http://www.knla.org).

**Section 2. Elections.** All Board of Directors and Officer elections shall occur at the annual Business Meeting of the Board of Directors held in conjunction with the Winter Educational Outing & Expo (exception: Presidential election), unless the Board of Directors, by two-thirds (2/3) majority vote, establishes another time for the election or a vacancy is being filled. Each active member present at the Business Meeting shall be entitled to cast one vote for each officer to be elected. The candidate receiving the majority of the votes for any office shall be considered to be duly elected thereto. Should any candidate fail to receive a majority vote, the one having the fewest votes shall be dropped from each ballot until some candidate for each office receives a majority of all votes cast. Additional nominations may be made by the members from the floor at the meeting at which the election is held. All nominations, whether by the Nominating Committee or from the floor, must be seconded for the names to be voted upon.

**Section 3. Election of Officers.** The Officers (President, Vice-President, Secretary, and Treasurer) shall be elected by the Board of Directors from nominations provided by the Nominating Committee.

a. If a nominee for an Officer position is currently seated on the Board of Directors is elected to an Officer position, the Director seat vacated shall be filled.

b. The President, Secretary and four (4) Directors shall be elected for a term of two (2) years by no later than January 30 of each even numbered year.

c. The Vice-President, Treasurer and four (4) Directors shall be elected for a term of two (2) years by no later than January 30 or each odd numbered year.

## **CHAPTER IV- TERMS**

### **Article 401- Terms**

#### **Section 1. Terms**

a. "Term" is defined as service in an elected or appointed capacity for more than two (2) consecutive years. Unless specified otherwise, for the purposes of these Bylaws, a "Year" is defined as twelve (12) months or the period of time between the Business Meeting of the Board of Directors, whichever is less.

b. Unless specified otherwise, service in an elected or appointed capacity for a period of two (2) consecutive years or less shall not be considered in the application of the Term limits.

c. All regular elections of Officers shall be for a two (2) year term.

d. The maximum service as a member of the Board of Directors shall be limited to (3) three consecutive terms with the exception of Presidential terms.

e. Any individual not serving on the Board of Directors for a period of (1) one year (365) consecutive days shall be eligible to serve again on the Board of Directors without consideration of prior service in determining Term limits.

## **Article 402- Officer and Director Terms and Term Limits**

All Officers and Directors shall hold office until their successors are duly selected and shall qualify.

**Section 1. President.** The term of the President, filled by the current Vice-President, shall commence following the conclusion of the Business Meeting. After serving as President for (2) two consecutive terms, an individual will be designed Past-President, but not be eligible for any additional position on the Board of Directors for a minimum of (1) one year.

**Section 2. Officers and Directors.** The term of Officers and Directors elected at the Business Meeting shall commence following the conclusion of the Business Meeting. After serving as a Director for (3) three consecutive terms, an individual may not be elected to any position on the Board of Directors for a minimum of (1) one year.

**Section 3. Educational Advisor.** Cooperative Extension faculty members (1-2) in the UK Horticulture Department with statewide green industry responsibilities will be considered ex-officio members of the board for the purpose of providing another perspective and advice.

**Section 4. Election Due to Vacancy.** The term of an individual elected to fill an Officer or Director vacancy shall commence immediately upon election.

**Section 5. Number of Consecutive Terms.** No individual may serve as a member of the Board of Directors of the KNLA, in any capacity or combination of capacities, for more than consecutive (5) five terms.

## **CHAPTER V-EXECUTIVE COMMITTEE**

### **Article 501 Composition**

The President, Vice-President, Treasurer and the immediate past President shall constitute the Executive Committee and shall have power to act for the Association on matters which, in its judgment, require immediate action.

### **Article 502 Term of Service**

Members of the Executive Committee serve for a term of two (2) years.

### **Article 503 General Authorities and Responsibilities**

The KNLA shall have an Executive Committee which shall act between meetings of the Board of Directors or as otherwise provided in these Bylaws. When the Board of Directors is not in session, the Executive Committee shall have the same authority as the Board of Directors, excluding the Board of Directors authority to amend the Bylaws of KNLA.

### **Article 504 Executive Committee Meetings**

**Section 1. Meetings.** The Committee shall meet on the call of the President or on the written request of three of its members. The Executive Committee may meet up to six (6) times per year.

**Section 2. Attendance.** If an Executive Committee member misses three (3) meetings in a twelve (12) month period for any reason, such absence constitutes cause for removal from the Executive Committee and replacement by another member of the Board of Directors.

## CHAPTER VI- KNLA OFFICERS

### Article 601 Duties

The regular term of office of all Officers shall commence at the adjournment of the Business meeting in which they are elected.

