Voice for the BC landscape horticulture industry

BC LANDSCAPE & NURSERY ASSOCIATION BY-LAWS

PART 1
INTERPRETATION

1 Interpretation

1.1 Definitions. In these By-laws, unless the context otherwise requires:

(a) "CNLA" means the Canadian Nursery Landscape Association and its successors;
(b) "Code of Ethics" means the code of ethics of the Association attached hereto as Schedule "A";
(c) "directors" means the directors of the Association for the time being;
(d) "person(s)" in reference to membership may refer to an individual or a business;
(e) "Landscape Business" means the design, planting, installation or maintenance of gardens and other landscape projects;
(f) "Nursery Business" means the production or distribution of plant materials, including, but not limited to trees, shrubs, vines, and other plants having persistent woody stem or stems, and all herbaceous annuals, biennials, or perennials, generally used for outdoor or indoor planting;
(g) "registered address" of a member means their address as recorded in the register of members;
(h) "duly appointed representative" means the owner, officer, director, or employee of a member company; and
(i) "*Societies Act*" means the *Societies Act* (British Columbia) from time to time in force and all amendments to it.
(j) "In person" refers to a member that is present at a meeting either in the meeting room or participating online.

1.2 *Societies Act Definitions*. The definitions in the *Societies Act* on the date these By-laws become effective apply to these By-laws.

1.3 Headings/Captions. The headings appearing in these By-laws have been inserted for convenience of reference only and in no way define, limit or enlarge the scope or meaning of these By-laws.

PART 2

MEMBERSHIP

2 Membership

2.1 Classes of Membership. The Association shall have the following classes of membership;

(a) Active;
(b) Associate;
(c) Affiliate;
(d) Satellite;
(e) Introductory;
(f) Interim;
(g) Horticulturist;
(h) Honourary;
(i) Out of Province;
(j) Student;
(k) Alumni; and
(l) Complimentary.

2.2 Active Membership. A sole proprietor, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both, in British Columbia for at least two years and who has a reputation for trustworthy dealings may apply to become an Active Member of the Association.

2.3 Associate Membership. A sole proprietor, partnership or corporation actively engaged in a trade or service allied to the Nursery Business, the Landscape Business, or both, in British Columbia may apply to become an Associate Member of the Association.

2.4 Affiliate Membership. Associations, educational institutions, municipalities and other local governance bodies in British Columbia may apply to become an Affiliate Member of the Association.

2.5 Satellite Membership. All Active and Associate members in good standing may apply for a satellite membership for any alternate location that shares the same trade name and ownership. Satellite member locations will receive regular membership communications and an annual membership decal.

2.6 Introductory Membership. Any horticultural business that has never been a member of BCLNA may apply as an Introductory Member. They may upgrade to another membership category at any time during the year. Introductory membership may be

granted for the remainder of the membership year in which the member joins and for one additional full membership year immediately following.

2.7 **Interim Membership.** A sole proprietorship, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both in British Columbia for less than two years may apply to become an Interim Member of the Association.

2.8 **Horticulturist Membership.** An individual who is:

(a) An employee or ex-employee of an Active Member, or an employee or ex-employee of a non-member company, related to the industry, or

(b) An employee or ex-employee of a government agency, public space, not-for-profit organization, or educational institution, allied to the Nursery Business, the Landscape Business or both.

2.9 **Honorary Membership.** Individuals who are not eligible for membership although they have contributed significantly to the Nursery Business, the Landscape Business, or both, in British Columbia, may be elected an Honorary Member of the Association by the directors. Honourary memberships may be granted for one year or may be granted for the lifetime of the individual where the contributions of that individual have been unusual or distinguished.

2.10 **Out of Province Membership.** A sole proprietorship, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both outside of British Columbia and who is a member in good standing of a landscape and/or nursery association recognized by the Board of Directors may apply to become an Out of Province Member of the Association.

2.11 **Student Membership.** An individual enrolled in a full-time or part-time high school, vocational school, college, continuing education or university horticulture program may apply to become a Student Member of the Association.

