

**By-Laws**  
Of the  
**Orange County Chapter of CLCA**

**Article I**

**Name:**

The name of this chapter is the California Landscape Contractor Association, **ORANGE COUNTY 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 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 programs.

**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 Contractor's Association are the rules governing the chapter.

**Interpretation** – These By-Laws constitute a written agreement between the Association and its members, directors and officers. These By-Laws should be interpreted in connection with the California Nonprofit Corporation Law which supplements and controls these By-Laws and our State Association By-Laws.

**Restrictions** – All policies and activities of the Association shall be consistent with applicable federal, state, local antitrust, trade regulation laws and other legal requirements, including California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax exemption requirements. A chapter's provision for self government shall not be in conflict with the Articles of Incorporation or the State By-Laws of the Association or the Board of Directors; and to the extent that any such provision is in conflict with any of these, it is void. The Chapter By-Laws are intended to be local level working rules within the framework of the State Association.

**Member Obligation to Follow Association Rules** – Each member of the Association agrees to be bound by these By-Laws and any amendment thereto and by the lawful actions of the Board or voting members of the Association. All board members shall be required to read and be familiar with State and Chapter By-Laws and the required oath of office.

**Reporting** - Any member who requests the Treasurer's report or the Minutes of a Board of Directors meeting is entitled to receive such reports.

**Article IV**

**Location of Chapter Office:**

The Chapter Office is the business office of the presiding President, or such other location as may be designated by the Board of Directors of the Chapter.

## Article V

### Classes of Membership, Dues, Rights, Duties, Restrictions:

Classes of Membership in the Chapter shall conform to the classes of membership offered by the State Association By-Laws Article III. Membership Dues, Rights, Duties, Restrictions shall conform to the State Association By-Laws Article IV. All applications for membership shall be approved by the Chapter Board of Directors.

## Article VI

### Meetings:

All meetings shall be governed by Roberts Rules of Order, the Standard Code of Parliamentary Procedure.

#### 6.01 Chapter General Membership Meetings

General Membership Meetings of the Chapter shall be held at location, date and time at the discretion of the Chapter Board of Directors. The membership shall be notified of such date and place of all General Membership meetings at least five (5) days in advance. Notification of meetings may be served through Chapter newsletter/magazine, or electronic notification. Chapter events may be considered a general membership meeting. **Six regular members shall constitute a quorum for a meeting of general membership in addition to the President or President Elect and two other Chapter Officers.**

#### 6.02 Chapter Board of Directors Meetings

A meeting of the Chapter Board of Directors shall be held monthly at a time and place decided upon by the Board. Notice of **all** Board meetings must be given to all Board members at least forty-eight hours in advance. One half or more of the members of the Board of Directors shall constitute a quorum of the Board, provided at least one Chapter Officer is present. Only members of the Board of Directors shall make motions and vote. Committee Chairman may make motions and vote only on subjects pertaining to or affecting their committee. Only one vote per person is ever allowed, under any circumstance.

#### 6.03 Special Meetings

Special Board Meetings may be called upon by the President, or upon petition of fifty one percent of the members of the Board or five Board members (whichever is smaller). Special General Membership Meetings of the Chapter may be called by the President with approval of majority vote of Board members.

## Article VII

### Officers:

The regular and designated officers of the chapter shall be, but not limited to: Immediate Past President, President, President Elect, Treasurer and Associate Member Representative. **Secretary may be an elected member or a paid professional, but does not carry any voting rights if a paid vendor.** All Chapter Officers must be regular or associate members in good standing of the Chapter. All Chapter Officers (other than those who are paid, and Immediate Past President) are elected by the general Chapter membership.

#### 7.01 Immediate Past President

The Immediate Past President shall serve as Chairman of the Board, assist in promoting continuity in Chapter affairs, and in the absence or incapacity of the President and President Elect, shall discharge the duties of President.

#### 7.02 President

The President shall preside at all meetings of the Chapter General Membership and Chapter 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 Chapter Presidents Council of the State Association.

**7.03 President Elect (May be in conjunction with another role on Board of Directors or Officers, or remain vacant).** The President Elect in the absence or incapacity of the President shall discharge the duties of President. He shall also perform other duties as assigned by the President.

#### 7.04 Secretary

The Secretary shall keep a true and correct account of all membership and board meetings and shall maintain general records of the chapter. He shall also perform other duties as assigned by the President.

