

**BYLAWS OF THE**  
**SOUTH CAROLINA GREEN INDUSTRY ASSOCIATION**  
*AS OF JULY 1, 2017*

**ARTICLE I - NAME, PURPOSE, ORGANIZATION, AND OFFICES**

SECTION 1. Name. The name of the corporation shall be the South Carolina Green Industry Association (“Association”).

SECTION 2. Purpose. The purpose of Association includes the following:

To promote research and continuing education regarding issues of concern to the green industry, with a particular focus on best practices related to safety, environmental sustainability, and cost effective operations;

To foster scholarship and increased professionalism among green industry practitioners through an enhanced understanding of issues related to the growth and development of grasses, ground covers, ornamental landscaping trees, shrubs, vines, other plant materials and related topics;

To host and facilitate networking and business development opportunities for professionals in the green industry;

To advocate for thoughtful legislation, regulations, and other governmental policies that encourage a vibrant green industry; and

To promote the statewide green industry through increased visibility of the South Carolina Green Industry Association and individual members.

The Corporation shall operate exclusively for purposes allowed of tax-exempt labor, agricultural, or horticultural organizations pursuant to 26 U.S.C. (“the Internal Revenue Code”) Section 501(c)(5) and the South Carolina Nonprofit Corporation Act of 1994, as amended (“the Nonprofit Act”).

SECTION 3. Organization. Association is and shall be a nonprofit, public benefit corporation (i) organized and existing in accordance with the provisions of Section 501(c)(5) of the Internal Revenue Code and the regulations thereunder, and Sections 12-6-540 and 12-6-550, Code of Laws of South Carolina, 1976, as amended; and (ii) incorporated under the Nonprofit Act.

SECTION 4. Offices. The principal office of Association shall be located at such place as may be designated by the Board of Directors. Association may have such other offices as shall be appropriate or necessary for the conduct of the affairs of Association. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of Association’s officers.

The registered office of Association required by Section 33-31-501 of the Nonprofit Act to be maintained in the State of South Carolina may be, but need not be, identical with

the principal office of Association, and the address of the registered office may be changed from time to time by Association.

## **ARTICLE II - MEMBERSHIP**

SECTION 1. General Rights and Powers. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the qualifications, rights, privileges, dues, sponsorships, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors.

SECTION 2. Membership. There shall be four classes of membership of Association: Individual, Student, Educational, and Honorary.

1. Individual membership is open to individuals interested in the objectives of Association who are engaged in business for profit wherein the purposes and objectives of Association are pertinent and material to such business.
2. Student members are students currently enrolled in curricula related to the green industry.
3. Educational members shall be those persons associated with institutions of higher learning that are resources for organizing conference programs, publications and activities of Association.
4. Honorary members shall be individuals who have contributed meritorious service in areas outlined in Association's objectives and are elected by two-thirds vote of the Board of Directors. Honorary members shall have full membership privileges for life without having to pay membership or annual conference fees.

SECTION 3. Entry of Members. Individuals and organizations applying for membership and satisfying all requirements established by the Articles of Incorporation, these Bylaws, and any other conditions approved by the Board shall be entered on the membership rolls of Association.

SECTION 4. Voting Rights. Voting members include individual members and educational members classified under membership pursuant to Article II, Section 2. The Board of Directors shall have the authority to establish and define non-voting categories of membership and criteria for voting members may be altered by the Board of Directors.

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, each Voting member shall be entitled to one vote on each matter upon which voting members have voting rights.

Only voting members shall have the right to vote, as set forth in these Bylaws: (1) on the election of directors, (2) on the disposition of all or substantially all of the assets of Association, (3) on any merger, and (4) on any election to dissolve Association.

SECTION 5. Annual Meeting. There shall be held annually, at such time and place as the Board of Directors may designate, an annual meeting of the Members of Association. At such meeting, the President and Treasurer shall report on the activities and financial condition of Association and such other business as may come before the meeting.

SECTION 6. Special Meetings. A special meeting shall be held on call of a majority of the Board or if five percent of Members with voting power sign, date, and deliver to any Association officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SECTION 7. Quorum. Not less than five percent of voting members shall constitute a quorum to transact business at the Annual Meeting or at any special meeting of Association. For purposes of establishing a quorum at the Annual Meeting, voting members are individual members and educational members classified under membership pursuant to Article II, Section 2 who were members as of November 30 of the preceding calendar year.

SECTION 8. Notice of Meetings. Notice for meetings of the membership shall be issued in a fair and reasonable manner pursuant to the requirements of Section 33-31-705 (or successor provision) of the South Carolina Nonprofit Corporation Act.

SECTION 9. Termination of Membership. A membership may be terminated on occurrence of any of the following events:

1. Resignation of a member;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
3. Failure of a member to pay timely any dues or fees owed; or
4. Based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, the failure of a member, to a material and serious degree, to observe the rules of conduct of Association or the engagement in conduct materially and seriously prejudicial to the purposes and interests of Association.

