

# Association of Professional Gardeners Bylaws

## Article I

The name of this non-profit organization shall be Association of Professional Gardeners and shall be referred to in these by laws as APG.

## Article II – Mission

The mission of APG is to promote and develop the business of professional gardening, establish practices that increase the integrity of the business, and coordinate resources for professionally employed gardeners.

## Article III – Membership

**Section 1.** The classes of membership shall be Active, Dual, Corporate and Honorary, as hereinafter defined.

**Section 1a.** An Active member is one who has paid current annual dues. Active members are eligible to vote for the Board of Directors, hold office and receive all other benefits of membership.

**Section 1b.** A Dual member is one designated employee of an active member. A Dual member shall be eligible to attend all meetings.

**Section 1c.** A Corporate membership consists of an Active member and staff, with a maximum of ten. Corporate staff shall be eligible to attend all meetings.

**Section 1d.** Honorary membership is a lifetime membership awarded by the Board of Directors to a member for their outstanding contribution to APG. An honorary member shall have all the privileges of an Active member, but shall be exempt from paying dues and voting.

**Section 2.** The Board of Directors may, by a 2/3 majority vote, revoke a membership for cause. Sufficient cause for such revocation shall be non-payment of dues, violation of the by-laws or any other lawful rule or practice duly adopted by APG, or any other conduct prejudicial to the interest of APG. In the event other than the non-payment of dues, a statement of the charges shall be mailed by certified or registered mail to the last recorded address of the member at least 15 days before action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the right to defend herself/himself in person, by counsel, or in writing.

## **Article IV- Membership Dues**

**Section 1.** Annual dues, necessary for the operation of APG, shall be established by the Board of Directors.

**Section 2.** Annual dues shall be paid from January 1 to January 31 and are valid for the current fiscal year.

**Section 3.** Non-payment of annual dues immediately revokes all membership privileges.

**Section 4.** Guest fees shall be determined by the Board of Directors and shall be collected at each meeting.

## **Article V- Meetings**

**Section 1.** The Annual Meeting of APG shall be held at the discretion of the Board of Directors. The meeting shall be held at a place as determined by the Board of Directors.

**Section 2.** General Membership meetings shall be held at a place and time as determined by the Board of Directors. A minimum of 4 meetings shall be held annually.

**Section 3.** Membership shall be appropriately notified of meetings.

**Section 4.** A voting quorum shall consist of 2/3 Active members at a membership meeting. In the event of an absence, active members may vote by proxy. Proxy and/or Absentee ballots may be submitted by mail/email and must be received by the time of the vote.

## **Article VI – Board of Directors**

**Section 1.** The Board of Directors shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

**Section 2.** All officers shall be elected at the Year- In- Review meeting and continue in office until the election of their successors. Candidates for the board must be an Active member for at least one year prior to holding office.

**Section 3.** A 2/3 majority of the Board shall constitute a quorum at any meeting of the Board of Directors. Any less number may adjourn until a quorum may be present.

**Section 4.** The President shall call and preside at membership meetings and Board of Directors meetings. In addition, the President's duties include:

- Attend all general and board meetings.
- Prepare the president's message for the Annual meeting.
- Prepare an agenda for all general and board meetings.
- Prepare an annual budget in conjunction with the Treasurer.
- Assist with APG projects and activities.
- Oversee all board positions.
- Prepare year end documents.
- Maintain a file of information about Presidential duties and deadlines.

**Section 6.** The Vice-President shall be directly responsible to the President and in the absence of the President shall assume her/his duties. (S)he may also perform such duties as the President may assign. (S)he will arrange program speakers and meeting sites for the monthly meetings and Annual meeting. In addition, the Vice President's duties include:

- Attend all general and board meetings.
- Coordinate with the Recording Secretary and Corresponding Secretary to convey communications with membership.
- Will store APG signage and microphone and bring to meetings as needed.
- Arrange speakers, venue, vendors and food supplier for meetings and annual conference.
- Communicate with speakers, venue, caterer, etc. prior and post conference.
- Prepare year end documents.
- Maintain a file of information about Vice-Presidential duties and deadlines.

**Section 7.** The Recording Secretary shall keep correct minutes of the membership and Board of Directors meetings. The Recording Secretary shall maintain membership records in coordination with the treasurer. In addition, the Recording Secretary's duties include:

- Attend all general and board meetings.
- Distribute minutes as directed.
- Maintain all historical general and board meeting minutes.
- Serve as second signer on the checking account.
- Prepare year end documents.
- Maintain a file of information about Recording Secretary duties and deadlines.

**Section 8.** The Corresponding Secretary shall attend to the official correspondence of APG. In addition, the Corresponding Secretary's duties include:

- Attend all general and board meetings.
- Send out announcements for general meetings and events.

- Keep email and contact information according to membership records.
- Maintain and update website.
- Update the calendar, in conjunction with the Board of Directors,
- Write letters of appreciation to speakers and venues in a timely manner.
- Send letters as requested by the board in a timely manner.
- Prepare year end documents.
- Maintain a file of information about Corresponding Secretary duties and deadlines.

**Section 9.** The Treasurer shall be the custodian of the funds of APG. In addition, the Treasurer's duties include:

- Collect dues and pay all bills approved by the Board of Directors.
- Keep accurate account of all receipts and disbursements.
- Make payments for all approved Board of Directors expenses.
- Attend all general and board meetings.
- Deposit any monies brought into APG through membership, conference, guest fees, raffles, etc.
- Prepare an annual budget, in conjunction with the President.
- Maintain a checking ledger of incoming and outgoing checks, recording all transactions.
- Prepare a financial report by the 10<sup>th</sup> of every month and distribute to the board.
- Balance the checking account monthly.
- Complete a fiscal yearend report for Board of Directors approval.
- Maintain a file of information about Treasurer duties and deadlines.

**Section 10.** A Past President shall be the chairperson of the Nominating Committee.

**Section 11.** A Board member may be asked to resign if (s)he is unable to perform their duties. The Board of Directors must meet with the offending member to discuss their negative behavior. If their behavior does not improve, the Board of Directors can call a private meeting to recommend their removal.

**Section 12.** In the event of a resignation and/or a vacancy of a board member, the Board of Directors shall appoint a member to fill that position until the next election.

### **Article VII – Committees**

**Section 1.** The President, subject to the approval of the Board of Directors, shall appoint such standing, special, or subcommittees as necessary.

**Section 2.** The Nominating Committee is responsible for securing candidates to run for board positions. The committee is chaired by a past President. The committee shall

solicit candidates and then notify the President in writing at least 2 weeks before the date of the Year-In-Review meeting. Membership shall be notified of nominations at least 1 week before the Year-In-Review meeting.

#### **Article VIII – Fiscal Year**

The fiscal year begins January 1 and concludes December 31.

#### **Article IX – Parliamentary Authority**

“Robert's Rules of Order, revised” shall be the authority and govern APG in the business procedure of all points not covered by the Bylaws.

#### **Article X – Dissolution**

Upon dissolution of the APG, any and all funds remaining shall be distributed to such educational and charitable organizations that the Board deems acceptable.

#### **Article XI – Amendments**

The bylaws of APG may be amended, altered or repealed, in whole or part, by a 2/3 majority of the Board of Directors. Notice of changes shall be communicated to all membership promptly.