

Manitoba Nursery Landscape Association

AGM Minutes

Thursday, November 25, 2021

Canad Inns

I. Call to Order & Welcome

At 7:00 p.m. Chris called the meeting to order and introduced himself, introduced the board and staff and went through the meeting guidelines.

Rob Officer to record minutes

Industry Members in Attendance;

Aaron Szuck, Andrew Ronald, Beth Szuck, Calvin Eisner, Casey Norman, Chelsea Kroeker, Chris Spicer, Christy Szuck, Dennis Kozakevich, Derek Dexter, Garth Aubin, Guy Dowhy, Ian Meilleur, Jared Aubin, Jeff Southam, John Szuck, Jordan Hiebert, Josh Fast, Keith Lemkey, Matt Bell, Mike Plett, Monte Scholz Pierre Ouellet, Quinn Moffatt, Rob Officer, Stacey Smith, Stephanie Walker, Tonya Northage.

II. Quorum

- i. Chris verified with Rob that there is a Quorum that meets the constitutional requirements

18 Voting Members in attendance- 16 required for a quorum

III. Agenda

Chris requested approval of the agenda as presented

- i. Approval of Agenda (Motion) – Matt Bell
- ii. Second the Motion (Seconder) – Jeff Southam

IV. Minutes

Chris requested approval of the 2019 AGM minutes as presented

- i. Approval of Minutes (Motion) – Guy Dowhy
 - ii. Second the Motion (Seconder) – Chad Labbe
- Approved

V. Financial Report

- i. Matt Bell provided an update on the financial report's additional revenue/miscellaneous revenue- considering Covid MBNLA was able to increase its net revenue by ~ 3200.00 over last year due to increased memberships, golf tournament, webinar series, and overall expenses were down due to not hosting grow.
Thanks to our advertisers and sponsors
- ii. Motion to approve the Financial report and audited financial statements- Jeff Southam

- iii. Second the Motion (Secunder) – Dennis
Carried

VI. Reports from Directors

Chris noted that the 13 reports demonstrate’s good engagement from the membership.

Due to the volume of business to be carried out at the meeting Chris requested that the reports be approved as per the meeting package.

No motion required.

VII. Constitution and By-Law changes- See attached addendum for Constitution, Article and By-Law changes

Chris Spicer presented the proposed changes.

MBNLA AGM

November 25, 2021

Proposed Constitution and By-law changes

**MBNLA By-laws
Proposed wording changes in red**

Article VI. OFFICERS

6.01 Officers. The Officers of the corporation shall be:

6.01.1 President

6.01.2 Treasurer

6.01.3 **Vice President**/Secretary

6.01.4 Executive Director- Ex Officio (non-voting)

6.02 Manner of Election or Appointment. The Board shall within thirty (30) days after the Annual Meeting elect a President, Treasurer and Secretary of the corporation. The position of Executive Director shall be filled consequent to a contract of employment upon such terms and conditions as the Board may approve. The President, Treasurer and Secretary must be Directors. No Director shall hold more than one position as an Officer.

6.03 Term. All officers of the corporation, except the Executive Director, shall hold office for a term of one year. No officer may hold the same officer’s position for more than 2 consecutive Officer terms (2 years).

6.04 Vacancy. Except in the case of the Executive Director, where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified candidate to fill the vacancy for the remainder of the officer’s term.

- 6.05 Removal. Except in the case of the Executive Director, an Officer may be removed by Special Resolution of the Directors at a board meeting, provided that the Officer has been given notice of and the opportunity to be present and to speak at the board meeting.
- 6.06 President.
- 6.06.1 The President shall preside as chair over Annual meetings, Special Meetings and Board Meetings. The President shall, subject to the powers and duties of the Board, oversee the general management of the corporation, and shall have such other powers and duties as may from time to time be delegated to the President by the Board.
- 6.06.2 In the absence or disability of the President, the Board shall delegate the powers and duties of the President to ~~another Director.~~ **the Vice-President.**
- 6.07 Treasurer. The Treasurer shall:
- 6.07.1 Provide direction to the Board and the Executive Director on the management and reporting of the financial affairs of the corporation.
- 6.07.2 Ensure the corporation keeps proper accounting records as required by the Act, deposits all monies received by the corporation in the corporation's bank account, and accurately accounts for the disbursement of funds.
- 6.07.3 Cause to be prepared and presented to the Board regular reports on the corporation's financial transactions and financial position.
- 6.07.4 Have such other powers and duties as may from time to time be delegated to him by the Board.
- 6.08 Vice President/Secretary. The Secretary shall:
- 6.08.1 Cause to be recorded minutes of all Board Meetings, Annual Meetings and Special Meetings.
- 6.08.2 Cause to be issued, when so instructed, notices to Directors and Members.
- 6.08.3 Oversee the custody of the corporate records and corporate seal of the corporation.
- 6.08.4 Ensure that all official documents and records are properly kept.
- 6.08.5 Perform such other duties as may from time to time be delegated to the Secretary by the Board.
- 6.08.6 Fulfill the role of President in the absence of the President and act as direct support for the President during the Presidents term of office.**
- 6.08.7 Assume the role of Vice-President with the intent of immediately succeeding the current President at the expiration of their term.**

Rational for change

To updated the status of the current board and to add the position of Vice-President to the role of Secretary to better allow for succession planning for the role of President.

