



**COLUMBUS  
LANDSCAPE  
ASSOCIATION  
CODE OF REGULATIONS  
REVISED 01/12/2010**

# COLUMBUS LANDSCAPE ASSOCIATION

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### Article 1—Organization Name and Mission

**Section 1. Organization name**—The name of the Organization shall be The Columbus Landscape Association. It was organized in 1926, incorporated under the laws of the State of Ohio as a Non-Profit Organization (501(c)(6)) and is located in Columbus, Ohio.

**Section 2. Mission**—The purposes of the Organization are to:

- Foster greater knowledge and appreciation of landscape plants and their appropriate use in a formally adequate, aesthetically pleasing environment;
- Promote and improve the practice of professional landscape horticulture;
- Stimulate greater public interest in the planting, preservation, and proper use of shade trees and landscape plants;
- Encourage and support investigation of problems with horticulture and related disciplines;
- Bring together persons and/or firms engaged in the various phases of the horticulture profession for a free exchange of information;
- Uphold a Code of Ethics established to maintain a high standard of ethical conduct of practice by those in horticulture professions; and
- Increase public awareness of the value of the professional landscape industry.

### Article II-Meetings

**Section 1. Annual Meeting of Members**— The annual meeting of members shall be held on the second Tuesday in November of each year, unless otherwise determined by the Board of Trustees, at the hour designated on the notice therefore, one of the purposes of which shall be the election of members of the Board of Trustees and Officers.

**Section 2. Monthly Meeting of Members**-Monthly meetings of members shall be held on the second Tuesday of each month, unless otherwise determined by the Board of Trustees.

**Section 3. Special Meetings of Members**-Special meetings of members may be held at any time upon call of the President or a majority of the Board of Trustees. At least 10 days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place, and purposes of such meeting will be sent by the Secretary, or person designated by the Secretary, to each Active member. No business not mentioned in the notice shall be transacted at such meeting.

**Section 4. Regular Meetings of the Board of Trustees**-Regular meetings of the Board of Trustees shall be held at such time and place as the Board of Trustees shall from time to time determine or upon the call of the President.

**Section 5. Special Meetings of the Board of Trustees**-Special meetings of the Board of Trustees may be called by the President at any time by means of such notice as the President, at his or her discretion, shall deem sufficient. The President shall call a special meeting if requested in writing, signed by not less than three (3) active members, or not less than two (2) trustees.

**Section 2. Number, Term, and Qualifications of Trustees**-The number of Trustees shall be nine, all of whom shall be voting Trustees. The Trustees shall be President, President-elect, immediate past president of the Organization, a Secretary and Treasurer, together with four other persons elected by the membership, who are active or individual members of the Organization. Trustees shall be elected from those persons nominated, as provided in Article XI, Section 7. Only one person from a firm may serve on the board at any one point in time.

Three Trustees shall be elected each year by the members of the Organization at the annual meeting. The term of each Trustee shall commence on the first day of January following his or her election.

Each Trustee shall serve for a term of three years, except that the past-president's term shall end one year after his or her presidential term ended.

Each year, up to two of the three terms that commence will automatically be filled by the incoming President, President-elect, or past-president, whenever one or two of these Trustees will be starting the first year of his or her term. A new Trustee needs to be elected to fill each new trustee term that is not filled automatically.

Each Trustee shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. Except as otherwise provided herein, no Trustee shall be compensated.

**Section 3. Vacancies**-Vacancies in the Board of Trustees shall be filled by appointment made by the remaining Trustees. Each person so appointed to fill a vacancy shall remain a Trustee until his successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

**Section 4. Action by Unanimous Written Consent**-If and when the Trustees shall severally or collectively consent in writing to any action to be taken by the Organization, such action shall be valid as though it has been authorized at a meeting of the Board of Trustees.

**Section 5. Power to Make Rules, Policies, and Procedures**-The Board of Trustees shall have power to make and alter any rules, policies, and procedures contained in documents separate from this Code of Regulations that define how the Board of Trustees, Officers, and any assistants, contractors, or employees manage the affairs of the Organization, provided that the Board shall not make or alter any rule, policy or procedure to contradict this Code of Regulations.

## **Article VI—Officers**

**Section 1. Officers**-The officers of the Organization shall be the President and the President-elect, a Secretary and a Treasurer, who shall be active members.

