

PROFESSIONAL LANDCARE NETWORK
("PLANET")
BYLAWS

ARTICLE I - CLASSES OF MEMBERSHIP

1. The Association has nine (9) classes of membership: Regular, Supplier, State and Allied Regional Association, Honorary, Affiliate, Dealer, Franchisee, Student, and International. These membership classes are mutually exclusive.

2. Regular Member

a. Regular Member is any person, firm, partnership or corporation, or company within a conglomerate of companies (i.e., conglomerate is defined for purposes of these Bylaws as any company or corporation operated as a separate profit center and combined with other similar or dissimilar companies under the ownership and management of an overall corporate structure), actively engaged in green and outdoor services industries through the development of land areas by site improvement, landscape construction work, or horticultural treatment, or any of them, and whose dues are not delinquent.

b. A firm, partnership, or corporation applying for regular membership shall name one owner, partner, managing officer, or supervisory employee as its representative to the Association pursuant to its membership. A second owner, partner, managing officer, or supervisory employee, who is not the firm or partnership representative to the Association, is also eligible to become an officer or director of the Association, subject to the provisions of paragraph 4 of Article II.

3. Supplier Member

a. A Supplier Member is any individual or firm selling or producing a product or service used in the green and outdoor services industries, such as landscape architects, material suppliers, and business service providers.

b. Any firm, partnership, or corporation applying for a Supplier Membership shall name one owner, partner, officer, director, or supervisory employee as its representative to the Association.

c. Any representative of a Supplier Member elected or appointed as a Supplier Director shall serve on an individual basis, not as a firm, partnership, or corporation representative, and thus, cannot be replaced by another member of their firm, partnership, or corporation without a new appointment or election.

4. State and Allied Regional Association is any organization, such as a state green and outdoor services industry association, who, through monetary contributions, advances the interests of the Association and the green and outdoor services industries, and who might not otherwise be qualified for membership.

5. Honorary Member

a. Honorary Membership may be conferred by the Association to any person for distinguished services to the Association, the green and outdoor services industries, or fields of activity related thereto. There shall be no dues for Honorary Membership.

b. Honorary Membership shall be approved by a majority vote of the Board of Directors. Past Presidents who themselves are not members and who are not affiliated with a member company, and such other persons who have made exceptional contributions to the industry may be elected by the Board of Directors to be Honorary Members. Honorary Membership may be for the life of the honored individual.

6. Affiliate Member

a. An Affiliate Member is any individual or firm sincerely interested in the green and outdoor services industries, but not actively engaged in their work, such as architects, general contractors, developers, grounds managers, and heads of related academic departments in institutes of higher learning, or others who have a major interest in promoting the industry. An Affiliate Member would not be eligible for membership as a Regular, Supplier, or International member.

7. Dealer Member

a. A Dealer Member is any individual or firm selling to a green industry service provider, but not producing a product or equipment for use in the green and outdoor industries.

b. Any firm, partnership or corporation applying for a Dealer Membership shall name one owner, partner, officer, director, or supervisory employee as its representative to the Association.

8. Franchisee Member

a. A Franchisee Member is a licensed franchisee of a Regular member company who pays dues based on their system-wide sales volume.

9. Student Member

a. A Student Member is any student currently enrolled in any institution of higher education, two-year or four-year; who is majoring in a field of study closely allied with the landscape contracting industry, including, but not limited to, horticulture, agriculture, landscape contracting, landscape architecture, arboriculture, agronomy, turf science, and allied interest areas. Student Membership shall be extended for a limit of four (4) consecutive years only.

10. International Member

a. An International Member is any person, firm, partnership, or corporation not actively engaged in the green and outdoor services industries in the United States and its territories.

ARTICLE II - MEMBERSHIP RIGHTS, DUTIES, AND RESTRICTIONS

1. The Association shall approve membership in the proper membership category, as designated in Article I of the Bylaws, to each member.

2. Membership may be terminated by:

a. Death, if member is an individual;

b. Dissolution, if the member is a firm, partnership or corporation;

c. Failure to pay dues;

d. Dismissal from the Association by a vote of the Board of Directors at any duly convened meeting, after not less than thirty (30) days notice with opportunity to be heard, for any action found by the Board of Directors to have been contrary and detrimental to the principles or purposes of the Association.

3. A membership terminated for cause specified in Sections 2c or 2d of this Article may be reinstated by a majority vote of the Board of Directors, provided the cause of such termination no longer exists.

