

**BYLAWS
TEXAS NURSERY & LANDSCAPE ASSOCIATION**

ARTICLE I - NAME

The name of this Association which is incorporated under the laws of the State of Texas is:
TEXAS NURSERY & LANDSCAPE ASSOCIATION

ARTICLE II - OBJECTIVES

The objectives of this Association shall be those expressed in its Charter and it shall be a non-profit organization; to aid and contribute to the education of its members and the general public in the delivery of horticultural products and services; to provide a central headquarters; to enhance relationships of its members; to inform the members of governmental activity, state and national, which would affect the industry; and to be an advocate with Texas governmental entities on behalf of the industry.

ARTICLE III - LOCATION

The place of business of the Association shall be in the City of Austin, Travis County, Texas, and in such other places or place for the transaction of business or for the holding of meetings and conventions as may, within the discretion of the Board of Directors, be necessary and essential to the furtherance of this Association.

ARTICLE IV - MEMBERSHIP

Section 1. Any person, firm, corporation or other legal entity of good character who qualifies under one of the classes of membership set out below, whose application has been approved by the Board of Directors, who holds the appropriate licensing for the business in which they are engaging, if necessary, and who agrees to abide by the Bylaws and the Code of Ethics of this Association is eligible for membership as:

(1a) Active Member with Single Outlet Operations - Any person, firm, corporation or other legal entity owning or operating a business engaged in one of the following business categories within the State of Texas and having one definite location for such business with the appropriate facilities and equipment to perform the functions or provide the services customarily provided by such business category. The business categories are:

1. Supplier member - engaged in manufacturing, distributing, or supplying products or services to the nursery/landscape industry.
2. Grower member - engaged in growing nursery stock, trees, plants, or turf in field operations, container operations, or greenhouse operations, or a combination of such growing operations. This includes Green Goods Distributors (rewholesalers).
3. Landscape member - engaged in landscape design, installation, maintenance, consultation, landscape architecture, hydromulching, irrigation installation or maintenance, arboriculture, or interiorscaping.
4. Retail member - engaged in operating a garden center, retail nursery, or florist shop.

Single Outlet members shall be entitled to one vote at the Region and State levels. Employees of Single Outlet members employed at the member location may serve on Region and State Boards and Committees. An employee of a Single Outlet member who is not employed at the member location must join as an Associate member to be eligible to serve on Region and State Boards and Committees.

(2a) Active Member with Multiple Outlet Operations – Multiple Outlet Operations within the State of Texas that have total common ownership may be treated as a single active member having multiple outlets, notwithstanding the fact that the outlets may operate under different names or as

different business entities and shall join the Association according to one of the business categories listed in Article IV, Section 1 (1a).

1. A Multiple Outlet Operation must join at least one outlet in each Region in which it has an outlet and designate one outlet as its primary member.
2. Dues for Active Multiple Outlet Members are determined by the total gross sales of all outlets in Texas plus one outlet membership for each Region where an outlet is located. Active Multiple Outlet members can choose to join additional outlet locations, in any given Region, for an additional fee.
3. An outlet may join in a business category other than that of the primary member if their main business activity is different from the primary member.
4. Active Multiple Outlet Members are entitled to one vote at the State level, and one vote in each Region activity where an outlet membership exists.
5. Employees of Multiple Outlet Members may serve on Region or State Boards and Committees.
6. Employees of an outlet that has not joined as a Multiple Outlet Member are eligible to receive member services but must join the Association as an Associate Member in order to serve on Region or State Boards and Committees.

(b) Out of State Member - Limited to any person, firm, corporation, or partnership outside the State of Texas actively engaged in any of the business categories listed in Article IV, Section 1 (1a) and with no headquarters or outlet within the State of Texas.

1. Out of State members shall not be eligible for office or entitled to vote at the Association's annual meeting.
2. An employee of an Out of State Member may serve only on Region Boards and Committees and must join as an Associate Member in order to be eligible for such service.

