REGION BYLAWS

Texas Nursery & Landscape Association - All TNLA Regions operate under a common set of bylaws adopted by the TNLA State Board of Directors.

Article I – Name

This organization shall be known as Region ____ of the Texas Nursery & Landscape Association (TNLA).

Article II – Objective

The objectives of this Region shall be to promote the objectives and goals stated in Article II of the TNLA bylaws:

- To aid and contribute to the education of its members and the general public by providing better methods of growing, distribution, installation, and maintenance of horticultural products.
- to enhance personal relationships of its members; to inform the members of governmental activity, state and national, which affect the industry, and to be an advocate with Texas governmental entities on behalf of the industry as directed by the state office.

Article III – Membership

The membership of this Region shall consist of all TNLA members located within the designated counties listed below. Membership in Regions shall be according to Article IV of the TNLA bylaws. Members of the Regions shall be classified and have the same rights and duties as provided in Article IV of the TNLA bylaws. Only members of TNLA shall be eligible for membership in this Region.

REGION I
Atascosa
Bandera
Bee
Bexar
Blanco
Calhoun
Comal
Dewitt
Dimmitt
Edwards
Frio
Gillespie
Goliad
Gonzales
Guadalupe
Jackson
Karnes
Kendall
Kerr
Kinney
LaSalle
Lavaca
Live Oak
Maverick
McMullen
Medina
Real
Refugio
Uvalde
Val Verde
Victoria
Wilson
Zavala

REGION II
Angelina
Austin
Brazoria
Brazos
Chambers
Colorado
Fayette
Fort Bend
Galveston
Grimes
Hardin
Harris
Houston
Jasper
Jefferson
Leon
Liberty
Madison
Matagorda
Montgomery
Newton
Orange
Polk
San Jacinto
Trinity
Tyler
Walker
Waller
Washington
Wharton

REGION III
Anderson
Bowie
Camp
Cass
Cherokee
Delta
Franklin
Freestone
Gregg
Harrison
Henderson
Hopkins
Lamar
Limestone
Marion
Morris
Nacogdoches
Navarro
Panola
Rains
Red River
Rusk
Sabine
San Augustine
Shelby
Smith
Titus
Upshur
Van Zandt
Wood

REGION IV
Collin
Dallas
Ellis
Fannin
Grayson
Hill
Hunt
Kaufman
Rockwall

REGION V
Archer
Bosque
Brown
Clay
Comanche
Cooke
Denton
Eastland
Erath
Hamilton
Hood
Jack
Johnson
Montague
Palo Pinto
Parker
Somervell
Stephens
Tarrant
Wichita
Wise
Young

REGION VI
Andrews
Armstrong
Bailey
Baylor
Borden
Brewster
Briscoe
Callahan
Carson
Castro
Childress
Cochran
Coke
Coleman
Collingsworth
Concho
Cottle
Crane
Crockett
Crosby
Culberson
Dallam
Dawson
Deaf Smith
Dickens
Donley
Ector
El Paso
Fisher
Floyd
Foard
Gaines
Garza
Glasscock
Gray
Hale
Hall
Hansford
Hardeman

REGION VI (CONT.)

Hartley
Haskell
Hemphill
Hockley
Howard
Hudspeth
Hutchinson
Irion
Jeff Davis
Jones
Kent
Kimble
King
Knox
Lamb
Lipscomb
Loving
Lubbock
Lynn
Martin
Mason
McCulloch
Menard
Midland
Mitchell
Moore
Motley
Nolan
Ochiltree
Oldham
Parmer
Pecos
Potter
Presidio
Randall
Reagan
Reeves
Roberts
Runnels
Schleicher
Scurry
Shackelford
Sherman
Sterling
Stonewall
Sutton
Swisher
Taylor
Terrell
Terry
Throckmorton
Tom Green
Upton
Ward
Wheeler
Wilbarger
Winkler
Yoakum

REGION VII

Aransas
Brooks
Cameron
Duval
Hidalgo
Jim Hogg
Jim Wells
Kenedy
Kleberg
Nueces
San Patricio
Starr
Webb
Willacy
Zapata

REGION VIII

Bastrop
Bell
Burleson
Burnet
Caldwell
Coryell
Falls
Hays
Lampasas
Lee
Llano
McLennan
Milam
Mills
Robertson
San Saba
Travis
Williamson

Article IV–Officers

Section 1. Officers – The officers of the Region shall be chosen from the voting membership of that Region and shall consist of at least a:

- Chairman
- Vice Chairman
- Past Chairman

Chairman and **Vice Chairman** are elected for a term of one (1) year.
Past Chairman is filled by automatic progression from Chairman.

