

BY-LAWS

SAN FRANCISCO-BAY AREA CHAPTER

Article I **NAME**

The name of this chapter is CALIFORNIA LANDSCAPE CONTRACTORS' ASSOCIATION. INC., SAN FRANCISCO-BAY AREA CHAPTER,

Article II **OBJECTIVES**

The objectives of this chapter are: to further and promote general business interests of landscape contractors through advertising, publicity and public relations; to foster and maintain high standards and ethical practices among the landscape contractors: to encourage and maintain a spirit of harmony and cooperation among its members: to help and assist its members in their labor relations, to support legislation deemed beneficial and to oppose legislation deemed detrimental to the welfare of its members: to encourage a continued improvement in the skills, materials, and tools employed in landscape construction, to provide a legally constituted medium through which its members may direct and coordinate their collective efforts and ideas, and by mutual endeavor, to promote and inspire equitable working relations with other contractors and trades, by or through educational program.

Article III **ORGANIZATION**

The Chapter is the basic membership group of the association chartered by the association's board of directors and operating as a lawful unit of the association. The chapter is an autonomous organization of persons qualified for membership in the association.

The by-laws of the California Landscape Contractors' Association, Inc or the enactment of the general council are the rules governing the chapter. A chapter's provisions for self-government shall not be in conflict with them. The chapter by-laws are intended to be local level working rules within the framework of the state association.

Article IV **LOCATION OF CHAPTER OFFICE**

The chapter office is the business office of the presiding president or such other location as designated by the board of directors of the chapter.

Article V
CLASSES OF MEMBERSHIP

SECTION I. REGULAR MEMBERSHIP

Regular membership in this chapter is any person, firm, partnership or corporation holding an active C-27 landscape contractors license or an active C-61 sprinkler contractors license issued by the Contractors State License Board of the State of California, who applies for membership in this chapter and whose dues are not delinquent.

A. Any person, partnership or corporation holding an active C-27 (landscaping) or C-61 (sprinkler) contractors license issued by the Contractors State License Board may apply for a regular membership in this chapter.

B. A partnership or corporation applying for regular membership shall name one partner or officer or supervisory personnel as its representative to the chapter pursuant to such membership.

C. Any additional partner, officer or supervisory employee, and who is not the firm's representative to the chapter may also apply for regular membership in the chapter, subject to the provisions of Paragraph D of this section. Additional cost will be assessed by the State.

D. Each regular member firm shall have one (1) vote at a general membership meeting but may have two voting members on the Board of Directors. Each regular member firm shall be eligible to hold office except that no firm shall have more than one member eligible to hold office and may represent one chapter only.”

E. A regular member, who is a member of one chapter, may designate any partner, managing officer or supervisory employee, as a regular member in any other chapter in the state, with all rights and privileges accorded a regular member. Additional membership dues will be required,

SECTION 2. ASSOCIATE MEMBERSHIP

Associate membership shall be any firm, partnership or corporation engaged in a business or industry allied with landscape contracting as determined by the board of directors who applies for an associate membership in the chapter and whose dues are not delinquent.

A. A firm, partnership or corporation accepted for associate membership shall name a representative to the chapter.

B. An association member of a firm, partnership or corporation may apply for membership for any of its executive officers or supervisory employees.

C. An associate member shall receive the bulletin and all mailings. Only one named representative per firm will be eligible to vote at regular meetings but may have two voting members on the Board of Directors.

D. An associate member will be eligible to hold the office of Associate Liaison Officer and to hold chapter office. Aside from the Associate Liaison Officer, there shall be only one associate member serving as an executive officer at any time.

SECTION 3. AFFILIATE MEMBERSHIP

An affiliate member is any person who through his profession is affiliated with the landscaping or horticultural industry. An affiliate member is any person, who, through his profession is affiliated with the landscaping or horticultural industry such as professors, teachers, instructors, landscape architects, city, county or state supervisory personnel; and who applies for an affiliate membership in this Chapter, and whose dues are not delinquent. ***An affiliate member shall not have the right to vote or hold office, although he/she may serve on committees.***

SECTION 4.

All applications for regular, associate, or affiliate membership shall be sponsored by at least one member of the chapter and shall be submitted to the board of directors by the membership committee for approval. N.B. See state board policies for potential chapter liability.

Section 5. HONORARY MEMBERSHIP

Honorary membership may be conferred by the State board of directors or upon recommendation by a chapter or the executive board subject to the approval of the board of directors to any person who has rendered outstanding service to the landscape contracting industry or in fields of activity related thereto.

SECTION 6. STUDENT MEMBERSHIP

A student member is any ***full-time*** college or junior college student majoring in horticulture and in good standing. ***A student member shall not have the right to vote or hold office.***

SECTION 7. LIFE MEMBERSHIP

After twenty-five years of membership in good standing, the executive board will confer a life membership.