(c) Associate Member - Any person employed in any capacity whose employer or firm is a member of the Association, or any person employed in any capacity related to the nursery or landscape industry either public or private whose employer, firm, or business is not eligible for any other type of membership in the Association.

1. Employees of Active Member firms who join as Associate Members are eligible to serve on Region and State Boards and Committees.
2. Employees of Multiple Outlet Members not employed at a member outlet location are eligible to receive member services but must join the Association as an Associate Member in order to serve on Region or State Boards and Committees.
3. Employees of Out of State Member firms who join as Associate Members are only eligible to serve on Region Boards and Committees.

(d) Honorary Member - Any person who, in the opinion of the Board of Directors, has rendered unusual or distinguished service to the nursery or landscape industry or in the general field of horticulture. Honorary Members do not vote or hold office in the Association.

(e) Government Member – Any person employed by a governmental entity in an administrative or regulatory capacity, or employed by a governmental entity to carry out landscape installation, maintenance, or irrigation activities on property owned by the governmental entity.

1. Governmental entities engaged in the sale of horticultural products or services are considered a business and such entities or their employees are eligible for membership only under Article IV, Section 1 (1a) or (2a).
2. Government members shall not be eligible to vote or hold any State office in the Association.

(f) Educator/Student Member - Any person allied with or employed in a research or instructional capacity by an institution of higher learning or any individual who is attending an institution of learning in the State of Texas and who is currently working toward a degree in a program related

to horticulture and is not eligible for any other type of membership. Educator/Student Members shall not be eligible to vote or hold any State office in the Association.

(g) Not-for-Profit Member - Any not-for-profit corporation or other legal entity within the State of Texas that provides services to or for the benefit of the Green Industry.

Section 2. Any member may be expelled or suspended from the Association for disregard of the Association's Code of Ethics, the Association's purposes, rules, or regulations and Bylaws, for conduct detrimental to the Association's welfare, or for any act considered by a majority of the Board of Directors as not in the best interest of the Association. Expulsion or suspension shall require the affirmative vote of a majority of the members of the Board of Directors. The member shall have the right to a hearing prior to such vote.

Section 3. Members failing to pay dues as provided in Article XI shall be automatically dropped from membership.

ARTICLE V – OFFICERS AND DIRECTORS

Section 1. The Officers of the Association shall consist of the Chairman, Chairman Elect, Immediate Past Chairman, and President. The Chairman Elect shall be chosen from the voting membership. The President shall be employed by the Board of Directors, a quorum acting.

Section 2. The Executive Committee shall consist of the Chairman, Chairman Elect, Immediate Past Chairman and President, and will act on behalf of the Board when necessary between meetings of the Board of Directors. Meetings may be called by the Chairman as necessary.

Section 3. There shall be a Board of Directors of the Association consisting of the Chairman, Chairman Elect, Immediate Past Chairman, one member from each Region, and one member from each of the Business Categories enumerated in Article IV, Section 1 (1a). The Chairman of the Association shall be the Chairman of the Board of Directors. A quorum of the Board of Directors shall be constituted by more than 50 percent of the Board of Director members serving as of the date of the meeting.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. Chairman - The Chairman shall serve as presiding officer of the Executive Committee, the Board of Directors and the State Nominating Task Force. The Chairman shall also serve as a member, ex-officio, on all committees and task forces. The Chairman shall make all the required appointments (subject to the approval of the Board of Directors) of Standing Committees or Board directed Task Forces, preside at all meetings of the Association, and be the Executive head of the Association for enforcing its rules, regulations, and Bylaws. The Chairman shall visit each Region at least once during the term of office and shall perform such other duties as are necessarily incident to the office of the Chairman or as may be prescribed by the Board of Directors. The Chairman shall represent the Association at all official functions and conventions as deemed necessary by the Chairman and the Board of Directors.

Section 2. Chairman Elect - The Chairman Elect shall, during the absence or disability of the Chairman, exercise all the powers and duties of the Chairman, and shall perform such other duties as may be delegated by the Chairman or the Board of Directors.

