



# Articles of the Organization

## ARTICLE I Name

The corporate name of this association shall be The New Hampshire Plant Growers Association.

## ARTICLE II Objectives

1. Cultivation of acquaintanceship among people and companies involved in the New Hampshire Horticultural industry.
2. Promotion of the wider and greater use of nursery and floral products produced in New Hampshire.
3. Advancement of ethical trade practices among members and the public.
4. Cooperation with allied interests.
5. Gather and disseminate information of value to members.
6. Encourage and cooperate on the exhibits and products grown or used by the industry.
7. Cooperate with governmental and horticultural agencies in New Hampshire.

## ARTICLE III Membership

**SECTION 1 Active Member** Any person engaged in horticultural or floricultural activities who is in good standing with the trade as determined by the Membership Committee of this Association. Active members may vote and hold office within the Association.

**SECTION 2 Associate Members** Any persons engaged in the production and/or sale of products allied with horticultural or floricultural, or those in like businesses as determined by the Membership Committee of this Association. Associate members shall have the right to vote or hold office within the Association.

**SECTION 3 Affiliate Members** Any persons who are engaged in educational, experimental or regulatory work as determined by the Membership Committee of this Association. Affiliate members shall not have the right to vote or hold office within the Association.

**SECTION 4 Student Members** Any persons actively engaged in an educational pursuit as determined by the Membership Committee of this Association. Student members shall not have the right to vote or hold office within the Association.

**SECTION 5 Honorary • Life Members** Any individuals who have rendered outstanding service to the Association or the horticultural or floricultural industry may be elected to Honorary/Life Membership as determined by the Board of Directors. Honorary/Life members shall have the right to vote or hold office within the Association.

**SECTION 6 Senior Members** Any individual, 60 years old or older, who has been an active, associate or affiliate member of the Association. To obtain this privilege, the member must be in good standing with the Association and approved by the Board of Directors. Senior member dues will be set by the Board of Directors. Senior members shall have the right to vote or hold office within the Association.

**SECTION 7 Annual Dues:** Annual dues shall be determined by the Board of Directors of this Association and approved by the Membership.

**SECTION 8 Payment of Dues** All dues shall be paid at or prior to the annual business meeting for the current year for which the meeting is held.

**SECTION 9 Suspension of Membership** Any member of the Association may be suspended for: *a.* Non-payment of dues. *b.* Violation of the provisions of the Constitution and the Bylaws as determined by a two-thirds vote of the Board of Directors.

## ARTICLE IV Meetings of the Association

The Annual Business Meeting of the Association shall be held each year at a time and place determined by the Board of Directors. At least

ten days notice in writing shall be sent to all members of the Association informing them of the date and place of said meeting. Election of officers shall be made at this meeting which shall be called the Annual Business Meeting.

Special Meetings of the Association may be called by the President or by a vote of the Board of Directors or on request in writing by ten or more members in good standing. If a Special Meeting of the Association is called written notice must be given to the association ten days prior informing members date and place of said meeting.

Either twenty persons or ten percent of the membership will constitute a quorum at any Association meeting. Five members of the Board of Directors shall constitute a quorum at Board of Directors meetings.

## **ARTICLE V Officers**

**SECTION 1** The Officers of the Association shall consist of a President, Vice President and six Directors. A Nominating Committee consisting of the immediate past President as Chairperson and the Board of Directors shall present a proposed slate of Officers at the Annual Business Meeting to be voted on by a majority vote of the members present at the Annual Business Meeting. Other nominations will also be accepted from the floor. If the slate is not complete at the Annual Business Meeting the President and the Board of Directors shall be authorized to fill such vacancies. The Board of Directors shall approve all appointments.

**SECTION 2 Conflict of Interest** Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the President of the Board a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee, or agent with which the Association has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The President of the Board shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Corporation shall vote on it.

The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

## **ARTICLE VI President**

The President shall be chosen at the Annual Business Meeting of the Association and shall preside at all meetings of the Association and enforce the rules and regulations of the Association, its Constitution and Bylaws. He/she shall appoint all committees not provided for by the Bylaws of the Association; He/she shall be an ex-officio member of all committees except the nominating committee; He/she shall have the right to sign any check for payment of money in the absence of the Executive Director; He/she shall perform such other duties as may be posed upon him/her by the Bylaws or by vote of the Association. The President shall serve for two years unless otherwise voted

In the absence of the President at any Board of Directors or Annual Meeting, he/she has the right to appoint a Chairperson.

## **ARTICLE VII Vice President**

Vice President shall be chosen by the President and approved by the Board of Directors. It shall be his/her duty to assist the President in the

duties and the operations of that office. The Vice President shall serve for two years unless otherwise voted before serving as President.

### **ARTICLE VIII Directors**

The Directors shall be chosen in the same manner as the President. It shall be their duty to assist the President in the duties and operations of that office.

### **ARTICLE IX Appointed Liaisons**

An Officer or member in good standing may appoint a Liaison to the Association. The liaison must be approved by the organization that it is representing. This position can be removed or added at any time. Final approval will be by the Board of Directors. The liaison will serve in an advisory capacity only and will have no voting rights

### **ARTICLE X Executive Director**

The Executive Director can be appointed by the President and approved by the Board of Directors. The Executive Director shall not have the right to vote or hold office.

### **ARTICLE XI Committees**

Committees shall be appointed by the President and approved by the Board of Directors. The Chairperson of each Committee shall report at the Annual Business Meeting of the Association on such subjects as may have been charged their responsibility. The President will appoint all members of all Committees and their Chairpersons which will be approved by the Board of Directors.

### **ARTICLE XII Execution of Papers**

Except in cases where the membership of the Association or the Board of Directors authorizes the execution thereof in some other manner, all deeds, transfers, contracts, notes, drafts and other obligations for payment of monies made, accepted or endorsed by the Association, except as otherwise provided by the Bylaws, shall be signed by the President or the Executive Director.

### **ARTICLE XIII Amendments**

These Bylaws may be amended at any meeting of the Association by a two-thirds vote of the members present.

### **ARTICLE XIV Dissolution of the Corporation**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the Corporation, dispose of all the assets of the Corporation by giving them to the College of Life Science and Agriculture at the University of New Hampshire. The money is to be divided equally between the Thompson School Horticulture Program and The Plant Biology Environmental Horticulture Program.

### **Article XV**

Roberts Rules of Order shall be the Association's final authority on all questions or procedures and parliamentary law not covered by the Bylaws.

REVISED 12/29/05