Life membership is extended to any regular or associate member recommended by the member's base chapter who has been in good standing for twenty-five (25) consecutive years. Life membership applies to the individual member only and excludes the member's business entity. A life member shall have no further dues obligations but shall be entitled to all the benefits previously enjoyed as a regular or associate member.

Article V
MEMBERSHIP DUES

SECTION 1.

Each regular member in good standing shall pay dues at the rate prescribed by the board of directors of the state association, with such payment to be made to the headquarters office. A member who did not pay dues for the preceding year and who is otherwise qualified, enters as a new member, at the discretion of the chapter board of directors.

SECTION 2.

Each associate, inactive, or affiliate member shall pay dues at the rate prescribed by the association. Such members shall pay dues to the state association's headquarters office at the beginning year, September 1, upon receipt of the dues invoice.

Article VII
TERMINATION OF MEMBERSHIP

SECTION I. REGULAR MEMBERSHIP IS TERMINATED BY:

A membership shall be suspended or terminated whenever the state Board of Directors in good faith determines that any of the following events have occurred.

- A. Death if the membership is a person
- B. Dissolution, if the member is a firm, partnership or corporation
- C. Failure to pay dues
- D. The termination, revocation or suspension of the C-27 (landscaping) or C-61 (sprinkler) contractor's license by the Contractors' State License Board, of a firm, partnership or corporation.
- E. In the case of a second partner, managing officer or supervisory employee of a firm or partnership, who was eligible to such membership pursuant to the membership of such firm or partnership, either (1) the termination of the membership held by such firm or partnership, or (2) the separation of such managing officer or supervisory employee from the service of such firm or partnership.
- F. In the case of a second officer, director, or supervisory employee of a corporation who was eligible to such membership pursuant to the membership of such corporation, either (1) the termination of the membership held by such corporation, or (2) the separation of such officer, director or supervisory employee from the service of such corporation.
- G. Dismissal from the Association by a three-fourth vote of the state board of directors at any duly convened meeting, after not less than ten days notice

with opportunity to be heard, for action found to have been contrary and detrimental to the principles or purposes of the association and only after a hearing and recommendation by the Executive Board of the Association.

G. Member obligation to follow association rules each member of this association agrees to be bound by the state bylaws, and any amendments thereto, and by the lawful actions or the state board or voting members or the association. A member may be reprimanded, fined, suspended, or terminated for cause by the state board. See 4.07 discipline (state bylaws) for procedure to be followed.

Article VIII **MEETINGS**

SECTION 1.

Monthly membership meetings are to be held on the second Thursday of each month, except July and August, unless changed by the board of directors. The membership shall be notified of such date and place of meetings at least five (5) days in advance.

SECTION 2.

Special meetings may be called by a three- (3) day notice by the president, board of directors, or by a Majority vote of the regular membership. Such meetings may be called only in an emergency, when the element of time is a factor.

SECTION 3.

The board of directors shall meet in regular session on the Wednesday following the monthly dinner meeting or as designated by the board of directors.

SECTION 4.

One half or more of the members of the board of directors shall constitute a quorum, provided one officer is present.

Article IX **CHAPTER OFFICERS**

SECTION 1.

The regular and designated officers of the chapter will be chairman of the board, president, vice president, secretary, treasurer, and associate liaison officer. The board may appoint or employ an executive secretary or director, who shall act in such capacity as may be designated by the board of directors.

SECTION 2.

The officers shall be elected annually during the month of October for a term of one (1) year. No person shall be eligible to hold the same office for more than two (2) consecutive years, except the secretary and treasurer. Officers shall take office at the beginning of the new calendar year, January 1.

SECTION 3.

Chairman of the board is the immediate past president and shall assist in promoting continuity in the local and state affairs. The president may confer additional duties or responsibilities.

SECTION 4.

The president shall preside at all meetings of the general membership and the board of directors. He shall have the general powers and duties of supervision and management pertaining to the office of president of a non-profit organization. He is a member of the state board of directors and the president's council.

Robert's Rules of Order will be followed. ***The standard code or parliamentary procedure by Sturgis will be the official guide for meetings.***

SECTION 5.

The Vice President shall discharge the duties of the president during the absence or incapacity of the president, or when the office of the president is vacant. He shall be the membership chairman and performs other duties as may be assigned by the president.

SECTION 6.

The Secretary shall keep a true and correct account of all meetings of the general membership and the board of directors and shall notify the members, officers and directors of such meetings. He shall maintain all general records of the chapter, and shall perform other duties as may be assigned.

SECTION 7.

The Treasurer shall collect all money due the chapter; pay all approved bills and present a financial statement at each regular board meeting. He shall have custody of all funds of the chapter and shall maintain the books and financial records thereof, and shall perform other duties as may be assigned.

SECTION 8.

Associate Liaison Officer will be voted into office in October by the associate members and shall perform other duties as may be assigned by the President.

