

**Bylaws of the  
Plantscape Industry Alliance**

**Article I      NAME**

The name of this association shall be, as of January 1, 2005, PLANTSCAPE INDUSTRY ALLIANCE (PIA), and is a 501(c)(3) nonprofit organization incorporated in California.

**Article II      MISSION, OBJECTIVE, CODE OF ETHICS**

**Section I      Mission Statement**

The mission of the Plantscape Industry Alliance is to promote the interior plantscape industry and to provide continuing education for the membership.

**Section II      Objectives**

The goals of the Plantscape Industry Alliance are:

1. To promote a healthy lifestyle and business atmosphere by increasing the use of plants in the interior environment.
2. To increase the professionalism of the interior plantscaping industry through education.
3. To increase public awareness of the benefits of live foliage in the interior environment.
4. To assist in the development of ornamental horticulture programs in the educational system.
5. To assist companies in developing and implementing sound business practices.
6. To contribute by actively participating in the formulation of laws and regulations relating to the industry.
7. To disseminate information throughout the industry, at all levels of company involvement.
8. To function as a financially responsible nonprofit organization representing its member's needs.

**Section III      Code of Ethics**

**A) Preamble**

1. The Plantscape Industry Alliance was organized for the purpose of protecting and advancing the best interests of plantscape professionals and is supported in that concept by its members. The association recognizes its obligations to the public and its right to serve the public, thus enriching the overall interiorscape industry through dedication and service.
2. The spirit and not the letter of the obligation, therefore, must be the guide of conduct for the manner in which the association operates.

**B) In Regards to Members**

1. Members of the Plantscape Industry Alliance recognize the Golden Rule as being a guide for everyday business life and apply it while striving to adhere to the following principles and code of ethics.
2. Members of PIA acknowledge their responsibility to the interior plantscaping industry and subscribe to the following code of ethics:
  - a. To support the principles of free enterprise.
  - b. To follow ethical business practices in dealing with customers, colleagues, and vendors, including fulfilling without hesitation all contractual and warranty obligations.
  - c. To subscribe to fair and honest advertising practices including the legitimate representation of a company's capabilities and experience.

- d. To provide appropriate design, selection, and placement of all plant material and products so as to respect and enhance the design integrity of the environment.
- e. To continually promote a positive professional image of the interior plantscaping industry.
- f. To preserve the health and safety of the public in the installation and maintenance of interior plantscaping projects.
- g. To make a fair representation of all plantscaping materials including plants, containers, and accessories in regards to their size, variety, and quality.
- h. To take necessary precautions to protect the property of the client.
- i. To encourage all efforts to improve industry products and services, as well as to support the research and development of better methods and materials.

### **Article III OFFICES**

#### **Section I Principal Office**

The principal office of the association for the transaction of its business shall be determined upon the hiring of an Executive Director.

#### **Section II Other Offices**

The association may also establish offices at other locations, within the United States of America, where it is qualified to do business, as the natural growth of the association may require.

### **Article IV ORGANIZATIONAL STRUCTURE**

#### **Section I Administrative Boards**

- A) PIA will be governed and administered by a Board of Directors (hereinafter called "Board") on a national level, having supervision, control and direction of association affairs, its committees and its publications; shall determine its policies or changes therein, shall actively pursue these objectives, establish financial policies and be responsible for its assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Board.
- B) The Board is of comprised of two parts, Executive Board positions and non-executive Board positions. Hereinafter the term "Board" will be used in reference to the combined Executive Board and non-executive Board positions. The Executive Board shall be the Chair, Vice Chair, Secretary-Treasurer, CalScape Expo Program Chair, CalScape Expo Tradeshow Chair, Education Chair, Allied Trade Chair, and Executive Director. There cannot be two members of the Executive Board from the same company during the same term.
- C) Executive Board members shall be biannually elected to a Board position by a voting pool of their fellow Board members. The calendar for nominations, voting, and publication of nominations and election results will be set by the Board. Installation of Board members is to be held at the first Board meeting of the calendar year in which they serve. Installation of Board members will include a pledge to abide by and uphold the PIA mission, objectives, and code of ethics. Incoming Board members shall participate in the annual fall budget meeting, at which the budget for the coming year is drafted.

