

AMERICAN HORTICULTURAL THERAPY ASSOCIATION BYLAWS

ARTICLE 1 - AHTA

Section – Name

The name of this organization shall be the American Horticultural Therapy Association (hereafter referred to as the AHTA)

Section 2 – National Headquarters

The National Headquarters of AHTA shall be located within the confines of the continental United States in such location as may be determined by a majority vote of the Board of Directors.

Section 3 – Purpose

To advance the practice of horticulture as therapy for improving human well-being.

Section 4 – Mission

AHTA is a non-profit membership-driven organization whose mission is to promote and advance the profession of Horticultural Therapy as a therapeutic intervention and rehabilitative modality through:

- The dissemination of information relating to the principles and practices of horticultural therapy as a treatment modality.
- The encouragement of professional growth of horticultural therapy practitioners.
- The establishment of professional standards and a credentialing process for horticultural therapy practitioners.
- The promotion of research related to the impact of horticultural therapy as a treatment modality.
- The advocacy of horticultural therapy as a treatment modality to the public, the healthcare industry, the academic community, and the allied professions.
- The promotion of horticultural therapy educational opportunities.

Section 5 – Participation

The AHTA encourages all members to take active parts in sharing the tasks, responsibilities and obligations set before this organization. The AHTA encourages participation in the promotion of the AHTA's purpose and the achievement of its mission through active involvement in committees, submission of articles for publication, membership recruitment and other endeavors supportive of AHTA goals. These endeavors may include the establishment and/or support of local and regional chapters, workshops and seminars.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility

Membership is open to individuals, students, clubs, institutions, organizations and businesses interested in horticulture and horticultural related activities as a therapeutic and rehabilitative medium, and supportive of the mission of AHTA. AHTA welcomes all individuals regardless of race, color, religion, sex, national origin, ancestry, marital status, age, sexual orientation, or disability.

Section 2 – Classes of Membership

The following are the AHTA membership classes:

- (a) Professional: Open to all individuals who have fulfilled the requirements of professional registration by the American Horticultural Therapy Association. Professional members receive full membership benefits. Professional members may vote and/or hold office.
- (b) Associate Level 1: Open to all individuals not professionally registered with the American Horticultural Therapy Association. Associate members receive full membership benefits. Associate members may vote and/or hold office.
- (c) Associate Level 2: Open to all individuals seeking professional registration with the American Horticultural Therapy Association. Associate Level 2 members are required to be 1) currently enrolled in an AHTA accredited horticultural therapy certificate program, 2) be attending classes part-time to meet AHTA professional registration requirements, or 3) have initiated a horticultural therapy internship with an AHTA approved internship supervisor to be complete within the next 2 years. Associate Level 2 members receive limited membership benefits. Associate Level 2 members may not vote and/or hold office.
- (d) Organizational: Open to all health care organizations, educational institutions, and foundations. Organizational members shall designate, in writing, an individual representative for purposes of receiving membership benefits. Organizational members receive limited membership benefits and may not vote and/or hold office.
- (e) Affiliate: Open to all nonprofit organizations, businesses and other organized groups. Affiliate members shall designate, in writing, an individual representative for purposes of receiving membership benefits. Affiliate members receive limited membership benefits and may not vote and/or hold office.
- (f) Retired: Open to all Professional members of the American Horticultural Therapy Association who are age 62 and older and retired from gainful employment. Retired members receive the same benefits and privileges as Professional members. A request for change in membership status must be made in writing.
- (g) Student: Open to all full-time students enrolled in a university or college degree program (any curriculum). Student members must submit, in writing, proof of full-time enrollment. Student members receive limited membership benefits and may not vote and/or hold office.
- (h) Honorary: The Board of Directors may elect individuals to Honorary membership in recognition of long service and/or distinctive contribution to the field. Honorary members receive the same benefits and privileges as Professional members.

Section 3 – Rights and Benefits

The Board of Directors shall adopt criteria for each class of membership. Each Professional, Associate, Retired and Honorary member in good standing shall be entitled to:

- (a) One (1) vote in elections of the Board of Directors
- (b) One (1) vote on any matter of business coming before the membership
- (c) Be eligible for nomination to the Board of Directors
- (d) Serve on the Board of Directors

All members in good standing shall be eligible to:

- (a) Serve as a work team leader or member of a work team
- (b) Participate in the annual meeting or special meeting of the membership
- (c) Be eligible for privileges and benefits determined by the Board of Directors

Section 4 – Dues

The annual dues for each membership classification of the AHTA shall be as determined by the Board of Directors.

Section 5 – Duration of Membership

Membership in the AHTA may terminate by death, voluntary withdrawal or otherwise in accordance with these Bylaws. All rights, privileges and interests of a member in the AHTA shall cease on the termination of membership.

Section 6 – Suspension and Expulsion

- (a) Arrears: Members who fail to pay their dues within thirty (30) days from the due date shall be notified by the AHTA; if payment is not made within the succeeding thirty (30) days they shall forfeit all rights and privileges of membership.
- (b) Additional Causes: Additional sufficient cause for suspension or termination of membership shall be the violation of these bylaws or any lawful rule of practice fully adopted by the AHTA, or any other conduct detrimental to the organization's interests.
- (c) Expulsion: Expulsion shall be by vote of two-thirds (2/3) of the Board of Directors.

ARTICLE III – MEMBERSHIP MEETINGS

Section 1 – Annual Membership Meetings

There shall be an annual meeting of the members of the AHTA at a time and place to be selected by the Board of Directors. This meeting shall be for reporting election results, receiving annual reports and for the transaction of other business. Notice of such meetings shall be given to each

member at least forty-five (45) days prior to the date of the meeting. Such notice will be via either mail or by electronic notification, such that each member receives one (1) verifiable notice.

