

NW Landscape Network

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Name & Purpose of the Association

The name of the Association is the **Northwest Landscape Network**.

The **NW Landscape Network** is a Non-Profit Association providing the benefits of networking to the related trades of; Landscape Contractor – Installation & Design/Build Professional, Exterior Maintenance Contractor, Interiorscaper, Lawn Care Professional, Landscape Architect, Landscape Designer, Nursery Grower, Trade & Industry Supplier, Manufacturer, and other related professions involved with creation, maintenance, and improvement of the region's ornamental environmental resources in the Pacific Northwest.

These are the founding principles and pillars of the Association. The **NW Landscape Network** exists first and foremost as:

1. A **Consumer Resource**. In addition to providing our Members' potential clients, customers, and public at large with a reliable source of information regarding Member companies performance, how complaints (if any) are resolved, and a compilation of services offered, **NW Landscape Network** also assures the public that all our Members have agreed to operate under the Association's stringent Code of Ethics.
2. A **Marketing Cooperative**. The **NW Landscape Network** has developed and widens statewide marketing efforts to promote our Members (not the Association) as qualified professionals in their respective trades to the public. In addition the **NW Landscape Network** assists individual Members in developing their own company specific marketing programs.
3. A **Training Resource – NW Landscape Network** develops and provides a thorough training program for crew and office staff alike on a variety of topics on an 'as-needed' schedule meeting our Member's needs through NW Landscape Network's place of business presentations and on-line programs.
4. An **Employment Clearinghouse**. **NW Landscape Network** provides, for our Members, a comprehensive list of individual skills, industry certifications, and experience enabling individuals to promote their skills and to find placement. At the same time, the **NW Landscape Network** provides Member companies access to this information and the opportunity to advertise their company's available career positions to Members and non-Members alike.
5. A **'Watch-dog' of Legislative Activity**- The **NW Landscape Network** works to assist our Membership in understanding the impact of government regulations and policies

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regarding their trade and their businesses. NW Landscape Network vigorously supports and promotes discussion with legislators and public-policy makers.

6. A **Scholarship & Philanthropic Association**. The Association interacts with the State's educational system and fully encourages individual Member participation at local schools and colleges. In addition, though in its early stages of development, the **NW Landscape Network** will administer a scholarship program recognizing worthy students entering the field in the NW region. The **NW Landscape Network** is also working on development of worthy philanthropic projects to be conducted annually by the Association and its interested Members.

Membership

Any company in the field of landscaping or a related trade, or supplier to that trade, conducting business within the State of Washington (regardless of their headquarters state location); any individual employee of such companies, any educator or student from a recognized educational institution, may apply for membership in the **NW Landscape Network**.

Annual Membership dues in the **NW Landscape Network**, due on January 1st each year, are set by the Board of Directors.

The Board approves of all members; after staff review and validation of credentials. This review process is necessary to set our Membership apart as legitimate, fair, and respected members of their professions or businesses. This approval relates directly to the Association's 'First Pillar' of the Association's founding principles.

Further, each Member must agree to abide by the associations By-Laws and Code of Ethics. Once approved, each Member will be issued an Annual Membership Card by the NW Landscape Network. This card is to be presented by the Members to participate in Association activities.

Membership categories are as follows:

Company Membership

This includes one individual membership as a company's representative.

Individual Membership

For each individual within a Member company that wishes to join in addition to the company representative. An individual must work for a Member Company to join and maintain membership. (If an individual changes jobs they have to the end of the Member year to sign on with a Member firm before their Membership expires).

Educator Membership

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For Teachers / Educators of NWLN Board recognized educational institutions.

Student Membership

For Students of NWLN Board recognized educational institutions.

Dues will be pro-rated from the beginning of the current month when a member joins at any other time than January

NW Landscape Network Board of Directors

The Board is to consist of seven (7) volunteer individuals from the general landscape field who are appointed for an indefinite period. Officers of the Board consist of the Chair, Secretary, and Treasurer. The remaining Board Members are designated 'Board-Member-at-Large'.

The NWLN Board will act, receive reports, debate, and vote as a whole; there is no Executive Committee or Executive Board.