**Section 2. President and President-elect**-The President-elect shall be elected at the annual meeting for a term of one year and until his or her successor is elected and qualified. No person shall serve two consecutive terms as President-elect. The President-elect shall serve as President during the year following his or her term as President-elect.

A. The duties of the President shall be:

- Preside at all meetings of the Board of Trustees and of members;
- Convene the Board of Trustees whenever the affairs of the Organization demand or when two or more members of the Board of Trustees petition him/her in writing;
- Be an ex-officio member of all standing committees and to supervise such committees and ensure fulfillment of committee responsibilities; and
- Perform such other duties as may be assigned to him/her by the Board of Trustees from time to time.

B. The duties of the President-elect shall be:

- Assist the President in the performance of his/her duties, and to officiate for him/her in his/her absence, or in his/her incapacity as determined by a vote of seven (7) or more members of the Board of Trustees;
- Appoint for the ensuing year, all committees as specified in Article XI; and
- Perform such other duties as may be assigned him/her by the Board of Trustees from time to time.

**Section 3. Secretary**-The Secretary shall be elected at the annual meeting for a term of one year and until his or her successor is elected and qualified. The term of appointment of the Secretary may be extended by vote of the members of the Board of Trustees.

The duties of the Secretary shall be to:

- Provide reports on the performance and progress of the Organization;
- Keep and maintain a copy of the Articles of Incorporation, a copy of this Code of Regulations, and a full set of minutes of all board member meetings;
- Record all minutes of all meetings of members and the Board of Trustees;
- Publish the minutes of all meetings of members and send to all members;
- Keep all reports, correspondence, and other documents of the Organization and hold these open for inspection by any active member in good standing who wishes to review same for proper purposes;
- Notify members of all annual, monthly, and special meetings, and make necessary arrangements for such meetings;
- Notify Trustees of all Board of Trustees' meetings, and make necessary arrangements for such meetings;
- Keep an authentic record of the Organization membership and applicants for membership;
- Prepare and publish a correct membership list and committee list at the beginning of each year;
- Receive applications for membership and submit same to the Board of Trustees, and inform applicants of membership status;
- Attend to correspondence;
- Perform such other duties as may be assigned him/her by the Board of Trustees or as is inherent and pertinent to the duties of his/her office; and
- Upon approval of the Board of Trustees, the Board of Trustees may hire outside assistants to aid in the performance of his or her duties.

**Section 4. Treasurer**-The Treasurer shall be elected at the annual meeting for a term of one year and until his or her successor is elected and qualified. The term of the appointment of the Treasurer may be extended by a vote of the members of the Board of Trustees.

The duties of the Treasurer shall be to:

- Have custody of all corporate funds and securities and keep in books belonging to the Organization full and accurate accounts of all receipts and disbursements. Such corporate records shall undergo the following procedures: a review every year as directed by the Board of Trustees, and an examination every three years by an accounting firm selected by the Board of Trustees and such firm shall present a written report to the Board of Trustees;
- Deposit all monies, securities, and other valuable effects in the name of the Organization in such depositories as may be designated for that purpose by the Board of Trustees;
- Disburse the funds of the Organization as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements;

- Prepare and send annual dues statements to be received by members on or before November 1 each year;
- Render to the President and Trustees at the regular meetings of the Board whenever requested by them, an account of all his/her transactions as Treasurer and of the financial condition of the Organization;
- Perform such other duties as may be assigned to him/her by the Board of Trustees or as are inherent in and pertain to the duties of his/her office; and
- Upon approval of the Board of Trustees, the Board of Trustees may hire outside assistants to aid in the performance of his or her duties.

**Section 5. Election of Officers-**Officers shall be elected from those persons nominated for each office, as provided in Article XI, Section 7. An election shall be held at the annual meeting of the members each year. The term of each office shall commence on the first day of January following his/her election. Each officer shall hold office for a term of one year and until his successor is elected and qualified. No person other than a member of the Board of Trustees shall qualify and be elected as President or President-elect.

**Section 6. Power to Appoint Other Officers and Agents-**The Board of Trustees shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Organization.

**Section 7. Removal of Officers and Agents-**Any officer or agent may be removed by the Board of Trustees whenever, in the judgment of the Trustees, the best interest of the Organization will be served thereby. Removal of President or President-elect shall require a vote of seven (7) or more Trustees.

**Section 8. Power to Fill Vacancies-**The Board of Trustees shall have power to fill any vacancy in any office occurring from any reason whatsoever. The nominating committee shall provide a nominee to the Board of Trustees for any vacancy in the office of President or President-elect.

