

## Western New York Nurserymen's Association Foundation Inc.

### What does our Foundation do ?

Our Foundation works with the members of our Association to educate ourselves, the public and students.

### How does our Foundation benefit me ?

Our Foundation, through education , works to promote the "Green Industry."  
We help finance:

- Educational bus tours for the membership;
- Speakers at Educational meetings;
- Student work trips which help to set up and tear down our landscaping projects at the Buffalo Home and Garden Show;
- Student tours of our local industry;
- Student scholarships;
- Production of Green Industry Educational brochures and handouts;
- Promotion of our New York State Certified Nursery Professionals program.

Through these programs, our Foundation is helping to;

- Education us and our employees:
- Educate students about what our Green Industry is all about. This will help encourage young people to choose our industry as their occupational choice:
- Educate the public as to the benefits they receive when their dollars are spent on our Green Industry's products;
- Educate students, the public-and-ourselves to the fact that the Green Industry is a professional industry!

## Certificate of Incorporation of Western New York Nurserymen's Association Foundation Inc.

1. The name of the proposed corporation shall be Western New York Nurserymen's Association Foundation Inc.

2. The purpose for which it is to be formed are:

(a) To improve the image of our industry in our area by encouraging and aiding young men and women in the field of horticulture and ornamental floriculture. This is to include scholarships and or loans without interest. and

(b) To assist any Institution in New York State with financial assistance in the field of research, etc. and

(c) To establish, foster, stimulate and encourage any and all service projects of the WNYNA. and

(d) To establish, foster, stimulate and encourage programs and activities for the betterment of our industry and communities.

(e) To take any and all steps necessary, suitable or proper, for the raising of money to carry on any of the foregoing purposes. and

(f) To accept any gifts, devises or bequests of money or Property or the income then from, whether such gift, devise or bequest be in fee, or in trust for such uses and trusts as may be prescribed by the donor or the testator, and

(g) To invest and reinvest the funds of the foundation in any forms of investment which may from time to time be legal for the investment of trust funds in New York State, and

(h) To do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of the powers her in above set forth.

(i) Expenditures by the corporation exclusive of the expenditures for administrative purposes, shall be made exclusively for charitable, scientific, literary, educational, or other purposes that come within the scope of Section 23 (o), 23 (q) , and 101 (6) of the Internal Revenue code of the United States of America, and that no part of the funds shall inure to the benefit of any private individual, and that not substantial part of the activity of the WNYNA Foundation Inc., shall be devoted to carrying on propaganda or otherwise attempting to influence legislation; and in the event of the dissolution of this corporation all funds, and property shall be transferred in the Western New York Nurserymen's Association, if it still then exist, and if not then to the New York State Nurserymen's Association, and such funds and Property shall then be expended in accordance with the terms of the paragraph.

(j) The number of directors shall be five (5), (revised 11.27/73 and approved 11/7/74.)

# By-Laws of WNYNA- Foundation Inc.

## Article 1 – Membership Meetings

### ANNUAL MEETING

**Section 1.** The annual meeting of the membership for the election of directors and the transaction of such other business as may properly come before it shall be held at the same place, and immediately following the annual meeting of the Western New York Nurserymen's Association.

### SPECIAL MEETINGS

**Section 2.** Special meetings of the membership, other than those regulated by statute, may be called at any time by a majority of the directors upon not less than five nor more than twenty days notice to each member.

### QUORUM

**Section 3.** The presence, in person, of a majority of the membership shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time, not less than six nor more than twenty days later, and notice of such adjournment shall be mailed to each member who as absent from the meeting.

### VOTING

**Section 4.** Voting at the members meetings shall be either by ballot or voice as determined by the Board of Directors.

## Article II – Membership

**Section 1.** All members of WNYNA, in good standing, other than Honorary Members, shall be members of WNYNA Foundation Inc.

## Article III – Directors

**Section 1.** The affairs of the foundation shall be managed by its Board of Directors, all of whom shall be of full age, residents of the New York State, citizens of the United States, and a member of WNYNA for at least five years, and shall have served as an officer of WNYNLA. No director shall succeed himself for an intern of one (1) year. (Revised 11/27/73 and approved 11/7/74)

**Section 2.** The directors shall be elected for a term of five years, beginning July 1<sup>st</sup> following the date of their election. Directors to replace the directors named in the Certificate of Incorporation shall be elected for full terms at the annual elections. (revised 11/27/73 and approved 11/7/74)

### **DUTIES**

**Section 3.** The directors acting as a board regularly convened, shall manage and conduct the business of the corporation, and, in the transaction of business, the act of a majority of a quorum present at a meeting duly assembled shall be the act of the board. The directors may adopt rules and regulations which are not inconsistent with these by-laws, or any provision of law. The board of directors may determine from time to time the number of directors to constitute the board within the limits set by the Certificate of Incorporation.

### **MEETINGS OF THE BOARD**

**Section 4.**

(a) Regular Meetings: A regular meeting of the directors shall be held immediately following the annual meeting of the members at which the directors were elected.

(b) Special Meetings of the directors may be called by the President at any time. Upon written demand of three directors a Special meeting shall be called by the Secretary.

(c) Quorum and Voting: A majority of the board of directors at a meeting duly assembles shall be necessary to constitute a quorum for the transaction of business. Each director shall be entitled to one vote.

### **VACANCIES, RESIGNATION AND REMOVAL**

**Section 5.** Directors may resign at any time, such resignation to be effective immediately upon filing a written resignation with the Secretary. Any vacancy which occurs on the Board of Directors by death, resignation, removal or otherwise, shall be filled by a majority of the directors remaining at a special meeting of the directors to be called for the purpose within ten days after such vacancy occurs. The director thus chosen shall serve the unexpired term of the director that he succeeds.

## Article IV – Officers

**Section 1.** The Board of Directors, immediately after the annual meeting of the membership, shall elect from their number a President, Vice President, Secretary-treasurer. All officers shall serve until the next election of directors, subject to the power of the directors to remove any officer, at pleasure, by majority vote.

**Section 2.** The President shall preside at all meetings of the Board of Directors. The President of the WNYNA shall act as chairman of the annual meeting of the membership for election of directors. The President shall sign all checks, notes, etc. and execute all contracts in the name of the corporation; and, subject to the approval of the Board of Directors, have general supervision of the affairs of the corporation.

**Section 3.** The Vice-President shall, in the absence or incapacity of the President, perform the duties of the President.

**Section 4.** The Secretary-Treasurer shall keep minutes of the meetings of the directors and members. He shall send notices of meetings and shall have charge of books and perform duties incidental to his office. The Secretary-Treasurer shall also perform the incidental duties of the Treasurer. He shall have the care and custody of all funds and securities of the foundation, and shall deposit the same in the name of the foundation in such bank or banks as the directors may designate. He shall sign together with the Present checks, drafts, and notes, and orders for the payment of money. He shall at all reasonable hours exhibit his books to any director. He shall render a statement for the condition of the finances of the foundation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial statement at the annual meeting of the members. He may be required by the Board of Directors to give such bonds as they shall determine, expecting, however, that the cost of such bond shall be paid by the foundation.

## **Article V – PURPOSES AND POWERS**

**Section 1.** The Board of Directors are empowered to provide the necessary funds to carry out any project submitted by the Board of Directors of WNYNA, provided that such project is approved by the Board of Directors of this foundation.

## **Article VI – AMMENDMENTS**

These By-Laws may be repealed or amended by majority vote of the members of the foundation at any duly called regular or special meeting of the membership.