

DELAWARE NURSERY & LANDSCAPE ASSOCIATION, INC.  
(Referred to herein as DNLA or Association)

BY-LAWS

Article 1 Name

This Association shall be known as the “Delaware Nursery & Landscape Association, Inc.”

Article 2 Purpose

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

1. To advance the common interest of its members;
2. To foster fair and friendly relations among members;
3. To cultivate high standards of business ethics;
4. To promote the use, and enhance the quality, of the products and skills of the green industry;
5. By all means at its command to build up the public esteem and goodwill toward the Association;
6. To secure for the Association and its members maximum benefits of education, science and research;
7. To protect, as is practical, members of the Association against unfair legislation or State and National levels;
8. The Association shall pursue these objectives, through its own initiative and through co-operation with other nursery trade organizations.

Article 3 Membership

Section 1. Active members are voting members who are actively engaged in Delaware’s nursery and landscape industry and are established as a licensed Delaware Green Industry business (including businesses that plant and service landscape areas), and bear a reputation for trustworthy dealings (which must be maintained as a condition of membership). Active members shall abide by the ANLA Code of Ethics.

The term “Delaware Green Industry” business” is defined as a business holding a Delaware business license (with the exception of nursery growers that fall under the category of production agriculture) and refers to the production, distribution, and servicing of plant materials and landscapes, including trees, shrubs, vines, ground covers, turf, and other plants having a persistent woody stem or stems, and all herbaceous annuals, biennials, or

perennials by those businesses whose major portion of income is derived from horticulture. It includes the planting and servicing of landscape areas.

Section 2. Associate members are voting members who are any of the following:

- a) individuals employed in the state of Delaware by a “Delaware Green Industry” business (see Section 1);
- b) individuals or firms engaged in any horticultural lines that interlock with the nursery business;
- c) individuals or firms engaged primarily in landscape architecture, land planning, or similar environmental improvement activities;
- d) individuals or firms who are engaged in the Green Industry outside the State of Delaware.

Section 3. Honorary members shall be persons from within or outside of the nursery business, such as teachers, horticulture specialists, master gardeners, or individuals who have contributed qualitatively to the green industry. Honorary membership may be awarded by a majority vote of the Executive Board. Honorary members are lifetime voting members and shall pay no dues.

Advisory members are individuals such as teachers, horticulture specialists within Delaware Cooperative Extension or the Delaware Department of Agriculture who have been appointed to serve on the Executive board. They are nonvoting members.

Section 4. Student members shall consist of high school or college students of horticulture or related fields whose interest and training have the objective of leading them into careers in the green industry. Students are deemed acceptable candidates for membership upon the recommendation of a teacher or professor. To retain membership, the student member must attend one DNLA sponsored event per year. The student member may not vote or hold office.

Section 5. Candidates for membership must be screened by the Executive Board. Active and Associate members must be sponsored by two DNLA members. Or, one DNLA member, and one from another state nursery or green industry association.

Section 6. Suspension/Termination of Membership. Members may be dropped from the rolls or expelled for cause on a vote of three-fourths of the members. Any member having failed to pay his/her annual dues, if delinquent in dues for six months, shall cease to be a member of the Association, but may be reinstated by payment of the current year’s dues and approval of the Executive Board.

#### Article 4 Officers and Board of Directors

Section 1. All Active members, Associate members within the state of Delaware, and Honorary and Hall of Fame members are eligible to serve as voting members of the board of the DNLA. Officers shall consist of a President, Vice President, Secretary/Treasurer. All officers shall hold their office for a minimum of one year. The board shall consist of an

Executive Board (Past President, President, Vice President, Secretary/Treasurer) and no more than 9 other members elected by the membership. Each county of Delaware must be represented on the Board. A maximum of three members from each county may serve on the DNLA board at any given time. This does not include those individuals who serve on the Executive Board, or are Honorary and Hall of Fame Members.

Section 2. Vacancies, which may occur in any elective office of the Association, shall be filled by temporary appointment by the Executive Board, to be voted on at the next meeting.

#### Article 5 Meetings

Section 1. Its regular meeting shall be held annually in January or February. Date and place of the meeting shall be designated by the Executive Board.

Section 2. Board Members are expected to attend all board meetings. If attendance is not possible, the Executive Director shall be notified prior to meeting. There may be no more than two excused absences per year. Board members are expected to attend one DNLA sponsored event per year. Attendance at a second DNLA sponsored event in the same year will be at no charge to the individual or firm.

Section 3. Not less than 25% of the voting members shall constitute a quorum to transact any business for the Association.

Section 4. If the President deems such a call necessary, on the call of three members of the Association, he or she shall have the power to call a special meeting of any regular committee or of the entire Association to consider any matter or perform any acts that properly belong to or affect the Association.

Section 5. Voting. One vote per membership whether it be active, associate, individual, or honorary, shall constitute a legal vote.

Section 6. Robert's Rules of Order (as revised) shall govern the conduct of all meetings.

#### Article 6 Revenue

Section 1. Dues and Fees. The Executive Board, subject to approval of the membership, shall determine the initial membership fee and annual dues to be paid by the members. The amount of the annual dues for each fiscal year shall be based on a budget prepared by the Executive Board.

Section 2. Collections. Annual dues shall be paid within thirty (30) days after member receives their billing. The Executive Board shall have no power or authority to commit the Association to the purchase of property, commodities and services in the name of the Association, except to the extent of funds deposited in the name of the Association.

## Article 7 Duties of Officers

Section 1. It shall be the duty of the President to preside at the meetings of the Association and suggest matters for its consideration as may be deemed of interest to its members. It is also the duty of the President to represent the Association.

Section 2. The Vice-President shall act as President in case of the death, resignation, or inability of the President to attend.

Section 3. The Executive Director shall be a paid employee of the association. The Executive Director shall be appointed by the Executive Board and subject to review at least annually. It shall be the duty of the Executive Director to keep a record of each meeting, which shall be read and approved at the next meeting of the Association. The Executive Director shall notify members of approaching meetings and transcribe to them all other matters as the Executive Board from time to time shall have directed. It shall also be the duty of the Executive Director to oversee all administrative duties, shall be in charge of all monies pertaining to daily operations of the Association. The Executive Director shall preside at all committee meetings of the Association.

Section 4. The Secretary/Treasurer shall authorize procedures for receiving and disbursing monies of the Association, and shall be in charge of all Securities of the Association, in accordance with such policies and procedures as may from time to time be approved by the Board of Directors. The Secretary/Treasurer shall make an annual report of receipts and disbursements which shall be audited by a certified public accountant. The Secretary/Treasurer shall act as the chair of the budget committee which will render a budget in the first quarter of the calendar year to the Board of Directors.

## Article 8 Amendments

These bylaws may be amended by a vote of three-fourths of the members responding to a written proposal. A written notice of the amendment must be given or mailed to each member fifteen days before the vote will be counted. Ballots to respond must be provided.

## Article 9 Dissolution

Upon dissolution of the Association and after satisfying all outstanding liabilities, any funds remaining in the accounts of the Association shall be transferred to the University of Delaware Cooperative Extension (Plant Sciences).

Amended February 27, 2010