2.12 **Alumni Membership.** An individual, previously in the industry and a previous member of BCLNA may continue their membership as an alumni member.

2.13 **Complimentary Membership.** An organization which due to their structure cannot be members such as the Ministry of Agriculture, Agriculture and Agri-Food Canada and BC 1Call may be designated a complimentary membership.

2.14 **Voting Rights.** Active Members and Associate Members shall be entitled to one vote at all meetings of Members. Affiliate Members, Introductory Members, Interim Members, Horticulturist Members, Honourary Members, Out of Province Members, Student

Members, Alumni and Complimentary Members shall not be entitled to vote at any meetings of members. Satellite members and their Parent company share one vote.

2.15 Application for Membership. An individual, sole proprietor, partnership or corporation seeking membership in the Association shall apply for membership to the directors. Applications for membership shall be made on the form of application approved by the directors from time to time. All applications for Active Membership, Associate Membership, Interim Membership, Horticulturist Membership or Out of Province Membership shall be referred by at least two members , suppliers or clients. All applications for Student Membership shall be sponsored by a member of the school faculty.

2.16 Approval of Membership. Applications for membership shall be reviewed by the directors. Upon approval by the directors, and payment of applicable membership dues, the applicant shall be a member of the Association. The directors may, for any reason whatsoever, reject an application for membership. If a person has been refused membership in the Association, then they may apply in writing to the directors for a hearing. Within 45 days of receipt of such notice, the directors will arrange a hearing date. At the directors' sole discretion, the hearing may be conducted in person or by review of written material submitted by the applicant. At the conclusion of the hearing, the directors shall opt again to either accept or reject the applicant's application for membership. The decision of the directors shall be final and binding on all parties.

2.17 Determination of Membership Class. The directors shall determine, in their sole discretion, a person's eligibility or continued eligibility to become or remain a member of a particular class set out in Bylaw 2.1 hereof. If the directors believe that a member has been wrongly classified, the directors may change the membership class of that member, and the member shall pay any difference in membership dues required.

2.18 Obligations of Members. Every member shall:

(a) uphold the Constitution;
(b) comply with these Bylaws; and
(c) comply with the Code of Ethics.

2.19 Dues. Dues payable by each membership class shall be set by the directors from time to time by a resolution passed by a two-thirds majority of the directors present. Notwithstanding the foregoing, Honourary Members, and Student Members and Complimentary Members shall pay no dues.

2.20 Termination of Membership. A person shall cease to be a member;

(a) Upon delivering their resignation in writing to the Association or by mailing or delivering it to the address of the Association;

(b) In the case of an individual, upon their death, or in the case of a partnership or corporation, upon its dissolution

(c) Upon a change of control pursuant to Bylaw 2.21 hereof; or

(d) Upon being expelled pursuant to Bylaw 2.23 hereof.

Upon termination of membership, a person shall forthwith remove all logos, insignias, signs and other references to the Association from its letterhead, invoices, equipment and other items, which advertise or display their membership in the Association.

2.21 Transfer of Membership. Membership in the Association is not transferrable or assignable without the Board of Director's prior written consent. Active Memberships and Associate Memberships shall automatically terminate upon a sale of the business or upon a change in control of the ownership of the business unless the sale or change in control is consented to in writing by the directors. The reorganization of the business structure of a member, such as the incorporation or addition of partners that maintains some of the previous owners as owners, may not necessarily constitute a change in control thereby requiring a termination of a membership. The interpretation of this Bylaw is in the sole discretion of the directors.

2.22 Change in Membership Status. A member wishing to change its membership class must apply for membership in the new class pursuant to Bylaw 2.15 hereof. If the change in membership class is approved, a pro-rata portion of any dues already paid by the member shall be applied against the dues payable under the new class; however, no dues shall be refunded to a member if the dues payable under the new class of membership is less than that already paid by the member under its old classification.