4. Except for a Student Member, a representative of each Member company who is in good standing shall be eligible to serve as a Director on the Association's Board of Directors. A member company may have a maximum of one representatives serving on the Board of Directors of the Association, except if a Board member's company is acquired during his/her term making him/her an ineligible representative of the same company. If there were a conflict, the board member would be allowed to finish his/her particular current year. The impacted Member Company would decide which representative would step down. Any representative elected or appointed as an officer or director shall serve on an individual basis, not as a firm, partnership, or corporation representative, and thus cannot be replaced by another member of his firm, partnership, or corporation without a new appointment or election.

5. Except for a Student Member, the representative of each Member company who is in good standing shall be entitled to participate in and cast one (1) vote (in person or by written proxy) on any issue presented to the membership at the Association's Annual Membership Meeting, or on any matter otherwise brought to the membership for action.

6. All Members are entitled to member pricing for and participation in the programs, services and activities of the Association, and will receive communications and offerings considered appropriate for each membership class.

7. Resignation of membership shall be made to the Association in writing at least thirty (30) days prior to such termination.

8. Application for membership in the Association shall be made in writing on membership application forms provided for that purpose.

9. A Member may not, in conjunction with any Association event, sponsor advertised (including directly to attendees) meetings, receptions, or other events that have a significant purpose to recruit other company employees from those attending the Association event.

ARTICLE III - MEMBERSHIP DUES

1. The fiscal year of the Association is from May 1 to April 30 beginning May 1, 2008.

2. The Board of Directors shall have the authority to establish a schedule of membership dues for the various classes of membership of the Association and to establish criteria for methods of payment, sanctions for delinquency, and removal from membership for nonpayment. Such payments shall be made to the Headquarters Office in U.S. dollars.

3. Each applicant for membership shall submit their application, together with their required dues payment, to the Association's Headquarters Office. Upon approval of such application by the Board of Directors, the applicant shall be notified. If the applicant is rejected, the Association shall refund the applicant any dues paid. A member, who did not pay dues for the preceding dues year and who is otherwise qualified, enters as a new member.

4. Dues shall be payable on the anniversary date of the member's acceptance into the Association. Any member whose dues are delinquent for more than sixty (60) days after billing is not in good standing, and the member shall be dropped from membership following written notice of termination of the membership.

5. To the extent that dues are based on a member's (or applicant's) gross sales or other confidential information relating to the size of the member's or applicant's business, such information as is submitted by the member or applicant shall be held in confidence. The CEO, an Operations Director, or the COO is authorized to require reasonable verification, e.g., audited financial statements or an income tax return, of such information from each applicant or member, shall hold such information in confidence, and shall use such information only for the purposes of the Association. In no event shall such information be made available to other members of the Association except for the limited purpose of verifying the correct amount of dues to be paid by an applicant or member. Notwithstanding the preceding sentence, no competitor (taking into account line of business and services area) shall be permitted to see data from a competing applicant or member and verification by the employees listed above shall be accepted in all but the most unusual cases. Notwithstanding anything else in this paragraph, the Association may publish the dues category of each member unless the member elects not to have such category published.

6. Special assessments shall be levied only for designated purposes, and then only by an affirmative vote of the majority of the members voting in person or by proxy at a duly called meeting of the membership.

ARTICLE IV - ASSOCIATION MEETINGS

1. The Annual Meeting of the Association shall be held at a time and place to be designated by the Board of Directors. Written notice of such annual meetings shall be mailed, faxed or e-mailed to the membership at least thirty (30) days prior to such meetings.

2. Special or emergency meetings may be called by the President, the Board of Directors, or by a one-fifth vote of the members. In the case of special or emergency meetings called, members shall be notified in writing not more than sixty (60) days nor less than five (5) days prior to such meetings. Notices of such special or emergency meetings shall inform the members of the purpose or purposes for which the meeting was called.

3. A quorum necessary for the transaction of business at any duly-called meeting shall be the members of the Association represented by their duly-accredited representatives in person or by valid proxy.

4. At all regular meetings of members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the President-Elect/Secretary prior to, or at the time of, the meeting. No proxy shall be valid after three (3) months from the date of its execution.

5. Unless otherwise provided herein, required by law, the Articles of Incorporation, or these Bylaws, any matter before the members shall be considered approved if a majority of the members present and voting vote to approve it.

ARTICLE V - THE BOARD OF DIRECTORS

1. The governance of the Association is vested in the Board of Directors.

2. Removal of Officer or Director

If an officer or director fails to attend meetings of the Board, or, otherwise, fails to perform the duties of their office, without due cause, the Board may declare the office vacant; and in such event, or in any case in which it is necessary to fill a vacancy on the Board of Directors or in any particular office, the President, with the approval of the Board, may appoint from the appropriate membership of the Association a substitute to serve the remaining portion of such term.

