

**BY-LAWS OF THE
MAUI ASSOCIATION OF LANDSCAPE PROFESSIONALS**

Rev. 05-28-2019

ARTICLE I
NAME

Maui Association of Landscape Professionals (MALP)

ARTICLE II
PURPOSE

The purpose of the Association is to improve the standards and promote the growth of the landscape industry on Maui. In achieving these purposes, the Association shall serve to:

- A. Coordinate and establish communication between the respective segments of the landscape industry
- B. Encourage and support research and development conducive to the advancement of the landscape industry
- C. Educate the members of the Association to improve their knowledge and skills;
- D. Increase public awareness and appreciation of the landscape industry
- E. and, other activities beneficial to the landscape industry as determined by the Association.

ARTICLE III
MEMBERSHIP

SECTION 1. The Membership of MALP shall consist of either a) Individual Membership or b) Business Membership c) Student Membership or d) Lifetime Membership c)

Individual Membership shall be open to all individuals and businesses directly or indirectly involved in the landscape profession i. e., nurseries, landscape contractors, landscape architects, landscape gardeners, turf managers, and suppliers, etc.

Business Membership shall be open to all individuals and businesses directly or indirectly involved in the landscape profession i. e., nurseries, landscape contractors, landscape architects, landscape gardeners, turf managers, and suppliers, etc.

Student Membership shall be open to all individuals and businesses directly or indirectly involved in the landscape profession i. e., nurseries, landscape contractors, landscape architects, landscape gardeners, turf managers, and suppliers, etc. with valid student ID.

Honorary Lifetime Membership shall be awarded to individuals selected by the Board of Directors (here-in after referred to as the Board) based on their contributions to the industry or organization.

SECTION 2. Application for Membership shall be made in writing on forms provided for that purpose by the Board. The Board shall send out membership renewal notices prior to December of the previous year. The applicant shall agree to be bound by all of the provisions of these By-Laws and rules and regulations adopted by MALP in force at the time such application for membership is approved, and thereafter as

the same may be amended from time to time. Such applicant shall further agree to pay all dues, fees, assessments and comply with all other obligations imposed by MALP in accordance with these By-Laws.

SECTION 3. Acceptance of Membership Applications.

Membership shall not be transferable.

SECTION 4. Termination of Membership.

a) Delinquent payments of dues, fees, and assessments.

Any membership may be terminated when a member has not paid their annual dues or other obligations by the beginning of the year. Membership may be reinstated once all association obligations are settled with the board.

b) Resignation.

Any member of MALP may terminate their membership voluntarily by resignation. A written and/or signed resignation notice shall be given to the Board at any time.

c) Forfeiture of dues.

Dues and fees are not refundable.

SECTION 5. No Interest In Assets.

No member shall acquire any interest in the assets of MALP and upon termination of membership, shall not be entitled to any interest in such assets. In the event of dissolution of MALP, after paying or adequately providing for its debts and obligations, MALP shall devote any remaining assets to the carrying out of one or more of the purposes of MALP, if feasible, and if not, MALP shall dispose of such assets by distributing such assets to a non-profit institution qualifying under section 501, Internal Revenue Code, as amended designated by a majority of the then acting Board.

ARTICLE IV. PRINCIPAL OFFICE

The principal office of MALP shall be on the island of Maui.

ARTICLE V MEETINGS

SECTION 1. Regular Meetings.

The Regular Meetings of MALP shall be determined by the board.

SECTION 2. Special Meetings.

Special meetings of the association shall be called whenever the Board shall deem necessary.

ARTICLE VI DUES, FEES AND ASSESSMENTS

- SECTION 1. A membership fee shall be posted on a public forum such as the website, at a general meeting and/or on an application form- the 12/2018 dues are listed below:
- a) Individual membership \$55.00/year
 - b) Business Membership \$250/year
 - c) Student Membership (with copy of student ID.) \$20.00/year
- SECTION 2. The amounts of dues and fees may be changed from time to time as approved by the board.
- SECTION 3. The membership period runs from January to December.
- SECTION 4. The operation and maintenance cost of MALP shall be funded by such dues, fees and assessments of MALP membership in such amount and in such manner as may be determined from time to time by the Executive Board. Dues, fees and assessments shall be remitted to MALP upon the dates or times determined by the Executive Board and the Treasurer shall promptly report to the Board the delinquency of any MALP member in the payment of dues, fees and assessments.

ARTICLE VII EXECUTIVE BOARD

- SECTION 1. Powers.
The business and property of MALP shall be managed by the Board who shall have and may exercise all of the powers of MALP except such as are reserved to or may be conferred from time to time by law or the Bylaws upon the members of MALP.
- SECTION 2. Composition.
The Executive Board shall consist of the six (6) elected officers of the Association and the immediate past president. In the event of a vacancy, due to resignation or termination of membership, the Executive Board may appoint a member of the association to serve out the vacant term.
- SECTION 3. Term of Office.
Each Board member shall serve for a period of one year.
- SECTION 4. Meeting of the Board.
- a) Regular Meetings.
The Executive Board may establish regular meetings to be held in such places and at such times as deemed necessary.
 - b) Special Meetings.
The Executive Board may call special meetings to be held in such places and at such times as deemed necessary.
- SECTION 5. Quorum.
At any meeting of the Board, the presence of a majority (51%) of the Board members in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 6. Compensation.

The members of the Board shall serve in such capacity without compensation.

