

BYLAWS

HORTICULTURE ASSOCIATIONS OF METRO SAINT LOUIS

D.B.A.

HORTICULTURE COOPERATIVE OF METRO ST. LOUIS

Adopted: January 3, 1999

AMENDED: November 20, 2003

AMENDED: September 15, 2005

AMENDED: March 2, 2011

ARTICLE I: NAME

Section 1) **Organization Name**

The name of this organization shall be “**Horticulture Associations of Metro Saint Louis**” and shall do business as “**Horticulture Cooperative of Metro St. Louis**” (hereinafter referred to as “**Hort Co-op**”, “**Organization**” or “**Corporation**”). Reserved exclusively by this group as name identity or logo.

Section 2) **Organization Location**

The organization shall be located in the State of Missouri and shall have an office in the St. Louis metropolitan area.

Section 3) **Definitions**

Board of Directors (hereinafter referred to as the “**Board**”): the decision making body consisting of representatives appointed by each of the Member Organizations with each Member Organization having three (3) Board positions.

Student Director: non-voting student representative.

Executive Committee: consists of the President, President Elect, Vice President, and Immediate Past President who are Board members and elected by the Board; and the Treasurer, Executive Secretary and Executive Director, who are appointed by majority vote of the Board. The Executive Committee develops administrative recommendations for Board action.

Member Organization: the professional trade organizations listed under Article III, Section 1 who determine and facilitate the purpose and role of the Hort Co-op.

Advisory Organization: the educational institutions listed under Article IV, Section 1 provide advisory support and counsel to the Hort Co-op.

Board of Advisors: individuals representing a variety of professional disciplines selected by the Board to provide advice and counsel to the Hort Co-op.

ARTICLE II: PURPOSE

Section 1) **Purpose**

Organized for the purpose of promoting quality horticultural practices and materials by providing educational experiences for the green industry professional and the general community in the St. Louis region. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes.

Section 2) Mission

The mission of this cooperative coalition is to foster greater unity among the participating member organizations by creating and expediting activities intended to encourage the membership to share knowledge and participate in the achievement of mutual goals.

Section 3) Goals and Objectives

The goals and objectives of the Hort Co-op are as follows:

- A) Form a voluntary organization of metropolitan St. Louis green industry professional associations dedicated to advancing the development and promoting the value of the green industry.
- B) Provide educational opportunities (i.e. seminars, field day events, panel discussions, etc) with the intent to encourage members to advance their knowledge in their professional field.
- C) Assemble and distribute pertinent resource information to the membership of the member organizations.
- D) Support and maintain St. Louis Community College at Meramec as an educational resource center for information pertaining to the green industry.
- E) Create and implement educational experiences for the general community to raise awareness of the benefits and value of the green industry.

ARTICLE III: MEMBERSHIP

Section 1) Member Organizations

The Hort Co-op is a coalition of the following Member Organizations:

- 1) **Gateway Professional Horticulturist Association (GPHA)**
- 2) **Greater St. Louis Flower Growers Association (GSLFGA)**
- 3) **St. Louis Arborist Association (STLAA)**
- 4) **Landscape and Nursery Association of Greater St. Louis (LNAGSL)**

Section 2) Member Organization Participation

Each Member Organization is defined by their organization's specific bylaws and membership requirements. The Organization provides a forum for the Member Organizations to unite by each Member Organization voluntarily agreeing to participate in cooperative efforts for attaining specific goals determined collectively by representatives of each Member Organization. This agreement is non-binding.

Section 3) Maintenance of Member Organization Affiliation

To maintain an affiliation with the Hort Co-op, Member Organizations shall:

- i. remain current with payment of annual dues to the Treasurer.
- ii. submit annual updates of member and officer contact information to the Executive Secretary.
- iii. submit updated bylaw and constitution documents to the Executive Secretary.
- iv. submit annual summaries of planned meeting, program and event dates, times and locations to the Executive Secretary.

Section 4) Membership Qualification

A qualified member of any one of the Member Organizations is automatically a member of the Hort Co-op as determined in Article IV of these Bylaws.

Section 5) Annual Dues

The Board shall meet each June to review and establish the dues rate for the upcoming fiscal year. Dues are assessed to each Member Organization based on the number of current dues paying members. Annual assessments from each Member Organization are mailed prior to December 31 and are due by March 31st.

