

# Manitoba Nursery Landscape Association

## AGM Minutes

Thursday, November 26, 2020

7-8 p.m.

Start Time – 7 pm

### I. Call to Order & Welcome

At 7:15 p.m. Guy 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;

Guy Dowhy, Chris Spicer, Matt Bell, Nathan Szuck, Casey Norman, Stephanie Moskal, Chad Labbe, Jared Aubin, John Szuck, Fred Taylor, Matt Kellas, Aaron Szuck, Ryan Kindret, Shawna Jeffries, Jordan Hiebert, Logan McGuire, Kevin Wasylenko, Dorinda Penner, Bill Dowie, John Leperre, Dave Hinton, Brian McGee, Keith Kurian, Jeff Southam, Mike Plett, Konrad Zinn, Derek Dexter, Cassidy Frey, Doug Frey, Sean Galagan, Michelle Berg.

### II. Quorum

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

24 Voting Members in attendance- 18 required for a quorum

### III. Agenda

Guy requested approval of the agenda as presented

- i. Approval of Agenda (Motion) – Matt Kellas
- ii. Second the Motion (Secunder) – Derek Dexter

### IV. Minutes

Guy requested approval of the 2019 AGM minutes as presented

- i. Approval of Minutes (Motion) – Stephanie Moskal
  - ii. Second the Motion (Secunder) – Matt Bell
- Approved

### V. Financial Report

- i. Chris Spicer provided an update on the financial reports additional revenue/miscellaneous revenue- not a normal revenue stream as this was a reimbursement from CNLA due to overpaying for the number of members MBNLA has the previous year, \$7400 of agri-marketing funding/expenses in check/marketing expenses up due to covid/updated website.
- ii. Motion to approve the Financial report and audited financial statements- Keith Kurian
- iii. Second the Motion (Secunder) – Konrad Zinn

Carried

**VI. Reports from Directors**

Guy noted that the 13 reports demonstrates good engagement from the membership

Due to the volume of business to be carried out at the meeting Guy 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**

Guy Dowhy presented the proposed changes.

**MBNLA Constitution Changes**

**Interim Active Member**

**SECTION 1 – MEMBERSHIP CLASSIFICATIONS**

Membership in the Association shall consist of:

- a. Active and Interim Active Members
- b. Associate Members
- c. Affiliate / Associate Members – out-of-province
- d. Horticultural Members
- e. Honorary Life Members
- f. Student Members
- g. Sponsored Members

**SECTION 2 – DEFINITION OF MEMBERSHIP CLASSIFICATIONS**

- a. Active and Interim Active Member (Voting Member)  
Any individual, partnership or corporation may become a regular Active Member if they are primarily engaged as growers, landscapers, nursery growers, garden center operators, sod growers, landscape designers or landscape and maintenance contractors or suppliers, and who have a reputation for trustworthy dealings which must be maintained as a condition of membership. An interim active member has been in business for 3 years or less.

**Proposed amendment: Include Interim Active member description along with any Active member description to align with Board Policy Manual descriptions of the Member categories.**

**Current Constitution statement: “Active Member (Voting member)**

**Proposed Constitution Statement: “Active and Interim Active Member (Voting Member)”;**

**Rationale: To identify and describe the Interim Active Member category simply.**

**Motion to make this change to the Membership Classifications Section in the Constitution document.**

Motion: Chris Spicer  
Seconded: Stephanie Moskal  
Carried

### **Sponsored member**

b. **Sponsored Member (Non Voting)**

Applies to members whose initial membership fees are paid by a third-party vendor in order to secure member discounts on items provided by the third party.

**Proposed amendment: To add the Sponsored Member Category and description to the Membership Classifications Section in the Constitution document.**

**Current Constitution statement: Sponsored Member category did not previously exist.**

**Proposed Constitution Statement:**

h. **Sponsored Member (Non Voting)**

Applies to members whose initial membership fees are paid by a third-party vendor in order to secure member discounts on items provided by the third party

**Rationale: The Board of Directors passed a motion in 2020 to create a new category to validate members whose dues are paid by a member sponsor.**

**Motion to make this change to the Membership Classifications Section in the Constitution document.**

Motion: Matt Bell

Seconded: Nathan Szuck

Further explanation requested by Doug Jeffrey- Rob explained the circumstances and Doug was satisfied

Carried

### **Application for membership**

#### **SECTION 4 – APPLICATION FOR MEMBERSHIP**

Application for membership must be made on approved Association forms. ~~The applicant must be sponsored by two Active Members, and the application passed by the Board.~~ All candidates for membership will be vetted and approved by a quorum of the Board of Directors at that time within 30 days of the date of application. Once a decision has been reached, the Executive Director will approve or reject the proposed applicant.