2.23 Discipline of Members. The directors may suspend, expel or otherwise discipline any member for cause, including without limiting the generality of the foregoing:

(a) non-payment of dues;

(b) violation of any provision of the Constitution, these Bylaws or the Code of Ethics; and

(c) any conduct that, in the sole discretion of the directors, is prejudicial to the interests of the Association or its members.

Before a member is suspended, expelled, or otherwise disciplined by the directors, the Membership Committee shall provide the member with due notice and a reasonable opportunity for a hearing. At the Board's sole discretion, the hearing may be conducted in person or by review of written material submitted by the members. At the conclusion of the hearing, the Board shall, in its sole discretion, determine what form of discipline is appropriate in the circumstances.

The decision of the Board is final.

Any dues of an expelled member will be refunded on a pro-rata basis.

2.24 **Complaints Against a Member.** If the directors receive a complaint about any of its members, the directors, in their sole discretion, may direct the Executive Director to investigate the complaint. The Executive Director shall present the results of their investigation to the Directors, who shall determine whether or not any disciplinary action pursuant to Bylaw 2.23 hereof is required.

2.25 **Waiver of Legal Rights.** Notwithstanding any other provision contained herein, membership in the Association is granted only upon the strict condition that the member shall not at any time, including during and subsequent to membership, bring any legal action, suit, claim, demand or proceeding of any nature, against the Association or any director, officer or employee of the Association, for any reason related to or arising out of that member's membership in the Association, including without limiting the generality of the foregoing, any proceeding arising from disciplinary action against the member; and acceptance of membership in the Association shall constitute conclusive and absolute evidence of a waiver by the member of all rights of action, causes of action, claims or demands that the member shall at any time have, including during and subsequent to membership, against the Association or any director, officer, employee or member of the Association. This Bylaw may be pleaded as a complete estoppel in the event that any legal action, suit, claim, demand or proceeding of any nature is commenced in violation hereof.

2.26 **Good Standing.** All members are in good standing except a member who has failed to pay within 90 days their current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing if the debt remains unpaid after this period.

PART 3

MEETINGS OF MEMBERS

3 Meetings of Members

3.1 General Meetings. General meetings of the Association shall be held at such time and place, in accordance with the *Societies Act*, as may be determined by the directors.

3.2 Extraordinary General Meetings. Any general meetings other than an annual general meeting are herein referred to as and may be called extraordinary general meetings.

3.3 Calling an Extraordinary General Meeting. The directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting, if requisitioned in accordance with the *Societies Act*, shall be convened by the directors or, if not convened by the directors, may be convened by the requisitionists as provided in the *Societies Act*.

3.4 Notice of Meetings. A notice convening a general meeting specifying the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, shall be given as provided in the *Societies Act* and, in the manner, specified in these Bylaws to such persons as are entitled by law or under these Bylaws to receive such notice from the Association. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at that meeting.

PART 4

PROCEEDINGS AT GENERAL MEETINGS

4 Proceedings at General Meetings

4.1 Business at General Meetings. All business shall be deemed special business, which is transacted at:

(a) an extraordinary general meeting, other than the conduct of and voting at such meeting; and

(b) an annual general meeting, with the exception of the following:

i. the conduct of and voting at such meeting;
ii. the adoption of the minutes of the previous annual meeting;
iii. any business arising out of the minutes;
iv. the Chair's report;
v. the Treasurer's report and consideration of the financial statement;
vi. the Executive Director's report;
vii. the auditor's report, if any;
viii. the reports of all standing committees;
ix. the election of officers;
x. the election of director(s);
xi. the appointment of the auditor and the fixing of the remuneration of the auditor, if required; and
xii. such other business that under these Bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by a report of a director, issued with the notice convening the meeting.

4.2 Quorum Required. No business, other than the election of the chairperson or adjournment of the meeting, shall be transacted at any general meeting unless a quorum of members entitled to attend and vote is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.

4.3 Quorum. Subject to Bylaw 4.4, a quorum shall be 10% of the members in good standing entitled to vote at the meeting, but never less than 20 members in good standing entitled to vote at the meeting.