SECTION 10. Suspension of Membership. A Member may be suspended based upon the grounds listed in Section 9(3) or 9(4) of this Article.

SECTION 11. Procedure for Termination or Suspension. Before action to terminate a member pursuant to Section 9(3) or 9(4) or to suspend a member pursuant to Section 10 of this Article, the Member must be given not less than fifteen days' prior written notice, sent by first class or certified mail, of the proposed suspension or termination and the reason therefor. Not less than five days before the effective date of the suspension or termination, the Member shall be given the opportunity to be heard orally or in writing.

SECTION 12. Payment of Obligations. Termination or suspension of membership does not relieve the Member from liability for dues, assessments, or fees as a result of obligations incurred or commitments made prior to termination or suspension or to any obligations that continue to accrue. No portion of any dues paid by any Member shall be refundable because membership is terminated or suspended for any reason.

### **ARTICLE III - BOARD OF DIRECTORS**

SECTION 1. Duties of Directors. The business and affairs of Association shall be managed by its Board of Directors, who may exercise all such powers of Association and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, or these Bylaws.

The Board is responsible for overall policy and direction of Association and may delegate authority for day-to-day operations to the Executive Director.

SECTION 2. Number and Terms of Directors. The number of Directors shall not be fewer than eight nor more than twelve. For purposes of seating an initial Board of Directors, the incorporators of Association shall select at least eight Directors with staggered terms of one year, two years, and three years to ensure a periodic rotation of new Directors to the Board.

Directors shall serve staggered terms of three years, which expire at the end of the fiscal year. Directors may not serve for a period exceeding two consecutive terms from the date of their first election or appointment to a full term. After serving two consecutive terms, a director will be eligible for re-election or re-appointment to the Board after one year has elapsed since the expiration of his or her last term.

SECTION 3. Educational Advisors. In addition to Directors elected by Association members pursuant to Article III, Section 5, the Board of Directors shall include at least one and no more than two ex officio Educational Advisors. Educational Advisors are provided with permanent nonvoting seats on the Board of Directors, however the persons filling these positions are elected by the Board of Directors.

An Educational Advisor shall be an employee of Clemson University or other South Carolina higher education institution working in a horticultural-related field. Educational Advisors shall also serve on the Executive Committee.

SECTION 4. Qualifications of Directors. Association shall seek to ensure that the composition of the Board is reflective of the diversity of its membership and the green industry in South Carolina.

Each person nominated for service on the Board must be an individual member or educational member or representative of an educational organization or other entity that has demonstrated support of the green industry or its mission. At least one board member shall be an owner-operator of a landscape company. No more than one director shall be represented from a single member organization at any given time.

SECTION 5. Election. The Board of Directors shall select a Nominating Committee for the purpose of recruiting, screening, and nominating Directors.

The Nominating Committee shall develop and recommend a slate of directors to the Board of Directors for approval. Upon approval, the Board of Directors shall then present a recommended slate of Directors to the members via a written or electronic ballot, containing the slate and any other information required by Section 33-31-708 (or successor provision) South Carolina Nonprofit Corporation Act.

Ballots and related information shall be sent for approval to the contact person at the email address of record for each member entitled to vote. Ballots must be sent no fewer than fourteen days prior to the deadline for receipt of completed ballots. Completed ballots may be returned by mail, facsimile, or email to Association.

The slate shall be deemed approved upon Association receiving a majority of affirmative votes cast by at least ten percent of the Members entitled to vote on the matter.

SECTION 6. Removal. A director may be removed from office without cause by a majority vote at a meeting of the members entitled to vote called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

A director may be removed from office with cause by a two-thirds affirmative vote of the members of the Board of Directors present and voting at which a quorum is present.

The Board may establish in its governing policies a definition of “cause” and, further, may establish a minimum attendance requirement for directors. Directors who fail to meet the minimum attendance requirement are removed automatically unless the Board specifically grants an exception by a majority vote of those present and voting.

SECTION 7. Resignation. A Director may resign upon written notification to the President or Secretary.

SECTION 8. Vacancies. Whenever a vacancy occurs due to death, resignation, or removal, the President, with approval of the Board, may appoint a new Director to fill the unexpired term.

SECTION 9. Compensation and Liability. No Director shall receive any compensation for service in such capacity as a Director. The Board of Directors may authorize the payment of, or reimbursement for, all actual expenses of each Director if such is approved in advance. The Directors shall not be liable for loss to Association, including any loss incurred on investment of Association’s funds, except in the event of intentional misconduct.

#### **ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS**

SECTION 1. Regular Meetings. The Board of Directors shall hold regular meetings at least four times each fiscal year at such place and time as may be designated by the Board.

