



Bylaws

Approved September 17, 2016

ARTICLE I: NAME

The name of this Organization shall be GWA: The Association for Garden Communicators ("The Organization")

ARTICLE II: PURPOSE

Section 1. DEFINITION.

The Organization shall be a not-for-profit organization for professional communicators in the green industry.

Section 2. PURPOSE.

GWA provides leadership and opportunities for education, recognition, career development and a forum for diverse interactions for professionals in the field of gardening communication.

ARTICLE III: MEMBERSHIP AND HONORS

Section 1. CLASSES AND QUALIFICATIONS FOR MEMBERSHIP

Membership is open to all who satisfy the conditions for membership as set forth below, as determined by the Organization. There is no maximum number of members. Members in good standing are those whose current dues are paid and who comply with the provisions of these Bylaws.

- A. **REGULAR MEMBER.** An individual actively or constructively engaged in professional horticultural communication and closely allied fields is eligible for Regular Membership. Horticultural communication shall be interpreted to include writing, editing, art, photography, blogging, teaching, speaking, public relations, radio and television broadcasting, curriculum development, and any similar activities related to horticulture. Dues shall apply.
- B. **EMERITUS MEMBER.** A Regular Member in good standing with at least ten (10) preceding consecutive years of membership may, upon retirement from garden communicating, become an Emeritus Member by requesting such status in writing. Emeritus Members shall be eligible for reduced dues as determined by the Board of Directors.
- C. **STUDENT MEMBER.** A post-secondary student enrolled in a program leading toward a degree or certificate and who is

genuinely interested in a full- or part-time career in horticultural communication (as interpreted in Section 1-A) shall be eligible for Student Membership. Student Members shall be eligible for reduced dues as determined by the Board of Directors, and are expected to apply for Regular Membership after meeting the requirements of Section 1-A.

- D. **ALLIED MEMBER.** A company or organization in an allied industry whose business practices are in harmony with the objectives of GWA may, upon payment of a sum determined by the Board of Directors, become an Allied Member. Privileges of Allied Members will be determined by the Board of Directors.
- E. **INSTITUTIONAL MEMBER.** A botanic garden, arboretum, plant society, educational institution or others that qualify, may upon payment of dues determined by the Board of Directors become an Institutional Member. Privileges will be determined by the Board of Directors.

Section 2. DUES

The Board of Directors may determine from time to time the amount of annual dues payable by each class of membership. Members whose dues are in arrears may be suspended after 90 days of grace.

Section 3. RIGHTS OF MEMBERS

- A. All members in good standing may vote, hold an elected or appointed office and serve on committees in the Organization.
- B. Only members in good standing may attend meetings of the Organization at the member rates, and only members in good standing may attend meetings specified to be for members only.
- C. Except as herein otherwise provided, membership shall be terminated by the death, resignation, or expulsion of a member or by the dissolution or liquidation of the Corporation; and any right or interest of a member shall terminate upon the happening of any such event or otherwise.

Section 4. HONORS

- A. **FELLOW.** A member in good standing who has demonstrated exceptionally high degrees of skill and professional ethics and dedication to the objectives of GWA, by recommendation of the Honors Committee and approval of the Board of Directors, shall be designated a Fellow. Dues shall apply.
- B. **HONORARY MEMBER.** A non-member who has contributed measurably to the objectives of GWA through professional or avocational activities, after recommendation by the Honors Committee and approval of the Board of Directors, shall be designated an Honorary Member. Honorary Members shall be excused from dues.
- C. **HALL OF FAME.** Membership in the Hall of Fame is the highest honor that GWA can bestow. A person whose life and career has materially reflected and advanced the objectives of GWA, by recommendation of the Honors Committee and approval of the Board of Directors, shall be designated a member of the Hall of Fame. Members of the Hall of Fame shall be excused from dues.

Section 5. MEETINGS

The Annual Meeting of Members shall be at such time and place as the Board of Directors may from time to time determine. A special meeting of the members may be called at any time by the President, the Board of Directors or not less than ten percent (10%) of the members.

Section 6. NOTICE

Notice of the time and place of all meetings, national and regional, of the members shall be mailed or delivered electronically at least twenty (20) days in advance of the meeting. Notice of special meetings shall specify the general nature of business to be conducted at such special meetings.

Section 7. VOTING

All individual members of the Organization shall be entitled to one vote. Each Allied Member shall designate a single voting representative.

Section 8. QUORUM

A quorum for the transaction of business at a meeting of the members shall be the lesser of 100

members or 10% of the total membership entitled to vote, either present in person or by proxy.

Section 9. MEMBERSHIP APPLICATION

Applications for membership shall be on a form supplied by the Organization and accompanied by one year's dues.

Section 10. TERMINATION OF MEMBERSHIP

The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

ARTICLE IV: REGIONS

- A. The membership shall be divided into groups based on as equal a representation of the membership as possible.
- B. The boundaries of each region shall be determined by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall consist of one National Director from each region, the Immediate Past President, the President, and the elected Officers. All officers and National Directors from each region are eligible to vote. Regional Directors may only vote on behalf of their region in the absence of the region's National Director.

