

**CONSTITUTION OF THE MISSISSIPPI
NURSERY AND LANDSCAPE ASSOCIATION, INC.**

(Revised January 2007)

ARTICLE I

The name of the Association shall be "Mississippi Nursery and Landscape Association, Inc."

ARTICLE II

The objective of this Association shall be a non-profit organization whose objective is to advance in the broadest sense the interest of the nurserymen of Mississippi; to aid and contribute to the education of its members and the general public to provide better methods of growing and distribution of horticultural products; to provide a central headquarters to promote better personal relationships of its members; and to inform the members of legislative activity, state and national, which would effect the industry.

ARTICLE III

Membership in the Association shall consist of seven (7) classes; they are Active (Nursery, Landscape Maintenance, Landscape Contracting and Interiorscaping), In-State Allied, Out-Of-State Allied, Associate, Landscape Architect, Affiliate, and Honorary.

ARTICLE IV

The officers of the Association shall consist of President, Past-President, President-Elect, and Executive Secretary-Treasurer.

ARTICLE V

The Constitution and By-Laws of the Association may be amended at any regular meeting by a two-thirds vote of the members present, provided all members have been furnished with a copy of the proposed amendment thirty (30) days prior to the meeting.

ARTICLE VI

The annual meeting of the Association shall be during the first (30) thirty days of July each year unless other wise directed by the Board of Directors.

ARTICLE VII

The State of Mississippi shall be divided into two (2) geographical regions determined by the number of Active members per county. The region shall be titled as "Region One", the Western part of Mississippi running north to south and "Region Two", the Eastern part of Mississippi running north to south. The counties in Region One are: Marshall, Lafayette, Calhoun, Montgomery, Holmes, Madison, Rankin, Copiah, Covington, Forrest, Pearl River, Harrison, and all counties to the west.

The remaining counties shall compose the "Region Two".

BY-LAWS

OF THE
Mississippi Nursery and Landscape Association, Inc.

ARTICLE I

MEMBERSHIP

SECTION 1. "Active Membership"

Active membership shall consist of nurserymen (wholesale and retail), Landscape Maintenance (Landscape Grounds Maintenance), and Landscape Contractors and Interiorscapes. These definitions shall apply under Active membership.

1. Nursery business - any person, corporation, or partnership engaged in or owning a nursery business, having a definite location of business with appropriate facilities to care for plants, facilities for storage and having further been actively engaged in the nursery business in a reputable, trustworthy, and ethical manner in Mississippi.
2. Landscape Maintenance (Landscape Management, Grounds Maintenance) - member shall be any reputable person, partnership, or corporation engaged in lawns and garden maintenance, pest control, arboriculture, or other services allied with the nursery industry who has a definite business location within the State of Mississippi.
3. Landscape Contracting and Interiorscape - members shall be any reputable person, partnership, or corporation engaged in landscape and interiorscape contracting; that is, purchasing plant material and supplying the necessary labor to install said plant material

and whose business operation has a definite location in the State of Mississippi.

Active members are entitled to vote and hold office. An Active member firm may have up to three (3) Active members provided dues are paid for the three (3) Active members.

SECTION 2. "In-State Allied Membership"

In-State Allied members shall be any reputable person, corporation, or partnership within the State of Mississippi engaged in the wholesale supplying of accessories or services incident to or allied with the nursery business.

In-State Allied members shall be entitled to vote. One In-State Allied member shall be elected to serve on the Board of Directors for a period of two (2) years. Multiple operations within the State of Mississippi having total common ownership may be treated as a single In-State Allied member having outlets notwithstanding the fact that the operations may operate under different names or as different business entities.

SECTION 3. "Out-Of-State Allied Membership"

Out-Of-State Allied members shall be any reputable person, corporation, or partnership engaged outside of the State of Mississippi in the wholesale supplying of accessories or services incident to or allied with the nursery business. Out-Of-State Allied members shall not be entitled to vote or hold office in the Association's annual meeting but are entitled to the benefits otherwise provided by the Association.