4.4 Quorum not Present. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the chair shall adjourn the meeting and shall announce a time and place for a new meeting to take place. The time and place for the new meeting shall be at the chair's sole discretion and may be as early as 10 minutes following the adjourned meeting. Quorum for the new meeting shall be at least 15 members in good standing entitled to vote at the meeting.

4.5 Chair. The Chair or in their absence, the First Vice-Chair or in their absence, the Second Vice-Chair shall be entitled to preside as chairperson at every general meeting of the Association. If at any general meeting neither the Chair nor the First Vice-Chair nor the Second Vice-Chair is present within fifteen minutes after the time appointed for holding

the meeting or is unwilling to act as chairperson, the directors present shall choose one of their number to be chairperson or if all the directors present decline to take the chair or shall fail to so choose or if no director be present, the members present shall choose one of their number to be chairperson.

4.6 Adjournment. The chairperson may and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting of the business to be transacted at an adjourned meeting.

4.7 Voting.

(a) At a general meeting, voting may be conducted by show of hands, electronic vote, written ballot or other method determined by the chair that allows votes to be accurately counted. The chair must declare the result of the vote and the result must be recorded in the minutes.

(b) In the case of an equality of votes, the motion is defeated.

(c) Any dispute regarding the admission or rejection of a vote will be determined by the chair acting in good faith, and that decision is final.

(d) If a corporate member is entitled to vote, it may authorize a person to act as its representative at a general meeting, and the authorized representative is entitled to exercise the same voting rights on behalf of the corporation as the corporation could exercise if it were an individual member.

4.8 Proxy Voting

(a) A voting member may appoint another person over the age of 19 as their proxy to attend, speak and vote on their behalf at a general meeting.

(b) A proxy must be in writing and signed by the member or by a person authorized to sign on behalf of the member.

(c) An instrument appointing a proxy is valid only for one meeting and any adjournment unless earlier revoked by the member.

(d) An instrument appointing a proxy shall be in the form following, or in any other form that the directors shall approve:

The undersigned hereby appoints _____, of

_____(or failing them, _____, of

_____) as proxy for the undersigned to attend and vote for and on behalf of the undersigned at the general meeting (or extraordinary general meeting) of the Association to be held on (month, day) _____, 20__. And at any adjournment of thereof.

4.9 Action by Ordinary Resolution. Unless the *Societies Act*, the Association's Constitution or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.

PART 5

CHAPTERS

5 Chapters

5.1 Creation. The Board of Directors may establish Chapters in various areas of British Columbia where a minimum of ten voting members express real interest in forming a Chapter of the Association.

5.2 Function. The function of a chapter shall be to observe the objects of the Association as they may apply to the Chapter's geographic area.

5.3 Issue of Charter. The Chapter shall upon formation submit its bylaws patterned after the Association's Constitution and Bylaws, to the Board of Directors for approval. If approved, a Certificate of Charter shall be issued to the Chapter

5.4 Revocation of Charter. The Board of Directors may revoke the Charter of any Chapter for a violation of the Constitution and Bylaws of the Association.

5.5 Right to Nominate Chair. Each Chartered Chapter shall be entitled to elect one Chair who will report directly to the Board of Directors of the Association for a term of one or two years. If an election is not held, a representative may be appointed by the chapter, or failing that, by the Board of Directors. An alternate director may be elected to serve in the absence of the elected director.

5.6 Dues. The directors shall, in their sole discretion, determine what percentage of dues, if any, shall be returnable to a Chapter's treasury.

PART 6

DIRECTORS

6 **Directors**.

6.1 **Management of Association.** The directors shall manage, or supervise the management of, the affairs and business of the Association and shall be authorized to exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statue or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of;

(a) all laws affecting the Association;
(b) these Bylaws; and
(c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Association at a general meeting.

