



January 11, 2020

RE: Notice of Changes to LINLA By-Laws

Dear LINLA Member

As part of the comprehensive evaluation of LINLA's systems, procedures, programs and initiatives, the LINLA Board thought it was time to update and modernize the By-Laws of our association. The following pages outline the proposed changes. You will find that the changes fall into three categories; modernizing the language, removing references to obsolete duties and streamlining voting and processes to make future updates less complicated.

These changes will be discussed and put to a vote at the Annual Meeting and Election next week. Please make every effort to attend and participate in the evening's dialog.

Here is how the proposed changes are listed.

The unaltered text is in BLACK. The majority of Articles remain the same.

The sections which we propose a REVIEW are in BLUE. The words/phrases which we propose to eliminate are ~~STRUCK THROUGH~~.

The proposed new text is in GREEN. The wording to change is **BOLD**.

We hope to see you at the Annual Meeting and throughout the year at LINA Events.

Sincerely,

The Officers and Board of LINLA

LONG ISLAND NURSERY & LANDSCAPE ASSOCIATION, INC.

CONSTITUTION

ARTICLE 1 – EFFECTIVE DATE

By-Laws of Long Island Nursery and Landscape Association, Inc. took effect March 12, 1991, with changes adopted **January 20, 2004**.

By-Laws of Long Island Nursery and Landscape Association, Inc. took effect March 12, 1991, with changes adopted **January 14, 2020**.

ARTICLE 2 – PURPOSE

This Association shall be a non-profit Association and is organized for the following purpose:

- a) To advance the common interest of its members;
- b) To foster fair and friendly relations among members;
- c) To cultivate high standards of business ethics;
- d) To promote the use, and enhance the quality of the products and skills of the nursery and landscape trades;
- e) To build up the public esteem and goodwill towards the Association, via all means available to the Association;
- f) To secure for the Association and its members maximum benefits of education, science and research;
- g) Other such purposes are as set forth in the Certificate of Incorporation of Long Island Nursery and Landscape Association, Inc.

The Long Island Nursery and Landscape Association, Inc. shall pursue these objectives through its own initiative and through cooperation with other nursery trade organizations.

ARTICLE 3 – MEMBERSHIP

The complete membership shall consist of all active members of Long Island Nursery and Landscape Association, Inc., being all members whose dues is currently paid up as of the date of enactment of these By-Laws. In addition, the Association may admit, subject to provisions of Law and these By-Laws:

- a) As active members: Individuals, partnerships, firms or corporations engaged on Long Island in the production and sale of nursery stock and related products, in the landscape contracting business and related or allied businesses.
- b) As advisory or honorary members: Individuals from within or outside of the nursery business – including teachers, horticultural specialists and persons retired from active nursery, landscape contracting or allied businesses.

ARTICLE 4 – ADMISSION TO MEMBERSHIP

- a) Individuals, partnerships, firms or corporations engaged on Long Island directly or indirectly in the nursery, landscape contracting, nursery supply and equipment or related industries on Long Island for a period of one or more years shall be eligible for active membership.
- b) Applications for active membership shall be **in writing**, on a form supplied by **the Secretary** and be submitted with one year's dues. The **Secretary** shall submit the application at the next Board of Directors meeting to be voted upon. Applicant's membership will become effective immediately upon a two-thirds affirmative vote by the Board of Directors.
- c) Nominations for advisory and honorary membership may be voted on and approved **by a two-thirds vote at any general membership meeting, provided they shall have been first submitted to and**

approved by the Board of Directors.

- b) Applications for active membership shall be made on a form supplied by LINLA and be submitted with one year's dues. The **Membership Chair** shall submit the application to the Board of Directors to be voted upon. Applicant's membership will become effective immediately upon a two-thirds affirmative vote by the Board of Directors.
- c) Nominations for advisory and honorary membership may be voted on and approved by a **two-thirds vote by the Board of Directors**.

ARTICLE 5 – CONDITIONS OF MEMBERSHIP

The following shall be conditions of membership:

- a) A reputation for honorable dealings, sound credit and adherence to proper ethical standards.
- b) Compliance with the By-Laws, particularly payment of dues. The Association may, in the manner hereinafter provided, expel any member for cause, such as non-compliance with the By-Laws, conduct prejudicial to the stated purpose of the Association, or obstructive to its proper functions

Members shall not, however, be subject to expulsion for the orderly exercise of their rights of voting and advocacy at any Association meeting.