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- D) To achieve PIA's objectives, the Board may establish standing administrative committees or programs and appoint a committee or program chair. These committees or programs may include but not be limited to Membership, Awards, and PIA Cares. The activities and responsibilities of these committees and programs will be defined in the PIA Structure Book. These committee or program chairs will be considered members of the Board and subject to the annual election process for a term of one year. The Board will exercise authority over committee and program policies, services, and budgets. The Board may dissolve such administrative committees or programs for cause or when it is seen fit.
- E) The position of Executive Director will be a paid position that will administer the association and attend all Board meetings as a member of the Executive Board, but will have no vote.
- F) The positions of newsletter editor, bookkeeper, and web master may be incorporated into the paid positions of the office staff as hired by the Executive Director for the principal association office stated in Article III Section I.

## **Section II Board and Executive Board Powers, Quorum, Failure of Duty**

- A) Powers. The Executive Board may act in place and stead of the Board between Board meetings in all matters, except in those specifically reserved to the Board by these Bylaws and not inconsistent therewith, to formulate the programs and administer the affairs of the association.
- B) Quorum. One-half or more of the members of the Board shall constitute a quorum, provided a quorum of the Executive Board is present. Five (5) or more of the voting Executive Board members shall constitute a quorum of the Executive Board. Once the presence of a quorum has been established, a simple voting majority by the Board shall prevail in all matters not involving amendments to these Bylaws or voting rules, regulations and guidelines, wherein a two-thirds (2/3) majority vote by the Board in favor of approval will be required.
- C) Failure of Duty. If a Board member fails to attend two (2) consecutive meetings of the Board or otherwise fails to perform the duties of their Board position, the Board may declare the office vacant once written notice has been given to the Board member in time for the removal to be disputed. In such event where removal does occur, or in the case in which it is necessary to fill a vacancy on the Board or in any particular office, the Board may appoint, from the regular membership of the association, a substitute to serve the remaining portion of the term.

## **Section III Duties of the Executive Board**

- A) The Executive Board Chair
  - 1) Presides as Chair at all meetings of the Board and Executive Board and oversees all their activities.
  - 2) Appoints and, for cause, dissolves all special committees, subject to approval of the Executive Board in respect to both appointment and dissolution.
  - 3) Is an ex officio voting member of each special committee or program and each standing committee or program in the association.
  - 4) Is the presiding Chair of the Hall of Fame Program and Committee.
- B) The Vice Chair
  - 1) The Vice Chair shall act in accordance with assignments given by the Executive Chair and shall preside over the meetings in place of the Executive Chair should the need arise.
  - 2) Is responsible for and oversees the activities of the Membership Committee Chair.
  - 3) Is responsible for and oversees the activities of the Awards Program Chair.

C) The Secretary - Treasurer

- 1) Is responsible for the maintenance of the correct record of the proceedings of the Board and Executive Board meetings.
- 2) Oversees the updating of the Board structure book and the Board position descriptions.
- 3) Oversees the drafting of notes of thanks, congratulations, condolence, and other appropriate expressions of the Board's sentiment.
- 4) Encompasses the role of Parliamentarian, which oversees that the Board and Executive Board properly follow the guidelines laid out in Robert's Rules of Order.
- 5) At the close of each PIA and CalScape meeting, is responsible for reading the names of Board members and any projects or action for which they are accountable as a result of the meeting's proceedings.
- 6) Responsible to insure the maintenance and records of the financial condition of the association are correct.
- 7) Responsible to cause a certified financial audit of the association, not less than every two (2) years by an outside auditing firm approved by the Executive Board.
- 8) Protects the association and its Board members, officers, directors, and employees against their public liability and liability for property damage arising out of the performance of their duties by procuring adequate insurance.
- 9) Is responsible for and oversees the activities of the Finance Committee.

D) The CalScape Expo Program Chair

- 1) Responsible together with the Tradeshow Chair for approval of all program arrangements for the event assuming requests are approved by the Executive Board, and within budget limitations.
- 2) Oversees the education program scheduling of the PIA sponsored event CalScape Expo.
- 3) Together with the Tradeshow Chair, is responsible for planning and overseeing the activities of the CalScape Expo Planning Committee.