No rule made by the Association at a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

6.2 **Number of Directors.** The following persons shall be directors of the Association:

(a) the Chair;
(b) the First Vice-Chair;
(c) the Second Vice-Chair;
(d) the Treasurer;
(e) the chair of the Growers Committee;
(f) the chair of the Garden Centre Committee;
(g) the chair of the Landscape Professionals Committee;
(h) the Past Chair;
(i) Director(s) at Large.

6.3 **Qualifications of Directors.** A director shall be a voting member or a duly appointed representative of a voting member of the Association as qualification for their office.

6.4 **CNLA Director(s).** The Association's representative(s) to the CNLA shall be elected at an annual general meeting for a two-year term to hold office until their successor is elected. The person(s) elected to represent the Association on the CNLA board of directors must meet the qualifications required by the CNLA.

6.5 **Elected Directors.** Elected Directors include the Chair, the First Vice-Chair, the Second Vice-Chair, the Treasurer and Director(s) at Large.

6.6 **Retiring Directors.** A retiring director shall be eligible for re-election.

6.7 **Failure to hold an Annual General Meeting.** Where the Association fails to hold an annual general meeting in accordance with the *Societies Act*, the directors then in office shall be deemed to have been elected or appointed as directors on the last day on which the annual general meeting could have been held pursuant to these Bylaws and

they may hold office until other directors are appointed or elected or until the day on which the next annual general meeting is held.

6.8 **Early Termination of Directors.** If a director misses more than four meetings of the directors in any twelve month period for any reason whatsoever, excluding bona fide business of the Association as determined in the directors' sole discretion, their term of office shall automatically expire at the next Board meeting, , notwithstanding that they may have been elected for a longer term. Any director whose term of office expires pursuant to this Bylaw shall still be eligible for re-election.

6.9 **Appointment to Fill Vacancy.** Where the office of a director becomes vacant for any reason, including pursuant to Section 6.8, the remaining directors may appoint a qualified individual to fill the vacancy. A director appointed under this section shall serve until the next Annual General Meeting of the Association, at which time the position shall be filled for the balance of the original unexpired term.

6.10 **Removal of Directors.** Notwithstanding Bylaw 6.8 hereof, the members may by special resolution remove a director before the expiration of their period of office and may by ordinary resolution appoint another person in their stead.

6.11 **Remuneration of Directors.** No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.

PART 7

PROCEEDINGS OF DIRECTORS

7 Proceedings of Directors

7.1 **Calling of Meetings.** Meetings of the directors may be called by the Chair at any time, or by any three directors, for the transaction of the Association's business. Notice of a meeting must be given to each director at least 48 hours in advance and must include the date, time, and method or location of the meeting. Notice may be given by any reliable means of communication, including electronic transmission (such as email), telephone, or other digital methods.

It is not necessary to give notice of a meeting of directors:
(a) for a meeting held immediately following a general meeting at which the director is elected or appointed; or
(b) to a director who has waived notice in accordance with section 7.2.

Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at the meeting.

7.2 **Waiver of Notice.** A director may waive notice of any meeting of directors, either before or after the meeting. The waiver may be given in writing or by any electronic means and may apply to a specific meeting or to meetings generally. A director who has waived notice of meetings is not entitled to receive notice of those meetings unless the waiver is withdrawn. A waiver may be withdrawn at any time with respect to future meetings. Attendance of a director at a meeting constitutes waiver of notice of that meeting unless the director attends solely to object to the transaction of business on the grounds that the meeting was not properly called.

7.3 **Chair.** The Chair, or in their absence the First Vice-Chair or in their absence the Second Vice-Chair shall preside as chairperson at every meeting of the directors, or if neither the Chair nor a Vice-Chair is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chairperson, the directors present shall choose one of their number to be chairperson of the meeting.

7.4 **Proceedings at Meetings.** The directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by consensus or a majority of votes. The chairperson of any meeting shall have the right to vote only in the case of an equality of votes.

7.5 **Participation by Electronic Means.** A director may participate in a meeting of the Board or any committee by electronic means, including telephone or other communication technology, that allows all participants to communicate with each other simultaneously. A director participating in this manner is deemed to be present at the meeting for all purposes, including quorum, and is entitled to vote.