Section 3. President - The President shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. The President shall be the chief executive of the Association responsible for all management functions.

Section 4. Immediate Past Chairman - The experience and expertise of the Immediate Past Chairman shall be used by the Board of Directors for the benefit of the Association.

Section 5. All checks on Association funds shall be signed by such person or persons as the Board of Directors may from time to time designate.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 1. Chairman - The Chairman Elect, upon completing one (1) term of office, shall automatically assume the office of Chairman. The Chairman shall hold office for one (1) year or until their successor has been elected and qualified.

Section 2. Chairman Elect - The Chairman Elect shall be elected annually by the membership at large by means of a ballot. Nomination shall be by the State Nominating Task Force comprised of the current Chairman of the Board, the current Chairman Elect and the current Immediate Past Chairman. The Chairman Elect shall hold office for one (1) year or until their successor has been elected and qualified. To be eligible for this office an individual must have served on the Board of Directors at least two (2) years immediately prior to nomination.

Section 3. Immediate Past Chairman - The Chairman, upon completing one (1) term of office shall automatically assume the duties of the Immediate Past Chairman for one (1) year.

Section 4. State Business Category Directors - Each shall serve a two-year staggered term and shall be elected by the membership at large of the respective business categories by a ballot. Each shall be limited to three consecutive two-year terms. After completing three consecutive two-year terms there must be a one year break in service before being considered for another term. This term limit does not apply to moving to Chair Elect. If possible, two (2) nominees for the office of State Business Category Director shall be nominated by a Nominating Task Force, appointed by the TNLA Chairman of the Board, composed of the Region Business Category Directors and, if desired, additional members at large of the Business Category. The TNLA Chairman will designate one of the Task Force members to serve as Chair. To be eligible for election as a Director, an individual must have been a member in good standing of the Association for at least two years immediately preceding their election.

Section 5. State Region Directors - Each shall serve a two-year staggered term and shall be elected by the membership at large of their respective Region by a ballot. Each shall be limited to three consecutive two-year terms. After completing three consecutive two-year terms there must be a one year break in service before being considered for another term. This term limit does not apply to moving to Chair Elect. If possible, two (2) nominees for the office of State Region Director shall be nominated by the Region Nominating Committee appointed by their respective Region Chairmen as enumerated in Article XII, Section 2. To be eligible for election as a Director, an individual must have been a member in good standing of the Association for at least two years immediately preceding their election.

Section 6. State Business Category Director Vacancies - In the event of a vacancy in the position of State Business Category Director, the Executive Committee, in consultation with the Region Business Category Directors, shall appoint an individual to fill the unexpired term. In the event of a vacancy in the position of State Region Director, the Executive Committee, in consultation with that Region's Board Chair, shall appoint an individual to fill the unexpired term.

Section 7. Election Certification The Board of Directors shall certify to the membership that all elections were carried out according to the Bylaws, and that all Officers and Directors are eligible for their elected position. Such certification shall take place at the Annual Meeting and Officers and Directors shall take office on March 1 following. In the case of a vacancy as provided in Article VII, Section 6, the Board shall certify such appointment at their next Board meeting and the Director shall take office immediately.

Section 8. Removal from Office - Any Officer or Director may be removed from office for neglect of duty, inefficiency, or malfeasance by two-thirds (2/3) vote of the Board of Directors serving as of the date of the meeting. The Officer or Director shall have the right to a hearing prior to such vote.

Section 9. Plurality Voting System - All elections will be on the basis of plurality.

Section 10. Write-in Option - A write-in option shall be offered for each election regardless of the number of people nominated.

ARTICLE VIII - BALLOTS

Electronic or mail balloting shall be conducted from time to time to carry out the business of the Association. The following guidelines will be used:

1. A ballot shall contain the necessary information to fully inform the membership of what the ballot purports to do.
2. A ballot will be sent to the appropriate voting membership at least thirty (30) days prior to the specified voting deadline.
3. A ballot not postmarked or received by the voting deadline will not be counted.