SECTION 2. Special Meetings. A special meeting of the Board of Directors may be held upon the call of the President and shall be held upon the request of members of the Board of Directors constituting not less than twenty (20%) percent of the total members of the Board of Directors then serving.

SECTION 3. Notices. Notice of a regular meeting of the Board of Directors shall be given as soon as reasonably possible, but in any event at least twenty-four (24) hours prior to the time set for such regular meeting. Notice of the date, time, and place of any special meeting shall be given to each board member no less than five (5) days prior to

the meeting. Such notices shall be given in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, such as e-mail, facsimile, or voice mail, or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these Bylaws) objects to and does not thereafter vote for or assent to the objected-to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

SECTION 4. Quorum. Except as may otherwise be provided for in the Articles of Incorporation, or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present. A quorum is not necessary to adjourn a meeting.

SECTION 5. Meeting by Conference Telephone or Electronic Communication. Members of the Board of Directors may participate in a meeting by means of a conference telephone, similar communications equipment, or electronic means by which all directors participating may hear each other simultaneously during the meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 6. Open Meetings. Meetings of the Board of Directors shall be open to all Association Members. The Board of Directors retains the right to meet in executive session at such time and for any reason as it deems necessary or appropriate.

SECTION 7. Action Without Meeting. Any action permitted by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors of Association then in office. Such action shall be effective upon the signature of the last director so signing unless otherwise provided therein. Such consent shall have the same force and effect as a majority vote of the Board of Directors taken at a meeting of the Board and may be described as such.

## **ARTICLE V - OFFICERS**

SECTION 1. Board Officers. The officers of the Board shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President, and such other assistants and other officers as the Board may designate from time to time. The offices of President-Elect, Secretary, and Treasurer shall be chosen by the Board of Directors annually. The President-Elect shall succeed to the office of President upon any vacancy in that office, whether vacancy is caused by expiration of eligibility to hold office, resignation, failure of reelection, or removal. No person shall concurrently hold more than one office except for that of Secretary and Treasurer.

SECTION 2. Term. Officers shall serve for a term of one year. Officers may not serve for a period exceeding two consecutive terms from the date of their first election or appointment to a full term. After serving two consecutive terms, an officer will be eligible for re-election or re-appointment after one year has elapsed since the expiration of his or her last term. Notwithstanding any other provision in these Bylaws to the contrary, all Officers may serve as prescribed in these Bylaws and remain as a Director for the duration of the term for such office, although he or she may have exceeded eligibility to serve as a director.

SECTION 3. President. The President shall chair the annual membership meeting and all meetings of the Board of Directors and shall perform the following duties and responsibilities:

1. Except as provided herein, appoint the chairs of all committees and serve as liaison to Association's board, committees, and staff;
2. Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and by board resolutions; and
3. Such other responsibilities as prescribed in these Bylaws or as may be assigned by the Board.

SECTION 4. President-Elect. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as the Board shall assign from time to time.

SECTION 5. Secretary. The Secretary shall record, or cause to be recorded, all votes and the minutes of all meetings of the Board of Directors and the Executive Committee and shall ensure the integrity of Board documents. In the event of the Secretary's absence from a meeting of the Board or Executive Committee or the Secretary's inability to perform its duties, the President may designate a temporary substitute.

SECTION 6. Treasurer. The Treasurer shall prepare an annual financial report prior to each annual meeting of the Board of Directors and the members in such form and containing such information as may be from time to time be directed by the Board. The Treasurer shall also provide such other financial records and reports as may be requested by the Board. The Treasurer shall sign such documents as may require the Treasurer's signature and shall perform such other duties as may be required by law. The Treasurer shall also ensure the integrity of Association's financial reporting in conformance with Board policies.

## **ARTICLE VI - COMMITTEES**

SECTION 1. Executive Committee. The Executive Committee shall consist of the officers of Association as described in Article V, Section 1 and Educational Advisors as described in Article III, Section 3, and may include the heads of standing committees appointed by the President. The President shall serve as chair of the Executive Committee. The Executive Committee will have full authority to act for the Board in managing the affairs of Association on urgent and time-sensitive matters between

meetings of the Board, except that the Executive Committee shall have no authority to authorize distributions; approve Association's liquidation or dissolution; approve the merger of Association with another entity; approve the sale, pledge, or transfer of all or substantially all of Association's assets; or approve the hiring or termination of the Executive Director. Approval of a majority of Executive Committee members shall be required to authorize action.

SECTION 2. Other Committees. The President shall assign, from the Board of Directors or membership, members of the standing committees: Finance; Marketing; Public Relations and Communication; Education; Legislative; and Trade Show. Additionally, the President may form such other committees, advisory bodies, and task forces as are deemed advisable and may appoint such directors, non-directors, Members, and non-Members to such bodies as the President may from time to time determine.