7.6 **Quorum.** The quorum necessary for the transaction of the business of the directors may be fixed by the directors and if not so fixed shall be four directors.

7.7 **Validity of Acts.** All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

7.8 **Resolutions in Writing.** A resolution consented to in writing, whether by document, facsimile, email, or any method of transmitting legibly recorded messages or other means, by all of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

PART 8

COMMITTEES

8 Committees

8.1 Appointment of Committees. The directors and the Chair may each appoint one or more committees consisting of such directors, members and other persons as they think fit and may delegate to any such committee between meetings of the Board of Directors such powers of the Board of Directors (except the power to fill vacancies in the Board of Directors, the power to change the membership of or fill vacancies in any committee of the Board of Directors and the power to appoint or remove officers appointed by the Board of Directors) subject to any conditions as may be prescribed. All committees so appointed shall keep regular minutes of their transactions and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The directors shall also have power at any time to revoke or override any authority given to or acts to be done by such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of members of a committee shall constitute a quorum thereof.

8.2 Commodity Group Committees. Notwithstanding Bylaw 8.1, the Association shall have the following three commodity group committees:

(a) the Growers Committee;
(b) the Landscape Professionals Committee; and
(c) the Garden Centre Committee.

The purpose of each commodity group committee is to represent the respective needs and concerns of each commodity group, and to bring any problems and suggestions to the directors and members for action. The chairperson of each commodity group, or their nominee, shall be an *ex-officio* director of the Association.

8.3 Proceedings of Committees. Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members of the committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote. A resolution approved in writing by all members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

8.4 Right to Speak. The committee chair may attend and speak at board meetings.

PART 9

OFFICERS

9 Officers

9.1 Elected Officers. Individuals shall be elected to fill the following offices at an annual general meeting:

(a) Chair;
(b) First Vice-Chair;
(c) Second Vice-Chair;
(d) Treasurer and;
(e) Director(s) at Large.

9.2 Qualifications of Elected Officers. Any voting member or any duly appointed representative of a voting member of the Association may be elected to be an officer of the Association.

9.3 Term of Office. The Chair, First Vice-Chair, Second Vice-Chair, Treasurer, and Directors-at-Large shall be elected for two (2) year terms and shall hold office until their successors are duly elected or appointed. To ensure continuity of governance, terms shall be staggered such that approximately one-half of the elected positions are filled each year, as determined by Board policy. No person shall hold more than one elected office at one time.

9.4 Duties of Chair. The Chair is the chief elected officer of the Association and shall supervise the other officers in the execution of their duties. The Chair shall be an *ex-officio* member of all committees and shall preside at all meetings of the members and of the directors, subject to the provisions of Bylaws 4.5 and 7.3 hereof.

9.5 Duties of First Vice-Chair. The First Vice-Chair shall:

(a) carry out the duties of the Chair in their absence; and
(b) fulfill any other acts or duties as may be required from time to time by the Chair or the directors.

9.6 Duties of Second Vice-Chair. The Second Vice-Chair shall:

(a) carry out the duties of the First Vice-Chair in their absence; and
(b) fulfill any other acts or duties as may be required from time to time by the Chair or the directors.

9.7 Duties of the Treasurer

(a) monitor and review such financials records, including books of account, as are necessary to comply with the *Societies Act*; and
(b) render financial statements to the directors, members and others when required.

9.8 Duties of the Director(s) at Large. The Director(s) at Large shall:

(a) Serve on the Board of Directors and supplement expertise in areas such as marketing, human resources, events or other needs as required by the Board of Directors.

9.9 Appointment of Executive Director. The directors may appoint an Executive Director to assist with the day-to-day management of the Association. The remuneration of the Executive Director shall be fixed by the directors. The duties of the Executive Director shall include:

(a) Issuing notices of meetings to the members and directors;
(b) Keeping minutes of all meetings of the members and directors;
(c) Conducting correspondence on behalf of the Association; retaining copies of all official letters and preserving all official documents;
(d) Collecting all fees and dues payable to the Association;
(e) Paying all accounts approved by the directors;
(f) Keeping an accurate account of all monies received or disbursed for the account of the Association;
(g) filing any annual reports or other documents that may be required by statute;
(h) retaining custody of the common seal of the Association;
(i) maintaining the register of members; and
(j) fulfilling any other acts or duties as may be required from time to time by the Chair or the directors.