E) The CalScape Expo Tradeshow Chair

- 1) Responsible together with the Program Chair for approval of all program arrangements for the event assuming requests are approved by the Executive Board, and within budget limitations.
- 2) Oversees the Exhibitor Showcase at the PIA sponsored event CalScape Expo.
- 3) Together with the Program Chair, is responsible for planning and overseeing the activities of the CalScape Expo Planning Committee.

F) The Education Chair

- 1) Is responsible for and oversees the activities of the Education Committee.
- 2) Is a standing member of the Calscape Expo Planning Committee

G) The Allied Trade Chair

- 1) Oversees and is responsible for the activities of the Allied Trade Committee.

H) The Executive Director

- 1) Is a non-voting member of the Board responsible for the oversight of all administrative tasks in the principal office as described in Article III Section I.

**Article V        MEMBERSHIP**

**Section I        Classes of Membership**

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By unanimous board vote

There are eight (8) classes of membership. They are: Qualified Educator, Student, Individual, Hall of Fame, Organization, Associate, Plantscaping Company, and Allied Trade Company.

- A) **Qualified Educator**  
Membership will be granted at no cost for a full time educator in the horticultural field who is affiliated to an accredited education facility in the 9-12 or higher education system.
- B) **Student**  
Membership will be granted at a Board approved dues to a full time student in the horticultural field at an accredited institution in the 9-12 or higher education system who displays a current school identification card and class schedule.
- C) **Individual**  
Membership will be granted at a Board approved dues to any individual who applies and pays the appropriate fee for the membership category. This membership does not apply to the company (if any) for which this individual works.
- D) **Hall of Fame**  
A Hall of Fame member is an individual who has been inducted into the Interiorscape Hall of Fame as administered by PIA. The membership is a lifetime, individual membership with no dues associated. This membership does not apply to the company (if any) for which this individual works.
- E) **Organization**  
Membership as an organization is limited to affiliated industry organizations or associations with nonprofit status. Membership is without dues, as an organization member trades membership in their own organization for membership in PIA.
- F) **Interior Plantscaping Company**  
The membership level as a plantscaping company is defined by the number of permanent, full or part-time employees in the interior plantscaping department of a business. The specific numbers of employees defining each level of membership and the dues associated with that level of membership will be set by the Board.
- G) **Allied Trade Company**  
An Allied Trade membership will be granted upon payment of Board approved dues to a company that sells to, or manufactures for, the interior plantscape industry.
- H) **Associate**  
Membership will be granted at Board approved dues to an individual who practices a profession that is allied to the interiorscape profession (ex. interior designer, architect, landscape contractor).

## **Section II      International Membership**

An International Member is any individual, firm, partnership or corporation meeting the appropriate membership classification requirements of these Bylaws who is not located within the territories of the United States of America and pays the Board approved dues.

## **Section III      Membership Rights, Duties, Restrictions**

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The rights and privileges of members as defined in Article V Sections I and II will be determined by the Board.

- A) Membership is terminated by:
- 1) Death, if the member is an individual.
  - 2) Dissolution, if the member is a firm, partnership or corporation.
  - 3) Failure to pay dues.
  - 4) In the case of a second partner, managing officer, or supervisory employee of a firm or partnership, who was eligible to such membership pursuant to the membership of such firm or partnership, either (1) the termination of the membership of the firm or partnership or, (2) the separation of such partner, managing officer or supervisory employee from the service of such firm or partnership.
  - 5) In the case of second officer, director or supervisory employee of a corporation who was eligible to membership pursuant to the membership of such corporation, the separation of such officer, or director, or supervisory employee from the service of such corporation.
  - 6) Dismissal from the association by a three-fourths vote of the Board at any duly convened meeting, after no less than ten days notice with opportunity to be heard, for action to be seen contrary and detrimental to the principles or purposes of the association and only after a hearing and recommendation by the Executive Board of the association.
- B) Membership that was terminated under Section III (A.6) of this article may be restored by a three-fourths vote of the Board.
- C) A student member shall receive regular association publications and may attend open meetings of the association, but shall not have the right to vote or hold office and is not entitled to participate in a distribution of association assets in the event of dissolution.
- D) A Hall of Fame member shall receive regular association publications and may attend open meetings of the association, and shall have the right to vote or hold office, and is entitled to participate in a distribution of association assets in the event of dissolution.