ARTICLE IV: ADVISORY REPRESENTATION

Section 1) Advisory Organizations

The Hort Co-op shall be advised by the following educational institutions, hereafter known as Advisory Organizations, with non-voting representatives on the Board:

- 1) **St. Louis Community College at Meramec Horticulture Department (SLCC-M)**
- 2) **Missouri Department of Conservation (MDC)**
- 3) **St. Louis Master Gardeners (SLMG)**

Section 2) Board of Advisors

The Board of Advisors consists of representatives from the professional service, business, education and non-profit community. Advisory representation from professional disciplines as finance, legal, media, marketing, community service and others strengthen the administrative decision making process of the Board. The Board of Advisors provide advice and counsel to the Board but are not members of the Board and may not necessarily be members of the Hort Co-op. Appointments to the Board of Advisors shall be made by the Executive Committee following their election and may be changed at any time at their discretion.

ARTICLE V: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1) General Powers

The business, property and affairs of the Hort Co-op shall be controlled and managed by the Board.

A) The Board shall have power to recommend removal of any Board member for cause; for any infraction of the Bylaws or rules of the Hort Co-op; or for any action interfering with the government of the Hort Co-op. Board members against whom said charges have been made shall be notified of the same; the date of the meeting at which such charges are to be considered; and shall be allowed to be present at said meeting and defend said Board member. A majority vote of the Board shall constitute the action to be taken upon such recommendation of the Board.

B) The Board shall have the authority to engage or discharge employees and contractors of the Hort Co-op.

Section 2) Voting Members

Each Member Organization represents one (1) voting position on the Board of Directors. Representation of each Member Organization on the Board consists of three (3) representatives including the current President of the Member Organization and two staggered-term delegates elected by the membership of the Member Organization. The Member Organization President serves on the Board per the term and time frame set forth by the bylaws of their Member Organization. The first of two elected delegates serves for a two (2) year term starting on an odd-numbered year for a period of July 1 to June 30. The second of two elected delegates serves for a two (2) year term starting on an even-numbered year for a period of July 1 to June 30. Upon serving two (2) – two (2) consecutive year terms, said board member is eligible for re-election by the Member Organization after a 2 year absence of board service.

Section 3) Number and Qualification

The number of voting Board positions of the Corporation shall be commensurate with the number of current Member Organizations. Each Member Organization represents one vote. A tie-breaking vote is determined by the majority vote of the President, President Elect and Vice President.

Section 4) Election and Appointment of Executive Committee Leadership

The Board shall elect the President Elect and Vice President and appoint the Executive Director, Treasurer and Executive Secretary at the annual meeting held in June of odd-numbered years. Officers begin service on October 1 for a term of two (2) years. An elected officer, whose board delegate term expires while serving an officer's two-year term, remains an officer until the officer term is complete.

Section 5) Duties of Executive Committee Leadership

A) President

The President shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. preside at all meetings of the Board and Executive Committee.
- ii. represent the Organization as the primary spokesperson relative to Hort Co-op produced and assisted activities and events.
- iii. assist Vice Presidents with Hort Co-op committee coordination including facilitation of Committee Chair position prospecting and appointment.
- iv. transact all of the usual, necessary and routine business of the Corporation as required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as required by the Hort Co-op.
- v. coordinate with the Executive Director and Executive Secretary to facilitate the administrative functions of the Hort Co-op.

Only Board members are eligible for the office of President. The President is a voting member of the Executive Committee.

B) President Elect

The President Elect shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. in the absence of the President or in the case of the President's death or inability to act, perform duties as specified herein.
- ii. Coordinate the activities of all Hort Co-op committees associated with event planning and management and is chair of the Program Committee.

Only Board members are eligible for the office of President Elect. The President Elect is a voting member of the Executive Committee.

C) Vice President

The Vice President shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. coordinate the activities of all non-event related committees and is chair of the Membership Committee.

Only Board members are eligible for the office of Vice President. The Vice President is a voting member of the Executive Committee.

D) Immediate Past President

The Immediate Past President shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. provide informational continuity by advising the Executive Committee and Board of Directors with a recent history perspective.
- ii. assist with special projects identified by the Executive Committee to support the mission of the Corporation.

E) Executive Secretary

The Executive Secretary shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. maintain records of all meetings; shall be custodian of its documents.
- ii. maintain contact lists of Board members and Officers, Advisory Organizations, Board of Advisors, Member Organization officers and Hort Co-op event registrants.
- iii. facilitate necessary correspondence.
- iv. assist the Treasurer with bookkeeping tasks including, but not limited to, preparation of funds for deposit and management of financial records for creation of routine financial reports and special reports requested by the Board.
- v. perform tasks as determined by the Board and directed by the President and Executive Director.

The Executive Secretary may be appointed from outside the Board or the membership of the Hort Co-op and is a non-voting member of the Executive Committee.