#### **7.05 Treasurer**

The Treasurer shall collect all money due the chapter, pay all approved bills of the chapter and present a financial statement at each Chapter Board meeting. He shall have all the funds of the chapter and maintain all the books and records thereof. He shall also perform other duties as assigned by the President.

#### **7.06 Associate Member Representative**

The Associate Member Representative shall be responsible for maintaining communication between the regular and associate members. He shall also perform other duties as assigned by the President.

#### **7.07 Appointed Directors (*Optional Officers*)**

Two Directors, being 2 past Chapter Presidents, who are appointed by the president, shall work on the board in advisory capacities, have full voting privileges, and function as support to the President and/or Board or serve by means of "other duties".

### **Article VIII**

#### **Board of Directors:**

The Board shall consist of the Chapter Officers and Directors. Directors shall be designated by the incoming President, and serve a one year term. They shall have their names presented at a General Membership Meeting for approval. Only those Directors of record will be allowed to vote at a Board of Directors Meeting. All Board Members must be regular or associate members in good standing of the Chapter. A Chapter Member may hold more than one Board of Director positions concurrently, but not two Chapter Officer positions concurrently.

#### **8.01 Purpose**

The Board of Directors shall have general supervision over all affairs of the Chapter; authorize all expenditures of its funds, act on membership applications, resignations and expulsions; and perform all other acts it deems necessary for the benefit of the chapter and its members. The Board of Directors shall have such powers as are generally vested in the Board of Directors of a non-profit organization.

#### **8.02 Vacancy**

If any Board Member fails to attend three consecutive meetings of the Board without valid excuse, or otherwise fails to perform the duties of their office, the Board may declare the position vacant. The President may appoint from the regular membership of the Chapter a substitute to serve such remaining term of office. Upon the resignation or death of a Board Member the President may appoint from the regular membership of the Chapter a substitute member to complete such remaining term of office. Each Board Member, upon expiration or resignation of their term in office must turn over to the President, without delay, all records, books, funds and all other materials pertaining to the office.

#### **8.03 Employees**

The Board may appoint or employ any person or persons who shall act in such capacity as may be designated by the Board of Directors.

### **Article IX**

#### **Committees:**

The following shall be considered standing committees, and shall be identified using the title of Vice President:

Programs, Events, Membership, Public Relations, Education, Legislation.

Editor may be held by either a regular member or represented by a paid individual, company or group.

Select Committees may be created by the Board as needed. All committee chairmen shall be appointed annually by the President with approval of the Board. All committee personnel must be members in good standing of the Chapter.

**Article X**

**Nominations and Elections:**

All officers shall be elected for a term of one year. Terms of office shall begin in January of each year. A Chapter Member may be eligible for the same office for more than one consecutive year. Elections to Chapter office shall be held in November of each year at a General Membership Meeting

**10.01 Nominating Committee (Or Board of Directors in Absence of a Sitting Nominating Committee)**

A Nominating Committee of at least three Chapter members shall be elected at a General Membership Meeting in September. The committee shall determine a slate of qualified Chapter Members for election as Chapter Officers. The Nominating Committee shall make its report at the November Election meeting. Nominations from the floor shall be accepted.

**10.02 Ballot**

The election of officers shall be by ballot at the November meeting and a majority vote shall elect. If there is only one candidate for an office, by unanimous consent the ballot may be dispensed with and the election of such officer may be by general acclamation.

**Article XI**

**Limitations:**

No Chapter member shall take any action which is incompatible with the objects or articles of incorporation of the State Association, or detrimental to its Chapters. No member of the Chapter shall solicit or endorse the solicitation of contributions, other than for an approved activity of the Chapter, unless such endorsement is approved in advance by the Chapter Board of Directors.

**Article XII**

**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 General Membership Meeting, and subsequent to submission to the regular membership at least thirty (30) days prior to voting.

**Article XIV**

**Adoption of By-Laws:**

These by-laws, approved by a two-thirds (2/3) vote of the Chapter members present at a Chapter General Membership Meeting and having had due and timely consideration, shall constitute the by-laws of the California Landscape Contractors Association, **ORANGE COUNTY CHAPTER**, until amended or repealed.

Signed,

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Chapter President

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Chapter Secretary

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Dated

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Dated