SECTION 4. "Associate Membership"

Associate members shall be any reputable person, corporation, or partnership outside the State of Mississippi actively engaged in the growing or selling of nursery stock. Associate members shall not be entitled to vote or hold office, but are entitled to the benefits otherwise provided by the Association.

SECTION 5. "Landscape Architect Membership"

Landscape Architect members shall be any reputable person, partnership, or corporation whose principal business is designing or drawing plans for a fee, and whose operations or activities do not qualify them for any other type of membership in the Association. Landscape Architect members shall not be entitled to vote or hold office, but are entitled to the benefits otherwise provided by the Association.

SECTION 6. "Affiliate Membership"

A person employed by an institution or establishment as a professional in the field of horticulture or a related field, or a person pursuing an education (student or apprentice) in the field of horticulture or related fields shall be eligible for an Affiliate membership. Affiliate members shall not be eligible to vote or hold office but are entitled to the benefits otherwise provided by the Association.

SECTION 7. "Honorary Membership"

A Honorary member shall be any person who has rendered unusual or distinguished service to the nursery business or in the general field of horticulture and is selected as a Honorary member by vote of the Board of Directors. Honorary members shall not be eligible to vote or hold office, but are entitled to the benefits otherwise provided by the Association. A Honorary member shall not be charged for membership. A Honorary

member, however, may also hold Active membership.

SECTION 8. "Membership Requirements"

Any person, corporation, or partnership in good character who qualifies under one of the classes of membership set out by the By-laws and whose application has been approved by the Board of Directors and who agrees to abide by the Constitution and By-Laws and the Code of Ethics of this Association is eligible for membership. The fiscal year of the Association shall be from July 1 through June 30.

SECTION 9. "Dues"

The annual dues of each category of membership shall be established by the Board of Directors taking into consideration such matters, by way of illustration but not by way of limitation, as the needs of the Association, the reserve funds of the Association, the benefits provided to the members and the type of membership. At the annual membership meeting the membership shall by vote, confirm or change the recommendations of the Board of Directors for the dues for the coming fiscal year. In confirming or changing said recommendations, the membership shall only consider and review those categories of membership presented for consideration and reviewed by the Board of Directors. Annual dues shall be payable prior to January 1 of each year. Members who have not paid their dues shall not be eligible to vote at any membership meeting.

ARTICLE II

OFFICERS: ELECTION, POWERS, AND DUTIES

SECTION 1. "President"

The President shall: (1) assume office at the regular annual membership business meeting, (2) be an Active member in good standing, (3) have served the previous year as President-Elect, (4) assume office automatically, and (5) serve for a period of one (1) year.

The President shall be the chief executive officer and shall preside at all meetings of the Association and of the Board of Directors; shall enforce its By-Laws, rules and regulations, and shall exercise the will of the Association. He shall appoint all committees not otherwise provided for.

SECTION 2. "President-Elect"

The Office of President-Elect shall rotate among the two (2) regions. The President-Elect shall be an Active member and shall be elected at the annual membership meeting by a majority vote of the Active members present. The President-Elect shall have served as a current member of the Board of Directors of the respective rotational district for a period of three (3) years.

The President-Elect shall serve as chairman of the program committee for the year elected and shall be charged with the duties of carrying into effect all orders and resolutions directed by the President. In the absence of the President, the President-Elect shall perform all duties commonly performed by the President. In the event of a vacancy of the Office of the President, the President-Elect shall also serve as Acting-President.

SECTION 3. "Past President"

The Past President shall serve on the Legislative Committee for the year and shall be charged with the duties of carrying into effect all directives and resolutions directed by

the President.