Section 2. DEFINITION, ELECTION AND TERM OF DIRECTORS

- A. There shall be a National Director and two Regional Directors elected to represent each region.

A National Director shall be elected by all members for a three year term. The National Director is expected to attend Board of Director meetings, to serve as a liaison to a committee and as a liaison, report to the Board of Directors or Executive Director. The National Director shall reside in the region they serve. They are elected by members as defined in Article II. The

National Director also serves GWA as an ex-officio Regional Director.

Two Regional Directors shall reside in and be elected by the members of the region as defined in Article II. The primary responsibility of the Regional Directors is to develop programs and serve the needs of the members in the region. When the National Director is unable to attend a Board of Directors meeting, a Regional Director attends and votes. Regional Directors are expected to serve in accordance with the policies set forth by the Board of Directors.

- B. All National Directors shall be elected by a majority vote of the total number of members casting a ballot sent at least thirty (30) days in advance of the Annual Conference and complying with the ballot deadlines. The Regional Directors shall be elected by a majority vote of the members casting a ballot in their region and complying with the ballot deadlines. The term of National and Regional Directors shall begin after the announcement of their election at the GWA Annual Conference.
- C. A Nominations Committee shall be formed each year to review candidates and present a slate for elections. Every effort will be made to present two candidates for each officer and regional position that is up for election. This committee will be comprised of the Immediate Past President, an additional Past President and the National Director from each region. The Immediate Past President shall be designated as chair of the committee. When a National Director is up for election, the National Director seat on the Nominations Committee shall be given to the senior regional director (senior by tenure.)

Section 3. TENURE

National and Regional Directors may serve two consecutive terms but must then leave the Board of Directors for a minimum of one year before seeking re-election.

Section 4. VACANCIES

A vacancy in the Board of Directors shall be filled for the remainder of the term by appointment made by the President and approved by a majority of the Executive Committee.

Section 5. MEETINGS

Special meetings of the Board of Directors may be called at any time by the President. Upon request of a majority of the voting Directors, filed with the Executive Director, the President shall call a special meeting of the Board of Directors at the time and place specified in the request. All meetings of the Board of Directors may be held in person, by teleconference or video conference.

Section 6. NOTICE

Written notice of the time and place of the annual and all regular meetings of the Board of Directors shall be delivered at least fourteen (14) days in advance of the meeting to Board of Directors members. Written notice of the time and place of, and general nature of the business to be conducted at, all special meetings of the Board of Directors shall be delivered at least five (5) days in advance of the meeting to Board of Directors members.

Section 7. QUORUM

A quorum shall consist of two-thirds (2/3) of the voting Board of Directors. In the absence of the President and Vice President, one of the other Officers will be asked to chair the meeting.

Section 8. REMOVAL OF DIRECTORS

Any Director whose business, professional or other activities or interests are detrimental to the interests of the Organization or otherwise tend to discredit the Organization through association of such person as a representative of the Organization may, upon notice and opportunity to be heard, be removed as a Director upon approval of such action by at least two-thirds (2/3) of the other members of the Board of Directors, acting at any meeting of the Board, provided that notice of the proposed action is contained in the notice of the meeting. Any voting Director failing to attend at least one Board meeting and Annual Conference a year may be removed upon a majority vote of the other members of the Board, provided that notice of the proposed action is contained in the notice of the meeting.

Section 9. DUTIES

The Board of Directors is responsible for setting policy of the Organization, authorizing standing committees and conducting other business normally the prerogative of such a board. Board

of Directors members are expected to support and participate in all activities related to the Organization's fiscal health, including but not limited to membership recruitment/retention. Additional activities will be outlined in the Board of Directors policies. The Board of Directors may by a majority vote establish organization policies and modify them at any regular or special meeting as long as they are not inconsistent or in conflict with these Bylaws.

ARTICLE VI: OFFICERS

Section 1. OFFICERS GENERALLY, ELECTION

The Officers of the Organization shall consist of the Immediate Past President, President, Vice President, Treasurer and Secretary, all of whom need to have served at least one term as a National Director or at least two terms as a Regional Director. Officers, except the President and Past President, shall be elected by ballot. In addition to the powers and duties set forth in these Bylaws, each Officer shall have such powers and duties as are usually related to the office and as the Board of Directors may determine by resolution. All officers shall serve a two year term. The term of Officers shall begin after the announcement of their election at the GWA Annual Conference. Officers are removable by a two-thirds majority vote of the Board of Directors. The positions of Vice President, Treasurer and Secretary may all stand for contested election. The Vice President will ascend to the office of President and the President to Immediate Past President without election.

Section 2. PRESIDENT

The President shall preside at all meetings of the Organization, Executive Committee and the Board of Directors, call special meetings of the Organization, the Executive Committee and Board of Directors as indicated and, under the direction of the Board of Directors, have general supervision of the Organization and the direction of the expenditure of money except as herein provided.