Two thirds ($\frac{2}{3}$) of the sitting Board will make a quorum to conduct business on behalf of the Association. Board Meetings will follow guidelines set forth in Roberts Rules of Order.

Voting may be conducted either by voice, show or hands, by proxy (written only), written ballot, electronically or by phone. Voting will be recorded by staff and the Board Secretary and become part of the Association's permanent records.

If necessary, upon Board approval, in lieu of physically meeting Board business may be conducted electronically.

Any item voted on by the Board must achieve at least a simple majority to pass.

The initial invitation to sit on the **NW Landscape Network** Board of Directors is issued by the Association's founding Secretary of record. Subsequent to the initial Board, new Board Members may be asked to join the Board upon unanimous agreement of the existing Board acting in the capacity of a nomination committee.

All business connections, relationships, other Associations, or group affiliations – any possible conflict of interest - must be fully disclosed by each Board Member. Conflicts of interest may excuse a Board Member from discussion or vote on a particular issue without excusing them from the Board.

The Board of Directors of the **NW Landscape Network** meets quarterly each year to discuss goals and set policy for the Association. Meeting dates are set by the Board Chair. Participation is expected of each Board Member.

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Each year, the Board appoints three individuals from the Board to fulfill the Board Chair, Treasurer, and Secretary offices for that year. At the Board's discretion, an individual may be asked to repeat their office as long as the total time in that office does not exceed three (3) consecutive years. A year's interval between repeating a position is required before any Board Member may be considered eligible to repeat any office.

No individual may be appointed to the Chair, Treasurer or Secretary positions without sitting as a Board-Member-at-Large for at least one year immediately prior.

In addition to the responsibilities of any Board-Member-at-Large the Board Officers have the following responsibilities, respectively:

The Board Chair is responsible to organize and administer each Board Meeting Agenda, to keep each meeting productive and within the allowable time frame.

The Secretary is responsible for recording meeting minutes and disbursement of meeting minutes within three (3) business days from each meeting.

The Treasurer is responsible for reviewing financial reports supplied by or asked of the staff. When the Association is undergoing mandated auditing, the Treasurer is the main contact for the Association to the auditing accountant / agency.

A Board Member can resign their position at any time or can be asked to resign by unanimous vote of all other Board Members. Should such vacancy occur the Board will invite another individual to sit on the Board. If the vacancy occurs from the sitting Chair, Treasurer, or Secretary positions, their replacement will be selected from the remaining existing Board Members.

Responsibilities of **NW Landscape Network** Board Members

- The NWLN Board has the fiduciary responsibility and is charged with fiscal oversight of the Association's finances. The Board must insure proper procedures and practices are in place for staff and Board Members to meet not only legal best practices and requirements but the highest of ethical standards too.
- The NWLN Board sets, reviews, and updates the Association's Code of Ethics and enforces the Membership if infractions occur.
- The Board approves of all members; after staff review of credentials. This review process is necessary to set our Membership apart as legitimate, fair, and respected members of their professions or businesses. This approval relates directly to the Association's 'First Pillar' of the Association's founding principles.
- Each Board Member is expected to provide well reasoned input in setting policies and goals of the Association and in the evaluation of the Association's performance in achieving those goals.
- In all business, policies, and goals decided upon by the Board, the individual Board Member must take responsibility to uphold and positively represent the whole. All Board activity is decided upon by discussion of the facts and a majority vote decision. Vigorous but courteous debate is encouraged if the Board Member feels strongly on any matter. However, once voted

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on and passed, these decisions must be subsequently supported, as if unanimous, by each Board Member.

- The Board of Directors is responsible to hire the Chief Executive Officer of the Association and provides the Association's policies and goals for the Chief Executive Officer to implement.
- No Board Member is expected or permitted to take active part in the day-to-day operations of the Association.
- Each Board Member must actively participate in self and group education and development of 'Best Practices' for Board procedures to ensure long-term continuity of the Association.
- Each Board Member's primary duty is to the Association's Membership but they also must have in their interests the overall betterment and professionalism of the landscape trade leading to improved quality of life for the citizens of the State of Washington.

