

*New Hampshire
Landscape Association*

Constitution
And
By-Laws

Revised March 2016



NEW HAMPSHIRE LANDSCAPE ASSOCIATION

CONSTITUTION

| ARTICLE | SUBJECT | PAGE |
|----------------|--|-------------|
| I | NAME | 2 |
| II | DEFINITIONS | 2 |
| III | OBJECTIVES | 2 & 3 |
| IV | MEMBERSHIP | 3 |
| V | MEETINGS | 3 |
| VI | DIRECTORS and OFFICERS | 4 |
| VII | PRIVILEGES and LIMITATIONS of MEMBERSHIP | 4 & 5 |
| VIII | FUNDS | 5 |
| IX | BY-LAWS | 5 |
| X | AMENDMENTS | 5 |

BY – L A W S

| | | |
|------|---|---------|
| I | ADMISSION of MEMBERS | 6 |
| II | ELECTION of DIRECTORS and OFFICERS | 6 & 7 |
| III | BOARD of DIRECTORS | 7 & 8 |
| IV | OFFICERS of the ASSOCIATION | 8 & 9 |
| V | INDIVIDUAL EXECUTIVE APPOINTMENTS | 9 |
| VI | COMMITTEES | 10 |
| VII | FEES and DUES | 11 |
| VIII | VOTING | 11 |
| IX | DURATION/TERMINTION of MEMBERSHIP | 11 & 12 |
| X | ORDER of BUSINESS and CONDUCT of MEETINGS | 12 |
| XI | APPEALS on ACTIONS of the BOARD | 12 & 13 |
| XII | AMENDMENTS to the BY-LAWS | 13 |

CONSTITUTION
OF
NEW HAMPSHIRE LANDSCAPE ASSOCIATON

ARTICLE I. NAME

The name of this organization shall be the **NEW HAMPSHIRE LANDSCAPE ASSOCIATION**, hereinafter referred to as **NHLA**.

ARTICLE II. DEFINITIONS

- (a) **THE LANDSCAPE INDUSTRY** (hereinafter called **THE INDUSTRY**) shall be understood to embrace Landscape Architecture, Landscape Design, Landscape Contracting, Landscape Maintenance, Arboriculture, the operation of a Nursery or Sod Farm, Golf Course Design or Management, Formal Education (including Research) in any of the foregoing, Cemetery Design or Management, and similar vocational fields contributing directly to the design, planning, construction, planting, management or maintenance of the land to the end that the resultant development serves useful and enjoyable purpose.

- (b) **ALLIED INDUSTRIES OR PROFESSIONS** shall be understood to include Agronomy, Architecture, Forestry, Surveying, Civil Engineering, Soil-Testing, the manufacture and/or sale of Fences, Outdoor Furniture, Shelters, Gazebos, Planters, Guys and Anchors, Pools, Irrigation Equipment, and such other vocations as cater to the needs of The Industry or work with members of The Industry in the accomplishment of total landscape developments.

ARTICLE III. OBJECTIVES

The objectives of NHLA shall be:

- (a) To promote the professional development of those engaged in all phases of landscape work in the State of New Hampshire.

- (b) To promote and advance ethical practices throughout The Industry in the State of New Hampshire.

- (c) To coordinate the efforts of professional and allied landscape organizations

serving in the State of New Hampshire.

- (d) To gather, analyze and disseminate information of general interest, related to The Industry, to the membership of NHLA, and to the public.
- (e) To cooperate with governmental agencies in molding policies on legislative and administrative matters in the interest of the public and of The Industry.
- (f) To engage in any lawful activities which will enhance the efficient, sensitive and economic progress of The Industry in the State of New Hampshire, and which will inform the public of The Industry's scope and character.
- (g) To promulgate sound and responsible environmental and ecological practices.

ARTICLE IV. MEMBERSHIP

There shall be four (4) mutually exclusive classes of membership: **MEMBER**, **STUDENT MEMBER**, **HONORARY MEMBER**, and **COURTESY MEMBER**.

- (a) A **MEMBER** shall be any person, firm, partnership or corporation actively engaged in any phase of The Industry.
- (b) A **STUDENT MEMBER** is any person enrolled full-time as a student in an accredited school, college or university for a course of study directly related to The Industry.
- (c) An **HONORARY MEMBER** shall be a person, firm, partnership or corporation deemed by NHLA (or by the Board of Directors, acting in its behalf) to have performed distinguished services for the Association, The Industry, or closely related fields of activity.
- (d) A **COURTESY MEMBER** shall be a person, firm, partnership, corporation, educational institution or government agency deemed by the Board of Directors to warrant a free membership to further the development of NHLA.