F) Treasurer

The Treasurer shall attend all Board and Executive Committee meetings of the Corporation and shall:

- i. collect all dues, assessments, fines and other revenue due to the Corporation.
- ii. act as general custodian of all funds belonging to the Corporation.
- iii. deposit all revenues in the name of the Hort Co-op in a bank or trust company as designated by the Board. Funds of the Corporation may be drawn only via checks signed by the Treasurer or one other designated Board member.
- iv. provide oversight of bookkeeping activities necessary to maintain the accurate record of all accounts and expenses.
- v. pay the bills of the Corporation via proper voucher or under instructions from the President.
- vi. shall provide the Board quarterly (mid-July; mid-October; mid-January; mid-April) financial reports detailing the current financial condition of the Corporation and at such other times as directed by the Board.
- vii. shall submit the books to the Board President for audit by the Audit Committee.

The Treasurer may be appointed from outside the Board but must be a member of the Hort Co-op and is a non-voting member of the Executive Committee.

G) Executive Director

The Executive Director shall:

- i. serve as an advisor to the Hort Co-op by aiding the Organization to fulfill the purpose, mission, goals and objectives set forth by the Board.
- ii. serve as an administrative leader, under the direction of the Executive Committee, to assure the timely facilitation of the Organization's administrative functions.
- iii. act as the chief public relations officer of the Organization by coordinating media communications, coordinating all promotional activities associated with Hort Co-op events, prospect new potential members for the Member Organizations and assuming the role of Chair of the Public Relations Committee.

The Executive Director's time commitment and financial compensation, if any, shall be negotiated and established by the Board. The Executive Director may be appointed from outside the Board or the membership of the Hort Co-op and is a non-voting member of the Executive Committee.

Section 6) Terms

The President, President Elect and Vice President shall hold office for the term of two (2) years, as elected by the Board. To encourage new and viable leadership, the President, President Elect and Vice President shall not be elected to more than two (2) successive terms. The Executive Secretary is appointed by the Board as a financially compensated Executive Committee member and is not subject to term limitations. The Treasurer is appointed by the Board and is not subject to term limitations to maintain continuity of financial transactions and record keeping. The Executive Director is appointed by the Board and is not subject to term limitations. The Student Director is recommended by the St. Louis Community College Meramec Horticulture Department Program Director and appointed by the Board for a term of one (1) year with possible renewal for a second one (1) year term.

Section 7) Vacancies

Whenever an Executive Committee member's position becomes vacant, the Board shall appoint a member to fill the vacancy, until the next June Board meeting.

Section 8) Non-Voting Members

Non-Board members of the primary Member and Advisory Organizations are welcome to attend Hort Co-op Board meetings in a non-voting capacity. Such attendance and participation strengthens the role and purpose of the Hort Co-op.

Section 9) Code of Conduct

The Hort Co-op shall not be used for either business or political purposes for pecuniary gain or profits for its members. No part of the net earnings of the Corporation shall financially benefit any officer, member or employee of the Corporation and no officer, member or employee of the Corporation and no individual shall receive or be entitled to receive any pecuniary profit from the operation of the Corporation except reasonable compensation for services having been voted on and approved by Board.

ARTICLE VI: MEETINGS

Section 1) **Regular Meetings, Programs and Events**

The Hort Co-op has no regularly scheduled meetings, programs and events. Meetings and programs shall be set by the Board as necessary and determined by quorum vote.

Section 2) **Board of Directors**

The President shall designate meetings as necessary to establish and plan Hort Co-op programs and events. Notice of meetings shall be provided to the Board at least 10 days prior to the meeting date.

Section 3) **Annual (Election/Fiscal Review) Meeting**

The annual meeting shall be held in June. Notice of the annual meeting shall be provided to the Board at least 10 days prior to the meeting date.

Section 4) **Quorum**

The representation of the simple majority of the Member Organizations shall constitute a quorum for the transactions of business at a meeting of the Board.

Section 5) **Voting**

Voting on routine proceedings of the Hort Co-op requires a simple majority of the quorum. Changing the content of the Bylaws and dissolution of the Corporation requires a positive vote of the Board.

Section 6) **Rules of Order**

The proceedings of all Board meetings shall be governed by and conducted according to the latest edition of "Robert's Rules of Order". The Board may appoint, as necessary, a Parliamentarian, by a positive vote of the Board, to assist at general Board meetings. The Board may suspend the "Robert's Rules of Order" requirement for a particular meeting by a positive vote of the Board prior to commencement of said meeting.

ARTICLE VIII: COMMITTEES

Section 1) **Purpose**

Committees are intended to pursue the activities necessary to expedite the purpose and mission of the Association and attain the goals set forth by the Board.

Section 2) **Descriptions**

Committees include, but are not limited to, the following:

A) General Administrative and Management:

- i. **Executive and Finance Committee:** Manages the routine administrative, financial and business affairs of the Hort Co-op and develops policy and financial budget recommendations for Board review and approval. The leadership of the Executive and Finance Committee is determined by Article V, Section 4 of these Bylaws.