Any officer may serve multiple terms but no officer may serve more than two consecutive terms in any one position.

Section 2. Chairman – The Chairman shall:

- **Call and preside at all meetings of the Region,**
- **Enforce the rules and regulations of the Region, and**
- **Appoint committees as needed to carry out the work of the Region.**

The Chairman shall certify to the State Chairman of TNLA the results of any election and cause a copy of the minutes of each meeting held within the Region to be forwarded to the TNLA central office after any meeting or election is held.

Section 3. Vice Chairman – The Vice Chairman shall:

- **Perform the duties of the Chairman if the Chairman is absent, incapacitated, or refuses to perform and such other duties as may be assigned.**

Section 4. Immediate Past Chairman – Past Chairman shall:

- **Be used by the Board of Directors to benefit the Region with the experience and expertise of the Immediate Past Chairman.**

Eligibility—Only members as defined in Article IV of the TNLA bylaws shall be eligible to serve as an Officer or Director. No person shall be eligible to serve as an Officer or Director, unless the individual or their company has been a member of TNLA for two (2) years immediately preceding their election. Also, no person residing outside of the Region shall serve as an Officer or Director .

Article V – Board of Directors

Section 1. Board Description – In addition to the Officers, there may be a Board of Directors should the region deem it necessary to fulfill the activities of the Region. The Board of Directors shall consist of representatives from the various Business Categories as identified in "Article IV Section 1" of the TNLA bylaws, and the current State Region Director.

Region Directors shall serve two-year staggered terms. If there are insufficient members in the Region in any category, that category position may be left vacant.

Section 2. Treasurer – The Treasurer shall:

- **Be accountable to the State Region Director and provide timely reports to Region Board of Directors.**
- The Treasurer is an ex-officio member of the Board with no voting privileges.
- The State Region Director shall appoint a Treasurer for the Region.

Section 3. Election Process – The Chairman shall appoint a Nominating Committee of at least three (3) voting members who shall select and present a slate of nominees for the **Region Officers**, **State Board of Directors** (as needed) and **Board of Directors** (as needed).

- The Committee should strive to have a representative Board of all Business Categories.
- Election of the **Region Officers** and the **Board of Directors**, shall be done at the Region's Annual Business Meeting, with the exception of the State Region Director.
- **State Region Director** is done by ballot through the state central office.

In addition to the slate presented by the Nominating Committee, nominations may be made from the floor at the Annual Business Meeting.

- Officers and Directors shall take office on March 1 following their election.
- Election shall be by a simple majority of members present and voting at the Region Annual.

Section 4. State Region Director – The State Region Director shall:

- **Serve a two-year term and shall be elected by the membership at large of the Region by ballot conducted by the state office.**
- **Each shall be limited to three consecutive two-year terms.**
- **After completing three consecutive two-year terms there must be a one year break in service before being considered for another term.**
- **This term limit does not apply to moving to Chair Elect**.

A representative of the Region shall be nominated by the Region Nominating Committee and elected to the TNLA State Board of Directors as a State Region Director. If possible, the Region Nominating Committee shall nominate two (2) nominees for the office of State Region Director. Nominations shall be reported to the state office prior to November 15 each election year.

Section 5. Vacancies – If a vacancy occurs among the Region Officers or Board of Directors, the Region Board of Directors shall appoint by simple majority vote of the Directors present and voting at a duly called meeting, a successor to fill the remainder of the term. Filling a vacancy in a Board of Director position is optional. The current governing body can choose whether to fill or wait till the following annual election. **A vacancy in the position of State Region Director will be filled by election by ballot conducted by the State Office.** In the event of a vacancy in an unexpired term of office the position of the State Region Director, the State Nominating Committee, in consultation with that Region's Board Chair, shall appoint an individual to fill the unexpired term.

Section 6. Removal from Office – Any Officer or Director may be removed from office by the Region Board of Directors by a two-thirds (2/3) majority vote of the Directors present and voting at a duly called meeting for neglect of duty or malfeasance.