ARTICLE IX - STANDING COMMITTEES

Standing Committees of the Association shall include, but not be limited to: Certification Committee, Education Committee and Executive Committee.

ARTICLE X - MEETINGS

Section 1. Annual Meeting - The Annual Meeting of the Association shall be held each year unless otherwise specifically determined by the Board of Directors for good reason. The Board of Directors shall determine the selection of the city. Members will be notified of the meeting date, time, and place no less than 60 days prior to the meeting.

Section 2. Regular Meetings of Board - The Board of Directors shall hold four regular meetings each year and such other meetings as deemed necessary.

Section 3. Special Meetings of Board - The Chairman of the Association may call a special meeting of the Board of Directors at any time, or eight (8) members of the Board of Directors may call a special meeting of the Board of Directors at any time, providing at least forty-eight (48) hours notice of such meeting is given to all Officers and Directors.

Section 4. Meeting Notification - The President of the Association shall notify all members of the Board of Directors of the time and place of all regular meetings and special meetings of the Board of Directors.

Section 5. Methods of Notification - Meeting notices may be sent to the membership by electronic or mail notification.

ARTICLE XI – DUES

Section 1. 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, the type of membership, and the income of the member.

Section 2. Annual dues shall be paid prior to March 1 of each year. Individuals or companies failing to pay dues shall be automatically dropped from membership and not eligible to vote or hold office at Region or State levels or serve on Committees or Task Forces.

Section 3. A portion of dues collected within the regular State dues structure will be rebated to the Regions as set by the Board of Directors.

ARTICLE XII - REGIONS

Section 1. In order for the Association to best serve its membership, and to permit geographical areas to handle matters peculiar to their respective section of the State, the State of Texas has been divided into Regions as determined and approved by the Board of Directors. The Regions shall operate under a set of

Bylaws adopted by the Association. Each Region shall have the right to elect Officers and Directors and to do such things as may be approved by the Board of Directors of the Association for fulfilling the purposes herein stated.

Section 2. The Chairman of each Region shall appoint a Region Nominating Committee from the voting membership within the Region of not less than three (3) members who shall select and present the names of members to be voted upon by the membership of the Region as the Officers and Directors for the Region. Election should be done at the Fall Region meetings. The Region Board of Directors shall consist of one (1) representative from each Business Category identified in Article IV, Section 1 (1a), a Chairman, Chairman Elect, Immediate Past Chairman, and the current State Region Director.

Section 3. The Chairman of each Region is responsible for certifying the results of elections to the Chairman of the Board of Directors, and seeing that a copy of minutes of Region meetings is forwarded to the Association headquarters within 10 days of such meeting or election.

Section 4. The Regions shall be identified according to the following:

REGION I	Angelina	Cherokee	Rockwall
Atascosa	Austin	Delta	
Bandera	Brazoria	Franklin	REGION V
Bee	Brazos	Freestone	Archer
Bexar	Chambers	Gregg	Bosque
Blanco	Colorado	Harrison	Brown
Calhoun	Fayette	Henderson	Clay
Comal	Fort Bend	Hopkins	Comanche
Dewitt	Galveston	Lamar	Cooke
Dimmitt	Grimes	Limestone	Denton
Edwards	Hardin	Marion	Eastland
Frio	Harris	Morris	Erath
Gillespie	Houston	Nacogdoches	Hamilton
Goliad	Jasper	Navarro	Hood
Gonzales	Jefferson	Panola	Jack
Guadalupe	Leon	Rains	Johnson
Jackson	Liberty	Red River	Montague
Karnes	Madison	Rusk	Palo Pinto
Kendall	Matagorda	Sabine	Parker
Kerr	Montgomery	San Augustine	Somervell
Kinney	Newton	Shelby	Stephens
LaSalle	Orange	Smith	Tarrant
Lavaca	Polk	Titus	Wichita
Live Oak	San Jacinto	Upshur	Wise
Maverick	Trinity	Van Zandt	Young
McMullen	Tyler	Wood	
Medina	Walker		REGION VI
Real	Waller	REGION IV	Andrews
Refugio	Washington	Collin	Armstrong
Uvalde	Wharton	Dallas	Bailey
Val Verde		Ellis	Baylor
Victoria	REGION III	Fannin	Borden
Wilson	Anderson	Grayson	Brewster
Zavala	Bowie	Hill	Briscoe
	Camp	Hunt	Callahan
REGION II	Cass	Kaufman	Carson