Motion: Guy

Seconder: Calvin

Carried

MBNLA Constitution

ARTICLE 3 – MEMBERSHIP

SECTION 2 – DEFINITION OF MEMBERSHIP CLASSIFICATIONS

Current wording

- a. Affiliate / Horticultural Member (non-Commercial, Voting)
Any person engaged in the industry in the employ of botanical gardens, parks or cemetery boards, city or municipal arborists, golf courses as superintendents or greens keepers, horticultural personnel of agricultural schools, graduates of such schools, government employees engaged in horticultural branches, horticulturists employed in private industry, are eligible for membership. This category is normally confined to residents of the Province of Manitoba. It does not apply to anyone engaged in the propagation, growing or selling of nursery stock or other horticultural products for profit.
- b. Individual Member (non-commercial, Voting) Available to teachers, media, government, parks and recreation employees, golf course employees and others allied to the horticulture and landscape industry.

Proposed wording

- **Affiliate**
 - Available to city/town, municipal districts, institutions or public departments providing horticulture or landscape services; educational institutions; private or public golf courses. Voting member.
- **Individual**
 - Available to the media, retired practitioners and others interested in the horticulture and landscape profession. Voting member.

Rationale for change

To simplify and more clearly identify where a potential affiliate or individual member fits in terms of membership classification.

Motion: Derek Dexter

Seconder: Jeff Southam

Carried

2021 MBNLA AGM

Proposed Constitution changes

ARTICLE 5 – BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

Proposed wording changes in red

The Board of Directors shall consist of:

1. Seven individuals representing members that qualify as Active, Associate, Affiliate/Horticulture or individual members. The President, Treasurer, and Secretary will be elected by the seven members.
2. The retiring President shall be Past President and is appointed to a voting Director position until such time as the current President vacates the position to assume the Past-President position.
3. Canadian Nursery Landscape Association (C.N.L.A.) representative- **ex-officio- see below**

ARTICLE 5 – BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

The Board of Directors shall consist of:

1. **Seven Eight** individuals representing members that qualify as Active, Associate, Affiliate/Horticulture or individual members. The President, Treasurer, **and Vice-President/Secretary** will be elected by the **seven eight** members.

Rational for change

To updated the status of the current board and to add the position of Vice-President to the role of Secretary to better allow for succession planning for the role of President.

Motion: Jared Aubin

Secunder: Casey Norman

Carried

ARTICLE 6 – ELECTION AND APPOINTMENT OF BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

1. **Seven Eight** members, all of which must be representatives of companies or organizations with voting rights in good standing. Four of these **seven eight** Active Members shall be elected for a two-year term by the general membership at the annual meeting held each year. The **three four** other member's terms will expire in the interim year, **and the position of Past President is through acclamation.**

**ARTICLE 6 – ELECTION AND APPOINTMENT OF BOARD OF DIRECTORS ~~AND~~
OFFICERS OF THE BOARD, REPRESENTATIVES AND COMMITTEE CHAIRS**

1. **Eight Seven** members, all of which must be representatives of companies or organizations with voting rights in good standing. Four of these seven Active Members shall be elected for a two-year term by the general membership at the annual meeting held each year. (The **three four** other member's terms will expire in the interim year.)
 - 1.1 If possible a company should only have representation on the board by one member.
2. The President shall be elected by the Board at a meeting of the Board called immediately following the annual general meeting. The term of office of the President shall be for two years.
3. The immediate Past-President is appointed to a Director position automatically upon completion of his/her term of office as President until such time as the current President vacates the position to assume the Past-President position.
4. C. N. L. A. Representative – An Active Member in good standing, shall be appointed by the Board for a Five-year term. **The C.N.L.A. representative will not hold a vote at the board level and will only attend board meetings when required to present significant activities associated with C.N.L.A.**
5. Committee Chair Appointments– Any **board member or** member, who has been appointed as a Committee Chair by the Board when Committees are set up throughout the year, for a term of two years. .
6. In the matter of eligibility to vote in any election, a roll call of eligible voters will be taken to establish the identities of those eligible to vote and the number of voting members.

Rationale for change

To more clearly identify the role of the role, rights and responsibilities of the CNLA representative specifically with regard to voting rights and attendance at board meetings.

Motion: Chad Labbe

Secunder: Guy Dowhy

Carried

ARTICLE 8 – DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

2. **Vice President/Secretary**
The **Vice President/Secretary** shall take the place of the President in his absence and act as an alternate for signing authority.

Rational for both changes above

To updated the status of the current board and to add the position of Vice-President to the role of Secretary to better allow for succession planning for the role of President.

Motion: Matt Bell

Secunder: Keith Lemkey

Carried

VIII. New Business

- i. Keith Lemkey asked what is happening with the apprenticeship program and concerns for lack of interest and the tax benefits available to employers.
- ii. Much discussion
- iii. Can MBNLA do more to promote it?

IX. Presentation of the Slate

Add new members here.

X. Directors elected by Acclamation

- i. No Election Required
- ii. New directors are as follows
 - Chris Spicer, Guy Dowhy, Matt Bell, Stephanie Moskal, Casey Norman, Nathan Szuck, Chad Labbe, Logan McGuire

Motion: Stephanie Moskal

Secunder: Dennis

XI. Thank you to leaving board members

- i. Guy thanked Fred Taylor for his time spent on the board this past year.

XII. Adjournment

- i. Motion to adjourn Meeting (Motion) – Keith Lemkey
- ii. Second to the motion (Secunder) – Jeff Southam
- iii. Meeting closed – 7: 40 pm