

# CALIFORNIA GREEN INDUSTRY COUNCIL BY-LAWS

May 15, 1996

## Article I. Name and Offices

- Section 1. Name. The name of this council is the California Green Industry Council (abbreviated C.G.I.C.), herein called "Council."
- Section 2. Offices. The principal office of the Council shall be in the county of Sacramento, but the Council may transact business at other places as the Board of Directors may designate.
- Section 3. Administrative Assistant. The staff may consist of one contact person that will be assigned the duties of Secretary/Treasurer as noted in these by-laws. This person will also conduct any other duties as prescribed by the Board of Directors. This is not a full-time position. This position does not hold any voting rights. The purpose of the position is to facilitate the financial, paper work and communications necessary for the operation of the Council.

## Article II. Purposes and Objectives

The purpose for which this council is formed is:

- Section 1. Purpose. The California Green Industry Council is a coalition to facilitate the interaction of member professional associations dedicated to the enhancement of the landscape environment.
- Section 2. Objectives. The objectives of the Council shall be as follows:
- A. To serve as a forum for the Green Industry in matters of common interest and to strengthen the bonds of our industry by increasing and facilitating inter-association communications and interaction.
  - B. Increase public and industry awareness of the Green Industry and the role of the Green Industry with regards to economic, cultural, social and environmental benefits to California and its population. For the purpose of these by-laws let it be known that CGIC members that are a 501 c(3) association will not participate in any legislative or regulatory lobbying efforts.
  - C. Address industry-wide issues such as legislations, regulations, ordinances, guidelines, and where feasible, arrive at a Green Industry position on such issues and take appropriate measures.
- Section 3. A spokesperson(s) may be appointed by the Board of Directors on a case-by-case basis. Vote will require 2/3 majority.

## **Article III Membership**

Section 1. Members. Membership in the Council.

- A. Regular members: this membership shall be composed of the recognized trade, professional, or business associations within or allied to the Green Industry and accepted into membership of the Council. Each regular member association in good standing is entitled to one vote. Local councils may participate as a regular member with one (1) vote.
- B. Advisory Board Members: this membership shall be composed of the individuals or organizations that would like to participate in the activities and direction of the Council. This membership category shall have all the rights of the regular members with the exception of the right to vote.

Section 2. Application for membership. Application for membership shall be presented to the Council in a form designated by the Board of Directors. A two-thirds (2/3) vote of the Board of Directors is required for approval.

Section 3. Dues. The annual dues for each membership class shall be decided upon two-thirds (2/3) vote by the Board of Directors and be payable annually on the last meeting of the year. Voting rights will be suspended if dues are not paid.

## **Article IV. Termination**

Section 1. Causes of Termination. The membership of any member of any classification shall terminate upon occurrence of any of the following events:

- A. The resignation of the member, upon reasonable notification to the Board. Resignation shall not relieve the member from liability for fees, dues or assessments accrued and unpaid at the time of resignation.
- B. Expiration of the period of membership, unless the member sooner renews for a subsequent period on the renewal terms set by the Board of Directors.
- C. Failure of a member to pay dues, fees, or assessments as set by the Board within thirty (30) days of written notice from the Secretary or the Treasurer for the amount of the arrearage, which notification shall be sent if the member is in arrears in the payment of dues for a period of ninety (90) days after said dues or any installment thereof are due and payable.
- D. The occurrence of any event which renders such member ineligible for membership, or failure to satisfy membership qualifications.
- E. The expulsion of the member, based upon the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules and conduct of the Council, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Council.

Section 2. Suspension of Membership. A member may be suspended based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the Council's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Council. A person whose membership is suspended shall not be a member during the period of suspension.

Section 3. Procedure for Expulsion, Suspension or Termination. I grounds appear to exist for expulsion, suspension, or termination of a member under subsections 1. and 2. of this Article IV, the procedure set forth below shall be followed:

- A. The member shall be given fifteen (15) days prior notice of the proposed expulsion, suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail to the member's last address as shown on the Council's records.
- B. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed action. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the expulsion, suspension, or termination should take place.
- C. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the expulsion, suspension, or termination. The decision of the Board of Directors is final.