ARTICLE V. MEETINGS

- (a) Regular meetings of the NHLA will be scheduled on dates specified by the Board of Directors, who will also schedule the Annual meeting once each Fiscal year.
- (b) Special meetings may be called at the discretion of the Board of Directors at any time of the year.

ARTICLE VI. DIRECTORS AND OFFICERS

- (a) The governing body of the NHLA shall be a Board of Directors, to be constituted as the By-Laws of the NHLA may provide.
- (b) Except as herein otherwise specifically provided, the decision of the Board in all NHLA matters shall be final, subject only to an appeal of the members at a regular or special meeting. The Board shall have control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of Appeal from the rulings of all officers and the actions of all committees. Upon the appeal from any decision of the Board taken to the members of the NHLA, reversal of the Board's decision shall be effected only upon a two-thirds (2/3) vote of the members present, notice of such appeal having been given to the members in writing not less than two (2) weeks prior to the time of the meeting.
- (c) The Board of Directors shall meet regularly at times and places prescribed by the President. Electronic meetings may be conducted in place of a physical meeting provided the general membership can access the meeting also.
- (d) The officers of the NHLA shall be a President, Immediate Past President, Vice-President, and a Secretary-Treasurer, all of whom shall be members of the Board of Directors.
- (e) Each officer and each director shall be elected as provided in the By-Laws and shall take office immediately upon election. Their terms of office shall be as provided in the By-Laws.
- (f) Each officer and director shall be a Member of the NHLA in good standing, or a member or employee of a firm, partnership or corporation which holds Membership in good standing.

ARTICLE VII. PRIVILEGES AND LIMITATIONS OF MEMBERSHIP

- (a) A Member or Honorary Member shall have the right to vote at any Regular or Special Meeting of the NHLA upon any matter brought before that meeting. If the Member is a firm, partnership or corporation, it shall, however, be entitled to only one (1) vote, regardless of how many of its employees or partners may be present.
- (b) A Student Member shall have no right to vote upon any proposed amendment to this Constitution or to the By-Laws of the NHLA, and no right to vote upon any fiscal matter. Upon other matters a Student Member shall have the right to cast a vote.
- (c) A Courtesy Member shall have no right to vote upon any matter brought

before the NHLA for resolution.

- (d) Each Member, Student Member, Honorary Member, and Courtesy Member shall be entitled to attend the meetings and other functions of the NHLA, and will receive notices of such meetings and functions, as well as newsletters and other notices or communications prepared and disseminated by the NHLA. (“Other functions” will include, but are not limited to, workshops, field trips, and outings.)

ARTICLE VIII. FUNDS

- (a) The NHLA shall collect such funds as may be needed for its operations and the accomplishment of its purposes, and may also receive and administer gifts and bequests made for the object of furthering such purposes.
- (b) The Board of Directors shall levy dues as provided for in the By-Laws, and shall set the subscription costs for dinner meetings, seminars, outings, and other functions as it deems necessary to cover anticipated expenses.
- (c) In the event of the dissolution of the NHLA, all existing funds of the NHLA shall be donated to one or more recognized educational institutions for the purpose of furthering education to promote the continuing excellence of The Industry, selection of the institution or institutions shall be made by the Board of Directors.
- (d) The Board of Directors shall adopt an annual budget for the Association each year at its September Board meeting.

ARTICLE IX. BY-LAWS

- (a) The NHLA shall adopt By-Laws consistent with the provisions of the Constitution, embodying additional provisions for carrying out the objectives stated herein and for the orderly administration of the NHLA and its programs.

ARTICLE X. AMENDMENTS

- (a) This Constitution may be amended at any regular or Annual Meeting of the NHLA, with not less than thirty (30) days prior notice to the members of the amendment proposal, following its review by the Board of Directors. A vote of not less than two-thirds (2/3) of the Members present (a quorum being present, as defined in the By-Laws) shall be required to sustain a Constitutional amendment.

BY-LAWS
OF
NEW HAMPSHIRE LANDSCAPE ASSOCIATION

ARTICLE I. ADMISSIONS OF MEMBERS

- (a) A candidate for membership, except as an Honorary or Courtesy Member, shall submit an application upon the official form devised and promulgated by the Board of Directors. The application shall be accompanied by the payment of dues for the first year or partial year of membership.
- (b) Applications for membership shall be reviewed by the Board of Directors and approved or rejected by a majority vote of the Board members present. In the event of rejection, the membership dues shall be refunded.

