

BYLAWS OF
IDAHO NURSERY & LANDSCAPE ASSOCIATION, INC.

Article I - Name

The name of this Association which is incorporated under the laws of the State of Idaho is:
IDAHO NURSERY & LANDSCAPE ASSOCIATION INC.

Article II – Objectives

The objectives of this Association are:

1. To unite in a common organization those engaged in producing, wholesaling, retailing and installing nursery goods along with allied businesses within the state of Idaho.
2. To formulate and maintain a high standard of business ethics and professionalism in the industry for the guidance of its members in their relations with each other and with the public.
3. To disseminate industry news and information of general interest to its members.
4. To improve the products and services of the industry through research and education and to standardize practices.
5. To actively work with governmental agencies in molding policies on legislation and administrative matters in the best interest of the industry and public.

Article III - Office and Organization

The principal office of the Association is: The office of the Association Executive Director.

The Association shall encompass the entire state of Idaho and in order to facilitate the achievement of its objectives the association is divided into three (3) regions: The North, the Southwestern and the Southeastern.

Article IV - Members

Section 1. Class of Members. The corporation shall have five classes of members.

- a) **ACTIVE MEMBERS** are individuals, partnerships or corporations in the state of Idaho actively engaged in the nursery business, either through growing, wholesaling, retailing or landscaping, who shall maintain a reputation of trustworthy dealing or individuals, partnerships or corporations in the state of Idaho actively engaged in such allied trades as dealing in nursery supplies, manufacturing and dealing of agricultural implements, agri-chemicals dealing, etc.

- b) ASSOCIATE MEMBERS are individuals, partnerships or corporations outside the state of Idaho actively engaged in the nursery business, either through growing, wholesaling, retailing or landscaping, who shall maintain a reputation of trustworthy dealing or individuals, partnerships or corporations outside the state of Idaho actively engaged in such allied trades as dealing in nursery supplies, manufacturing and dealing of agricultural implements, agri-chemicals dealing, etc.
- c) AFFILIATE MEMBER - A location affiliate membership is required for each additional location of an active or associate member.
- d) FRIENDS OF HORTICULTURE shall be non-voting and may include: representatives of city and state government entities, students, industry employees and master gardeners.
- e) HONORARY MEMBERS shall be non-voting individuals, who, having performed some outstanding service in the field of horticulture, or in the interest of nurserymen, may be awarded an honorary membership in the association.
- f) EDUCATIONAL MEMBERS shall be non-voting and may include: representatives of colleges, universities, technical programs and other interested parties who are devoted to horticulture education and are not actively engaged in the Green Industry trade for profit.

Section 2. Membership Rights, Duties, Restrictions

- a) A certificate of membership shall be issued by the Association upon application, approval and payment of dues. Application for membership in the Association shall be made in writing on membership application forms provided for that purpose.
- b) Membership is terminated by failure to pay dues and may be reinstated upon payment of dues in full.
- c) Each Active, Affiliate or Associate member shall be entitled to one vote. Whenever a membership is held by a firm or corporation, one individual representing the firm or corporation shall exercise the right to vote.
- d) Voting by proxy will be permitted where an Active, Affiliate or Associate member delegates his vote in writing.
- e) The records of the Association Executive shall be deemed the final authority as to voting eligibility.
- f) Membership in this corporation is not transferable or assignable.

Section 3. Dues

- a) Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of each class.
- b) Payment of Dues. Dues shall be payable in advance on the first day of the month following the month constituting the fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.
- c) Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated.

Article V. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in the month of January of each year, beginning with the year 1993, at a time and place selected by the Board of Directors convenient to the members, with notice given pursuant to sections 2, 3, and 4, 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 Idaho, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, 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 may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place within the state of Idaho, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If all of the members shall meet at any time and place within the state of Idaho, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered electronically, personally, by mail or fax, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. All elections will be on the basis of plurality.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail or Electronically. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted electronically or by mail in such manner as the Board of Directors shall determine.