Article VI – Duties of Board of Directors

Section 1. General Responsibility – The Officers and the Board of Directors, if applicable, shall be responsible for the affairs and actions of this Region unless otherwise specifically provided herein. No action by the Officers or Board of Directors on any matter may be taken unless approved by a simple majority of the Officers and Directors present and voting at a duly called meeting.

Section 2. Treasurer – The Treasurer shall keep all records and moneys of the Region, and prepare and submit required reports to the State Office.

Section 3. Business Category Directors – Business Category Directors shall also act as the Nominating Committee for the State Business Category Directors.

Section 4. The Officers and Board of Directors – Shall perform all other duties as required by the TNLA bylaws and by the bylaws of this Region.

Article VII – Mail Ballots

Mail balloting may be conducted from time to time to carry out the business of the Region. The following guidelines will be used:

(1) A mail ballot shall contain the necessary information to fully inform the membership of what the ballot purports to do.

(2) A mail ballot will be mailed to the appropriate voting membership at least thirty (30) days prior to the specified voting deadline.

(3) A ballot not postmarked by the voting deadline will not be counted.

Article VIII – Meetings

Section 1. Membership Meetings – **There shall be at least two (2) regular membership meetings of the members of the Region each year.**

Section 2. Annual Business Meeting – One of the Region meetings shall be called the **Annual Business Meeting**. The Annual Business Meeting shall be held prior to December 31 each year. Other meetings may be at a time or times determined by the Region Board of Directors.

Section 3. Special Meetings – The Chairman may call special meetings of the Region Board of Directors at any time. The Chairman shall call a special meeting of the Board of Directors if requested to do so by at least four (4) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given to all Directors at least forty-eight (48) hours prior to such meeting.

Article VIIII – Quorum

Section 1. Membership Meetings – At any regular, annual or called meeting of this Region, duly called with proper notice given to all members, those voting members attending such meeting shall be a quorum.

Section 2. Region Board of Directors – A quorum of a meeting of the Region Officers and Board of Directors shall consist of a majority of possible attendees. No business may be conducted at a meeting of the Officers or Board of Directors unless a quorum is present.

Article X – Procedure

Section 1. Funding – **No dues shall be collected directly by this Region**. Funds for the maintenance and operation of the Region shall be provided by remittance from TNLA as provided in Article XII Section 4 of the TNLA Bylaws. Special projects may be funded by activities carried out by the Region, however, all fundraising activities must be pre-approved by the State Board of Directors.

Section 2. Responsibility – Complete records of receipts and disbursements shall be maintained by the Region. A monthly financial report shall be submitted to the State Office by the 15th of the month in a form prescribed by TNLA. Each Region is responsible for its own fiscal management, including payment of debts incurred by the Region.

Section 3. Authority – All checks on Region funds shall be signed by such persons as the Region Board of Directors may from time to time designate.

Section 4. Fiscal Year – The fiscal year of the Region will end on the last day of February of each year.

Article XI – Procedure

When not in conflict with the bylaws of this Region, Roberts Rules of Order Newly Revised shall control the procedure of any meeting of the Region or its Board of Directors.

Article XII – Limitations and Responsibilities

Section 1. Authority – A Region may operate and be identified only as a Region of the Texas Nursery and Landscape Association and shall not at any time purport to represent the Texas Nursery and Landscape Association.

Section 2. Reports – Each Region shall provide a summary to the TNLA State Office of its activities, along with copies of minutes and financial reports covering the preceding year, as directed by the State office.

Section 3. Logo Use – TNLA shall furnish to the Region a written policy regarding the appropriate use of the TNLA logo. Regions are required to follow the provisions of the logo use policy and may not adopt alternative logos.

Section 4. Financial – The Region shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no individual member of the Region shall have the rights or interest in or to the property or assets of the Region. All resources of the Region are defined by law to be the resources of the TNLA, and may not be used for any purpose that is detrimental to or in competition with the State Association.

Section 5. Meetings – Each Region shall have the right to hold meetings and conduct programs for the benefit of Region members, as long as they are compatible with the purposes and objectives of TNLA.

Section 6. Policies – In order to ensure consistency in the state organization, Region policies and public positions shall be submitted to the State Board of Directors prior to adoption and shall not conflict with published position statements of TNLA. Contact the state office for a full list of the official TNLA positions.

Article XIII – Amendment

These Bylaws may be amended only by the TNLA State Board of Directors.

Article XIIII – Effective date October 17, 2013