Castro	Hemphill	Randall	Jim Wells
Childress	Hockley	Reagan	Kenedy
Cochran	Howard	Reeves	Kleberg
Coke	Hudspeth	Roberts	Nueces
Coleman	Hutchinson	Runnels	San Patricio
Collingsworth	Irion	Schleicher	Starr
Concho	Jeff Davis	Scurry	Webb
Cottle	Jones	Shackelford	Willacy
Crane	Kent	Sherman	Zapata
Crockett	Kimble	Sterling	
Crosby	King	Stonewall	REGION VIII
Culberson	Knox	Sutton	Bastrop
Dallam	Lamb	Swisher	Bell
Dawson	Lipscomb	Taylor	Burleson
Deaf Smith	Loving	Terrell	Burnet
Dickens	Lubbock	Terry	Caldwell
Donley	Lynn	Throckmorton	Coryelle
Ector	Martin	Tom Green	Falls
El Paso	Mason	Upton	Hays
Fisher	McCulloch	Ward	Lampasas
Floyd	Menard	Wheeler	Lee
Foard	Midland	Wilbarger	Llano
Gaines	Mitchell	Winkler	McLennan
Garza	Moore	Youkum	Milam
Glasscock	Motley		Mills
Gray	Nolan	REGION VII	Robertson
Hale	Ochiltree	Aransas	San Saba
Hall	Oldham	Brooks	Travis
Hansford	Parmer	Cameron	Williamson
Hardeman	Pecos	Duval	
Hartley	Potter	Hidalgo	
Haskell	Presidio	Jim Hogg	

Section 5. No dues other than those stated in Article XI, Section 3 shall be collected by any Region. An Annual Financial Statement shall be submitted to the Association headquarters by April 15th each year in a form as prescribed by the Association.

ARTICLE XIII - AUTHORITY

Section 1. The fundamental authority and responsibility of the Texas Nursery & Landscape Association shall reside in the corporate active membership and shall be exercised by the free expression and vote of each individual member, by representative legislative powers vested in the Board of Directors, and by the executive powers delegated to the Officers.

Section 2. The Board of Directors of the Association shall constitute the governing body of the Association and shall have the power to determine the policies of the Association; make such rules and regulations as may be necessary to carry out the purposes of the Association; supervise the collection and expenditure of all funds including those funds received for registrations, display booths, and allied activities; and acting by and through its designated officer or representative, shall do each and every act deemed necessary for proper administration of the affairs of the Association.

Section 3. 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 XIV - FISCAL YEAR

The fiscal year of the Association will end on the last day of February of each year.

ARTICLE XV - AMENDMENTS

Section 1. Substantive Changes - These Bylaws may be altered, amended, supplemented or repealed after any such changes, approved by the Board of Directors, are submitted to eligible members for a vote. Notice of proposed changes shall be presented to members in writing at least thirty (30) days before the voting occurs. The vote may be conducted by one of three (3) ways: in person at the Annual Meeting, by mail, or electronic means. At least two-thirds (2/3) of the total number of members voting must vote in favor for the changes to be approved.

Section 2. Non-Substantive Editorial Changes - Editorial changes to the Bylaws may be made by a unanimous vote of the Board of Directors, including the vote of the President. If the Bylaws are altered, amended or supplemented in this manner, the changes shall not be effective until at least sixty (60) days after the membership has been advised of the changes.

ARTICLE XVI - 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 regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVII - EFFECTIVE DATE

The effective date of these Bylaws is January 16, 2009