- D. A member may be expelled from the council for cause upon a vote of three-fourths (3/4) of the Board of Directors after the member has an opportunity to be heard by the Board of Directors.

## **Article V. Board of Directors**

- Section 1. The Board of Directors shall consist of the designated representatives of each association holding Regular membership and shall, subject to these By-Laws, have the following powers:
- A. To exercise all corporate powers and to conduct and manage the affairs of the CGIC in accordance with these By-Laws.
  - B. To elect and remove the officers, agents, and employees of the CGIC who administer programs and policies established by the Board of Directors.
  - C. To fix and determine the place of meetings of the Board of Directors.
  - D. To adopt an annual budget and determine the dues of members by a two-thirds (2/3) vote of the entire Board of Directors.
  - E. To elect annually the officers of the CGIC and members of the Executive Committee.
- Section 3. The Board of Directors shall establish committees on various subjects to study, make recommendations, and take action.
- Section 4. The Board of Directors shall establish and maintain working rules and procedural guidelines not in conflict with the By-laws.
- Section 5. The Board of Directors shall not receive from the CGIC any fees for their services. Board of Directors may be reimbursed for their out-of-pocket expenses.
- Section 6. General Corporate Powers – subject to the provisions of the California Non-Profit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these By-laws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

## **Article VI. Executive Committee**

- Section 1. The Executive Committee shall consist of the current officers of the CGIC.
- Section 2. The Executive Committee shall have such authority as delegated to it by the Board of Directors and shall act as the interim governing body.
- Section 3. The Executive Committee shall be responsible for the coordination of any annual meetings and shall represent the CGIC at any national or interstate conferences and meetings.

## **Article VII. Officers and Duties**

- Section 1. The officers of the CGIC shall be a President, Vice-President, Secretary/Treasurer and immediate Past President.
- Section 2. The officers shall be elected annually from among the representatives of the Regular category of participants. No officer shall serve more than two consecutive terms in any one office.
- Section 3. No more than one representative from the same association shall serve on the executive committee concurrently.
- Section 4. Officers shall be elected during the first meeting of the year and shall take office until the first meeting of the following year.
- Section 5. Any officer shall be removed by a two-thirds (2/3) vote of the Board of Directors.
- Section 6. Vacancies in any office may be appointed by the President and approved by the Board of Directors for the unexpired portion of the term.
- Section 7. **President.** The President presides at all meetings of the Board of Directors and the Executive Committee. The President shall appoint chairmen of all committees from among any of the membership categories and serve as an ex-officio member of all committees. The President shall perform all the duties incident to the office of President and any other such duties, which from time to time may be prescribed by the Board of Directors. The President shall appoint a nominating committee at least on month prior to the expiration of the terms of office.
- Section 8. **Vice-President.** The Vice-President shall assume the responsibilities of the President in the President's absence or inability to act and when so acting shall have all the powers of and be subject to the same restrictions upon the President. The Vice-President shall at all times aid and assist the President in the discharge of his duties and perform other duties as assigned by the President or the Board of Directors.
- Section 9. **Secretary/Treasurer.** The Secretary/Treasurer shall keep, or direct to be kept, true and accurate minutes and records of all meetings. The Secretary/Treasurer shall see that all notices of meetings as required by these By-laws are given and any other records of the CGIC are kept in a location and manner approved by the Board of Directors. The Secretary/Treasurer shall account for the funds of the CGIC and shall deposit and disburse them in the manner prescribed by the Board of Directors and present an accurate and complete record of the finances of the CGIC. This position will be authorized to sign checks, with a second signature person appointed by the Board. The Secretary/Treasurer shall work with the Administrative Assistant to delegate work as desired.

## **Article VIII. Local Councils**

- Section 1. The Local Council will be organized in regional areas, which are approved by the Board of Directors.
- Section 2. The Local Councils shall consist of participants from the Local Association Chapters and Individuals and Agency categories and may raise funds as approved by CGIC Board of Directors.
- Section 3. The Local Council will have a President, Vice-President and a Secretary/Treasurer who will be elected by the general membership and who will comprise the Executive Committee. The officers of the Local Council are subject to all the provisions of these By-Laws.
- Section 4. The Local Council will, through coordination with the Board of Directors, attend to the local issues and programs, which are needed in the regional area.
- Section 5. The Local Council may establish a budget and fund programs as needed to accomplish the goals of the Local Council.
- Section 6. The Local Council may appoint committees as needed and assign duties and responsibilities to the Chairman of these committees.
- Section 7. The Local Council may serve in the capacity of Landscape Advisory Committees to local agencies or municipalities as required in the regional areas.
- Section 8. Local Councils may send 1 (one) representative to CGIC Board of Directors Meetings.