**Proposed amendment: To simplify the vetting process for Association membership.**

**Current Constitution statement:** Application for membership must be made on approved Association forms. The applicant must be sponsored by two Active Members, and the application passed by the Board.

#### **Proposed Constitution Statement:**

Application for membership must be made on approved Association forms. ~~The applicant must be sponsored by two Active Members, and the application passed by the Board.~~ All candidates for membership will be vetted and approved by a quorum of the Board of Directors at that time within 30 days of the date of application. Once a decision has been reached, the Executive Director will approve or reject the proposed applicant.

**Rationale: The Board of Directors passed a motion in 2020 to accept a simplified acceptance policy in the MBNLA Board Policy Manual.**

**Motion to make this change to the Application for Membership Section in the Constitution document.**

Motion: Konrad Zinn

Secunder: Chris Spicer

**Article 5 Past President position**

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 Past-President shall be Past-President for a period of one year and not be entitled to a vote at board of director's meetings.

**Proposed amendment: To define the Past-President as an appointed Director of the Board upon retiring as President.**

**Current Constitution statement: The retiring Past-President shall be Past-President for a period of one year and not be entitled to a vote at board of director's meetings.**

**Proposed Constitution Statement:**

3. The retiring President shall be Past President is appointed to a Director position until such time as the current President vacates the position to assume the Past-President position.

**Rationale: The Past-President position would mentor the incoming President and help maintain continuity of Board efforts and automatically assume that position.**

**Motion To change the Past-President position from a non-voting position to a Director position and define the Past-President's term.**

Motion: Casey Norman

Secunder: Matt Kellas

**Article 6- one board member per company**

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

1. 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 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.

**Proposed amendment: Add 6.1.1 to the Election of Board of Directors and Officers of the Board**

**Current Constitution statement: Section 6.1.1 did not previously exist.**

**Proposed Constitution Statement:**

- 1.1 If possible, a company should only have representation on the board by one member.

**Rationale: To try to prevent redundant representation and to encourage industry diversity on the MNBCLA board when possible understanding that this is subject to pending board nominations and that any situations that currently apply are permitted to complete their elected term(s).**

**Motion to make this change to the Elections and Appointments Section in the Constitution document.**

Motion: Fred Taylor

Secunder: Derek Dexter

Carried

**Non-voting to director position**

2. The immediate Past-President is appointed to a one year term automatically upon completion of his/her term of office as President and shall not hold a vote at Board meetings.

**Proposed amendment: To define the Past-President as an appointed Director of the Board until such time as the current President vacates the position to assume the Past-President position.**

**Current Constitution statement: The immediate Past-President is appointed to a one year term automatically upon completion of his/her term of office as President and shall not hold a vote at Board meetings.**

**Proposed Constitution Statement:**

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.

**Rationale: The Past-President position would mentor the incoming President and help maintain continuity of Board efforts and automatically assume that position.**

**Motion To change the Past-President position from a non-voting position to a Director position.**

Motion: Casey Norman

Secunder: Nathan Szuck

Carried

**CNLA Rep-6.4**

C. N. L. A. Representative – An Active Member in good standing, shall be appointed by the Board for a two-year term. **Five-year term**

**Proposed amendment: To change the term of the CNLA Representative from 2 years to 5 years, Article 6.4.**

**Current Constitution statement:** 4. C. N. L. A. Representative – An Active Member in good standing, shall be appointed by the Board for a two-year term.

**Proposed Constitution Statement:**

4. C. N. L. A. Representative – An Active Member in good standing, shall be appointed by the Board for a ~~two-year term~~. **Five-year term**

**Rationale: The Board of Directors suggests that the 5-year term allows more continuity and connection over several possible Board electorates to help facilitate and maintain effective communication and direction between the MBNLA and CNLA.**

**Motion to make this change to Article 6 ELECTION AND APPOINTMENT OF BOARD OF DIRECTORS AND OFFICERS OF THE BOARD, Section 4 C.N.L.A. representative in the Constitution document.**