ARTICLE II. ELECTION OF DIRECTORS AND OFFICERS

- (a) At a Regular Meeting of the NHLA, the Nominating Committee shall report its slate of candidates for President, Vice-President, and Secretary/Treasurer (each for a one year term), one (1) Director (for a three year term) and any other Director position that may be vacant. The slate will be published in the January newsletter and also be available on the NHLA website by January. Following the Nominating Committee's report, additional nominations may be made from the floor up to the actual voting time from among the Members in good standing.
- (b) At the Regular Meeting of the NHLA in March, from the candidates so nominated, a President, a Vice-President, a Secretary/Treasurer and a Director/s shall be elected by a majority vote of the members, other than Student Members and Courtesy Members. In the event that among three or more candidates for a given office or directorship no candidate receives a majority of votes, the candidate with the lowest number of votes shall be dropped from the slate and a new vote shall be taken. If the voting for any two candidates results in a tie, the election shall thereupon be decided by a majority vote of the Board of Directors. Absentee ballots may be obtained from the Business Manager after the Nominating Committee has proposed a slate of candidates and the absentee ballots must be returned to the Business Office no later than one week prior to the March meeting. The absentee ballot will contain the names of the candidates and

a space for write in votes. Officers and Directors will be installed at the March meeting.

- (c) Members wishing to attend the March meeting for the sole purpose of voting can do so. Ballots will be available at the registration table prior to the start of the meeting. If the member wishes to attend the meeting any applicable registration fees must be paid.

ARTICLE III. BOARD OF DIRECTORS

- (a) The Board of Directors shall consist of seven (7) members as follows: The President, the Vice-President, the Secretary/Treasurer, the Immediate Past-President (each serving for one (1) year) and three (3) Directors (each serving for three (3) years, with overlapping terms, such that one director retires from the board and is replaced each year).
- (b) The Board shall interpret the meaning or intent of the constitutional documents whenever an ambiguity, omission or contradiction is deemed to exist. Such interpretations shall be reported to the membership through the Newsletter, posting on the website and an email blast and, unless challenged in writing by five (5) or more members within thirty (30) days shall be adopted as amendments. In the event of a challenge, the interpretation shall be presented to the membership for vote as prescribed in ARTICLE X of the Constitution or ARTICLE XII of these By-Laws.
- (c) Officers or Directors shall be allowed to succeed himself/herself upon the completion of his/her term of office, if it is deemed to be in the best interest of the Association by the Board of Directors.
- (d) A quorum of the Board of Directors shall be four (4) members of the Board, and no business may be transacted by the Board in the absence of a quorum.
- (e) Proxy votes shall not be allowed at meetings of the Board of Directors, nor shall an absent member of the Board be represented at a meeting, for purposes of establishing a quorum or of voting, by any other person
- (f) Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- (g) The President shall preside at all meetings of the Board whenever practicable.

In his/her absence, however, the Vice-President shall preside.

- (h) In the event of a vacancy on the Board of Directors, the remaining directors shall elect from among the Members or Honorary Members of the NHLA a person to serve as a Director for the unexpired portion of the term for which there is a vacancy.
- (i) Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if written consents, setting forth the action taken, are signed (at any time before or after the intended effective date of such action) by all members of the Board or committee, as the case may be. Such consents shall be filed with the Secretary as part of the corporate records. For purposes of this section, an e-mail message sent by an individual director in a manner evidencing an intention to consent to a given action may be deemed the signed written consent of that director whenever authorized by the President or the Board.
- (j) Facsimile, conformed, or electronic signatures of any officer of the Association may be used whenever authorized by the Board or President. The Board may rely upon the facsimile, conformed, or electronic signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be deemed, upon receipt by the Board, in legible form, to constitute a writing even if not reproduced in paper form. Any such electronic transmission sent by a director in a manner evidencing an intention to consent to a given action shall be deemed to be signed if such transmission sets forth, or is delivered with, information by which the Board can in good faith determine that the transmission is sent by such person or by an agent authorized to deliver such consent for such person.