SECTION 4. "Executive Secretary-Treasurer"

The Executive Secretary and Treasurer shall be employed by the Board of Directors and shall be responsible to the Board; keep the minutes of all meetings of the Association and of the Board of Directors; receive and have custody over all money and securities belonging to the Association under the direction of the Board of Directors; deposit such money in the bank or banks designated by the Board of Directors; sign all checks drawn against the funds of the Association; furnish to the Board of Directors a full and complete Financial Report of the Association's funds under his control; carry out all of the policies determined by the Board of Directors and may be responsible for the Active Administration of all the affairs of the Association; render timely reports to directors and to the membership of pending legislation, governmental rules, and regulations and other matters pertinent to or of interest to those engaged in the nursery business; be in charge of the office of the Association and responsible for the general public relations of the Association; he shall be under the direct supervision of the Board of Directors and the President of the Mississippi Nursery and Landscape Association; upon relinquishing this office, turn over to his successor any books, records, or documents held by him and all money, papers, and other properties of the Association under his control. The Executive Secretary-Treasurer shall be a non-voting member of the Board of Directors except in the case of a tie vote of the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. "Composition"

The Board of Directors shall consist of: (a) the President, (b) the President-Elect, (c) the Executive Secretary-Treasurer, (d) the immediate Past President, and (e) nine (9) Directors, four (4) from each of the two (2) geographical regions and one (1) In-State Allied Director-At-Large.

SECTION 2. "Terms of Office"

All Officers and Directors shall serve their respective terms from the day following their election.

At the re-organizational meeting, nine (9) Directors shall be elected as follows: (a) four (4) from "Region One" to serve for a period of two (2) years, (b) four (4) from "Region Two" to serve for a period of two (2) years, and (c) one (1) In-State Allied member elected at large to serve for a period of two (2) years.

SECTION 3. "Removal from Office"

Two successive absences of any Director from the regular or called Board Meeting, without adequate excuse, may result in his removal as a Director, at the discretion of the Board of Directors.

SECTION 4. "Duties"

The property and assets of the Association shall be vested in and under the control of the Board of Directors. It shall be the duty of the Board of Directors, and it is hereby empowered, in addition to the powers inherent therein under the laws of the State of

Mississippi.

- (a) To conduct the affairs of the Association for its best interest in accordance with their sound judgment;
- (b) To transfer, sell, or otherwise dispose of the assets and property of the Association on its behalf;
- (c) To purchase, sell, or otherwise dispose of such equipment as they deem necessary for the proper conduct of the business;
- (d) To do all acts and things not inconsistent with the Constitution and By-Laws of the Association.

SECTION 5. "Quorum, Called Meetings, and Vacancies"

- (a) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.
- (b) The President may call a meeting of the Board of Directors at any time; however, three (3) meetings in addition to the annual meeting shall be considered adequate. He must call a meeting of the Board of Directors at any time one is requested in writing by a majority of the Directors.
- (c) Any vacancy existing in the Board of Directors shall be filled by appointment from the President and such appointee shall serve until the next annual membership meeting.

ARTICLE IV

COMMITTEES

SECTION 1. "Legislative, Program, Auditing, Executive, and Others"

The President, as soon after taking office as possible, shall appoint, with the approval of the Board of Directors, the following committees:

- (a) The Legislative Committee shall be composed of Past President and other Active members, the number of which shall be set by the Board of Directors to serve a term of one (1) year. This Committee shall handle all legislative matters.
- (b) A Program Committee composed of Active members and chaired by the President-Elect.
- (c) An Auditing Committee composed of three (3) Active members that are not members of the Board of Directors. Financial records shall be examined at the annual membership meeting and at other times when requested by a majority of the Board of Directors.
- (d) The Executive Committee shall be composed of President, President-Elect, Past President as Chairman, and Executive Secretary-Treasurer. This Committee shall review matters brought to the attention of the Association for Board action.
- (e) Additional committees may be appointed by the President as he deems necessary.

ARTICLE V

MEETINGS

SECTION 1. "Special Meetings"

The Board of Directors, at any regular or special meeting thereof, upon a two-thirds vote of the Directors present, may call a special meeting of the members, and thereupon a notice stating the time, place, and purpose of such meeting shall be sent by first class mail to each member at least ten (10) days prior to the meeting. Only business specified shall be transacted. Upon the written petition of ten percent (10%) of the Active members specifying the purpose thereof, the Board must call a special meeting of the members.