### Article 602 Remuneration

The President, Vice-President, Treasurer and Directors shall serve without remuneration. The Executive Director shall receive a stipend, the amount of which shall be determined by the Executive Committee.

### Article 603 Composition

The Board of Directors shall consist of a maximum of twelve (12) Directors, or such different number as increased or decreased by action of a two-thirds (2/3) vote of the members of the Board of Directors present at the Business Meeting. All Directors must be Active members, with each Director having one vote.

- a) Lawn and Landscaping -3 seats
- b) Retail -1 seat
- c) Arborists-1 seat
- d) Landscape Architect- 1 seat
- e) Public Gardens- 1 seat
- f) Wholesale Plant Producer-2 seats
- g) Industry and Business Non-Plant Supplier-1 seat
- h) Director-At-Large-2 seats
- i) Educational Advisor-4 seats (non-voting)

All nominees for office, must be approved by the Nominating Committee, with verifiable references to prove they qualify to fulfil the designated seat.

### Article 604 Responsibilities

**Section 1. President.** The President shall chair the Executive Committee, serve as an ex-officio member of all committees, except the Nominating Committee, shall preside over all meetings of the members and of the Executive Committee, and shall have general supervision over the affairs of the Association. The President shall appoint, with the approval of the majority of the Executive Committee, all chairs of the standing and special committees as may be necessary.

**Section 2. Vice-President.** The Vice-President shall perform the duties of the President in the absence of the President and assist the President in maintaining order at meetings. The Vice President shall have the authority to authorize payment as required to conduct the daily business of the organization in the absence of the President. The Vice President shall perform other duties that may be assigned to the Vice President by the Board of Directors or President.

**Section 3. Treasurer.** The Treasurer shall be custodian of and safely keep in a bank account of all funds of the Association and shall properly disburse same and keep an accurate account of all funds due to and received by the Association. Working with the Executive Director, he/she shall obtain receipts

for all expenditures, and make a full and accurate report of receipts and expenditures and of funds on hand when requested by proper officers of the Association. He/she shall perform such other duties as properly pertaining to the office of the Treasurer and upon expiration of his/her term of office, pay over all monies and deliver all books and records of the Association in his/her possession, to his/her successor.

**Section 4 . Executive Director.** By action of the Executive Committee and Directors, the Executive Director may be designated the Executive Director of the Association with the responsibility and authority to act as Marketing, Sales, Administration and Public Relations Counsel for the Association as the Executive Committee and/or Board may determine. The Executive Director shall record and keep correct minutes of the proceedings of all meetings of the Association and of the Executive Committee. He/she shall prepare and maintain a roster of active and associate members showing the last known address, alternate contact information and date of membership of each and shall notify members of the time, place and purpose of all meetings of the membership by electronic, written or printed notices ~~mailed~~ not less than 30 days period thereto; notify applicants for membership of the action taken on their applications as promptly as possible following same. On or about January 1 of each year the Executive Director will notify membership of annual dues and on February 1 of each year he/she shall notify member(s) whose dues have not been paid for the current year that they are in arrears and the consequences thereof. He/she shall provide and safely keep all records and documents of the Association and upon retiring or otherwise vacating office deliver same, in good order and currently up-to-date to his successor or current Board of Directors. The Executive Director will serve as Editor for the Association's newsletters and solicit ads from potential advertisers. He/she shall distribute mail electronically and through the postal service, make phone calls, administer the webpage and other electronic systems with diligence and with the objective of maintaining and increasing interest and membership in the Association. In addition, he/she shall closely guard the privacy of materials and membership to ensure that all materials, communications, monies, etc . are produced and secured with the Association's objectives his/her primary focus. The Executive Director shall coordinate trade shows, conferences, outings and other Association events to ensure proper promotion to recruit and communicate with exhibitors, and others to determine location and work with subcontractors and facilities advertise and promote attendance, prepare any printed or electronic material as necessary, and provide onsite supervision for the successful implementation of the event(s). The Executive Director shall coordinate sales, marketing and administration of all membership and committee activities for the Association as outlined in his/her contract with the organization. The Executive Director is a contract position and is in no way employed by KNLA. All data, records, notes, brochures, passwords, phone & phone number, computer and any and all information related to KNLA are the property of KNLA.

He/she shall perform such other duties as requested by the Executive Committee and/or Board of Directors.