## **Article VI DUES**

The required dues of members as defined in Article V Section I and II will be determined by the Board.

### **Section I Establishment of Dues**

Dues, if any, for all classes of membership shall be established by the Board, and may be changed at any regularly scheduled meeting wherein there is a two-thirds majority vote of approval.

### **Section II Dues Cycle**

Membership dues will be due at the beginning of the association's fiscal and calendar year (January 1). Memberships will be accepted throughout the fiscal year, but all billing and renewals will remain on the same fiscal year schedule. There will be no prorated dues for membership, unless approved by the Board.

### **Section III Refunds**

Membership dues may be refunded pending approval from the Executive Board. A written request for refund, including the rationale, must be submitted by the member before approval can be considered. No refund will be given for a member who has already used their member discount on an offered program during the current membership year.

#### **Section IV Delinquency and Cancellation**

**A) Delinquent Membership Dues**

Membership dues shall be due and payable on the first day of the association's fiscal year. Membership status shall not be granted to a company without having received payment of the appropriate dues. For members who have not renewed prior to March 31 of the current fiscal and calendar year, all membership benefits will be revoked.

**B) Reinstatement of Membership**

To be reinstated as a member of the association, as a result of termination for non-payment of dues, regardless of the period of absence, one full year's dues for the current fiscal year must be paid upon re-application.

#### **Article VII PROGRAMS AND MEETINGS**

##### **Section I Board Meetings**

There will be a minimum of four (4) meetings held during the fiscal year. Installation of Board members will be held during the first meeting of the year. The fall budget meeting will be held in the last quarter of the fiscal year to draft and adopt a budget for the coming year.

##### **Section II Committee Meetings**

Committees are responsible for setting and conducting their meetings. Prior to scheduled Board meetings, committee chairs will submit reports so that committee business may be discussed at the scheduled Board meetings.

##### **Section III Hall of Fame Program**

There will be a Hall of Fame Program held to honor individuals in the categories of Allied Trade, Posthumous, and Plantscaper who have made a significant and permanent contribution to the betterment of the plantscaping industry. A presentation of the Hall of Fame Program inductees will be held in conjunction with CalScape Expo.

##### **Section IV Awards Program**

There will be a national awards program. An awards presentation will be held in conjunction with CalScape Expo.

##### **Section V CalScape Expo**

To better promote the association's goals on a broader level, CalScape Expo will be held for members and nonmembers as a professional education, tradeshow, and networking opportunity. The fees and details including location, date, programming, and timing will be decided upon by the designated planning body and the Board.

##### **Section VI Education Program**

Education programs will be offered several times throughout the year. They will be available to members and nonmembers, at fees that will be determined by the Education Committee and approved by the Board.

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## **Article VIII VOTING**

### **Section I Overview**

The Board reserves the right to alter the voting rules, regulations, and guidelines at any time. Approval of the change must be by two-thirds (2/3) majority vote of the Board provided a quorum is present.

### **Section II Voting at Board Meetings**

Each Board member present has one (1) vote, unless their position is specified as a nonvoting position in Article IV, Section III and Article V, Section III.

### **Section III Elections**

#### **A) Nominations**

- 1) Nominations to Board positions will be accepted by current voting Board members and active committee members.
- 2) Nominees must accept their nomination in writing by the date determined by the Board in order to appear on the ballot.

#### **B) Ballots**

- 1) The ballot will show only those nominees who accepted their nomination in writing by the Board approved deadline.
- 2) The ballot will be sent to all current voting Board members.
- 3) Ballots will be counted promptly following the Board approved voting deadline.

#### **C) Elected Positions**

- 1) Persons elected to the nominated positions are required to attend the last Board meeting of the year in which they are elected to assist in discussions of the following year's budget.