SECTION 9.

The Women's Auxiliary/Grass Widows president or its representative is invited to attend the board meetings to coordinate the efforts of the Grass Widows and chapter activities. The Grass Widows shall have one vote.

SECTION 10.

The chairman of the board shall serve as the chairman of the nominating committee and the committee will consist of the chairman and the current slate of officers. The committee shall recommend to the board and the general membership the prospective officers for the coming year.

Article X
BOARD OF DIRECTORS

SECTION 1.

There shall be at least one director for every ten- (10) members. ***There shall be approximately twenty (20) directors. Larger groups may cause difficulty finding meetings places and may cause the monthly board meeting to be less effective.***

The board of directors shall consist of the officers and directors and the immediate past president.

SECTION 2.

Directors shall be designated by the incoming president and shall serve a term of one year. Their names will be presented at a regular dinner meeting for approval. They shall assume their office at the beginning of the new calendar year and only those on record will be entitled to vote at the board of directors meeting. The majority of the directors shall be regular members.

SECTION 3.

If a board member or chapter officer fails to attend three (3) consecutive meetings of the board without valid excuse, or otherwise fails to perform the duties of his office, the board may declare his office vacant; and in such event, or in any case in which it is necessary to fill a vacancy on the board of directors or any particular office, the president may appoint from the regular membership of the chapter a substitute to serve such remaining term of office.

SECTION 4.

Upon the resignation or death of a member of the board of directors the president shall appoint a member to complete the unexpired term.

SECTION 5.

The board of directors shall have supervision over all affairs of the chapter, authorize all expenditures of its funds, act on membership applications and resignations and perform all other acts it deems necessary for the benefit of the chapter and its members.

SECTION 6.

The board of directors shall have such powers as are generally vested in the board of directors of a non-profit organization.

Article XI
STATE DELEGATES OR BOARD MEMBERS

SECTION 1.

There shall be designated state delegates from the chapter representing the membership at all regularly scheduled meetings of the state association, to sit as a member of the board of directors. The delegates shall be appointed by the president.

SECTION 2.

There shall be two (2) alternate state delegates from the chapter appointed by the President.

SECTION 3.

The number of state delegates (board members) shall be designated by the state association's headquarters office; such allotment of state delegates shall be in

accordance with the number of regular members in good standing in the chapter during the calendar year.

SECTION 4.

The state delegates shall be:

A. The president of the chapter and such designated number of regular members appointed by the president.

8. Two (2) alternate delegates from this Chapter shall be appointed by the president.

SECTION 5.

Each of the previously selected state delegates and the associate liaison officer serving from the chapter shall be reimbursed for travel expenses when attending such state meetings of the association.

A. Such travel reimbursement shall be from available budgeted funds and prescribed by the board of directors of the chapter.

B. The president may receive up to two (2) times the regular delegate reimbursement as approved by the board of directors.

C. To be entitled to travel reimbursement, each representative must attend all business meetings.

Article XII
COMMITTEES

SECTION 1.

The president, subject to the approval by the board of directors, shall appoint the following committees annually.

A. Bulletin Editor

B. By-laws

C. Education and program

D. Garden show and chapter Project

E. Grievance

F. Labor Relations

G. Licensing

H. Membership

I. Public agencies

J. Public relations

K. Trophies and awards

L. Ways and Means

M. Nominating (Article IX Section 10)

N. Water Management

O. Certification

P. AMO Committee

Q. Sergeant at Arms

R. Ad hoc committee as needed

A chairman will normally chair committees. Chairmen of committees will serve on a one-year basis and shall be appointed or reappointed by the president. The

committee chairman will appoint members to the committee from the general membership to aid in carrying out the functions of the committee. The committee chairman shall be responsible to the appropriate officer and the president.

Article XIII
LIMITATIONS

SECTION 1.

The California nonprofit corporation law has precedent over the state bylaws and standing rules or board policies may changed by the Board of Directors with a majority vote.

Neither the board of directors, chapter officers, committee members shall take any action, which is incompatible with the objects or articles of incorporation of the state association or detrimental to its chapters.

SECTION 2.

No member of the chapter shall solicit or endorse the solicitation of the contributions, other than for an approved activity of the chapter, unless such endorsement is approved in advance by the board of directors.

Article XIV
AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed and new by-laws adopted by a two-thirds (2/3) vote of the regular members in attendance at a regular meeting, and subsequent to submission to the regular membership, at least thirty (30) days prior to voting.

Article XV
ADOPTION OF BY-LAWS

These by-laws, approved by a two-thirds (2/3) vote of the members present at a regular membership meeting, having had due and timely consideration, shall constitute the By-laws of the California Landscape Contractors Association, Inc., San Francisco Bay Area Chapter, until amended or repealed.

SIGNED: _____
Chapter President

SIGNED: _____
By-laws Chairman

DATE: