

American Public Gardens Association Bylaws

Article I - Mission and Vision

Section 1 – Mission and Vision

The Mission and Vision of the American Public Gardens Association (APGA) serve to direct the focus of the organization. As the mission and vision are subject to change with the needs of the organization, the mission and vision are not included in the bylaws but are referred to in this document as the Mission and Vision as approved by the APGA Board of Directors.

Article II - Membership

Section 1 – Eligibility

Any entity (person, organization, corporation, or partnership) who supports the Mission and Vision of the Association shall be eligible for membership in accordance with the bylaws and the rules and regulations from time to time in effect. There shall be no limit to the number of members.

Section 2 – Classes of Members

Classes of Members shall be set by the Association's Board of Directors.

Section 3 – Admission to Membership

Any entity meeting the qualifications of Sections 1 and 2 of the Article and interested in supporting the Mission and Vision of the Association may file application for membership herein on such form as the Association may from time to time prescribe. Membership shall commence upon acceptance of a person or organization as a member and the payment of the required dues.

Section 4 – Annual Dues

The annual dues of all classes of membership of the Association shall be approved by the Board of Directors.

Section 5 – Duration of Membership

Membership in the Association shall continue until terminated by death, failure to pay the annual dues or as otherwise provided in these bylaws or any amendment thereof. Membership may be withdrawn by the Board of Directors for due cause. Due cause shall be construed to mean use of membership in the Association to work for purposes inconsistent with those of the Association as set forth in Article I above.

Section 6 - Benefits of Membership

Benefits of all classes of membership in the Association, not otherwise specified in these bylaws, shall be approved by the Board of Directors.

Article III - Meetings of Members

Section 1 - Annual Business Meeting

The Annual Business Meeting of the members of the Association for the transaction of such business as may properly come before the meeting shall be held at such time and place as may be designated by the Board of Directors. The Annual Business Meeting of members of the Association may be held within or without the city and state in which the principal office of the Association is located.

Section 2 - Special Meetings

Special Meetings of members of the Association may be called by the President or a majority of the Board of Directors at such time and place as may be designated by the President or a majority of the Board of Directors, as the case may be. Special Meetings of members of the Association may be held within or without the city and state in which the principal office of the Association is located.

Section 3 - Notice of Meetings

Notice of each Annual Business Meeting and each Special Meeting of members of the Association shall be given by mail or other means, not less than thirty days preceding the date of the meeting, to all voting members at their last known address as shown in the books and records of the Association.

Section 4 - Quorum

Seventy-five voting members of the Association present in person shall constitute a quorum for the transaction of business at any Annual Business Meeting or Special Meeting of members of the Association. Only those members present may vote on business brought before any Annual Business Meeting or Special Meeting of members of the Association. If less than a quorum shall be present at any such meeting, the presiding officer may adjourn the meeting to a later date and notice of such adjourned meeting shall be given in the same manner as notice of the original meeting.

Article IV - Board of Directors

Section 1 – General Powers

The general control and management of all affairs of the Association shall be vested in a Board of Directors elected by the voting members.

Section 2 – Number, Methods of Election, and Tenure

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President, and a minimum of six and a maximum of twelve Directors-at-large. One-third of the Directors-at-large shall be elected prior to each Annual Meeting. At-large members of the Board of Directors of the Association shall be elected for a term of three years and serve until their successors take office. Directors-at-large may serve no more than two consecutive terms as Directors-at-large and may not be reelected to the Board of Directors until one year after the expiration of their last term. In the event that a Director-at-large is elected or appointed to an officer position on the Board of Directors without having completed the term as a Director-at-large, that member shall automatically resign the Director-at-large position upon commencement of the term as an officer. Terms of service on the Board of Directors shall begin immediately following the Annual Meeting of the Association.

Section 3 – Eligibility

Any Individual or Honorary Life member in good standing, not otherwise disqualified by reason of the limitations on consecutive terms provided for in Article IV, Section 2, may be elected an Officer or Director at large of the Board of Directors of the Association.

Section 4 – Vacancies

In the event of a vacancy in the Board of Directors by reason of death, elevation to officer, resignation, removal, or disability of a Director before the expiration of the term of office, the Nominating Committee shall nominate a candidate and a majority of the remaining Board of Directors will choose the successor from the nominee(s) for the balance of such unexpired term.

Section 5 – Removal

A Director may be removed from office for cause, on the affirmative vote of at least seventy five percent of the remaining Directors then in office, at a special meeting of the Board of Directors called for the stated purpose of voting on the removal of such Director; however, any Director to be removed shall have the right to attend such special meeting and to present pertinent evidence in his or her own behalf.

Section 6 - Special Meeting

The President may, and upon the written request of at least one-third of the Directors shall, call a special meeting of the Board of Directors upon written notice no more than thirty, nor less than fourteen days in advance at such time as shall be designated by the President in the written notice.

Section 7 – Quorum

Except as otherwise provided in these bylaws or by Statute, a majority of the Directors shall constitute a quorum and a majority of the Directors present at a meeting at which a quorum is present shall be authorized to conduct all affairs for and on behalf of the Association.

Section 8 – Compensation

Directors shall not be compensated for their services, but by resolution of the Board of Directors, reimbursement of expenses incurred in the performance of their duties may be allowed.

Section 9 – Executive Committee

The Executive Committee shall consist of the Immediate Past President, President, Vice President, Secretary, Treasurer, and Executive Director (ex-officio). The Executive Committee shall possess all powers of the Board of Directors in the interim between regular or special meetings of the Board.

Section 10 – Finance Committee

The Finance Committee shall consist of the Immediate Past President, President, Vice President, Secretary, Treasurer and Executive Director (ex-officio).

Article V – Officers

Section 1 – Election of Officers

The Officers of the Association shall serve as members of the Board of Directors and shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers, other than the Immediate Past President, shall be elected from Individual, Honorary Life and Emeritus members for a term of two years and serve until their successors take office. Officers may serve no more than two consecutive terms in any one office and may not be reelected as an officer until one year after the expiration of their last term

Section 2 – President

The President shall preside at all meetings of the Board of Directors, Executive Committee, and general membership. The President shall have such other powers as may from time to time be prescribed by the Board of Directors.

Section 3 – Vice President

The Vice President shall, in the absence of the President, perform the duties of the President and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors.

Section 4 – Secretary

The Secretary shall be responsible for recording the minutes of Board Meetings, Executive Committee Meetings and Finance Committee meetings, and for circulating those minutes to the appropriate members of the those Committees. The Secretary shall verify election votes for officers, Directors at large, and any changes to the Bylaws.

Section 5 – Treasurer

The Treasurer shall be responsible for transmitting the financial reports of the Association to the Board of Directors, and for ensuring the annual audit is conducted and all necessary tax filings are made in a timely manner. The Treasurer shall preside at all Finance Committee meetings.

Section 6 – Immediate Past President

The Immediate Past President shall chair the Nominating Committee and shall perform such duties and have such other powers as may be prescribed by the Board of Directors.

Section 7 – Executive Director

The Executive Director shall be the chief executive of the Association and shall be appointed by and serve at the discretion of the Board of Directors. The Executive Director shall be responsible for the management of the Association and be given the necessary authority and responsibility for the daily operation of the Association subject to the policies of the Board of Directors. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act.

Article VI – Committees and Sections

Section 1 – Nominating Committee

The Nominating Committee shall consist of the Immediate Past President, the Vice President, the Chair of the Council of Sections, one former Board member, one Director-at-large, and two members at large. The Immediate Past President shall serve as the Chair of the Nominating Committee. All members of the Nominating Committee shall be chosen by the Chair and must be individual members of the Association in good standing. The members of the Nominating Committee shall be in place by the end of the winter meeting of the Board of Directors. The term of the Nominating Committee shall be from the close of the winter meeting of the Board of Directors through the end of the next winter meeting of the Board of Directors.

Section 2 – Standing Committees

The Board may establish Standing Committees as it deems necessary from time to time. The President shall appoint the chair and members of each Standing Committee and shall be an ex-officio member of each Committee. The term of Committee members shall last as long as the term of the appointing President.

Section 3 – Professional and Garden Sections (hereafter referred to as “Sections”)

Professional Sections are discipline focused groups of individual members and Garden Sections are representatives from specific garden types. Sections provide opportunities for interaction among Association members and outside of the Public Garden profession on matters related to the profession and advance the Mission and Vision of the Association. Participants in Sections must be individual members or the primary contact for an institutional member. Each Section shall nominate a chair and vice chair, who must be individual members in good standing, to be approved annually by the Board of Directors.

Section 4 – Council of Sections

There shall be a Council of Sections consisting of the Chair of each Section. The Council of Sections shall elect a Chair from among its membership and will hold at least one meeting during the year. The Chair of the Council shall act as a liaison to the Board of Directors. The Chair of the Council of Sections shall serve on the Nominating Committee.

Section 5 – New Sections

Members wishing to create a Section shall develop a Statement of Purpose for the Section and shall demonstrate interest through a petition signed by no fewer than twenty individual members. The Statement and the Petition shall be submitted to the Council of Sections for review. Upon approval of the Section by the Council, the Chair of the Council shall forward the Council’s recommendation to the Board of Directors at its next scheduled meeting.

Section 6 – Dissolution of Sections

The Board of Directors may at its discretion determine that there is a lack of interest in a Professional Section and may choose by a majority vote to eliminate that section at which time the Board shall inform the Council of Sections of its decision

Section 7 – Regions

The Board of Directors may at its discretion determine that there is a need for the Association to be divided into regions. The geographic boundaries of the regions will be determined by the Board of Directors and may only be changed with approval from the Board of Directors. Any meetings of regions are not to conflict with the Annual Conference of the Association.

Article VII -- Election Process

Section 1 – Eligibility

In the election of Officers and Directors and in any other matters subject to vote by members of the Association, only Individual, Honorary, Life, Emeritus and the representatives of Institutional members in good standing shall have a right to vote. Each Institutional Member shall be entitled to one vote to be cast by its chief executive officer or a properly accredited representative. Each voting member shall be entitled to one vote on each question submitted at an Annual or Special Meeting of members of the Association. All questions at any meeting at which a quorum is present shall be decided by a majority vote of those present.

Section 2 – Nominations

No later than fifteen days prior to the winter meeting of the Board of Directors, the Nominating Committee shall transmit through the Chair, a slate of candidates consisting of one candidate for each vacant office and a number of candidates equal to the number of open Director-at-large positions on the Board. All candidates for the Board must be individual members of the Association in good standing. The slate of candidates shall, as far as practically possible, reflect the diversity of the membership.

Section 3 – Voting

The Board of Directors shall present the slate of candidates to the membership no fewer than sixty days prior to the Annual Business meeting. The election of Officers and Directors shall be conducted by mail or electronic mail. At least forty-five days prior to the Annual Business Meeting of members of the Association, the Secretary shall send to all voting members a ballot prepared by the Nominating Committee which must be marked as specified and returned by the date specified by the Secretary. Ballots of the voting members, duly marked and returned, shall decide the election. In event of a tie vote for any office, the tie shall be resolved by vote of the Board of Directors.

Article VIII – Financial Management

Section 1 – Financial Obligation

The Staff of the Association shall not enter into financial obligations without the express approval of the Board of Directors, but this provision shall not prevent the Executive Director from incurring debts within the limits of the Annual Operating Budget approved by the Board of Directors, for the purpose of fulfilling the Executive Director's role in administering the Association.

Section 2 – Signing Authority

The Treasurer of the Board and the Executive Director of the Association shall have the authority to sign checks and authorize the deposit of funds in financial institutions in accordance with the financial and investment policies of the Association.

Section 3 – Audit

At the Annual Conference of the Association, the Treasurer shall present the results of an independent audit to the Board of Directors. The Board shall formally approve the Audit at that meeting.

Article IX - General Provisions

Section 1 – Principal Office

The principal office of the Association shall be designated by the Board of Directors.

Section 2 – Seal

The Association shall have an official seal in such form as approved by the Board of Directors; however, no seal shall be required to be affixed to any document unless required by the law of the state in which the document is being used with the approval of the Secretary.

Section 3 – Fiscal Year

The fiscal year of the Association shall end on the last day of February.

Section 4 – Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors and Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters in which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article X – Amendment

Section 1 – Amendment

Amendments to the bylaws may be recommended by the Board of Directors or proposed to the President in writing signed by no fewer than one hundred Individual or Institutional Members in good standing and with voting privileges. The President shall see to informing all Members in good standing of such proposed amendments by mail, email or by publication in the newsletter. Such proposed amendments shall become effective upon a two-thirds affirmative vote of all returned mail ballots received within the period specified for voting, provided Members shall be notified of proposed amendments at least forty-five but not more than sixty days in advance of the deadline for return of ballots to the Association office. Notice shall be deemed given on the date of mailing of the publication or other correspondence.