## **Article IX PUBLICATIONS**

### **Section I Newsletter**

- A) One quality newsletter will be published quarterly and delivered to all members. Those who attended CalScape Expo will receive a one-year complimentary subscription. Individuals who have contacted the office inquiring about membership will receive three complimentary issues.
- B) Production of the newsletter will be the responsibility of the principal office staff and specific input, such as an events list, interviews, or committee chair reports will be solicited from the Board and designated planning bodies.

### **Section II Brochure**

A quality brochure will be published to serve as an informational and marketing tool for the association.

### **Section III Website**

A quality website will be published and maintained to serve as an informational, networking, and marketing tool for the association.

**Article X      ADMINISTRATION**

**Section I      Administrative and Operative Services**

An Executive Director will be contracted to perform administrative and operative services, and shall therein determine the location of the principal office as stated in Article III, Section I.

**Section II      Executive Director and Staff**

A) Appointment

The Board shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. The Executive Board is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director.

B) Authority and Responsibility

The Executive Director shall manage and direct all activities of the organization subject to the policies of the Board and through the office of the Executive Chair. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the association and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the association. The Executive Director shall serve without vote as an ex-officio member of the Executive Board.

C) Contractual Agreement

The Executive Board will annually review a prepared contract from the Executive Director that includes a scope of work and compensation for services rendered. The Finance Committee will review and recommend the contract to the Executive Board.

**Article XI      FINANCES**

**Section I      Fiscal Year**

The association's fiscal year will run from January 1 to December 31 inclusive.

**Section II      Accounting**

A standardized and accepted method of accounting will be used, to include biannual audits from an approved outside agency.

**Section III      Budget**

A proposed budget will be submitted annually to the Executive Board for approval and forwarded to the full Board for adoption. Budget review will be performed during the fall Board meetings. Budget adoption will be made prior to the beginning of each fiscal year.

**Section IV      Association Funds**

A) No Board member, committee member, committee chairman, or other member of this association may obligate the association for any contracts or funds without prior approval of the Board at a regular meeting. The only exception to this procedure may be taken at an emergency session of the Executive

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Board called by the Chair, or by telephonic communication to the Executive Board. Any subsequent action by the Executive Board at the emergency session must be two-thirds majority and any expenditure or obligation deemed essential due to the time element shall be limited to one thousand dollars (\$1,000.00). If the amount exceeds one thousand dollars (\$1,000.00), two-thirds majority approval is required of the Board in addition to the Executive Board.

B) Any budgetary allotment shall not be exceeded except by the approval of the Executive Board.

C) The total budgetary allotment shall not be exceeded except by a majority vote of the Board.

## **Article XII DISSOLUTION**

The association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations upon unanimous approval by the Executive Board.

## **Article XIII AMENDMENTS**

### **Section I Proposals**

Amendments to the Bylaws must be proposed one meeting prior to a vote for approval. The proposal must be recorded in the Minutes of the previous Board meeting.

### **Section II Approval**

Approval of amendments may be made at any Board meeting with a two-thirds (2/3) vote of the Board members at the first meeting following the meeting at which the amendment was proposed, provided a quorum is present.

## **Article XIV PARLIAMENTARY AUTHORITY**

### **Section I Parliamentary Procedure**

Parliamentary procedure of all meetings of the PIA Board and Executive Board shall be patterned after but not governed by Roberts Rules of Order, Newly Revised (2004).

## **Article XV LIMITATIONS**

### **Section I Incompatibility**

No participant of the Board, Executive Board, nor any committee, agency, or association member shall take any action that is incompatible with the objectives of the association.

### **Section II Political Preferment**

No vote may be taken or sanctioned by the association, Board, Executive Board, committee or agency thereof, which relates to the political preferment of any individual or group of individuals, or of any political party.

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**Section III Right of Appeal**

No member claiming to be aggrieved by any action of the association, Board, Executive Board, committee or agency thereof shall be denied a right of appeal to the Board and to the membership.

**Section IV Solicitation of Contributions**

No member shall solicit or endorse the solicitation of contributions, other than for an approved activity of the association, unless such solicitation is first approved by the Executive Board.

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Tony Caruso  
Executive Chair, PIA

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Date

\_\_\_\_\_  
Lee Fones  
Executive Secretary, PIA

\_\_\_\_\_  
Date