Financials

Board Members are not financially compensated for their time. However, legitimate expenses for travel may be reimbursed to any Board Member who so requests of the Board within 30 days of each occurrence. If not requested, travel expenses will be considered as 'donated' to the Association. Staff members are compensated for travel and other miscellaneous expenses under policy set by the Board.

The fiscal year runs from January 1st to December 31st each year. The budget for each fiscal year is set by the Board of Directors, working with staff, no later than November 30th each year for the following year's budget. The Budget is reviewed at each quarterly meeting of the Board for any possible adjustments.

The Board of Directors will set the Association's Financial Auditing schedule and incorporate such auditing expenses into the Association's budget accordingly. Auditing will be conducted by an outside accounting agency without connection to any employee, bookkeeper, or Board Member of the Association.

The Association staff has the responsibility to maintain records and files in support of best practices in order to facilitate the Board Members understanding of the Association's financial position at any given time. These reports are presented to the Board at each quarterly Board Meeting.

Committees

From time to time, an individual from the general Membership or the Board may express interest in working on committee to address a particular concern. This interest is welcome and Members are encouraged to volunteer their participation in any Association Committee at a level they are comfortable with and able to sustain for an extended period of time.

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Volunteer efforts notwithstanding, the Association's staff is responsible for carrying out the goals and policies of the Association and therefore staff works closely with the Board and volunteers to coordinate efforts and effectiveness and to maximize use of volunteer time and Association resources.

The NW Landscape Network has the following standing committees:

- Marketing Committee (Marketing our Members, not Association Marketing)
- Legislative Activity Committee
- Scholarship & Philanthropic Project Committee

The Board of Directors may also appoint special committees in answer to a particular circumstance. In addition, from time to time, staff may request the assistance of volunteers from the Membership to help accomplish a particular project.

Staff

The chief hired position of the **NW Landscape Network** is the Chief Executive Officer. This position is hired by, reviewed and terminated by the full Board of Directors.

Responsibilities of the Association's CEO include:

- The CEO implements the Board's directives and policies.
- The CEO is responsible for all operations of the Association, reporting to the Board at the quarterly Board Meeting.
- The CEO attends and contributes at all Board meetings and activities but is not a voting member of the Board.
- The CEO is charged with maintaining office procedures and staffing within budget and through application of best practices.
- The CEO is has sole responsibility to hire, review, and terminate any additional staff members and administer the Association's personnel policies.
- The CEO represents the Association to other entities, Associations, and the media.

Membership Meetings

Attendance at meetings is not mandatory to maintain Membership status.

However, regular meetings of the Membership are held quarterly at locations determined by the Board. All Members in good standing from throughout the state are invited to attend, pre-registration mandatory. Board Members and the Association's CEO are expected to attend. (At this time, meetings are expected to be held as either a breakfast meeting or a lunch meeting). The meeting will last for a specific period of time. The agenda will consist of at least news of the Association and a progress report

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presented by the Board Chair. In addition, a speaker will give a key presentation of interest to the Association Membership.

All NWLN Members are invited to the Association's Annual Conference and Planning Meeting which will coincide in schedule and venue with the annual Green Industry Conference presented by PLANET. The Association will secure a meeting room and time for this meeting at a time that presents the least impact on the GIC schedule. The agenda will include an introduction of Members, Board Members and staff; any proposed changes or amendments to the By-Laws to be voted on by the Membership; Review of short term and long term planning and progress along those lines. The remainder of conference time will be devoted to the PLANET agenda allowing NWLN Members to partake in quality educational events on highly varied but pertinent topics.

Special Meetings may be called by any member of the Board or the CEO if it passes a majority vote by the Board.

Dissolution

Should the Association dissolve, all money in the Association's treasury, after paying all outstanding bills, will be donated to PLANET Academic Excellence Foundation, a non-profit foundation administered by PLANET (a national trade assoc.)

Respectively Submitted,

Chris Clarke, Chief Executive Officer

October 2007

Approved by Founding Board of Directors

October, 2007