B) Event Planning and Management:

- i. **Event Presenters Committee:** Prospects and recommends the theme, program topics and program presenters for Hort Co-op produced educational events for review and approval by the Board..

- ii. **Event Facilities Committee:** Secures venues for planned events and coordinates all facility related materials, equipment and activities necessary to produce the event.
- iii. **Event Marketing Committee:** Coordinates and manages all marketing and public relations activities necessary for promoting Hort Co-op produced events.
- iv. **Event Program Committee:** Coordinates and manages all event program production related activities. The chair of the Event Program Committee is the 1st Vice President.
- v. **Event Activities Committee:** Coordinates and manages all pre and post event program activities and activities occurring concurrent to the primary event program.

C) Non-Event Planning and Management:

- i. **Membership Committee:** Provides support to the Member Organizations to aid in their recruitment efforts for new members. The chair of the Membership Committee is the 2nd Vice President.
- ii. **Audit Committee:** Engages the annual review of the Hort Co-op's financial records and provides an annual report to the Board. The co-chairs of the Audit Committee are selected by a positive vote of the Board
- iii. **Lifetime Achievement Award Nomination Committee:** Considers candidates and nominates an individual, based on a predetermined set of criteria, for Board consideration.
- iv. **Nomination Committee:** Responsible for proposing a slate of elected officers. Consists of, as a minimum, the current President and Immediate Past President. The committee is established in June of even-numbered years and reports to the Board at the October Board meeting. A final slate of officers is recommended at the March Board meeting.
- v. **Bi-annual Report Preparation Committee:** Compiles information, prepares content, publishes and distributes to the membership the Hort Co-op bi-annual report.
- vi. **Community Enhancement Committee:** Pursues, reviews and recommends opportunities for the Hort Co-op to provide service intended to enhance the physical and social aspects of the community.
- vii. **Newsletter Committee:** Manages the format, design and frequency of the Hort Co-op newsletter.
- viii. **Media Advisement Committee:** Provides advisement to the St. Louis-metro media regarding industry events and issues and timely horticultural topics.
- ix. **Scholarship Committee:** Develops the scholarship program and recommends the fiscal year scholarship budget for Board approval, reviews and updates scholarship criteria, solicits student scholarship applications, reviews scholarship application submissions and recommends the selection of scholarship recipient(s).

ARTICLE IX: FISCAL YEAR

The Fiscal Year of the Hort Co-op shall be July 1 through June 30.

ARTICLE X: DISBURSEMENTS

All disbursements shall be made via checks. Disbursement checks shall be signed by the Treasurer or another authorized member of the Board.

ARTICLE XI: FULLFILLMENT OF NOT FOR PROFIT PURPOSE

Pursuant to the not for profit, educational purpose of the Corporation, per Article II, Section 1 of these Bylaws, the Hort Co-op shall maintain capital holdings of no more than general operating funds as determined annually by the Board. Funds in excess of this annually adjusted general operating budget ceiling shall be donated to appropriate horticulture educational institutions or other benevolent horticulture education projects and programs as determined by a positive vote of two-thirds (2/3) of the voting members of the Board.

ARTICLE XII: DISSOLVES

In the event of the dissolution of the Hort Co-op Corporation, the remaining fund balance shall be disbursed to Member Organizations established as Not for Profit under §501(c) of the Internal Revenue Code or other appropriate §501(c) Not for Profit organization(s) via a disbursement plan established by and requiring a positive vote of two-thirds (2/3) of the voting members of the Board.

ARTICLE XIII: AMENDMENTS

Section 1) Voting Requirements

These Bylaws may be approved or amended by a two-thirds (2/3) vote by the Board. Notice of the changes must be sent to the members ten (10) days prior to a special Board meeting.

Section 2) Submittals

All amendments proposed shall be submitted to the Board meeting in writing for their consideration. Subsequently, the President shall call a special meeting of the Board to vote on the amendments.

Section 3) Indemnification

Each person who is or was a Board member of the Hort Co-op, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Hort Co-op to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Board member of the Hort Co-op . The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which he may be entitled under any other Bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Hort Co-op may have to make different or further indemnification with respect to the same or different person or classes of persons.

These amended Bylaws of the **HORTICULTURE ASSOCIATIONS OF METRO SAINT LOUIS** (d.b.a. **HORTICULTURE COOPERATIVE OF METRO ST. LOUIS**) were developed and adopted by its Board of Directors this 2nd day of March, 2011.

X _____ Cindy Gilberg
President and Board Member

X _____ Tammy Behm
1st Vice President and Board Member

X _____ Jennifer Schamber
2nd Vice President and Board Member