Motion: Keith Kurian  
Secunder: David Hinton  
Carried

**Article 7 and 8 swapped**

~~ARTICLE 7 – DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD~~  
**DUTIES OF THE BOARD OF DIRECTORS**

**Proposed amendment: To exchange the Titles of Articles 7 and 8.**

**Current Constitution statement:**

**ARTICLE 7 – DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD**  
**ARTICLE 8 – DUTIES OF THE BOARD OF DIRECTORS**

**Proposed Constitution Statement:**

**ARTICLE 7 – DUTIES OF THE BOARD OF DIRECTORS**  
**ARTICLE 8 – DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD**

**Rationale: Article 7 mistakenly describes Officers Duties, and Article 8 Describes general duties of the board.**

**Motion To exchange the Titles of Articles 7 and 8 in the Constitution document.**

Motion: Chris Spicer  
Secunder: Fred Taylor  
Carried

**Treasurer added- Article 8**

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

1. President  
The President, or in his absence, the Secretary shall:
  - a. Preside as chair of all meetings of the Board and of the Association. In the absence of both the President and the Secretary, a member of the Board shall preside as Chair.
  - b. The Chair shall regulate the order of business of all meetings of the Board and the Association.
  - c. Receive and put lawful motions to such meetings.
  - d. Communicate anything the Chair may think concerns the Association. In the event of an appeal being made against the decision of the Chair of any meeting, the vote of the majority shall prevail. The Chair of any board meeting shall have the right to vote in the event of a tie. The Chair shall not have the right to vote to break a tie at an Annual General Meeting.
  - e. The President shall be an ex-officio member of all committees.
  - f. The President may sign all cheques or other negotiable instruments and all papers and documents requiring signature on behalf of the Association along with another member of the board.
2. Secretary  
The Secretary shall take the place of the President in his absence and act as an alternate for signing authority.
3. Treasurer  
The Treasurer shall complete duties as outlined in the association by-laws and board policy manual.

**Proposed amendment: To add the Officer position of Treasurer**

**Current Constitution statement: Treasurer has not been previously listed as an officer of the Board in the constitution.**

**Proposed Constitution Statement:**

3. Treasurer  
The Treasurer shall complete duties as outlined in the association by-laws and board policy manual.

**Rationale: The Treasurer position and duties are identified in the MBNLA Bylaws Article VI OFFICERS, Section 1.01 as an Officer of the board of directors but has not been included in the MBNLA constitution.**

**Motion To add the Officer position of Treasurer to Article 8 Section 3 of the Constitution document and change the subsequent numbering of the positions that follow.**

Motion: Stephanie Moskal

Secunder: Konrad Zinn

Carried

## **Article 9 Quorum**

### **ARTICLE 9 – MEETINGS**

#### **SECTION 1: REGULAR BOARD MEETINGS**

The Board shall meet at the call of the President at such times as may be necessary for the transaction of the business of the Association, or upon the requisition in writing of four members of the Board. The Executive Director will notify each member in writing at least seven days prior to the meeting.

##### Order of Business at Regular Board Meetings

- a. Agenda review
- b. Approval of previous meeting minutes
- c. Business arising out of minutes
- d. Unfinished business
- e. New business
- f. Date of next meeting
- g. Adjournment

A quorum shall be ~~four~~ five (5 of 8) of the board members.

**Proposed amendment: To identify quorum as 5 of 8 board members.**

**Current Constitution statement:** A quorum shall be four of the board members.

**Proposed Constitution Statement: "A quorum shall be five (5) of eight of the board members".**

**Rationale: To change the quorum to recognize the addition of the Past-President as an appointed Director.**

**Motion to make this change to the Regular Board Meetings Section of the Meetings Article in the Constitution document.**

Motion: Matt Bell

Secunder: Casey Norman

Carried



## By-law changes

### Board of Directors

#### Article I THE BOARD OF DIRECTORS

1.01 General. The Board of Directors (Board) shall consist of seven (7) Directors.

**Proposed amendment: To add the Past-President position as a Director and increase the number of directors to (8).**

**Current Bylaw statement:** The Board of Directors (Board) shall consist of seven (7) Directors.

#### **Proposed Constitution Statement:**

4.01 General The Board of Directors shall consist of seven (7) elected Directors and the appointed Past-President.

**Rationale: The Past-President position is added as a Director position with voting authority.**

Motion To change the number of voting Directors from 7 to 8 including the Past-President.