SECTION 2. "Voting Privileges"

An Active member firm and In-State Allied member firm whose obligations to the Association are paid shall be entitled to one (1) vote for each paid membership.

SECTION 3. "Quorum"

A Quorum shall be composed of two-thirds of the Active and In-State Allied members at all annual membership meetings or specially called membership meetings.

SECTION 4. "Rules of Order"

Robert's Rules of Order, Last Edition, shall be recognized as the authority governing the meeting of the membership, the Board of Directors, or committees, when not in

conflict with the Constitution or By-Laws.

SECTION 5. "Attendance to Meetings"

Only members, their families, employees, and invited guests shall be allowed to attend any of the meetings of the Association.

ARTICLE VI

ELECTIONS

SECTION 1. "President-Elect, Regional Directors, and Executive Secretary-Treasurer"

The election of the President-Elect and two (2) Regional Directors shall take place at each annual membership meeting. The executive Secretary-Treasurer shall be elected by the newly elected Board of Directors at their first meeting in conjunction with the annual membership meeting.

SECTION 2. "Committee on Nominations"

The President shall, not later than sixty (60) days prior to the annual meeting each year, appoint a Committee on Nominations to consist of three (3) Active members who shall be neither officers nor members of the Board of Directors. This committee shall nominate at least one (1) Active member residing in each region. They shall make their report known to the President no later than fifteen (15) days prior to the annual membership meeting so that the nominees can be publicized.

SECTION 3. "Nominations from the Floor"

The report from the Committee of Nominations shall be presented to the membership at its annual membership meeting. Any additional nominations from the floor will be received at the annual membership meeting providing those nominees reside in the proper region. No Regional Director shall reside in one (1) region and represent another.

The Executive Secretary-Treasurer shall add the names of the nominees from the floor to the ballot in the spaces provided.

SECTION 4. "Declaration of Election Winner"

The Regional Director receiving the highest number of votes for the Office of President-Elect shall be declared elected. The Regional Director receiving the lesser number of votes shall serve as Assistant President-Elect. The candidate receiving the highest number of votes for the office of Regional Director shall be declared elected.

In the event of a tie in an election for all elective offices, a subsequent ballot shall be immediately taken, but shall be considered at such an election. In the event of a second tie vote, the nominees may agree to a determination by drawing lots.

SECTION 5. "Board of Directors"

The State of Mississippi shall be divided in a north to south direction by the number of nurseries per county; "Region One", the western side of Mississippi and "Region Two", the eastern side of the State. Each region will have four (4) Active members on

the Board of Directors. Each Director will serve for a period of two (2) years as a Director for his prospective Region. One (1) new Director will be elected each year from each Region. The President-Elect will be selected from a Region starting with "Region Two" on a rotational basis. For a candidate to be eligible for President-Elect, he must have served for a period of three (3) years as a Director.

An In-State Allied Director will be elected At-Large and serve for a period of two (2) years.

ARTICLE VII

FISCAL YEAR AND DUES

SECTION 1. "Terms of Fiscal Year"

The fiscal year of the Association shall be from July 1 through June 30..

SECTION 2. "Payment and Amount of Dues"

The annual dues of Active, In-State Allied, Out-Of-State Allied, Associate, Landscape Architect, and Affiliate members of the Association shall be determined by the Board of Directors. Such dues shall be payable upon receipt of the statement sent by the Executive Secretary-Treasurer at the beginning of the fiscal year. Members failing to pay dues prior to the beginning of the annual membership meeting shall be denied the privilege of Active membership but will be accepted as a Guest. Said member shall have the right to reinstate himself by payment of dues within sixty (60) days after the annual meeting.

SECTION 3. "Dues of Honorary Members"

Honorary members shall hold each membership for life without payment of dues.

SECTION 4. "Dissolution of this Association"

Be it resolved that in the event of dissolution of this association, the residual assets of this organization will be turned over to another organization which is itself exempt from Federal Income Tax described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future laws or to the Federal, State, or local government for exclusive purpose.