## **ARTICLE VII – EXECUTIVE DIRECTOR**

SECTION 1. Selection Process. The Executive Director shall be recommended by such committee or body of persons as established by the Board of Directors, and shall be hired with approval of a majority of the full Board of Directors.

SECTION 2. Responsibilities. The Executive Director shall manage Association's day-to-day operations and be responsible for its staff, budget activities, committees, and implementation of action items. The Executive Director may attend all meetings of the Board, the Members, or committees except when the Executive Director's performance or compensation is to be discussed. The Executive Director shall be responsible for hiring, discharging, directing, and supervising the staff and contractors of Association, with the exception of audit firm, who shall be hired by the Board. The Executive Director in general shall perform all duties incident to the President of Association and such other duties as may be prescribed by the Board from time to time.

SECTION 3. Signature Authority. The Executive Director may sign all documents and contracts binding on Association which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Nonprofit Act, the Board, or these Bylaws to some other officer or agent of Association, or shall be required by law to be otherwise signed or executed.

SECTION 4. Budget. The Executive Director, with the cooperation of the President and the Finance Committee, shall assist in the preparation of the annual budget. The Executive Director shall be responsible for all expenditures within the approved budget.

## **ARTICLE VIII - INDEMNIFICATION AND INSURANCE**

SECTION 1. Indemnification Scope. Association shall indemnify, defend, and hold harmless Association's Directors and Officers to the fullest extent permitted by and in accordance with the Nonprofit Act. The plan of indemnification shall constitute a binding agreement of Association for the benefit of the Directors and Officers as consideration for their services to Association, and may be modified or terminated by the Board only prospectively. Such right of indemnification shall not be exclusive of any other right

which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their right under this Article.

SECTION 2. Indemnification Plan. The Board may from time to time adopt an indemnification plan implementing the rights granted herein. This plan shall set forth in detail the mechanics of how the indemnification rights shall be exercised, provided that the plan shall include that the Directors shall not be indemnified until twenty (20) days after notice is given to the South Carolina Attorney General as provided in Section 33-31-855(d) (or successor provision) of the South Carolina Nonprofit Corporation Act.

SECTION 3. Directors & Officers Insurance. The Board shall cause Association to purchase or maintain insurance on behalf of any person who is or was a Director, Officer, or ex officio Educational Advisor of Association against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not Association would have the power to indemnify such person.

SECTION 4. Other Insurance. The Board may cause Association to purchase or maintain insurance on behalf of any person who is or was serving at the request of Association as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not Association would have the power to indemnify such person.

## **ARTICLE IX - FINANCE AND TRANSACTIONS**

SECTION 1. General. Management of Association's finances and contracts shall comply with Board directives and policies. The Executive Director is authorized to pay all expenditures consistent with the approved budget and to make all commitments except those financial and contractual commitments the Board has reserved to itself.

SECTION 2. Payments. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Association shall be signed by two of the following; the Executive Director, the Treasurer or the President of the Association.

SECTION 3. Fiscal Year. The fiscal year of Association shall begin on the first day of July of each year and shall end on the thirtieth day of June of the next year, unless otherwise specified by the Board of Directors.

## **ARTICLE X - MISCELLANEOUS**

SECTION 1. Conflicts of Interest. The Board of Directors shall adopt and enforce a Conflict of Interest Policy, which shall be distributed to each officer, director, employee or volunteer acting on behalf of Association. Each such person shall annually sign a form acknowledging receipt of the statement and declaring any conflicts of interest affecting Association. Any Director who shall apply for any staff position with Association or any

future organization controlled by Association shall resign from the Board prior to taking any affirmative act towards gaining such employment. Any Director who shall have failed to resign prior to taking such affirmative act shall be deemed to have resigned upon the taking of the act.

SECTION 2. Parliamentary Authority. Conduct of the business and meetings of Association shall be governed first by the Articles of Incorporation and the Bylaws, insofar as they are not inconsistent with those sections of the Internal Revenue Code governing the tax-exempt status of Association and the South Carolina Nonprofit Corporation Act. Matters not addressed by the Articles of Incorporation or these Bylaws shall be governed, first, by the Nonprofit Act, as amended, and second, by the Robert's Rules of Order.

## **ARTICLE XI - AMENDMENT OF BYLAWS**

SECTION 1. Amendment. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, these Bylaws may be amended, modified, supplemented, or replaced in whole or in part by a three-quarters majority vote of the full Board of Directors.

SECTION 2. Notice. Written notice of any such amendment, modification, supplement, or repeal shall be accompanied by a copy or summary of the proposed change or state the general nature of the change. This notice shall be sent not less than seven (7) days prior to the meeting and may be sent by electronic communication; by regular United States mail, first class or priority mail with postage prepaid; or by submitting same to an overnight courier service to each Director then in office at his or her last known address.