3. The Board of Directors consists of:

Three Officer Positions held by Directors from the membership category of Regular Member; any officer must have completed one 2-year term as a Director prior to serving as an officer, and each officer position is limited to a one (1) year term:

- President
- President-Elect/Secretary
- Immediate Past President

Plus between ten (10) and fourteen (14) at-large Directors (who may come from any membership category except Student). For a period of three years, beginning May 1, 2008, each of the four current specialty groups (Landscape Management, Design/Build/Installation, Lawn Care, and Interior Landscaping) will have a specifically-designated seat on the Board. Thereafter, the nominations process will ensure that the composition of the Board include at least one Director from any defined Regular Member constituency representing at least 10% of the membership.

a. Nominations

i. Any Member of the Association in good standing is eligible to become a director of the Association, provided he or she (a) has been a member in good standing for at least the preceding two (2) years before their nomination; and (b) as of January 1, 2009, has earned a certification from the Association or any of its predecessors. The CEO and Directors representing state associations and allied regional associations are exempt from the certification requirement. Presence at the Annual Meeting is not necessary to be eligible for an office, but a statement must be filed with the Secretary of the Association, prior to nomination, attesting to the fact that the member is willing to accept such nomination and that, if elected, he will serve in the office to which he is elected.

ii. A nominations committee led by the Past President composed of the President, President-Elect/Secretary, the Past President, CEO and two at-large directors shall propose a slate of nominees for each officer and director position (other than the CEO. The nominees shall be approved by the Board of Directors, and their names presented to the membership for a vote at least 30 days before the annual meeting. The results will be presented to the membership at the annual meeting.)

b. Term. Officers shall serve a term of one year. All directors (other than the CEO) shall serve a term of two (2) years. No director may serve more than three consecutive terms (though any term of service as an officer does not count toward the term limit).

4. The Board of Directors has all those powers expressly granted by the Articles of Incorporation and Bylaws of the Association, and, also, all general authority not inconsistent therewith, to set the overall direction and desired programmatic results for the association, and to establish all necessary policies and procedures to govern the association effectively on behalf of and in the interests of the association's members.

a. The Board will establish and the President will appoint committees, subcommittees, task forces or ad hoc committees for the Board and for the association in general as it deems appropriate and necessary for the association; the Board may disband these entities as it deems appropriate and necessary. Committees, subcommittees, task forces or ad hoc committees may not be formed except with the authority of the Board.

5. The Board of Directors may appoint and employ a Chief Executive Officer, who shall act in such capacity and perform such duties as may be designated by the Board of Directors.

6. When authorized by the Board of Directors, the Chief Executive Officer may employ or otherwise contract with such other persons as may be necessary in the administration of the affairs of the Association.

7. Voting.

a. Depending on the number of voting Directors serving on the Board at any given time, voting on all matters will proceed as follows:

Number of Voting Directors	# needed to conduct any business (quorum)	# needed to pass general issues	# needed to pass "significant" issues
13	9	7	9
14	10	8	10
15	10	8	10
16	11	9	11
17	11	9	11

To provide the highest level of diligence on behalf of the members, the specific "significant" issues indicated above are:

- ✓ any bylaws change
- ✓ acquiring, being acquired by, or merging with another organization (in full or in part)
- ✓ dissolution of the association
- ✓ a material change in the association's charter, purpose or strategic direction
- ✓ incurring debt, lease obligations or contingent liabilities greater than amounts set by Board policy
- ✓ purchase of any tangible or intangible asset valued over amounts set by Board policy
- ✓ investment policies (selection of management firm, statement of risk, investment allocations, etc.)
- ✓ hiring or removal of the CEO
- ✓ the slate of directors and officers submitted to the membership
- ✓ removal of a director or officer

All matters to be voted on by the Board are in the "general" category, unless specifically listed above as "significant" issue

a. The President counts toward the presence of a quorum, but will vote only to break a tie (but in no case will he or she vote on matters pertaining to the office of the presidency).

b. The Board of Directors may meet physically or electronically; in either case, the meeting must be "live" and equally and fully accessible to all participants in real time. Physical meetings may include participation via telephone. Electronic meetings may be conducted via telephone, teleconference, videoconference, or appropriate internet-based vehicles.

c. At any meeting of the Board of Directors, votes will be counted by a show of hands or vocal responses (or the electronic equivalent) for yes, no and abstain (with the generalized result that the motion passes or fails); however, any director may call for the vote to be counted with each Director responding with his or her vote verbally or in written form (resulting in a count of yes, no and abstain by each director voting). In between meetings, the Board may also vote via facsimile, mail or e-mail. Such a vote constitutes a valid action of the Board, and shall be recorded as such in the minutes of the next Board meeting.

d. The CEO is a non-voting, *ex officio* member of the Board.