ARTICLE IV. OFFICERS OF THE ASSOCIATION

- (a) The officers shall be those enumerated under ARTICLE VI, Section (d) of the Constitution, duly elected in accordance with the provisions of ARTICLE II, Section (b) of these By-Laws.
- (b) In the event of a vacancy in the office of President, Vice-President, or Secretary/Treasurer, the Board of Directors shall elect from among the Members or Honorary Members of the NHLA in good standing a person to fill the unexpired portion of the term for which there is a vacancy.

- (c) The duties of the President shall be to preside at meetings of the NHLA and of the Board of Directors and to be responsible for developing agendas for all meetings and for sending to each Director a copy of the agenda for each directors' meeting prior to that meeting, to be responsible for writing Messages from the President for inclusion in the Newsletter, to recommend committee appointments to the Board of Directors, and to oversee committee activities and to ensure the carrying out of their responsibilities. The President because of these duties shall be a member, ex-officio, of all committees. He/She shall be responsible for inspiring and motivating the membership and for providing efficient leadership which is reflected throughout the organization. The President may represent the NHLA at public hearings and at meetings or symposiums where the interests of the NHLA are involved.
- (d) It shall be the duty of the Vice-President to act for the President in his/her absence. The Vice-President shall be expected to attend all functions of the Association and to attend committee meetings as needed. He/She shall take minutes of meetings in the absence of the Secretary/Treasurer.
- (e) The Secretary/Treasurer shall be expected to attend all functions of the NHLA and all meetings of the Board of Directors and to record the minutes of each of these meetings. He/She shall present these minutes for approval or correction at the next meeting, and shall provide a copy of the minutes to the Editor of the Newsletter for summary and publication, in whole or in part. The Secretary/Treasurer shall keep all records and oversee all properties of the NHLA, shall submit a financial report at each NHLA or Board meeting. The Secretary/Treasurer may receive a monthly stipend at the discretion of the Board.
- (f) The Immediate Past President will provide continuity to the Board of Directors.

ARTICLE V. INDIVIDUAL EXECUTIVE APPOINTMENTS

- (a) The Board of Directors, at its discretion, may appoint a Business Manager who shall expedite official business under the direction of the Board. The Business Manager's duties and responsibilities shall be governed by a contract drafted by the Board of Directors. This contract shall be reviewed and may be revised yearly by the Board of Directors and signed by the appointed Business Manager. Compensation, if any, of the Business Manager shall be determined by the Board of Directors. The Business Manager shall have no vote at board meetings. It is expected that he/she will be a member of the NHLA or a member of the staff of an NHLA member.
- (b) The Board of Directors may appoint a Newsletter Editor to write and/or to gather articles for the NHLA's Newsletter, to prepare news releases and to inform the public. This position shall be governed by a contract drafted by the Board of Directors. This contract shall be reviewed and may be revised yearly by the Board of Directors and signed by the appointed

Newsletter Editor.

- (c) The Board of Directors may further appoint a Newsletter Publisher to handle the copy, layout, setup and design of the Newsletter and coordinate printing with the NHLA approved printer. The Newsletter Publisher will be governed by a contract drafted by the Board of Directors each year and signed by the appointed Newsletter Publisher. He/She will work closely with, and under the direction of, the Business Manager.

ARTICLE VI. COMMITTEES

- (a) The President shall, subject to the approval of the Board of Directors, appoint a chairperson for the following standing Committees:
 - Education Committee
 - Membership Committee
 - Nominating Committee
 - Certification Committee
- (b) The President shall, subject to the approval of the Board of Directors, appoint Ad Hoc Committees to implement the programs of the NHLA.
- (c) Appointments to Ad Hoc Committees shall be for the fiscal year of the Association, duties and terms of office must be defined in the minutes of the Board of Directors meeting and communicated to the appointees.
- (d) The Education Committee shall explore and recommend to the Board of Directors informative and useful programs and activities which could be undertaken for the benefit of the members, their employees and the public. This committee shall implement such programs as are approved by the Board, under the general direction of the Board. The Education Committee Coordinator will be governed by a contract drafted by the Board of Directors each year and signed by the appointed Education Committee Coordinator.
- (e) The Membership Committee shall be concerned with retaining current members, as well as providing opportunities for new memberships.
- (f) The Board of Directors shall act as the Nominating Committee.
- (g) The Certification Committee shall propose, implement and maintain the Certified New Hampshire Landscape Professional program. The Certification Committee Coordinator will be governed by a contract drafted by the Board of Directors each year and signed by the appointed Certification Committee Coordinator.