Proposals for the termination of any membership shall be made at any Board of Directors meeting which shall refer the matter to the Membership Committee for investigation and report in writing to the next Board of Directors meeting. Should Directors, upon receipt of the report of the Membership Committee, decide that grounds for forfeiture exist, they shall promptly notify the member involved and transmit the report of the Membership Committee, together with a written notice of the time and place of the hearing by the Directors of the matters set forth in such report; said notice shall be mailed to the member involved at least (10) ten days prior to the scheduled hearing. The member involved shall be entitled to be present at such hearing and to confront and examine all witnesses. The Board of Directors shall submit its report and recommendations in writing, including a summary of the testimony at such hearing to the next regular membership meeting. A recommendation of termination shall become effective upon its acceptance by a two-thirds vote of the membership present and voting at such meeting. The Secretary shall inform the member involved, in writing, of the action of the membership meeting on the recommendation of the Board of Directors.

No member shall be expelled without a hearing or notice as herein above set forth.

Except as may be otherwise required by law, or by the Certificate of Incorporation, or by these By-Laws, any right of voting members to vote and any right, title and interest of any member of any class in or to the Association shall cease and divest on termination of his or her membership.

ARTICLE 6 – DUES

The Board of Directors, by a three-fourths vote, shall from time to time in their discretion levy such dues and assessments as they shall feel are appropriate for any given calendar year. Such imposition of dues and assessments by the Board of Directors shall be binding on all of the membership of the Association, provided that the notice of same is mailed to each and every member. The fiscal year shall be the calendar year. Members shall be required to pay annual dues not later than January 31st of each year.

- b) Failure to pay dues by March 1st shall constitute delinquency and may cause forfeiture of membership.
- c) Annual dues of members newly admitted after July 1st may be pro-rated.
- d) A member's failure to pay dues by August 1st shall be deemed resignation from membership by the delinquent. No action need be taken on such resignation, nor shall such delinquent be entitled to any

of the notice, hearing or other procedures specified in Article 5 hereof.

ARTICLE 7 – VOTING PRIVILEGES

- a) Only active members shall vote.
- b) Not more than one active membership shall be held by any one firm, but active members may be represented at any meeting, and may vote, through any one of their employees duly authorized by their principal.
- c) Active members shall be entitled to all privileges of membership. Advisory and honorary members shall not be entitled to vote or be eligible for any elective office in the Association. At the discretion of the President of the Board of Directors, advisory and honorary members may be excluded from business meetings.

ARTICLE 8 – OFFICERS, ELECTIONS & COMMITTEES

- a) The officer of the Association shall be: a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

In addition, the First Vice-President shall be responsible for all Association promotion in consultation with a committee formed for that purpose; and the Second Vice President shall have responsibility for the Membership Committee **and all social functions**.

- b) The officers shall be elected by majority vote of the active members present at the annual meetings for terms of one year or until their successors shall have been elected. **Voting at elections shall be written ballot.** Terms of office shall **begin January 1st following the annual meeting.**
- c) The Board of Directors shall consist of the elected officers (at least six, but not more than eight) Directors elected from the membership. Directors shall be elected by a majority vote of those present and voting at annual meetings. Board of Directors terms shall be for a period of three years each.

- a) In addition, the First Vice-President shall be responsible for all Association promotion in consultation with a committee formed for that purpose; **and the Second Vice President shall have responsibility for the Membership Committee.**
- b) The officers shall be elected by majority vote of the active members present at the annual meetings for terms of one year or until their successors shall have been elected. Voting at elections shall be made by a show of hands. **Terms of office shall begin immediately.**
- c) The Board of Directors shall consist of the elected officers (at least six, but not more than eight) Directors elected from the membership. Directors shall be elected by a majority vote of those present and voting at annual meetings. Board of Directors terms shall be for a period of three years each.

- d) Other committees may be appointed by the President subject to the approval of the Board of Directors.
- e) Prior to each annual meeting the President shall appoint a Nominating Committee, which shall present to the annual meeting a slate for all elective offices required to be filled. Nominations may also be made from the floor at the annual meeting.
- f) Vacancies in any elective office shall be filled by appointment of the President for the unexpired portion of the term.
- g) Any officer or director who shall not have attended at least 75% of the regular or special meetings of the Board of Directors in any calendar year shall be deemed to have resigned.

