



Bylaws

Revised March 23, 2017

Article I NAME

The name of this corporation shall be the Garden Centers of Colorado, a nonprofit Colorado Corporation, hereafter referred to as the "Association."

Article II OBJECTS AND PURPOSE

The purpose of the Garden Centers of Colorado is to support independent garden centers to competitively deliver successful gardening by providing members with education programs, product services, and promotion activities for greater value and service to Colorado gardeners.

Article III BOARD OF DIRECTORS AND DUTIES

Section 1. The property and affairs of the corporation shall be conducted and managed by the Board of Directors. The Board of Directors shall have the power on behalf of the corporation to enter into contracts, sell and convey any real or personal property of the corporation when it believes those transactions will further the objectives of the corporation.

Section 2. The Board of Directors shall consist of six (6) elected active members, one (1) appointed educational member, the immediate Past President, and up to four (4) additional associate or educational members appointed by the board. Only Active Members of the corporation shall be eligible to serve as officers of the Board of Directors.

Section 3. The term of office of elected Active Member Director is two years. The term of office of Appointed Directors is two years.

Section 4. Each director shall have one vote on the Board of Directors.

Section 5. A. Fiscal Year: The fiscal year shall be the calendar year. Dues may be collected on a basis other than a calendar year and the Board of Directors may set that basis from time to time, currently from July 1 to June 30.

B. Board Year: the board year shall start with the first board meeting following the annual meeting and run for one year.

Section 6. The Board of Directors may appoint such other officers, agents or managers as it may deem necessary, who shall perform the duties outlined by the Board of Directors and serve at the discretion of the Board of Directors.

Section 7. The Board of Directors may from time to time establish such committees as they feel are required to carry out the objectives of the association. Section VII establishes the standing committees of the Association.

Section 8. If a vacancy should occur on the Board of Directors for any director for any reason, the vacancy will be filled for the unexpired portion of the term of that director by the Board of Directors

Section 9. Each director shall serve until his successor is appointed or elected.

Section 10. The Board of Director members shall not receive any compensation for services to the corporation.

Section 11. The President may, with Board approval, ask any Board Member to resign if he was absent from at least three Board of Directors meetings in a board year.

Section 12. The initial Board of Directors, to take office upon the approval of the original bylaws by the members, and serve until new directors are elected, were as follows:

1. Director—Carl Anderson, Arapahoe Acres
2. Director—Steve Echter, Echter’s Greenhouses
3. Director—Al Gerace, Welby Gardens
4. Director—Steve Koon, Englewood Garden Center
5. Director—Mike Paulino, Paulino Gardens
6. Director—Brian Wheat, Lafayette Florists and Greenhouses
7. Director—Frank Yantorno, Center Greenhouses

Section 13. Any referral in these bylaws to he, his, or other male reference, means either male or female.

Section 14. A Director of the Corporation shall discharge his duties as a Director, including his duties as a member of any committee of the Board on which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In discharging his duties, a Director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, prepared or presented by persons and groups listed in subparagraphs (a), (b) and (c) of this Section, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be or become unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports and statements a Director is entitled to rely are:

- (a) Officers and employees of the Corporation whom the Director reasonably believes to be reliable and competent in matters presented;
- (b) Legal Counsel, Public accountants and other such persons as to matters which the Director reasonably believes to be within such Persons’ professional or expert competence; and
- (c) A committee of the Board on which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Article IV OFFICERS AND DUTIES

Section 1. The officers of the corporation shall consist of a President, Vice President, Treasurer and Association Manager. The President, Vice President and Treasurer shall be elected from among the Director members of the Board of Directors. The Association Manager of the corporation may be an appointed position and shall be the secretary and registered agent of the corporation.

Section 2. The President shall be the chief elected officer of the corporation. He shall preside at all meetings of the members and the Board of Directors. He shall have general oversight, control and management of the conduct of business of the corporation and shall communicate all matters of importance to the membership of the corporation. He shall be empowered to execute all contracts, deeds, mortgages, bill of sale, sign all drafts, checks or orders of any kind for money from the treasury and other instruments authorized to be executed by the Board of Directors. He shall appoint, with Board of Directors ratification, the members of all committees.

Section 3. The Vice President shall be empowered to exercise all the authority, privileges and powers of the President in case of the President’s absence, resignation, death or inability to act. He shall perform such other duties as are assigned to him by the Board of Directors.

Section 4. The Association Manager shall attend all meetings of members and board of directors of the corporation. He shall keep all minutes, records and votes taken at such meetings. He shall keep proper books of record of the corporation and be responsible for the custody of the corporation funds, securities and all assets. He will keep accurate records of accounts, deposit all monies and disburse funds as directed by the Board of Directors and be responsible for regular reporting of the financial condition of the corporation to the Board of Directors. The Association Manager at all times shall be responsible to the Board of Directors and shall perform such duties as are assigned to him by the Board of Directors.

Section 5. The Treasurer is empowered to sign all drafts, checks or orders or any kind of payment of money from the Treasury of the association providing authorization has been granted by the Board of Directors. He shall be responsible for overseeing the financial condition of the corporation at all times.