ARTICLE VII. FEES AND DUES

- (a) The fiscal year of the NHLA shall extend from September 1 through August 31.
- (b) Membership dues shall be payable on September 1 and will be considered past due if not remitted within thirty (30) days. If unpaid at the end of sixty (60) days, the Member's affiliation with the NHLA will be suspended. Thereafter, the membership may be reinstated upon payment of the previously unremitted dues and any current fees that are due.
- (c) Annual dues for Members and Student Members of the NHLA shall be determined by the Board of Directors.

ARTICLE VIII. VOTING

- (a) A quorum at any regular or special meeting of the NHLA, or at the NHLA's Annual Meeting, shall be ten percent (10%) of the voting Members as defined in Article VII of this Constitution. This shall include members casting absentee or electronic ballots after prior notice from the NHLA. No business may be transacted by the NHLA in the absence of a quorum.
- (b) The business of NHLA shall be transacted by viva voce (voice vote) except when a written ballot on any matter is requested by any five (5) qualified voting members.
- (c) All matters brought before the NHLA for resolution may be decided by a simple majority vote of the qualified members voting either in person, electronically or via an absentee ballot.

ARTICLE IX. DURATION/TERMINATION OF MEMBERSHIP

- (a) Membership in the NHLA, once approved by the Board of Directors, shall continue as long as the member's dues and other financial obligations are paid, and as long as the member's conduct does not bring discredit to The Industry or to the NHLA.
- (b) Any member may be suspended or expelled for cause upon a two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered or certified mail to the member charged at his last-recorded address at least fifteen (15) days before action is to be taken thereon. This statement shall include a

notice of the time and place where action is to be taken. The member shall be given an opportunity to present a defense in person to the Board of Directors. The suspended member may appeal to the NHLA at the regular meeting following his suspension by the Board and that suspension (or expulsion) may be sustained or reversed by a majority vote of the Members or Honorary Members present.

- (c) Any former member, upon application to the Board, may be reinstated by simple majority vote of the Board of Directors, upon payment of any former unmet financial obligations and payment of dues for the current fiscal year.
- (d) The class of membership of a person, firm, partnership or corporation may be changed by vote of the Board of Directors with the approval of the member or after prior notification of the member of the Board's intention to consider such a membership change. Such a change will not affect the member's financial obligation to the NHLA during the balance of the fiscal year in which the change occurred.

ARTICLE X. ORDER OF BUSINESS AND CONDUCT OF MEETINGS

- (a) The order of business at any meeting of the NHLA or of the Board of Directors may be as follows:

- Call to order
- Reading of Minutes
- Presentation of Resolutions
- Committee Reports
- Unfinished Business
- New Business

- (b) Meetings shall be conducted, as far as practicable, in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE XI. APPEALS ON ACTIONS OF THE BOARD

- (a) Any Member, Honorary Member, or Student Member in good standing may, within thirty (30) days of notification of an action or decision taken by the Board of Directors, appeal that action or decision to the membership of the NHLA as provided for in ARTICLE VI, Section (b) of the Constitution. Such appeal shall be made in writing, addressed to the Board of Directors and delivered by Certified Mail to the current NHLA President's business address.
- (b) The Board of Directors, upon receipt of such an appeal, shall notify the

membership by an announcement in the Newsletter, posting on the website, an email blast or by a special mailing not less than two (2) weeks before the next regular or special meeting, at which time the matter will be placed before the NHLA for resolution. The appeal, to be sustained, must receive the affirmative vote of not less than two-thirds (2/3) of the qualified voting members including absentee and electronic ballots.

ARTICLE XII. AMENDMENTS TO THE BY-LAWS

- (a) These By-Laws may be amended at any regular or annual meeting of the NHLA by a vote of not less than two-thirds (2/3) of the Members present (a quorum being present, as defined in the By-Laws) shall be required to sustain a By-Laws amendment. Proposed amendments may be sponsored by any Member or Honorary Member or by the Board of Directors.

- (b) A proposed amendment sponsored by a Member or Honorary Member of the NHLA must be submitted in writing to the Board of Directors not less than fifteen (15) days prior to a scheduled meeting of the Board. The Board may consult with the proposer before presenting the matter to the NHLA for resolution. The board shall present the proposal at the next regular or annual meeting, offering its comments and recommendations. A copy of any proposed amendment, whether introduced by a member of the NHLA or by the Board, shall be sent to each member via posting on the website, an email blast or by a special mailing by the Secretary/Treasurer no less than two (2) weeks before the meeting at which it is to be voted upon.