



Bylaws of the Montana Nursery & Landscape Association A Nonprofit Corporation

ARTICLE I. NAME

The name of this corporation is the Montana Nursery & Landscape Association, hereinafter referred to as MNLA and the Association.

ARTICLE II. OBJECTIVE

The mission of the Montana Nursery & Landscape Association (MNLA) is to provide programming, information, and other opportunities for professional development of direct benefit to its members. MNLA monitors and lobbies governmental agencies on issues relevant to the membership. MNLA promotes the nursery and landscape industry in Montana through education and community interaction.

ARTICLE III. OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located in the state of Montana. The corporation may have such other offices, either within or without the State of Montana, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation required by The Montana Nonprofit Corporation Act to be maintained in the State of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV. MEMBERS

Section 1. Membership Classification.

- a. Active (Class A: voting). Membership - Firms only, actively engaged in the ornamental horticulture industry who holds a current Montana Nursery License, or one who is an arborist, a landscape architect, or one who is actively engaged in the landscape maintenance business. An active member must have his/her principal place of business within the state of Montana.
- b. Allied (Class B: non-voting). Membership - Firm or individual who is actively engaged in a business or profession allied to the ornamental horticulture industry within or outside the state of Montana. Also included are nursery-persons, landscapers, arborists, landscape architects and landscape maintenance personnel who, except that their principal place of business is outside of the state of Montana, and they do not hold a Montana Nursery License, would otherwise qualify for Active (voting) membership.

- c. Associate (Class C: non-voting). Membership - Professor or teacher engaged in ornamental horticulture education, or any city, county, state or federal employee pursuing a career in horticulture. Also staff of professional associations involved with ornamental horticulture, and/or industry retired.
- d. Student (Class D: non-voting). Membership - One actively pursuing the study of ornamental horticulture, upon the recommendation of his/her faculty advisor or two (2) current members of this corporation.
- e. Honorary Life (Class L: voting). Membership - An individual who by reason of outstanding service in the field of ornamental horticulture within the state of Montana, may be elected to Honorary Life Membership in this corporation by a vote of the Executive Committee.

Section 2. Transfer of Membership. Memberships are not transferable.

Section 3. Rights and Duties of Members. Active (voting) members in good standing may vote on business brought before the corporation. A member's dues must be current to be in good standing. Any firm shall be entitled to no more than ten (10) votes.

Section 4. Membership Qualifications. Conditions of membership shall be as follows:

- a. Possessing and maintaining a reputation for trustworthy and honorable business dealings.
- b. Compliance with the Bylaws of the corporation.
- c. Those desiring membership shall complete a Membership Application Form. The form is obtained from and returned to the Association office, with the payment of one year's dues.
- d. Members may be expelled from the corporation only upon a proper showing of cause, charges shall be based upon the following categories:
 - i. Dishonesty;
 - ii. Neglect of duty;
 - iii. Unethical practices;
 - iv. Actions detrimental to the best interests of this corporation;
 - v. Conduct unbecoming a member of this corporation.
- e. All charges against a member must be made in a written and notarized statement and presented to the Executive Director, who will notify the Executive Committee. The Executive Committee shall investigate the charges and take appropriate action, which may include arbitration and/or termination of membership in this corporation.

Section 5. Dues.

- a. The dues of the first Active (voting) or Allied (non-voting) membership of each firm will be a flat fee. Any additional members of the same firm will pay a per-member fee based upon one-half (1/2) of the cost of the first membership.
- b.
- d. The Executive Committee may set up special membership drives and special introductory membership rates.

ARTICLE V. MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members shall be held in January of each year, or such other convenient day and time as the Directors shall select, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Montana, such meeting shall be held on the next succeeding business day. If the election of the Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Executive Director or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-half (1/2) of all the members of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting.

The Board of Directors may designate any place, either within or without the state of Montana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Montana, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Montana.

Section 4. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting. Notice of an annual or regular meeting shall include a description of matters to be approved by the members. Notice may be waived by members either by attendance at the meeting or in writing delivered to the corporation.

Section 5. Membership List.

After notice of a meeting, the corporation shall prepare an alphabetical list of the names, addresses and number of votes of all the members who are entitled to notice of the meeting. This list must be made available for inspection at the corporate office by the membership two (2) days after notice until said meeting as well as at the meeting.

Section 6. Quorum.

- a. Except as otherwise provided in these bylaws, a quorum for the transaction of business at any duly-called meeting of the Association shall consist of 5 voting members present, including at least two officers.
- b. Four (4) members of the Executive Committee must be present at any Executive Committee Meeting to conduct the business of the Executive Committee.

Section 7. Manner of Acting.

The act of a majority of the voting members present in person at a meeting shall be the act of the members, unless a greater proportion is required by law or in these bylaws.

Section 8. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications.