8. In addition to the duties and responsibilities legally prescribed for Directors of the Association, all Directors are expected to act at all times in the best interests of all the association's members, and with the association's overall well being in mind.

a. No Director can serve as a chair or vice chair of any program committee, or any specialty group unless specifically approved by a vote of the board.

ARTICLE VI - OFFICERS AND THEIR DUTIES

1. The President will assume all responsibilities legally required by the position. He or she presides at all meetings of the Board of Directors, and the annual meeting of members, and appoints the chairs of all committees, sub-committees of the board, program committees and specialty groups. The President appoints all chairs and members of special task forces.

2. The President-Elect/Secretary shall succeed to the office of President upon the expiration of the term of the President; acts in the place and stead of the President in the latter's absence or upon request of the President. The President-Elect/Secretary will function as the Secretary of the Association, and will assume all responsibilities legally required by the position. While the Secretary is formally responsible for ensuring and maintaining a correct record of the proceedings of the meetings of the membership and the Board of Directors, the physical process of taking minutes and notes, compiling them and distributing them may be delegated to an appropriate person on the administrative staff.

3. In the event that both the President and President-Elect/Secretary are unavailable or unable to serve, the Board shall undertake the task of naming a replacement.

4. The Immediate Past President shall install the incoming officers and directors.

5. The Officers shall conduct the performance evaluation of the Chief Executive Officer on a minimum of an annual basis.

6. The Chief Executive Officer:

- a. is responsible for, and has custody of, the records of the Association;
- b. notifies the members, officers, and directors of all meetings;
- c. shall maintain an up-to-date list of the membership showing those who are in good standing,
- d. The Chief Executive Officer shall serve as the Assistant Secretary of the Association, and in that capacity, shall be authorized to serve as the Association's registered agent in the state where its office is located, to execute and file all documents required to maintain the Association in good standing in California and any other state where it is resident, and to perform such other duties and execute such other documents as may be necessary to properly conduct the activities of the Association.

ARTICLE VII - INDEMNIFICATION

Subject to the provisions of Section 7237 of the California Corporations Code, the corporation shall indemnify any person described in that section, with respect to expenditures described in that section, to the greatest extent permitted by that section.

ARTICLE XI - ASSOCIATION FUNDS

1. From the General Fund of the Association, the Board of Directors shall establish and maintain a revolving fund for the payment of current bills, in such amounts as the Board of Directors shall, from time to time, determine.

2. The Officers and all employees of the Association, whose duties involve the handling of monies of the Association, may be required by the Board of Directors to furnish a surety bond, the premiums of which shall be paid by the

Association.

3. No property of this corporation shall inure to the benefit of any private person. This corporation does not contemplate the distribution of any gains, profits, dividends or net earnings to the benefit of any individual at any time whatsoever.

ARTICLE XII – LIMITATIONS

1. No vote may be taken or sanctioned by the Board of Directors or any committee which relates to the political preferment of any individual or group of individuals or of any political party.

2. No member, on behalf of the Association, shall solicit or endorse the solicitation of contributions, other than for an approved activity of the Association, unless such solicitation is first approved by the Board of Directors.

ARTICLE XIV - STUDENT CHAPTERS

Student Chapters of the Association may be established upon approval of the Board of Directors. Such Student Chapters shall meet the following requirements:

- a. The organization must be a student organization at a school with an accredited two-year or four-year college-level program, with a curriculum in landscape contracting, horticulture, or related subjects;
- b. The organization shall have a faculty advisor who is an Affiliate Member of the Association;
- c. The Student Chapter shall hold PLANET harmless for any debts, and shall undertake no work program under the Association's name, without written approval by the CEO; and
- d. Student Chapters shall pay such dues as may be established by the Board of Directors. Student Chapters may, at their discretion, affiliate with any other association or similar organization.

ARTICLE XV - AMENDMENT OF BYLAWS

Subject to Article V, Section 7, these Bylaws may be amended or repealed and new Bylaws adopted by a vote of the Board of Directors. The Board shall forward to the membership a written notice via mail, fax or e-mail notice of any proposed actions pertaining to the Bylaws at least thirty (30) days prior to the Board Meeting at which the actions are to be considered.

ARTICLE XVIII - ORDER OF BUSINESS

1. The order of business of the Annual Meeting shall be as follows:

Call to Order;
Election and Installation of Board of Directors

2. Robert's Rules of Order, latest edition, is the authority governing proceedings in meetings of the General Membership, Board of Directors, and committees, insofar as such rules are not in conflict with the Articles of Incorporation, the Bylaws of the Association, or policies established by the Board of Directors.

Amended: 2.14.08