

Association of Professional Gardeners Bylaws

Article I - Name

The name of this non-profit organization shall be Association of Professional Gardeners and shall be referred to in these bylaws 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 Primary, Associate and Honorary, as hereinafter defined.

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

Section 1b. An Associate member is a designated employee of a primary member. An Associate member shall be eligible to attend all meetings.

Section 1c. 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 be exempt from paying dues, voting and holding a board position.

Section 2. The Board of Directors may, by a 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 their membership 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 the time of 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 3 meetings shall be held annually.

Section 3. Membership shall be appropriately notified of meetings.

Section 4. A voting quorum shall consist of 2/3 Primary members at a membership meeting. In the event of an absence, a Primary member 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 a Primary 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.
- Maintain the historical records of the association.
- Serve as second signer on the checking account.
- Maintain a file of information about Presidential duties and deadlines.

Section 5. The Vice-President shall be directly responsible to the President and in the absence of the President shall assume the duties of the President. The Vice President will arrange program speakers and meeting sites for all meetings with input from the Board of Directors. 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 to membership.
- Perform such duties as the President may assign.
- Maintain a file of information about Vice-Presidential duties and deadlines.

Section 6. The Recording Secretary shall keep correct minutes of the 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 board meeting minutes as directed.
- Maintain historical board meeting minutes.
- Format the annual calendar of meetings.
- Maintain the annual member directory.
- Maintain a file of information about Recording Secretary duties and deadlines.

Section 7. 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.

- Maintain the on-line digital calendar.
- Write letters of appreciation to speakers and venues in a timely manner.
- Send letters as requested by the board in a timely manner.
- Maintain a file of information about Corresponding Secretary duties and deadlines.

Section 8. The Treasurer shall be the custodian of the funds of APG. In addition, the Treasurer's duties include:

- Attend all general and board meetings.
- 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.
- Deposit any monies brought into APG through membership, guest fees, raffles, etc.
- In conjunction with the Board of Directors, prepare an annual budget.
- Maintain a checking ledger of incoming and outgoing checks, recording all transactions.
- Prepare a quarterly financial report and distribute to the board.
- Balance the checking account monthly.
- Complete a fiscal year-end report for approval by the Board of Directors.
- Maintain a file of information about Treasurer duties and deadlines.

Section 9. A Board member may be asked to resign if 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 10. 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 7 days 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 in part, by a simple majority of the Board of Directors. Notice of any such changes shall be communicated in a timely manner to the membership.