9.10 Conflicts of Interest. Every officer of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as an officer of the Association shall, in writing, disclose to the Chair the fact and nature and the extent of the conflict.

PART 10

EXECUTION OF DOCUMENTS

10 Execution of Documents.

10.1 Contracts, documents, and other instruments. Documents requiring the signature of the Society may be signed by any two directors or officers of the Society, or by any person or persons authorized by resolution of the Board. All contracts, documents, and instruments so signed shall be binding upon the Society without any further authorization or formality. The Board may from time to time by resolution appoint any officer, employee, or other person to sign specific contracts, documents, or classes of documents on behalf of the Society.

10.2 Provision of Seal. The Society may have a common seal; however, the use of a seal is not required for the valid execution of any document.

10.3 Cheques. All cheques or other negotiable instruments drawn on the funds of the Association shall require the signatures of any two authorized signing officers. The authorized signing officers shall be the Chair, First Vice-Chair, Second Vice-Chair, Treasurer, Past Chair and any individuals designated by resolution of the Board of Directors from time to time.

PART 11

BORROWING

11 Borrowing

11.1 General. Subject to the *Societies Act*, the directors may from time to time on behalf of the Association with the approval of the members at a general meeting:

(a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;

(b) issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and

(c) mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).

PART 12

INDEMNITY AND PROTECTION OF

DIRECTORS, OFFICERS AND EMPLOYEES

12 Indemnity and Protection of Directors, Officers and Employees

12.1 **Indemnification of Directors.** Subject to the provisions of the *Societies Act*, the directors shall cause the Association to indemnify a director or former director of the Association and the directors may cause the Association to indemnify a director or former director of a corporation of which the Association is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by them including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which they ae made a party by reason of their being or having been a director of the Association or a director of such corporation, including any action brought by the Association or any such corporation. Each director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

12.2 **Indemnification of Others.** Subject to the provisions of the *Societies Act*, the directors may cause the Association to indemnify any director, officer, employee, contractor, consultant or agent of the Association or of a corporation of which the Association is or was a shareholder (notwithstanding that they are also a director) and their heirs and personal representatives against all costs, charges and expenses whatsoever incurred by them and resulting from their acting as an officer, employee or agent of the Association or such corporation.

12.3 **Failure to Comply.** The failure of a director or officer of the Association to comply with the provisions of the *Societies Act* or the Constitution or these Bylaws shall not invalidate an indemnity to which they are entitled under this Part.

12.4 **Insurance.** The directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee, contractor, consultant or agent of the Association, or as a director, officer, employee, contractor, consultant or agent of the corporation of which the Association is or was a shareholder and their heirs or personal representatives against any liability incurred by them as such director, officer, employee or agent.

PART 13

AFFILIATIONS

13 Affiliations

13.1 General. The Association may at the directors' discretion hold an affiliate membership in other organizations where it would be of benefit to the Association. In cases where the Association would collect dues on behalf of another organization, that organization in order to receive those dues would be required to:

(a) Hold an annual general meeting;

(b) Supply minutes, agenda, and financial package for their upcoming annual general meeting to the Association at least 30 days prior to that organization's annual general meeting so that the Association has sufficient time to circulate to its members; and

(c) Supply minutes of any other meeting that would pertain to the Association.

PART 14

SPECIFICATIONS AND STANDARDS

14 Specifications and Standards

14.1 Adoption of Specifications and Standards. The directors may from time to time adopt any specifications or standards that, in the directors' sole discretion, are in the best interests of the Association and its members for the purpose of regulating the quality of goods and services supplied by the Association's members to the public.