## **Article IX. Committees**

- Section 1. Standing Committees of CGIC shall be assigned by the Board of Directors. The Board of Directors shall establish new committees and dissolve existing committees as the need arises in accordance with these By-laws. The President shall appoint the Committee Chairs.
- Section 2. All standing committees and local Councils shall provide a written report to the Board of Directors at least twice each year or more often as directed and may be called upon for special reports as needed for the work of the Council.

## **Article X. Meetings**

- Section 1. Board of Directors. There shall be an Annual Meeting of the Board of Directors within ninety days prior to the end of each calendar year.
- Section 2. Special Meetings of the Board of Directors may be called by the President on his own initiative upon ten (10) days notice in writing and he may call such a meeting upon the request of a majority of the Directors. Upon receipt of such a request the President shall fix the time and place for the meeting which shall not be sooner than ten (10) days nor later than thirty (30) days. The President shall specify in the notice of special meetings that particular business to be transacted at such meetings and no other business shall be transacted at such meetings.
- Section 3. Executive Committee meetings shall be called as needed by the President or as directed by the Board of Directors.
- Section 4. Quorum. In order to open a meeting of the Board of Directors or the Executive Committee there shall be a simple majority.
- Section 5. Meeting Notice. All notices of meetings of the Board of Directors shall be sent to the last known address of the representatives of the participating associations and the representatives of the Local areas by either telegram, mail, or fax machine not later than ten (10) days prior to the meeting. Such notice shall contain the time, place, and tentative agenda for such meeting.
- Section 6. Voting. No Board of Director shall be allowed to cast more than one vote. Voting by Proxy will not be allowed.
- Section 7. Alternates. The designated representative of the participating association may designate one (1) alternate representative to the Board of Directors who may, in the absence of the designated representative, cast the Regular members vote. The alternate shall be designated in writing prior to such a vote and must be approved by the Board of Directors.
- Section 8. Action without a meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

## **Article XI. Amendments**

- Section 1. These By-laws may be amended at any regular or special meeting of the Board of Directors upon two-thirds (2/3) vote of the Board of Directors present providing written

notice has been sent to each Director as required in these By-laws, not less than thirty (30) days prior to such meetings and stating the amendments to be made.

### **Article XII. Indemnification**

- Section 1. The Council shall indemnify and hold harmless each person who has, is now, or shall hereafter serve as an officer of the CGIC, as a member of the Board of Directors, or any authorized committee of the Council, or as an employee of the Council, or any person who renders services as a result of having been retained or employed by the Board of Directors for and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having acted in the capacities in these By-laws, or by action alleged to have been taken or omitted by such a person in such a capacity. The Council shall reimburse each person for all legal and other expensed provided that such person shall not be indemnified or reimbursed for actions resulting from willful misconduct in the performance of duties.

### **Article XIII. Parliamentary Procedure**

- Section 1. All meetings and other actions of the Council, its Board of Directors, Local Councils and committees shall be governed by these By-laws. In matters of parliamentary procedure, decisions shall be made in accordance with the latest edition of Robert's Rules of Order insofar as the rules are not in conflict with the By-laws of the Council.

### **Article XIV. Policies & Positions**

- Section 1. Policies. The Council may adopt policies as the permanent or long-term position of the organization on issues of concern to it.
- Section 2. Positions. The Council may adopt and promulgate a position on public, industry or legislative issues.
- Section 3. Adoption. The adoption, amendment or repeal of the policies and positions shall require a 2/3-majority vote of the designated representatives of each Regular members present of the CGIC. The Local Council of the CGIC shall not take positions that contradict CGIC policies or positions. The Local Councils shall keep the CGIC apprised of all activities, policies or positions.