The number of directors of the corporation shall be eight (8). Each director shall hold office until the next annual meeting of members and until the Director's successor shall have been elected and qualified. Directors must be active voting members of the corporation but need not be residents of the State of Montana.

Section 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Montana, for the holding of additional regular meeting without other notice than such resolution.

Section 4. Special Meetings.

Special meeting of the Board of Directors may be called by or at the request of the President, the executive director or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Montana, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice.

Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or mailed to each director at their business address, or by e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed delivered when the e-mail is trans-

mitted. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article VI shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting.

The act of the majority of the directors present a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation.

Directors shall not receive salaries for their services, but the board may resolve that a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Such a resolution must be ratified by a vote of the members. No director shall be kept from serving the corporation in another capacity and receiving compensation therefore.

Section 10. Informal Action by Directors.

Action required by law to be taken at a meeting of directors, or which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors.

ARTICLE VII. OFFICERS

Section 1. Number.

The officers of the corporation shall be a President, First Vice President, Second Vice President, Third Vice President, Past President if any, as the Board of Directors shall deem necessary, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person. All officers must be active voting members of the corporation.

Section 2. Election and Term of Office.

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the members of the Association by ballot prior to the annual meeting of members. If the election of officers shall not be completed by the annual meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for one (1) years or until a successor has been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President.

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President(s).

In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

Section 7. Secretary.

The Secretary shall:

- a. Keep the minutes of the members' and of the Board of Directors' Meetings in one or more books provided for that purpose;
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

- c. Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized;
- d. Keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and,
- e. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article of these Bylaws; and
- b. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 9. Executive Director.

The Executive Director shall be appointed by the Executive Committee. The duties of the Executive Director shall be as follows:

- a. To keep, as a regular duty, a record of all business and correspondence.
- b. To preserve all manuscripts and records.
- c. To keep a list of all members and their current status.
- d. To render an official report at each meeting (Annual and Special) and at each Executive Committee Meeting.
- e. To inform each person elected to membership of such election and to furnish them with a copy of the Bylaws of this corporation.
- f. To produce all minutes and records for inspection by any member in good standing at any reasonable time.
- g. To bill all accounts receivable monthly, including dues, collect all money

due the corporation and to deposit it.

- h. To pay all of the legitimate bills of this corporation.
- i. To, in general, conduct the business of the Montana Association of Nurs-
erymen, subject to the will and directives of the Executive Committee
and within the limitations of the approved budget.
- j. To prepare and send quarterly financial statements to all of the officers.
- k. To prepare an annual itemized financial report for audit by the Secre-
tary/Treasurer.
- l. To prepare an annual budget for Executive Committee approval.
- m. To perform all duties delegated to him/her by the Executive Committee.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees.

The standing committees shall be the executive committee, and other committees designated as standing committees by the board of direc-
tors.

Section 2. Executive Committee.

The executive committee, composed of the officers of the board of direc-
tors and chairs of the standing committees shall constitute a quorum
and a majority vote of those present shall constitute the official action of
the committee. The executive committee shall have the authority of the
board subject to limitations placed on the committee by the board.

Section 3. Special Committees.

With the approval of the board of directors, the president shall appoint
committees necessary to carry out the objectives of the corporation. Ev-
ery board member shall be a member of at least one (1) committee and
the committees shall meet regularly on the call of the committee chair.
Except as otherwise provided by resolution, other members of each
committee shall be members of the corporation. A member of a com-
mittee may be removed by the board whenever the best interests of the
corporation shall be served by the removal.

Section 4. Chair. One member of each special committee shall be appointed chairperson
by the board of directors.

Section 5. Vacancies.

Vacancies in the membership of a committee may be filled by appoint-
ments made in the same manner as provided for original appointments.

Section 6. Quorum.

Unless otherwise provided by the resolution designating a special com-
mittee, a majority of the special committee shall constitute a quorum
and the act of a majority vote of the quorum shall constitute the act of
the special committee.

Section 7. Rules.

Each committee may adopt rules for its own governance not inconsistent with the bylaws or with rules adopted by the board.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of such indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts.

The board may accept contributions, gifts, bequests or devises for the general purposes of the corporation or for a special purpose.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees and shall keep at its registered or principal office a record of the name and addresses of the members entitled to vote. Books and records may be inspected by a member, the member's agent or attorney, for a proper purpose at a reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Montana Nonprofit Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of two-thirds of the directors at a regular or special meeting, if at least two (2) days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at the meeting. No amendment, alteration or repeal of a bylaw, however, is permitted which would cause the corporation to lose its status as an exempt, nonprofit organization under the provisions of 501(c)(5) of the Internal Revenue Code of 1954, as amended. Any such attempted amendment, alteration or repeal shall be deemed null and void.

Approved January 1996

Amended January 2001

Amended March 2004

Amended April 16, 2008