ARTICLE 9 – MEETING, QUORUM

The annual meeting of the active members of the Association ~~shall be held at the principal office of the Association~~, or at such other place on Long Island as may be determined by the Board of Directors and as shall be designated in the notice of said meeting, during the month of ~~October each year~~ for the purpose of electing officers and directors and for the transaction of such other business as may properly be brought before the meeting. The President shall call ~~at least one other meeting of active members in each calendar year, and~~ such additional meetings as the Board of Directors shall deem desirable.

At each annual meeting, the Directors shall cause to be presented to the meeting a report verified by the President and Treasurer, or by a majority of the Directors, in accordance with the requirement of Section 46 of the Membership Corporation Law, showing the whole amount of real and personal property owned by it, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition, the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such application, appropriations or expenditures have been made, ~~and the names and places or residence of the persons who have been admitted to membership in the Association during the year, which report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting.~~

Notice of the purpose or purposes and of the time and place of every meeting of active members shall be ~~in writing and a copy thereof shall be served either personally or by mail~~, not less than ten (10) days, not more than forty (40) days before the meeting, upon each active member or record entitled to vote at such meeting. Such further notice shall be given as may be required by law. The President shall call a special meeting of the Association upon written request of five (5) active members setting forth the purpose thereof. Except as the number of active members shall exceed five hundred (500), no publication of any notice of a meeting of active members need be given unless expressly required by statute. All meetings of active members may be held without notice and without lapse of any period of time, if at any time before or after such actions be completed such requirements be waived in writing by the person or persons entitled to said notice or entitled to participate in the action or by his attorney thereunto authorized.

~~Twenty (20) active members shall constitute a quorum at all regular or special meetings of the Association.~~ Five (5) Directors and/or officers shall comprise a quorum at Director's meetings.

~~There shall be no voting by proxy. The Secretary shall either mail to all active members copies of resolutions adopted at each Board of Directors meeting or shall read them to the next ensuing regular or special meeting of the membership.~~

ARTICLE 9 – MEETING, QUORUM

The annual meeting of the active members of the Association shall be held at a place on Long Island as may be determined by the Board of Directors and as shall be designated in the notice of said meeting, during the ~~month of January~~ each year for the purpose of electing officers and directors and for the transaction of such other business as may properly be brought before the meeting. The President can call such additional meetings as the Board of Directors shall deem desirable.

At each annual meeting, the Directors shall cause to be presented to the meeting a report verified by the President and Treasurer, or by a majority of the Directors, in accordance with the requirement of Section 46 of the Membership Corporation Law, showing the whole amount of real and personal property owned by it, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition, the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such application, appropriations or expenditures have been made, ~~and the names of the persons who have been admitted to membership in the Association during the year~~, which report

shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Notice of the purpose or purposes and of the time and place of every meeting of active members shall be **served**, not less than ten (10) days, not more than forty (40) days before the meeting, upon each active member or record entitled to vote at such meeting. Such further notice shall be given as may be required by law. The President shall call a special meeting of the Association upon written request of five (5) active members setting forth the purpose thereof. Except as the number of active members shall exceed five hundred (500), no publication of any notice of a meeting of active members need be given unless expressly required by statute. All meetings of active members may be held without notice and without lapse of any period of time, if at any time before or after such actions be completed such requirements be waived in writing by the person or persons entitled to said notice or entitled to participate in the action or by his attorney thereunto authorized.

A quorum at all regular or special meetings of the Association shall consist of all active members present. Five (5) Directors and/or officers shall comprise a quorum at Director's meetings.

Active members may be represented at any meeting, and may vote, through any one of their employees duly authorized by their principal. The Secretary shall shall provide upon request, copies of resolutions adopted at each Board of Directors meeting.

ARTICLE 10 – BUDGET EXPENDITURES

- a) The Treasurer shall present at each annual meeting a budget for the ensuing year. It shall include all estimated income and expenses of the Association and its officers.
- b) **All expenditures** shall be subject to approval by the Board of Directors.

All expenditures **over \$1000** shall be subject to approval by the Board of Directors.

- c) Proposals made at any active membership meeting for unbudgeted expenditures shall be referred to the Board of Directors. Should any such proposal for unbudgeted expense be disapproved by the Board of Directors, then the active membership may override such disapproval by two-thirds vote of those present at the next ensuing active membership meeting.