Section 6. Vacancies among officers and agents may be filled at any meeting of the Board of Directors.

Section 7. The officers of the corporation are the executive committee of the Board of Directors. They can meet and make recommendations to the full Board of Directors. They can be empowered by the full board to act in their stead except as may be limited by law.

Section 8. The officers of the corporation shall be elected at the first meeting of the Board of Directors after the annual meeting of the corporation.

Section 9. Roberts Rules of Order will govern the activities of all meetings of the association.

Article V MEMBERS

Section 1. Classes of Members. The corporation shall have seven classes of members. The designation and qualifications of members must be approved by the board of directors and shall be as follows:

- a. **Trial Members:** For those active member locations that meet the criteria for membership below but want to try out the association first. This membership may be for not more than 12 months of the remainder of the membership year ending July 30, has no vote and may not serve on the board. This membership category is for first time members only. Potential members may apply for active membership without doing a trial membership.
- b. **Active Members:** Any individual, partnership or corporation whose primary activity is in the business of selling lawn and garden products and having a definite location of business with appropriate facilities to properly care and display plant material and lawn and garden products sold to the consumer; such individual, partnership or corporation having a proven reputation for honest and fair business practices for one year shall be eligible to become Active Members, to vote and to hold office in the Association. Any establishment eligible for active membership is ineligible for any other classification of membership.
- c. **Multiple Active Members:** Same as above except for members that have 5 or more locations and have \$5 million or more per store location in sales.
- d. **Associate Members:** Any individual, partnership or corporation whose business is allied to selling lawn and garden products to the consumer and who have a good reputation for honest and fair business practices shall be eligible for membership with voting privileges.
- e. **Associate Members – Premier:** Members that revenue share annually with GCC.
- f. **Education Members:** Those persons who are engaged in teaching or research of lawn and garden products at an accredited school of higher education, cooperative extension or other organization approved by the board shall be eligible for membership with voting privileges.
- g. **Honorary Members:** Those persons who have rendered outstanding service to the association or to the advancement of consumer use of lawn and garden products shall be eligible to become Honorary Members without voting privileges. Those proposed as Honorary Members shall be nominated by an active member.
- h. **Student Members:** Those persons who are actively enrolled in an accredited school of higher education majoring in or studying the business of retailing of lawn and garden products to the consumer shall be eligible for membership without voting privileges.

- i. **h. Membership Per Location:** Any active member having more than one location must have all locations pay individual location membership dues based on the category breakdown set forth in Article IX. If one member location joins, all member locations owned by the same owner or franchised location in Colorado and the surrounding contiguous states must join.

- j. **Sale of Business:** Active and Associate Memberships shall be automatically terminated by the sale and transfer of ownership of a business. Reorganization of less than 50% of the business structure of a member firm, such as incorporation or addition of partners that maintains some of the previous owners, may not necessarily constitute a sale thereby not requiring termination of a membership.

Section 2. Election of Members. Trial, Active, Multiple, Associate, Educational, Honorary and Student Members shall be approved by the Board of Directors.

Section 3. Voting Rights. Each Active Member location, Associate and Educational member in good standing shall have one vote on each matter submitted to a vote of the members up to a maximum of 3 votes, cumulative voting shall not be permitted for the election of directors or for any other purpose. Trial, Honorary and Student Members shall have no voting rights. No proxy votes will be allowed.

Section 4. Other Rights. Except for the right to vote and hold office, which is reserved to Active Member locations, the rights of all other classes of membership shall be identical. All members shall be eligible to participate in committee activities including the right to vote in the committee affairs.

Section 5. Termination of Membership.

- a. **Ineligibility by Non-Payment of Dues.** The membership of any member who becomes ineligible by reason of discontinuance of the requisite business or professional activity (other than retirement) or who defaults in the payment of annual dues ninety (90) days after the due date, upon the affirmative vote of a majority of the directors voting, shall be suspended or terminated.
- b. **For Due Cause.** The Board of Directors, also on the affirmative vote of the majority of the directors voting, may recommend the termination of the membership of any individual, partnership or corporation of any class for due cause shown. If the Board of Directors determines to recommend suspension or termination of membership, such recommendation shall be reported to the next regular meeting of the Active member locations and shall become effective upon the affirmative vote of the majority of the Active member locations present at such meeting. The member for whose termination of membership is in issue shall be given at least twenty (20) days written notice of the meeting of the Board of Directors wherein such shall be considered and written notice of at least thirty (30) days of the meeting of Active Member locations should the Board of Directors recommend termination of membership for cause. Such members shall be entitled to be present throughout said meetings, to examine documents and witnesses, to present his own evidence, and to submit arguments in favor of his position, all in person or by counsel.

Section 6. Classes of Membership. The Board of Directors may create other classes of membership.

Section 7. Resignation. All resignations from the corporation shall be presented in writing to the Board of Directors. Any member in good standing may honorably withdraw from the corporation upon payment of all dues and assessments outstanding.

Section 8. Reinstatement. Upon written request of a former member filed with the secretary, the Board of Directors may, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Membership. Membership in this corporation is not transferable or assignable.