**Section 9. Delegation of Powers-**For any reason deemed sufficient by the Board of Trustees, whether occasioned by absence or otherwise, the Board may delegate all of any of the powers and duties of any officer to any other officer or trustee, but no officer or trustee shall execute, acknowledge, or verify any written instrument in more than one capacity.

## **Article VII—Membership**

**Section 1. Classification-**Persons who shall qualify as otherwise provided in this Code of Regulations shall be eligible for membership. There shall be six (6) classes of members, viz. active, individual, senior, honorary, life and student.

**Section 2. Active Members-** Businesses (firms) that are presently engaged in providing green industry services and / or products, including but not limited to landscape firms, nurseries, garden centers, tree service firms, golf courses, landscape architectural firms, and horticultural supply firms shall be eligible for active membership. Each active member firm shall designate and pay dues for one primary representative who shall be eligible to hold office and to vote. Each active member firm may also designate and pay dues for one or more secondary representative(s) who shall be eligible to hold office and to vote only in the absence of the primary representative. Representatives shall be employees, proprietors, partners, or corporate officers.

**Section 3. Individual Members-**An employee, proprietor, partner or corporate officer of a green industry firm, as defined in Section 2 above, shall be eligible for individual membership if the firm is not an active member. Individual members shall be eligible to hold office and to vote. If there is more than one individual member from a firm, then one shall be designated as primary, and the others are secondary with the right to vote only in the absence of the primary member.

**Section 4. Senior Members-**Senior membership shall be granted to retired active members who request such classification. Senior members shall be entitled to the benefits of membership other than the right to vote and to hold elective office within the Organization. Senior members pay no annual dues, but shall pay for meals at all meetings attended.

**Section 5. Honorary Members**-Honorary membership may be awarded by majority vote of the Board of Trustees to individuals, including employees of non-profit organizations, not otherwise qualified for membership, who have demonstrated outstanding interest in the objectives and welfare of the Organization. Honorary members shall be entitled to the benefits of membership other than the right to vote and to hold elective office within the Organization. Honorary members pay no annual dues, but shall pay for meals at all meetings attended.

**Section 6. Life Membership**-Life membership may be awarded by majority vote of the Board of Trustees to active and senior members who have made significant contributions through their service and leadership to the Organization and to the industry. Life members shall be entitled to the benefits of membership other than the right to vote and to hold elective office within the Organization. Life members pay no annual dues and are entitled to free meals at annual meetings and regular monthly member meetings.

**Section 7. Student Members**-College or university students, who are not yet eligible for active or honorary membership, shall be eligible for student membership while pursuing a degree program. Student members may apply for active or honorary membership when eligible. Student members shall be entitled to the benefits of membership other than the right to vote and to hold elective office within the Organization.

#### **Article VIII-Admission to Membership**

Application for membership shall be made in such manner as prescribed by Article XI, Section 6. A prospective member who may qualify for active, individual, honorary, or student membership shall complete a written application for membership as prescribed by the Board of Trustees. The completed application, plus a check for the appropriate dues amount, payable to the Columbus Landscape Association, shall be mailed to the official association address or presented to the Secretary or the person designated by the Secretary. Any person who meets the membership qualifications prescribed by Article VII may be elected to membership by a majority vote of the Board of Trustees. New members shall be recognized and welcomed during a monthly meeting and in the association newsletter.

#### **Article IX-Termination of Membership**

Any member may be removed from membership by a two-thirds (2/3) vote of the members present and entitled to vote, at any regular meeting or at any special meeting of the members called for that purpose, for conduct deemed prejudicial to this Organization, including violation of the Code of Ethics, provided that such member shall have first been served with written notice of the accusations against him/her, and shall have been given an opportunity to produce witnesses on his/her behalf, if any, and to be heard at the meeting at which the vote is taken.

#### **Article X. Dues**

**Section 1. Annual Dues**-The Board of Trustees may determine from time to time the amount of annual dues payable to the organization by active or individual – primary, active or individual – secondary, and student members, subject to the approval of the membership. Secondary dues shall be less than primary dues. Primary dues shall be the same for both active and individual members; the same holds for secondary dues. Members shall be notified of any proposal to change dues at least thirty (30) days before the meeting when such action is to take place.