Article VI. Board of Directors

Section 1. Structure of the Board of Directors. The Board of Directors, hereinafter referred to as the Board, shall consist of nine (9) members, the President, President Elect, Vice President, and two (2) members from each of the three regions. The Ex-Officio President will be on the Board for two years with no voting rights. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 2. Election of Directors and Terms of Office. Prior to the general meeting, the President shall appoint a nominating committee with equal representation from each region. The committee shall nominate a slate of candidates for the Directors of the association and notify the members of the nominations at least one week before the meeting. Directors shall be elected by the members present at a general meeting of the association. In order to be elected, a candidate for Director must receive a majority of the votes cast. Only members in good standing are eligible for nomination. Additional nominations may be made for Director by any member at the meeting. No member shall be nominated for Director without having given his or her prior consent and having agreed to serve if elected. The term of a Director shall be one (1) year, or until the next general meeting of the association. Newly elected Directors shall be installed and shall assume the duties of their respective offices immediately following the election.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, prior to or 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 Idaho, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state of Idaho, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, electronically or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The attendance of a director at any 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 Active, Affiliate or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said 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 a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each Active, Affiliate or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken

without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Article VII. Officers

Section 1. Officers. The officers of the Association shall be the following:

- a) President (shall be rotated annually from the North to the Southwestern to the Southeastern region in orderly sequence assuming the candidate meets the officer eligibility requirements set forth below.)
- b) President Elect
- c) Vice-President
- d) A secretary-treasurer, one office, to be appointed by the Board of Directors
- e) Only one (1) office may be held by the same person
- f) All elected officers of the Association shall be members of the Board of Directors and have served on the Board for a minimum of 3 years prior to taking office.

Section 2. Election and Term of Office.

- a) Officers shall be elected by the members present at a general meeting of the association. In order to be elected, a candidate for any office must receive a majority of the votes cast.
- b) Prior to the general meeting, the President shall appoint a nominating committee with equal representation from each region. The committee shall nominate a slate of candidates for the officers of the association and notify the members of the nominations at least one week before the meeting.
- c) Only members in good standing are eligible for nomination.
- d) Additional nominations may be made for any office by any member at the meeting provided that the nominees are from the appropriate region. No member shall be nominated for an office without having given his or her prior consent and having agreed to serve if elected.
- e) The term of office shall be one (1) year, or until the next general meeting of the association.

- f) Newly elected officers shall be installed and shall assume the duties of their respective offices immediately following the election.
- g) 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 3. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation 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 or by statute to some other officer or agent of the corporation; and in general he 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 4. President Elect. In the absence of the president or in event of his inability or refusal to act, the president elect 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 president elect shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 5. Vice President. In the absence of the president and president elect or in event of their inability or refusal to act, the vice president 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. A vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 6. Secretary/Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall 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 VII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Indemnification. The association shall indemnify its officers, directors, staff, and other members in performance of official duties of the association by and through a policy of liability insurance in an amount and to the extent determined by the Board of Directors. Such indemnification shall be limited and restricted to coverage afforded by such insurance, unless otherwise approved by the Board of Directors.

Article VIII. 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 having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article IX. Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure, or be distributed to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more Active, Affiliately organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

Article XI. Executive Director

a) The Board of Directors may appoint or employ an Executive Director who shall act in such capacity and perform management duties of the day-to-day operations of the Association.

b) When authorized by the Board of Directors, the Executive Director may employ such clerical or technical assistants as may be necessary in the administration of the affairs of the Association.

c) The Executive Director will act as Secretary/Treasurer with authorization to receive and pay out monies for the Association as directed by the Board of Directors.

d) The Executive Director serves as the Corporate Secretary of the Association in all official matters.

e) The Executive Director shall carry out the lawful policies and administrative affairs of the Association, as directed by the officers and the Board.

f) The Executive Director acts in an advisory capacity to the Board, but shall not be entitled to vote.

Article XII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof electronically or 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 amended or repealed and new by-laws adopted by a two-thirds vote of the members present at the annual meeting, a quorum being present. Written notice of such proposed amendments shall be submitted to the Board of Directors at least thirty (30) days prior to the annual meeting, and must be presented in writing to the general membership at the meeting immediately preceding the annual meeting.