**Article VI
MEETINGS AND QUORUMS**

Section 1. The annual meeting of the members of the corporation shall be held at a time, date and place, within the boundaries of the State of Colorado, to be determined by the Board of Directors. Notice of the annual meeting shall be given each member in writing at least 10 days prior to the meeting by first class mail or other currently accepted means of written communication.

Section 2. Regular meetings of the members of the corporation may be held at a time, date and place to be determined by the Board of Directors. Special meetings of the members of the corporation may be called at any time by resolution of the Board of Directors. 20% of the Active Member locations present constitute a quorum at any meeting of the membership.

Section 3. Board of Directors meetings will be held at a time, date and place to be determined by the Board of Directors. Special meetings of the Board of Directors three (3) days notice is given each director prior to the meeting stating the reason for the special meeting.

Section 4. One half of the directors, present shall constitute a quorum at any regular or special meeting of the Board of Directors.

Article VII COMMITTEES

Section 1. The following committees shall be standing committees of the corporation.

Section 2. Membership Committee shall be responsible for the selection of individuals that may be honored by the association for the accomplishments that they have made, nomination of individuals for election to the Board of Directors and conduct membership programs for recruitment and retention of members.

Section 3. Services Committee shall determine those items which will provide a benefit to the members of the corporation. The committee shall also maintain relationships with other trade associations that can influence the way the corporation membership conducts business.

Section 4. Education Committee shall be responsible for accumulation and dissemination of lawn and garden products information including the conduction of research of those products and trade shows.

Section 5. Promotion Committee shall be responsible to promote gardening as a vocation and the use of plants and products that will allow the gardener to be successful.

Section 6. Any program proposed by any committee must be approved by the Board of Directors.

Section 7. Any expenditure of funds that a committee needs to carry out its duties must be in the annual budget approved for the corporation unless a majority board approval is given at a regular scheduled meeting of the board of directors.

Section 8. Committee membership is open to all members of the association.

Section 9. Each committee will elect from its membership a chairman and vice chairman. The chairman and/or vice chairman will report committee activities to the membership.

Section 10. The Board of Directors may from time to time appoint additional committees and modify the duty assignments of the standing committees.

Article VIII NOMINATION, ELECTIONS, VOTING

Section 1. The standing committee for membership shall report 3 weeks prior to the annual meeting of each year a slate of candidates for the director positions that are vacant that year. The committee will nominate one or more active or associate and educational members for each director vacancy.

Section 2. The election of the members of the Board of Directors shall be at the annual meeting of the corporation.

Section 3.

- A. Board Service: Members of the Board of Directors may succeed themselves for a maximum of six years of continuous board service. Any interruption of board service longer than 12 months constitutes a break in board service.
- B. The only exception to the term of office is the appointed educational member who may serve as long as interested.

Section 4. For the purpose of electing directors, each active member location shall have one vote for each active director vacancy. In no event, shall any active member location with more than one location have more than 3 votes. There will be no proxy voting allowed.

Section 5. Term of officers for the board shall be one year, beginning and ending with the first Board of Directors meeting of the new board year.

Section 6. Only Owners and Managers of an active member location are eligible to be nominated and elected to the Board of Directors. That individual is eligible to continue to serve, after elected, as long as he remains an employee of a member location. Representatives of associate or educational members are eligible to be appointed to the board of directors.

Section 7. Any other issue that requires a vote of the membership may be by mail ballot or any other method permitted by law.

Article IX

DUES

Section 1. Dues is that amount of dollars which is assessed all members.

Section 2. The Board of Directors shall fix the amount of the dues for the operation of the association.

Section 3. Dues must be paid in advance annually, unless otherwise determined by the Board of Directors.

Section 4. All dues and monies paid by members will be administered by the board of directors of the corporation.

Section 5. Assets transferred to the corporation from any other association or corporation shall be under the control of the board of directors.

Section 6. Prior to the beginning of each new fiscal year a budget shall be prepared and approved by the Board of Directors.

Article X

OFFICES

Section 1. The principal office of the corporation shall be maintained within the state of Colorado at such place as the Board of Directors shall from time to time direct. The corporation may have such other offices, either within or without the state of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. The corporation shall have and continuously maintain in the state of Colorado a registered office and a registered agent whose office is identical with such registered office, as required by the Colorado Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Colorado and the address of the registered office may be changed from time to time by the Board of Directors.

Article XI

SEAL

Section 1. The corporation adopts as its corporate seal the device described as follows: "GARDEN CENTERS OF COLORADO" in a circular form with the word "SEAL" in the center.

Section 2. The Board of Directors control the use and application of the "SEAL."

Article XII

AMENDMENTS TO BYLAWS

Section 1. The Bylaws of this Corporation may be amended by a two-thirds vote by a representative of the active members of the corporation present in person at any annual, regular or special meeting of the members.

Section 2. To amend the Bylaws of this association, the Board of Directors must first approve the changes to be made. Then the amendments will be submitted to the membership at any annual, regular or special meeting. At least ten (10) days prior to the meeting, a general mailing by first class mail or other currently accepted means of written communication must be made to all members of the corporation stating the proposed changes to be made. A favorable vote of the membership in attendance in person shall effect the changes proposed.