ARTICLE 11 – COMMITTEE ON GRANTS, SCHOLARSHIPS AND CONTINUING RESEARCH

Not-with-standing the provisions of Article VII, Subdivision (c) hereof, a special permanent committee will be appointed by the Board of Directors in accordance with Article 13 of these By-Laws and shall be approved in accordance with Paragraph 13 hereof. The committee shall consist of six (6) members who may include, but need not be limited, to active past presidents of the Association. **The six-member committee must have two (2) members from each of the following areas of interest: landscape contractors, retail garden centers and nursery growers.** The members of the committee will be appointed by the Board of Directors to serve for a period of three years.

The six-member committee must have two (2) members from each of the following areas of interest: landscape contractors, retail/wholesale nursery and nursery growers.

Noting herein contained shall prevent committee members from succeeding themselves upon being duly elected to succeed themselves, but no committee members may serve for a term to exceed six years consecutively. The appointment of each member shall be subject to a majority vote of approval by the Board of Directors. There shall not be more than one person from any member firm on this committee at the same time. One of the six members shall be appointed by the Board of Directors as the chairperson.

The appointment of the chairperson shall not require approval of the general membership. The chairperson shall serve in that capacity for not more than three (3) years.

The general purpose for which this committee is formed shall be to concern itself with grants, scholarship and continuing education and research in the fields generally associated with the purposes of the Long Island Nursery and Landscape Association, Inc. More specifically, the committee shall propose grant recipients who shall be selected from persons, schools, colleges, universities, research centers and other similar and related organizations engaged in providing or desiring to provide educational activities and/or research operations pertaining to the fields of agriculture, horticulture and nursery stock, or any other educational or research program benefiting landscaping, contracting, garden centers and/or nursery growers. It will be the duty of this committee in the implementation of this policy to select grant recipients to enable such recipients to commence new activities in the stated fields or to continue or expand such educational or research activities presently being conducted. The committee is empowered to and may establish scholarships from time to time at colleges or universities. The committee shall seek the cooperation of the colleges and universities in the responsibility for the administration of such scholarships. The committee shall draw up guidelines and criteria for the recipients of scholarships.

The committee is also directed and required to provide the general membership with an annual report of the past years activities ~~and the next year's proposed budget and program.~~

The committee is also directed and required to provide the general membership with an annual report of the past years activities at their request.

Funding for the committee's activities will be derived from the passive earnings, that is interest income or dividend income of the ~~Association's funds described as: Jim Cross Fund, Herman Eberhard Memorial Fund and LINLA General Scholarship Fund.~~ The committee shall receive for distribution and expenditure not less than 50% of said passive earnings up to 100% of said earnings. The funds will be allocated to the committee at such time as the Board of Directors deems appropriate. The determination as to how much money shall be made available, that is between 50% of said passive earnings and up to 100% will be decided by a majority vote of the Board of Directors of the Long Island Nursery and Landscape Association, Inc. In addition to said funds and subject to the approval of the Board of Directors, any additional funds derived from the Association's fund raising activities may be allocated to the committee.

Funding for the committee's activities will be derived from the passive earnings, that is interest income or dividend income of the ~~Association's "Named" funds~~ and LINLA General Scholarship Fund.

~~The committee will also be charged with assisting in the conception and implementation of new fund raising activities. The funds derived from such fund raising activities must first go in to the Association's general treasury to cover such expenses as may have arisen from said fund raising, and if there remains a surplus, the Board of Directors can allocate said surplus to the committee for use in furthering its purpose as set forth herein.~~

~~The Association will maintain separate accounts for its grants, scholarship and research funding. These accounts will require two (2) signatures, consisting of the Chairperson and the President or Treasurer of Long Island Nursery and Landscape Association, Inc.~~

Deleting these paragraphs as obsolete.

The committee is charged with spending all of its appropriately allocated funds each year in implementing its scholarships, grants and other activities.

The present designated named capital funds may not be expended without the approval of the Board of Directors, approval of the committee on grants, scholarships and continuing research and a two-thirds vote of approval of the general membership. Notice of such proposal to expend any of the capital funds, other than as set forth in Article 11, must be given to the general membership at least thirty (30) days prior to the general membership meeting, at which meeting such proposal shall be submitted to a vote.

ARTICLE 12 – POLICY

In all matters of statewide application, the Association shall operate through the New York State Nursery and Landscape Association in the manner provided for in the Constitution and By-Laws of that organization.