**Section 2. Payment of Dues**-Dues shall be payable on the first day of November and shall be due no later than December 31 each year. Dues payment in this manner shall entitle elected members to the rights of membership during the following calendar year. Dues of a new member shall be prorated as directed by the Board of Trustees. Dues of a new member shall be paid when his/her membership application is presented to the Secretary or the person designated by the Secretary.

**Section 3. Default and Termination of Membership**-Whenever the Treasurer is not in receipt of a member's dues by the January meeting of members, such member is in default in the payment of dues and his/her membership may be terminated by the Board of Trustees by notice in writing to the member at his/her address as it appears on the records of the Organization. Any such member in default shall lose his/her membership privileges. Memberships in default may be reinstated by payment of annual dues plus payment of a reinstatement fee, as determined by the Board of Trustees.

## **Article XI-Committees**

**Section 1. Appointment of Committees**-The President-elect shall, with the approval of the Board of Trustees, appoint all standing committees as hereinafter provided, and such other standing or special committees of such size as the President-elect or Board of Trustees may deem necessary to properly carry on the activities and carry out the objectives and purposes of the Organization during the following year as President. Any member thereof may be removed by the President, with the approval of the Board of Trustees, whenever the best interests of the Organization are deemed served by such removal. A limit of one committee member per firm shall apply to all committees.

**Section 2. Term of Office**-Each member of a committee shall continue as such during the term of the President-elect appointing him/her and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 3. Chairperson**-The President-elect shall appoint one (1) member of each committee as chairperson.

**Section 4. Vacancies**-Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

**Section 5. Finance Committee**-The committee shall be comprised of three (3) members. The President, President-elect and Treasurer shall be ex-officio members. It shall serve as advisor to the Board of Trustees on all financial matters, shall make recommendations regarding dues and special assessments, and shall prepare and submit each year to the Board of Trustees a recommended budget for consideration at the January meeting of members.

**Section 6. Membership Committee**-The committee shall be comprised of the President-elect, who shall serve as chairperson, two members and the Secretary, who shall serve as an ex-officio member. It shall be the duty of this committee to receive and review written applications for membership and to recommend action to the Board of Trustees.

**Section 7. Nominating Committee**-The committee shall be comprised of a chairperson who shall be a member of the Board of Trustees, preferably the immediate past president, and two or more members of the Organization. The nominating committee shall make as many nominations for election to the Board of Trustees as it shall at its discretion determine, but not less than the number of vacancies to be filled. The committee shall also make at least one nomination, as it shall, at its discretion determine, for election of the President-elect of the Organization. The committee shall also make at least one nomination, as it shall at its discretion determine, for election of Secretary, and for the election of Treasurer, unless the Board of Trustees has voted to extend by appointment the term of Secretary or Treasurer for the following year. All such nominations shall be reported to the members at their meeting in October each year. Nominations may also be made from the floor at such meeting.

**Section 8. Garden Show Committee**-The committee shall be comprised of the Secretary who shall be an ex-officio member, a chairperson, an assistant chairperson, the immediate past chairperson, three members proposed by the current chair, and three members proposed by the President, subject to final selection and approval by the Board of Trustees in January, approximately thirteen (13) months prior to each garden show. The Chairperson shall serve as a voting member of the Board of Trustees during their tenure as Home and Garden Show Chair. The committee shall serve from the closing of each garden show through the completion of the show for which the committee has

**Section 9. Program and Entertainment Committee**-The committee shall be comprised of a member of the Board of Trustees and two members. It shall be the duty of this committee to arrange for such educational and social activities as will best promote the interests and welfare of the Organization.

**Section 10. Garden Tour Committee**-The Board of Trustees shall appoint as many members to the committee as needed, including a chairperson and an assistant chairperson. The committee shall be appointed the month after each tour and shall serve until tour is completed. The committee shall submit a budget for each tour to the Board of Trustees for approval, and shall submit a final accounting after the completion of each tour. The committee shall have responsibility for planning and supervising the tour and shall be accountable to the Board of Trustees.

**Section 11. Past President's Committee**-The committee shall be comprised of the five immediate past presidents of the Organization who retain membership in the Organization as active members. It shall be the function of this committee to serve in an advisory capacity to the Board of Trustees and to initiate subjects for consideration by the Board of Trustees. The members of this committee shall select its chairperson. The committee shall hold such meetings as are called by the chairperson or by a majority of the members of the committee. Three members of the committee shall constitute a quorum.