## CHAPTER VII-COMMITTEES

### Article 701 General

To operate efficiently and maximize the expertise of the membership, the KNLA shall have topic specific committees. **All business discussed during committee meetings is considered confidential.**

### Article 702 Participation

**Section 1. Executive Director.** The Executive Director will participate in all committee meetings, and will coordinate and/or chair the Membership, Outing, Winter and Summer Conferences and Trade Show Committees. Committee chairs should be prepared to report on the committee's progress at each meeting of the Executive Committee and/or Board.

**Section 2. Attendance.** All individuals holding a seat must attend a minimum of fifty percent (50%) of the meetings of that committee each year. A committee member who fails to attend the required number of meetings, may be removed from the committee by the President of the KNLA and replaced with another individual.

**Section 3. Eligibility to Serve.** Unless otherwise specified, any individual holding a seat on any committee within the KNLA must be an Active member in good standing.

#### **Article 703- Committee Meetings**

**Section 1. Meetings.** All committees shall meet a minimum of three (3) times per year including one (1) in person meeting held during the Winter Outing, unless otherwise specified.

**Section 2. Meeting Minutes.** Minutes of the Committee meetings are required to be maintained by the Executive Director.

#### **Article 704 Chairman**

Except for the Auditing and Budget Committee, each Chairman shall appoint from the membership such additional members to his committee as he deems advisable.

#### **Article 705 Definition**

The Association shall have the following committees, in addition to the Executive Committee, and the President shall appoint the Chairman of each at the regular meeting in January or as may otherwise be practicable.

**Section 1. Winter Educational Outing & Expo.** The Winter Educational Outing & Expo Committee is charged with securing and scheduling speakers within budget guidelines to attract attendance at the Winter Educational Outing & Expo. The committee should compile background and biographical information on the speakers for inclusion in the Show Program and pre-show press releases, work with facilities coordinator to ensure the proper audio-visual equipment and meeting room setup. This committee is also charged with the proper promotion to recruit and communicate with exhibitors, determine location and work with subcontractors and facilities, advertise and promote attendance at the show and conference, prepare any printed and/or electronic material as necessary, and provide onsite supervision for the successful implementation of the event.

**Section 2. Summer Outing.** The Executive Director will coordinate the Summer Outing. The Summer Outing Committee is charged with securing and scheduling speakers within budget guidelines to attract attendance at the Summer Conference and Trade Show. The committee should compile background and biographical information on the speakers for inclusion in the Show Program and pre-show press releases, work with facilities coordinator to ensure the proper audio-visual equipment and meeting room setup. This committee is also charged with the proper promotion to recruit and communicate with exhibitors, determine location and work with subcontractors and facilities, advertise and promote attendance at the show and conference, prepare any printed and/or electronic material as necessary, and provide onsite supervision for the successful implementation of the event.

**Section 3. Education Committee.** The Education Committee will be co-chaired by an Officer of the Board of Directors and an Educational Advisor, generally a professor, that has a relationship with the



University of Kentucky. Members of the Committee may or may not be board members and will work in cooperation with the Winter Educational Expo and Summer Outing.

**Section 4. University of Kentucky and Kentucky Horticulture Council.** The purpose of this committee is to keep abreast of the functions at the University of Kentucky and Kentucky Horticulture Council as they apply to the Association and to respond and report on any activities which would be mutually beneficial to the University/Council and the Association.

**Section 5. Legislative.** The Legislative Committee shall be alert and well informed with respect to any and all National, State, County or Municipal legislation that may affect the nursery industry. It shall be the duty of this committee to encourage legislation beneficial to the nursery industry and to discourage, by full presentation of the facts to the appropriate legislative body, any proposed legislation that would adversely affect the nursery industry. This committee shall inform the membership of actions taken by their committee and appropriate action which should be taken by members to support the nursery interests.

**Section 6. Marketing.** This committee shall promote, develop and maintain public goodwill and keep the public informed as to the objects and endeavors of the association and exert its best efforts to create and maintain the interest of the public in and its acceptance and appreciation of, the products and services of the members.

**Section 7. Auditing and Budget.** This committee shall investigate and evaluate requests which may be made to the Executive committee for various funds or functions the Association may be interested in supporting. The committee will work with the Budget Committee and the Executive Director and be responsible for follow up reports and recommendations on which requests may benefit the association and its overall mission.

**Section 8. Scholarships and Awards.** This committee shall investigate and evaluate requests which may be made to the Executive committee for various funds or functions the Association may be interested in supporting. The committee will work with the Budget Committee and the Executive Director and be responsible for follow up reports and recommendations on which requests may benefit the association and its overall mission.

**Section 9. Nominating.** The Nominating Committee shall nominate one person for each office of the Association to be filled by the election at the January meeting and shall report its nominations to said meeting. No candidate shall be nominated without his/her consent and agreement to serve if elected.

