

Kentucky Nursery and Landscape Association
CONSTITUTION, BY-LAWS AND RULES
(Adopted 1926 – Revised 2017)

CONSTITUTION

Article 1 – Name

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

Article 2 – Objectives

The objectives and purposes of this Association shall be:

- a. To have and maintain 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.
- b. To maintain professionalism with the highest standards of ethics pertaining to horticulture, nursery, landscaping and allied services and activities.
- c. To improve methods and techniques by exchanging ideas, continued education and close cooperation and thus help each other in maintaining a high standard of efficiency in the horticulture, landscaping and related businesses.
- d. 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 through the use of horticultural and landscaping material and services.
- e. To seek and develop new uses and outlets for local nursery products, landscaping materials and services.
- f. To promote and support local legislative action beneficial to the realization of these objectives.

Article 3 – Membership

Section 1. The membership shall consist of (a) active; (b) associate; (c) honorary members; (d) educational members, (e) student members, and (f) corporate office member as follows:

- (a) Active Members shall be firms who have been directly and primarily engaged in horticulture as a nursery, professional landscape architect or landscape gardener or garden center operator and are licensed by the State Entomologist. They shall pay the regular dues as outlined on the dues schedule, have the right to vote on all voting matters and may hold office in the Association.
- (b) Associate members (non-voting) shall be individuals or firms who do not qualify for active membership but in the judgment of the Executive Committee shall pay the same dues and have all the privileges of active members. They will only be eligible to hold office in the Association as a Director. No more than three associate members as Directors at one time.
- (c) 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.
- (d) Education members are members of an educational institution which offers curriculum of a horticultural nature at either the high school or post secondary level.
- (e) Student members are enrolled in an educational institution in the study of horticulture or related field.
- (f) Corporate members shall be the headquarter office of nationwide companies with multiple outlets. Each outlet within the state of Kentucky shall pay dues according to the current active member structure. They shall have one vote per outlet and be eligible to vote.
- (g) Nothing contained herein shall affect the status of any present active or associate member in good standing at the time of the adoption of this document.

Section 2. Applications for membership shall be made in writing on forms provided by the Association, accompanied by payment of dues, as provided in Article 4. They shall be submitted to the Board for approval. Membership shall become tentative until approved by the Board.

Article 4 – Dues

Section 1. Dues must be paid according to the dues structure contained in the Membership Application/Renewal Form. After September 30 a new member shall pay the full dues for the coming year and become a member in good standing upon approval of the Board. Such payments shall be refunded if applicant does not attain membership.

Section 2. Dues structure. Membership dues will be determined by the Executive Committee and Directors.

Section 3. The dues for all members shall be payable on March 1 -June 1 of each year. Failure to pay the annual dues by June 1 shall cause the automatic suspension of the delinquent member and of voting privileges until all arrearages are paid in full. Past due members shall be notified of their status and the consequences thereof on or about June 1 of the year for which they were delinquent.

Section 4. Any former member who has resigned or forfeited membership by failure to pay membership dues may be reinstated by the Board of Directors upon payment of the one (1) year back membership dues plus the current year's dues.

Article 5 – Meetings

Section 1. The regular meeting of all members shall be held in January at a place selected by the Executive Committee or Directors. Special meetings may be held upon the call of the President, and his/her discretion or upon written request of five active members. Written notice stating the time, place and purpose of all meetings, shall be mailed at least ten (10) days prior to each member at their last known address. Notification may be distributed electronically.

Section 2. The January meeting of each year shall be the annual meeting for reports of officers and for installation of newly elected officers. Meetings may include business of the Association, discussions, speeches, papers, lectures by qualified persons and entertainment.

Section 3. A summer meeting may be held annually at a time and place selected by the Executive Committee or Directors.

Section 4. Twenty percent (20%) of the active members in good standing and present shall constitute a quorum for any regular or special meeting of the membership.

Article 6 – Officers

The officers of the Association shall be the President, Vice-President and Treasurer. These officers shall be members in good standing and be elected annually for terms as provided in Section 1 of the By-Laws. An Executive Director position may be appointed to assist the Officers and Directors of the Association and shall be approved annually by the Board of Directors.

Article 7 – Executive Committee

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. The Committee shall meet on the call of the President or on the written request of three of its members.

