

# BY-LAWS of the Connecticut Greenhouse Growers Association

*adopted on incorporation in 1991 and amended January 16, 1997, January 8, 2003, January 14, 2009.*

## Article I - Name

The name of this Association shall be the 'Connecticut Greenhouse Growers' Association, Inc.'

## Article II - Purposes

The purposes of the Connecticut Greenhouse Growers' Association are to promote and strengthen the general welfare of its members by;

a) providing a forum for frank and open discussion and the exchange of information for all members.

b) sponsoring and supporting educational programs and the dissemination of educational materials.

c) promoting the activities, good character, and views of the Association members to the public, governmental and legislative agencies and to other organizations.

d) promote active cooperation with other related Associations.

e) actively supporting, sponsoring, and/or encouraging scientific research of interest to the Association's members.

The Association is organized and operated as a nonprofit corporation with no part of its net earnings inuring to individual members.

## Article III - Membership

Section 1. Eligibility - Any person or firm actively engaged in the production of horticultural crops, or the promotion and support of the horticultural industry.

Section 2. Classes of Members and Voting Rights - Members shall be divided into classes as follows:

a) Active members - Any person or firm, a major portion of whose income is derived from horticulture-related activities or who has an agricultural exemption tax number. There shall be one (1) vote per Active Member.

b) Associate Members: Those employed by Active Members. Associate Members may hold office and may cast the vote of the Active Member firms with which they are associated.

c) Allied Members: Educators and students, extension and research personnel. Allied Members shall not have voting privileges.

d) Supplier Members. Any non-horticultural person or firm that provides supplies or services to the horticultural and greenhouse-growing industry. Supplier members shall not have voting privileges.

Section 3. The annual dues for each category of membership shall be established by the Board of Directors.

Section 4. Admission to membership. Membership shall commence upon determination of eligibility by the Board of Directors and payment of dues.

Section 5. Termination of membership. Any membership may be terminated or suspended for non-payment of dues within the first three months of the calendar year or for activities detrimental to the general welfare of the association's members. The Membership Committee shall be responsible for recommending termination and suspension of membership to the Board of Directors.

## Article IV- Meetings

Section 1. Meetings. Regular meetings will be held in the winter, fall and spring. The first regular meeting of each year will occur in January at which elections will be held. Each meeting will include a program of general educational value. The locations of regular meetings will rotate to provide equal access to members from all parts of the state. Special programs may substitute for regular meetings. Special meetings may be called by the Board of Directors but will require two (2) weeks advanced notification to all members.

Section 2. Special programs. In conjunction with the first regular meeting of each year the Annual Mid-Winter Vegetable and Bedding Plant Conference will be held as a special event open to nonmembers. The Association may support and/or sponsor other special events of interest to the membership.

Section 3. Notice of meetings. All members shall receive notice of all meetings and programs no less than two (2) weeks prior to the event.

Section 4. Quorum - 20% of the voting members of the Association shall constitute a quorum for the transaction of business at regular and special meetings.

Section 5. Voting. Each Active Member is entitled to one vote on each item of business at regular and special meetings. An associate member may cast the vote for the Active Member firm. No other members shall be eligible to vote. Dues must be current to remain eligible to vote.

## Article V - Board of Directors, Officers, and Standing Committees

Section 1. NUMBER AND POWERS OF DIRECTORS- The management of all the affairs, property, and business of the corporation, along with the employment of an executive director and staff, shall be vested in a Board of Directors, consisting of no less than seven nor more than twenty persons who shall be elected at the annual meeting of the members by a plurality vote. The Board of Directors may fill vacancies by appointment. Each Director shall be an Active Member or Associate Member. Each Director shall be elected for a term of two (2) years, and shall hold office until their successors are elected and qualified. In addition to the powers and authority in these By-Laws, and the Certificate of Incorporation expressly conferred upon it, the Board of Directors may exercise all such lawful acts as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

Section 2. The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer. Officers shall be elected by a plurality vote of the members eligible to vote at the annual meeting from amongst those persons elected to the Board of Directors. The Board of Directors may fill vacancies by appointment. Meetings will be conducted by the president. The vice president shall assume the leadership role in the President's absence.

Elections shall be held during the first regular meeting of each calendar year by paper ballot. Officers shall be elected to hold office for two (2) years unless replaced by the Board of Directors.

Section 3. The Directors shall attend all meetings of the Board of Directors, using their best judgment and expertise in managing the Association's affairs. A Director may be removed for cause by the Board of Directors upon an affirmative vote equal to at least two-thirds of the entire Board.

Section 4. Standing committees shall consist of a minimum of three members. The chairperson and members of all committees shall be appointed from the membership by the president. The Association shall have the following standing committees. Individuals from the general membership may volunteer to participate on any of the standing committees.

a) Membership and Nominating Committee - Responsible for admitting membership and recommending termination and suspension of membership to the Board of Directors; determining eligibility and membership classification; and nominating candidates for election to the Board of Directors and as officers. The Committee's slate of nominated candidates shall be

transmitted to the members at least 30 days before the Annual meeting. Additional nominations may be presented by signed petition of at least 15 members, filed with the Executive Director at least 15 days before the Annual Meeting. Nominees should be selected from various areas of the state and should reflect the diversity of the state's greenhouse industry.

b) Financial Committee - The treasurer of the Association shall chair the Finance Committee.

c) Program Committee - The Program Committee will be responsible for organizing and administering regular meetings and special events.

d) Publications Committee - Charged with producing and distributing a newsletter to the membership and promoting the Association to the public.

e) Horticultural Research Committee - Responsible for supporting and encouraging research determined to be a high priority and important to the general welfare of the membership. The chairman shall also serve as a liaison to other interested organizations and parties in the support of specific research and funding endeavors.

f) Legislative committees - Responsible for interacting with governmental and legislative agencies to represent the concerns of the Association members; to recommend changes to the Associations' Constitution and By-Laws.

Section 5. Ad hoc and Special Committees - Ad hoc and Special Committees will be appointed by the Board of Directors or a majority of the members.

#### Article VI - Amendments

The By-laws of this Association may be amended by a two-thirds vote at any regular meeting, provided that notice of said amendment has been sent to each member by the secretary two weeks prior to the meeting.

#### Article VII - Order of Business

The order of business at regular and special meetings shall be:

- 1) Call to order.
- 2) Approval of minutes.
- 3) Treasurer's report.
- 4) Committee reports.
- 5) Old business.
- 6) New business.
- 7) Announcements.
- 8) Adjournment of business meeting.
- 9) Program.

#### Article VIII - Parliamentary Authority

Robert's Rules of Order shall be the Association's final authority on all questions of procedure and parliamentary law not covered by the By-Laws.

#### Article IX. Seal, Logo.

The Board of Directors shall decide the form and use thereof of the seal and/or logo of the Association.

#### Article X. Dissolution.

If the Association is dissolved, all remaining assets after payment of creditors are to be distributed to charitable, educational, or scientific organizations involved in the field of horticulture.