14.2 Failure to comply. Failure of a member to comply with any specification or standard adopted by the directors pursuant to Bylaw 14.1 may result in disciplinary action against that member pursuant to Bylaw 2.23 hereof.

PART 15

AUDITOR

15 Auditor

15.1 Application. This Bylaw applies only where the Association is required or has resolved to have an auditor.

15.2 Appointment. At each annual general meeting, the Association shall appoint an auditor to hold office until they are re-elected, or their successor is elected at the next annual general meeting. The directors shall fill all vacancies occurring in the office of auditor.

15.3 Removal. An auditor may be removed by ordinary resolution.

15.4 Notification. An auditor shall be promptly informed in writing of appointment or removal.

15.5 Prohibition to Appointment. No director and no employee of the Association shall be auditor.

15.6 Right to Speak. The auditor may attend and speak at general meetings.

PART 16

RECORDS

16 Records

16.1 Form and Location of Records. The records of the Association may be kept in written or electronic form and shall be kept or made available for inspection at the registered office of the Association or at another location in British Columbia determined by the directors, in accordance with the Societies Act.

16.2 Inspection by Directors and Auditor. A director and the auditor of the Association, if any, may inspect the records of the Association to the extent provided by the Societies Act.

16.3 Inspection by Members. A member may inspect, without charge, the records that a member is entitled to inspect under the Societies Act. Except as otherwise required by the Societies Act, a member may not inspect minutes of meetings of the directors or of committees established by the directors.

16.4 Copies. A person entitled to inspect a record may request a copy of that record. The Association shall provide the copy within the period required by the Societies Act and may charge any fee permitted under the Act or regulations. Copies may be provided electronically where appropriate.

PART 17

NOTICE TO MEMBERS

17 Notice to Members

17.1 Delivery. A notice may be given to a member by any reliable means of communication, including personal delivery, mail, or electronic transmission (such as email or other electronic communication methods) to the contact information provided by the member. A notice sent by mail is deemed to have been given five days after it is mailed. A notice sent by electronic means is deemed to have been given on the date it is sent.

17.2 Proof. Proof that a notice was properly addressed and sent in accordance with this section is sufficient proof that notice was given.

17.3 Entitlement to Notice. Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given. No other person except the auditor and the directors of the Association shall be entitled to receive a notice of general meeting.

PART 18
BYLAWS

18 Bylaws

18.1 Copy to Members. On being admitted to membership, a member is entitled to, and the Association shall provide them, without charge, a copy of the Constitution and Bylaws of the Association.

18.2 Amendments. The Bylaws shall not be altered or added to except by special resolution.

SCHEDULE "A"

BRITISH COLUMBIA LANDSCAPE & NURSERY ASSOCIATION

CODE OF ETHICS

General Principles

- To serve our clients with integrity, knowledge and creative ability.
- To act fairly, honestly and in a manner, they would be prepared to defend publicly.
- To maintain confidence and trust in the profession of horticulture.
- To always protect, the integrity of the profession, the interests of the client and the general public.
- To continually improve their own professional knowledge and skill and keep abreast of new developments in their industry.
- To encourage and support education and research within the horticultural field.
- To provide other members with helpful, constructive and professional advice, coaching and mentorship, when necessary, to improve the professional reputation and image of the industry.
- To consistently maintain the confidence and trust in the profession.

Operating Principles

- Members have an obligation to deliver goods and services in an efficient and cost-effective manner, (according to contract specifications) in order to protect the client's interest while maintaining acceptable standards.
- Members advertising shall be neither false nor in any way misleading.
- Members shall respect and improve the environment.
- Members shall treat employees fairly, honestly and lawfully.
- Members shall not make false or malicious statements that may injure the professional reputation of other members.
- Members shall ensure all communications with the BCLNA, other professionals, clients and the public are characterized by respect, courtesy and honesty.
- Members shall endeavor to attract to the profession, individuals with a high degree of honesty, courtesy, integrity and competence.
- Members shall meet their obligations and responsibilities to clients, suppliers and employees.