ARTICLE VIII
OFFICERS

SECTION 1. a) The officers and voting members of the association shall consist of the past president, president, vice president, secretary, treasurer, two vocals, and a non-voting ex officio advisor from the public or private sector.

b) The president, vice president, secretary, treasurer and two vocals shall be elected annually by and from the Association. Said election shall take place at the November meeting of the Association. The current president assumes the office of past president in the event of a tie vote on any of the officer positions, the person elected shall be determined by a revote.

c) The Officers so elected shall assume the duties of their respective offices at the following January meeting and they shall hold office until the next annual election or until their successors are elected.

SECTION 2. President.

The president shall (a) preside over all meetings of the Association, (b) conduct all meetings as required by the by-laws; procedures not covered therein shall be governed by Roberts Rules of Order. (c) be able to vote in all cases where his or her vote affects the result or where the vote is by ballot, (d) sign with the treasurer all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other instruments provided by general or special resolution of the Association, (e) represent the Association in those matters and in the way authorized by the Association as recorded in the minutes.

SECTION 3. Vice President.

In the absence or disability of the president, or if said office is vacant, the vice president shall perform the duties of the president. The vice president shall also have such other powers and duties given by law or these By-Laws or as assigned by the Association or by the president. The vice president is also responsible for setting up the program at each regular meeting.

SECTION 4. Secretary.

The secretary shall (a) attend and keep or superintend the keeping of the minutes of all meetings of the Association, (b) have charge and custody of the listing of the members of the Association, (c) shall give all notices as provided by these Bylaws or the Association, and (d) shall have such other powers and duties incidental to the office of secretary or given him or her by law or these By-Laws or assigned to him or her by the Association or the president

If the secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore who shall keep the minutes of such meeting and record them in the books provided

SECTION 5. Treasurer.

The treasurer shall (a) keep or superintend the keeping of all the financial books and accounts of the Association in a thorough and proper manner and render statements of the same as required by the Association, (b) have custody of all funds and securities of the Association, (C) sign with the president,

all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other instruments provided by general or special resolution of the Association, (d) perform all other duties usually pertaining to the office of treasurer of a corporation, and (e) such other duties as assigned to him or her by the Association or the president or required under these By-Laws.

The books and accounts of the treasurer shall be audited as deemed necessary by the Board. All financial records shall be available for inspection by any member of the Association.

SECTION 6. Vocals.

Duties as assigned by the president.

SECTION 7. Past President.

Lends past experience and continuity to the board.

SECTION 8. Removal.

Any elected or appointed officer, agent, or employee may be removed from office at any time by a three-fourths (3/4) vote of the Association present at a regular or special meeting. In addition, to maintain a position on the Board, a member must attend 75% of the year's meetings and not miss more than 3 consecutive meetings.

ARTICLE IX. COMMITTEES

A. No Power to Bind Council

No committee shall have the power to bind the Association by any action without first having the approval of the Board.

B. Committees

The President with the approval of the Association may at any time appoint Committees for any purpose in connection with the work of the Association, and prescribe their powers and duties. Not contrary to the By-Laws as may be necessary to carry out their function.

C. Committee Quorum

A majority (51%) of the members of any committee shall constitute a quorum.

D. Committee Minutes and Correspondence

At the end of each fiscal year, minutes of committee meetings, copies of correspondence and all other pertinent documents in connection with a committee's work shall be transferred to the Association Secretary for reference, information, and safekeeping for such period as the Association by policy statement shall adopt.

ARTICLE X. DISSOLUTION

The Association may be dissolved with the consent in writing and signed by not less than three-fourths (3/4) of all members. Upon dissolution of the Association, after paying or adequately providing for its debts and obligations, shall be granted, conveyed, and assigned to any non-profit corporation, association trust or other organization as designated by a majority of the Members.

ARTICLE XI.
ENFORCEMENT OF VIOLATIONS

SECTION 1. Any member who violates these By-Laws or any rules and regulations of MALP will be subject to disciplinary action by the Executive Board which may result in a fine, suspension, or permanent expulsion from MALP.

SECTION 2. Disciplinary Procedures.

- a) a written warning in registered letter form from the Board shall be sent to the individual who is accused of any violation.
- b) the accused member shall have no less than 60 days to reply to the Board.
- c) an ethics committee shall be appointed by the president and approved by the majority of the Board. The ethics committee shall hold a hearing if the accused member wishes to appeal.
- d) the Ethics Committee shall gather all the facts of the hearing and present them to the Board.
- e) the Board shall review all the facts presented by the Ethics Committee and with a majority vote will decide on what disciplinary action if any should be taken.
- f) any appeal must be in writing and submitted no later than 30 days after the receipt of the action to be taken against him or her.
- g) suspended or terminated members shall lose all benefits and privileges as contained within these By-Laws.

ARTICLE XII.
INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Hawaii, the Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Association, or any person who may have served at the Association's request as a director or officer of another Association (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses
Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance
The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIII. CONFLICT OF INTEREST

Section 1. Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the MALP Board of Directors.

Section 2 Recusal of Self
Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Section 3 Compensation
A voting member of the Board who receives compensation, directly or indirectly, from MALP for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE XIV.
AMENDMENTS TO BY-LAWS

These By-aws may be amended, added to or replaced and new By-Laws be adopted by a two-third vote of regular members of MALP present at any regular or special meeting held in accordance with these By-Laws, provided, that written notice setting forth any such proposed changes be submitted to the Board at least thirty (30) days prior to any such meeting date. The Regular membership shall then vote on the proposed changes whether to adopt or reject any amendments to these By-Laws.

(Approved: May. 28, 2019 | Revised: June. 4, 2018 - June. 6, 2018 - July. 2, 2018 - Sept. 1, 2018 - Nov. 27, 2018 - Dec. 03, 2018 - March 05, 2019, April 04, 2019)