BY-LAWS

Article 1 – Election of Officers

Section 1. The officers shall be elected from the active membership, by hand vote at the regular meeting in January of each year and shall serve for two or three years following their election or until successors are elected. In the event that any office is vacated, a successor shall be elected by the Executive Committee to serve out the remaining term. The officers shall at all times be members in good standing.

Section 2. Each active member present at the regular meeting in January 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.

Section 3. Nominations for officers shall be made by the Nominating Committee, as provided in Article 3, Section 12 of the By-Laws, and 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 4. 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 2 – Duties

Section 1. The regular term of office of all Officers shall commence at the adjournment of the annual meeting in which they are elected.

Section 2. 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 3. 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.

Section 4. 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 4-5. 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 February 1 of each year the Executive Director will notify membership of annual dues and on June 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 publication Nursery Views or other 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.

Section 5 6. Directors

The Association shall have no less than six and no more than ten Directors elected by the Association. They shall serve a term of three (3) years. If a Director resigns his position or if he or she does not participate in board meetings and other association management meetings, the Executive Committee shall have the right to appoint a replacement. These Directors shall be elected from interested members and not necessarily from various regions of the state.

Article 3 - Committees

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

- ❖ Membership
- ❖ Winter Conference and Trade Show

- ❖ Summer Conference and Trade Show
- ❖ Education Committee
- ❖ Kentucky Certified Nurseryman
- ❖ University of Kentucky and Kentucky Horticulture Council
- ❖ Outings
- ❖ Legislative
- ❖ Advertising and Promotion
- ❖ Auditing and Budget
- ❖ Nominating

Section 1. Membership

The Executive Director will coordinate the Membership Committee. The Membership Committee shall encourage and invite and receive applications for membership in the Association from Firms and Individuals coming within the membership qualifications and assist in maintaining the membership at a high level of desirable members.

Section 2. Winter Conference and Trade Show

The Winter Conference Committee is charged with securing and scheduling speakers within budget guidelines to attract attendance at the Winter 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. Summer Conference and Trade Show

The Executive Director will coordinate the Summer Conference and Trade Show. The Summer Conference 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 4. Education Committee

The Education Committee will be chaired by 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 and Summer Trade Shows.

Section 5. Kentucky Certified Nurseryman

The KNLA has a long term commitment to upgrading our industry through certification of qualified nursery professionals throughout the state. This committee should be prepared to promote, organize, and execute all duties necessary to sustain this program, including the administration of the exam.

Section 6. 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 7. Outings

The Executive Director will coordinate the Outings Committee. This committee is responsible for planning and implementing membership outings, perhaps in conjunction with the Louisville Nursery Association and/or groups with similar interests.

Section 8. 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 9. Advertising and Promotion

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 10. 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 11. Auditing and Budget

The President shall immediately, at the regular January meeting each year appoint the members to the Auditing and Budget Committee who shall examine the accounts of the Treasurer and/or Executive Director and report the result thereof at the business session of said meeting and prepare and present at said meeting for approval or modification of a proposed budget of anticipated receipts and expenditures to be allocated there from during the ensuing year.

Section 12. 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.

Article 4 - Appropriations and Assessments

Any assessments to be made by the Association against members for revenue, other than dues and any unusual expenditures not in the ordinary course of business, must be approved by the affirmative vote of two-thirds of the majority vote of the members present.

RULES

1. At all Business meetings when any member desires to speak, offer a resolution or motion he/she shall first rise, address the President, and be recognized before proceeding further.
2. No member shall rise to speak more than once on the same subject until others desiring to speak have had the opportunity, nor more than twice without permission of the President.
3. All Members not conforming to the Constitution or By-Laws of this Association, or being guilty of immoral conduct, may be suspended or expelled by a two-thirds majority vote of the members present after charges, in writing, duly signed, have been filed and investigated by the committee of three appointed by the President and reported thereon to the Association, in writing, not later than the next regular meeting.
4. No religious, sectarian, political or other discussion not in conformity with the objects and purposes of this Association shall be allowed at any of the meetings or in any publication.

5. The Association shall be governed by its Constitution, By-Laws and Rules, where not inconsistent therewith, nor covered thereby, by Roberts Rules of Order.

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 in advance of any meeting of the members. The affirmative vote of two-thirds 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

01/07/03

01/07/04

01/13/05

1/25/17