Motion: Matt Kellas

Secunder: Matt Bell

Carried

### 4.04- Director term

1.02 Term. All Directors, with the exception of the Past President shall serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. In the years ending in an even number, four (4) Directors shall be elected; in the years ending in an odd number, three (3) Directors shall be elected. ~~Directors may serve more than one term,~~ **and a director / board member may serve no more than three consecutive terms.**

**Proposed amendment: To limit the term of any Director to 3 consecutive terms (6 years).**

**Current Bylaws statement:** Directors may serve more than one term

**Proposed Bylaws Statement below:**

**4.04 Term. All Directors, with the exception of the Past President shall serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. In the years ending in an even number, four (4) Directors shall be elected; in the years ending in an odd number, three (3) Directors shall be elected. ~~Directors may serve more than one term,~~ **Directors may serve no more than three consecutive terms and then may not be elected/appointed for another term until he/she has been off the board for at least two years. After at least a two-year absence from the board, former board members are eligible for election/appointment.****

**Rationale:**

The board reviewed the Directors term bylaw in 2020 and made a motion to define a term limit for Elected Board Directors.

**Motion to make this change to The Board of Directors Article 4.04 in the By-laws document and limit the service of a board member to 3 consecutive terms.**

Motion: Derek Dexter  
Secunder: Keith Kurian  
Carried

**Quorum**

**Article V MEETINGS OF THE BOARD OF DIRECTORS**

5.01 Quorum. At any meeting of the board of Directors, quorum shall consist of the majority (~~4 of 7~~) (5 of 8) of Directors holding office.

**Proposed amendment: To identify quorum as 5 of 8 board members to correspond with the change in the constitution recognizing the Past-President board position.**

**Current Bylaw statement:** Quorum. At any meeting of the board of Directors, quorum shall consist of the majority (4 of 7) of Directors holding office

**Proposed Bylaw Statement:** Quorum. At any meeting of the board of Directors, quorum shall consist of the majority (5 of 8) of Directors holding office

**Rationale: To change the quorum to recognize the addition of the Past-President as an appointed Director.**

**Motion to make this change to the Regular Board Meetings Section 5.01 of the Meetings Article in the Constitution document.**

Motion: Konrad  
Secunder: Chris Spicer  
Carried

**5.07- Majority**

5.02 Votes to Govern. At all Board Meetings of MNLA, every question shall be decided by a majority of votes cast unless otherwise specified herein. The Chair of the meeting shall not vote. In the event of a tie, the Chair shall declare the question has not been decided and shall set a date for further deliberation and decision on the matter. After further deliberation, if the vote remains tied, the question shall be defeated.

**Proposed amendment: To define majority as 5 of 8 (as per 5.01).**

**Current Bylaw statement:** Votes to Govern. At all Board Meetings of MNLA, every question shall be decided by a majority of votes cast unless otherwise specified herein

**Proposed Bylaw Statement:** Votes to Govern. At all Board Meetings of MNLA, every question shall be decided by a majority (5 of 8) of votes cast unless otherwise specified herein

**Rationale: To define majority as quorum of the board being 5 of 8 directors.**

**Motion to make this change to the Regular Board Meetings Section 5.07 of the Meetings Article in the Constitution document.**

Motion: Casey Norman  
Secunder: Konrad Zinn  
Carried

### **Officer term limit- 6.03**

6.01 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 four (4) consecutive terms.

**Proposed amendment: To limit the term of any Officer's position to 2 consecutive Officer terms (2 years).**

**Current Bylaws statement:** No officer may hold the same officer's position for more than four (4) consecutive terms.

### **Proposed Bylaws Statement:**

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 ~~four (4) consecutive terms~~ **2 consecutive Officer terms (2 years)**.

**Rationale: The Board of Directors passed a motion in 2020 to shorten the term of officers to allow more opportunity for Directors to hold Officer positions and encourage variation on the Board.**

**Motion to make this change to The Officers Article 6.03 in the By-laws document and limit the term of an Officer Position to 2 consecutive Officer terms (2 years).**

Motion: Stephanie Moskal  
Secunder: Casey Norman  
Carried

## **VIII. New Business**

- i. No new business

## **IX. Presentation of the Slate**

- Guy and Fred's terms expired - Guy to Past President/Fred's open

- Chad and Logan introduced themselves
- Stephanie and Casey also start new terms
- Stephanie Moskal, Casey Norman, Chad Labbe, Logan McGuire are new board members

**X. Directors elected by Acclamation**

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

Motion: Nathan

Secunder: Casey

Carried

**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) – Derek Dexter
- ii. Second to the motion (Secunder) – Stephanie Moskal
- iii. Meeting closed – 7: 50 pm