Section 3. IMMEDIATE PAST PRESIDENT

The Immediate Past President assists the Board of Directors in the maintenance of continuity from one administration to the next. The Immediate Past President also serves as the President of the GWA Foundation Board of Directors.

Section 4. VICE PRESIDENT

In the absence of the President, the Vice President shall preside at all meetings of the Organization and of the Board of Directors. In the event of resignation, removal or death of the President, the Vice President shall exercise all the authority, privileges, and power of the President.

Section 5. TREASURER

The Treasurer shall be responsible, with the Executive Director, to prepare a budget; oversee all financial matters of the Organization; report on the finances, and oversee the audit of the financial records.

Section 6. SECRETARY

The Secretary shall oversee the keeping of records for all the proceedings of the Organization, Executive Committee and Board of Directors and shall act in such other capacities as may be required from time to time by the Board of Directors.

Section 7. VACANCIES

A vacancy of an Officer shall be filled by appointment of a present or past Board of Directors member by the President with approval by the Board of Directors. The appointed Officer will serve until the next election, when the office will be filled by an elected Officer.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1. APPOINTMENT

An Executive Director shall be appointed by the Board of Directors on recommendation by the Search Committee. The Executive Director may be an employee of the Organization, or a designated manager affiliated with an association management firm retained by the Organization. Terms and conditions of the appointment shall be covered in a contract and approved by the Board of Directors. The Board of Directors can remove the Executive Director for cause by a two-thirds majority vote.

Section 2. RESPONSIBILITIES

The Executive Director shall be the chief administrator for all Organization activities. Responsibilities are to accomplish the goals and objectives as defined and established by the Board of Directors. He or she reports directly to the President on day-to-day matters. The

Executive Director oversees all financial matters of the Organization in accord with the Treasurer and authorizes expenses within the approved budget. The Executive Director manages Organization staff to conduct business. The Executive Director is an ex-officio non-voting member of all committees, including the Executive Committee and Board of Directors.

ARTICLE VIII: FINANCES

Section 1. AUTHORITY

The funds of the Organization shall be expended by the Executive Director or, upon the absence or incapacity of the Executive Director, by the President or Treasurer in such amounts and for such purposes as have been approved by the Board of Directors.

Section 2. SIGNING OFFICERS

All checks shall be approved by one of the following: President, Treasurer or the Executive Director. The Executive Director or any Officer may be bonded for amounts so recommended by the Finance Committee.

Section 3. LIMITATIONS

Neither Officers nor Directors shall incur any debt or liability in the name of the Organization beyond the appropriations as set forth in the fiscal budget without a budget amendment.

Section 4. FISCAL YEAR

The fiscal year of the Organization shall be the calendar year.

ARTICLE IX: CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1. CONTRACTS

The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. All contracts must be signed by the Executive Director or President.

Section 2. LOANS

No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, transfers or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer or Officers, Agent or Agents of the Organization and in such manner as shall from time to time be determined by the Organization's fiscal policies and procedures.

Section 4. DEPOSITS

All funds of the Organization not otherwise employed shall be deposited to the credit of the Organization in such banks, trust companies or other depositories as advised by the Executive Director and approved by the Financial Committee.

ARTICLE X: COMMITTEES

Section 1. EXECUTIVE COMMITTEE

- A. The Officers of the Organization, (Immediate Past President, President, Vice President, Treasurer, Secretary), and Executive Director (ex-officio non-voting) shall be the Executive Committee which shall have and exercise the authority of the Board of Directors between meetings of the Board.
- B. A quorum shall consist of a minimum of two-thirds (2/3) of the Executive Committee.

Section 2. OTHER COMMITTEES

The President, with the approval of the Board of Directors, shall have the authority to create and dissolve committees as needed.

Section 3. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Appointments shall be for the remainder of the term of the committee member being replaced.

ARTICLE XI: INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION

The Organization shall defend and indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or employee of the

Organization, or is or was serving at the request of the Organization as a Director, Officer or Employee of another organization, or is or was a Director, Officer or Employee of the Organization serving at its request as an administrator, trustee or other fiduciary including attorney's fees, judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 2. INSURANCE AND OTHER INDEMNIFICATION

The Board of Directors shall have the power to (1) purchase and maintain, at the Organization's expense, insurance on behalf of the Organization and on behalf of others to the extent that power to do so has been or may be granted by statute, and (2) give other indemnification to the extent not prohibited by law.

XII. CONFLICTS OF INTEREST

There shall be a GWA "Conflict of Interest "policy included in the Board of Director policies that may be amended from time to time.

ARTICLE XIII: AMENDMENT OF BYLAWS

The Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the members in good standing present (or by proxy) at any regular or special meeting of the Organization, provided that such amendment has been recommended for adoption by the Board of Directors and a copy of such proposed amendment has been sent to all members at least fifteen (15) days in advance of such meeting. If no regular or special meeting can be arranged within thirty (30) days, the Bylaws may be altered, amended or repealed by ballot. Receipt of one hundred (100) valid ballots of the members in good standing shall constitute a quorum.