## **CHAPTER VIII- GENERAL MANAGEMENT, ADMINISTRATION AND STAFF SUPPORT**

### **Article 801- General Records of KNLA**

The following records shall be maintained by KNLA. Backup copies of KNLA records shall be maintained on a monthly basis.

**Section 1. Minutes.** KNLA Executive Director shall keep permanent records of minutes of all meetings of the Board of Directors and Executive Committee and a record of all waivers of notices of meetings of the Board of Directors and Executive Committee.

**Section 2. Accounting.** KNLA shall maintain appropriate accounting records.

**Section 3. Membership List.** KNLA shall maintain a membership list in a manner that provides for preparation of an alphabetical list of members, by membership category.

**Section 4. KNLA Official Records Form.** The KNLA shall maintain its records in electronic form or in another form capable of conversion into printed form within a reasonable time.

**Section 5. Records Maintained by Executive Director.** The KNLA shall maintain the following records:

- a. The Certificate of Incorporation
- b. The Bylaws
- c. Resolutions including Budgets adopted by the Board of Directors
- d. The minutes of all meetings of Directors, and records of actions taken by Directors without a meeting for the past four years.
- e. All written communications within the past four (4) years to the general membership.
- f. A list of the names and businesses or home addresses of the current Directors and Officers.
- g. A copy of the most recent corporate reports delivered to the Kentucky Secretary of State.
- h. All financial statements and tax filings prepared for periods ending during the last seven (7) years that a member of the KNLA could have requested.
- i. The KNLA's application for recognition of exemption and the tax exemption determining letter issued by the Internal Revenue Service.
- j. All other documents and records required to be maintained by the KNLA under applicable law or regulation.
- k. All Contracts or similar files relating to KNLA Agreements shall be retained for a minimum of six (6) years beyond the end date of the agreement.

## **Article 802- Budgets of KNLA**

The Fiscal Year for KNLA shall be from January 1-December 31 unless the Board of Directors establish a different fiscal year.

**Section 1. Yearly Budget.** Each year the KNLA shall develop a proposed budget for the next fiscal year in accordance with Board of Directors approved policy.

## **Article 803- Audit**

Each year the KNLA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as approved by the Board of Directors.

## **Article 804- Charles Wilson Scholarship Fund**

The funds donated to the Charles Wilson Scholarship Fund are restricted for distribution to a deserving member through the annual scholarship application program. All receipts and distribution of scholarships must be in accordance with KNLA procedures and policies and comply with all Internal Revenue Code and not-for-profit requirements. Scholarship recipients by be a United States citizen and members in good standing with KNLA.

### **Article 805- Contract Execution**

No Officer, employee or agent of KNLA shall nor shall they have the authority to make or execute any contracts or agreement of any nature if said contract or agreement causes or many cause the KNLA to be obligated to pay unbudgeted expenditures or other obligations to the sum of which exceed \$5,000 for any fiscal year, or if the obligation has a term or establishes a term extending beyond one year, then the sum of which exceeds \$10,000 of the life of the obligation, unless and until such contract or agreement has been approved by the Board of Directors or Executive Committee at a duly called meeting.

### **Article 806- Indemnification of Officers and Directors; Insurance**

**Section 1. Indemnification.** KNLA shall indemnify its Directors and Officers to the fullest extent allowed under Kentucky Not-For-Profit Corporation Law.

**Section 2. Directors and Officers Insurance.** The KNLA shall purchase and maintain insurance on behalf of the Directors and Officers of the USHJA against liability asserted against them for acts or omissions in furtherance of their duties as Directors of Officers of the KNLA.

### **Article 807- General Standards of Conduct for Directors and Officers**

**Section 1. Discharge of Duties.** The primary fiduciary responsibility of each Director is to the KNLA. Each Director and Officer, by accepting a seat on the Board of Directors and/or Committee, shall be bound by and discharge his or her duties in good faith and in accordance with applicable fiduciary duties, the KNLA Bylaws, Policies and Procedures and Conflict of Interest Policy. Failure to comply with these standards may result in remove from the seat by a majority vote of the Board of Directors.

## **CHAPTER IX-AMENDMENTS**

### **Article 901- Amendments**

The Constitution, By-Laws and Rules, as hereby amended, shall become effective upon adoption and may be further amended by submitting any proposed amendment in writing, thirty days (30) in advance of any meeting of the members. The affirmative vote of two-thirds (2/3) of the active members present at the voting meeting shall be required for adoption of any amendment hereto which shall become effective when adopted.

**Last Revised**

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01/13/05  
1/25/17  
7/9/2020**