In all matters of national application, the Association shall cooperate with the American Nursery and Landscape Association.

In all matters of national application, the Association shall cooperate with the National Association of Landscape Professionals.

(It shall be the policy of the Association to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

- I. These policies and procedures apply to all membership, board, committee and other meetings sponsored by the Association, and to all meetings attended by representatives of the Association.
- II. Discussions of prices or price levels are prohibited.
In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:
 - a. Cost of operations, supplies, labor or service;
 - b. Allowance for discounts;
 - c. Terms of sale including credit arrangements; and
 - d. Profit margins and mark ups, provided this limitation shall not extend to discussions of methods of operation, maintenance and similar matters in which cost or efficiency is merely incidental.
- III. It is a violation of Antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
- IV. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.
- V. It is the Association's policy that all meetings attended by representatives of the Association where discussion can border on an area of antitrust sensitivity, that the Association's representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the Association's representative should ask to be excused from the meeting and request that the minutes show that he/she left the meeting at that point and why he/she left. Any such instances should be reported immediately to the President and staff of the Association.
- VI. It is the Association's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee member, official representative of member companies and Association employees annually and that the same be read, or understood at all meetings of the membership of the Association.)

It is the Association's policy that a copy of these Antitrust Compliance Policies and Procedures be **posted to LINLA's website**.

(The Association shall indemnify directors, officers, employees and volunteers the reasonable costs, including attorney fees, judgment, fine, penalty or settlement, incurred on account of any civil, criminal or administrative matter resulting from acts on behalf of the Association: provided the agent is not finally adjudged guilty of or liable of willful misconduct or neglect of duty, or criminal acts and the Corporation's counsel advises in writing that such indemnification is lawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these By-laws, any agreement or vote of the Board of Directors, or insurance purchased by the Association or otherwise.)

(No compensation shall be paid to any member of the Board of Directors for services as a member of the Board of Directors of the Long Island Nursery and Landscape Association, Inc.)

Robert's Rules of Order will be the authority for all questions of procedure at regular and director's meetings.

ARTICLE 13 – ASSETS OF THE CORPORATION OF DISSOLUTION

As Long Island Nursery and Landscape Association, Inc. is a non-profit association, none of whose property or income shall accrue to the benefit on any private individual, corporation or any member. All of the assets of the Association shall at all times be held for the purposes set forth in the Certificate of Incorporation; upon dissolution any assets remaining after the payment of all creditors shall be transferred to such entity as shall, by two-thirds vote of the membership, be deemed best equipped to achieve the purposes of the Association, subject to the approval of a Justice of the Supreme Court of the State of New York in the same manner as such approval was obtained in incorporation. (See end of document.)

ARTICLE 14 – AMENDMENT

These By-Laws may be amended by a ~~two-thirds vote~~ of active members present at the annual meeting, or at any special meeting called for that purpose; ~~proposals for amendments shall be made at the next preceding meeting and shall be set forth in the notice of the meeting to which they are to be submitted.~~

These By-Laws may be amended by a vote of **all those active members present at the annual meeting**, or at any special meeting called for that purpose.; proposals for amendments shall be **made in advance of that meeting**.

ARTICLE 15 – GENERAL BUSINESS

- a. No officer, director or employee of the Long Island Nursery and Landscape Association, Inc. may enter into or execute a contract on behalf of the Association without the approval by a two-thirds vote of the Board of Directors.
- b. The fiscal year shall be January 1st to December 31st. The Treasurer shall be responsible for filing an annual tax return as may be required by the US Internal Revenue code or New York State code. A review of said documents shall be made by the Audit committee within 30 days of the filing date.
- c. All funds of the Association shall be deposited in such banks as deemed appropriate by the Board of Directors.
- d. The Board of Directors will have authority to hire employees as it deems necessary to carry out the purpose of the Association. Termination of any and all employees shall be at the discretion of the Board of Directors.

ARTICLE 16 – REPEAL OF PRIOR BY-LAWS

The entire By-Laws of the Long Island Nursery and Landscape Association, Inc. in effect before **January 20, 2004** are hereby repealed effective immediately upon the adoption of the foregoing By-Laws.

The entire By-Laws of the Long Island Nursery and Landscape Association, Inc. in effect before **January 14, 2020** are hereby repealed effective immediately upon the adoption of the foregoing By-Laws.