Section 2 – Special Membership Meetings

Special membership meetings of the AHTA may be called to consider a special subject. Such meetings may be called by the President by a majority of the Board of Directors, or by a petition of twenty (20) percent of the members; the time and place of the meeting shall be designated by the President with approval of the Board. Notice of any such meeting shall be given to each member at his/her last recorded address or by electronic notification, at least thirty (30) days in advance, with a statement of time and place, and information as to the exact subject or subjects to be considered. Business at any special meeting shall be restricted to the subject or subjects mentioned in such notice.

Section 3 – Quorum

A quorum at any duly called meeting of the members shall be deemed to exist if there are present, in person, not less than one-twentieth (1/20) of the members entitled to vote at such meeting. The affirmative voice of a majority of such members shall be required for any action to be taken by members on each question submitted at the annual or special membership meetings.

Section 4– Voting

Each Professional, Associate, Retired, and Honorary member in good standing shall be entitled to one (1) vote and may take part and vote in person at a general membership meeting, by mail, or by electronic vote. A majority vote of those members voting shall govern, unless otherwise specifically provided by these Bylaws.

Section 5 – Method of Balloting

Election of the Members-At-Large to the Board of Directors shall be by a ballot for which there is a verifiable last known address (either street or electronic address) to Professional, Associate, Retired, and Honorary members eligible to vote. Amendments to the Bylaws may also be voted on by such ballot. In addition, other important business may be offered to eligible members by such ballot. On any mailed or electronic vote, a majority of those voting shall determine the action. Proposals to be offered to the members for a vote, and the method of balloting, shall be authorized by the Board.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Size and Composition

AHTA shall have a Board of Directors consisting of not less than four (4) members or more than twenty (20) members. The number of members on the Board of Directors may be increased or decreased in accordance with these Bylaws. The Board of Directors shall be composed of the officers of the AHTA, the immediate past-president, and elected members at-large.

Section 2 – Term of Office and Qualifications

- (a) Members At-large shall be elected for three (3) year terms and serve until their successors are elected and take office.
- (b) Members At-large may serve no more than two (2) consecutive terms and may not be seated on the Board until three (3) years after their second consecutive term has expired.
- (c) Each year Members At-large shall be elected to succeed one third (1/3) of the Board members whose terms of office will have expired.
- (d) Each Member At-large must be a voting member of the AHTA.

Section 3 – Vacancies

If a Member At-large position becomes vacant between elections, the President, with the approval of the Board, has the authority to appoint a successor for the balance of the non-expired term. Openings created by members at-large moving into officer positions are not considered vacancies but may be filled if so deemed by the Board.

Section 4 – Removal

A Member At-large and/or officer of the Board may be removed from office for cause by an affirmative vote of two thirds (2/3) of the Board of Directors. Any such member to be removed shall be advised in writing thirty (30) days in advance of such action or vote and shall have the right to be present and provide pertinent evidence or information.

Section 5 – Duties

All Members At-large are obligated to support work teams and are expected to serve as leader on a minimum of one (1) work team annually.

The duties of the Member At-large shall be as stated in the AHTA Policies and Procedures Manual, Part III, Section 1.B.

Section 6 – Powers

The Board of Directors shall have all the powers conferred upon it by law, by the Certificate of Incorporation, and the Bylaws, and shall constitute the governing body of the AHTA. Without limiting the generality of the foregoing, but by way of illustration, the Board is authorized:

- (a) To manage the property and affairs of the AHTA
- (b) To determine the scope and extent of the activities of the AHTA and to define and carry out its policies
- (c) To adopt such rules and regulations for the conduct of the meetings of the Board and the Members, and for the management of the affairs of the AHTA, as the Board may deem proper, the Certificate of Incorporation, and the Bylaws
- (d) To nominate and elect officers to the Board of Directors
- (e) To accept contributions and subscriptions
- (f) To invest and reinvest funds of the AHTA
- (g) To authorize the preparation and circulation of documents and publication of articles

- (h) To audit bills, disburse the funds of the AHTA, establish one or more offices, purchase equipment and supplies
- (i) To appoint and employ such agents and employees as the Board shall deem necessary or desirable, and to delegate such powers of the Board as may lawfully be delegated
- (j) To advise and cause to be carried into effect all measures the Board may deem proper and expedient to promote the objectives and purposes of the AHTA
- (k) To determine who shall be authorized to sign on AHTA's behalf; notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents
- (l) To control, establish and monitor all policies pertaining to the AHTA
- (m) To extend grants or other financial assistance to qualified organizations to conduct research, education, treatment or other programs which further the purposes of the AHTA
- (n) To approve chapters of the AHTA
- (o) To expel an officer or Board member from office for cause
- (p) To suspend or expel AHTA members for cause

Section 7 – Indemnification

Insurance to indemnify any Board Member or Officer shall be obtained for actions and activities related to the AHTA business. Coverage shall include indemnification for reasonable expenses including attorney fees and costs of any judgments imposed.

Section 8 – Quorum

One half (1/2) of the members of the Board of Directors present at a meeting shall constitute a quorum for the purpose of conducting business.

Section 9 – Board Meetings

- (a) Regular meeting- The President shall call at least an annual meeting of the Board and any other meetings necessary to conduct business.
- (b) Special meeting- Upon verifiable notice of four (4) members of the Board, special meetings shall be called. Such request shall be directed to the President and filed with the Secretary along with a listing of business to be considered.
- (c) Notice- Notice as to the time, place and agenda of regular and special Board meetings shall be forwarded via mail or electronically pursuant to the Method described in Article III, Section 5 at least thirty (30) days prior to the date of the meeting.
- (d) In-person meetings of the Board of Directors are open to members, except for sessions dealing with registration appeals, accreditation appeals, or personnel matters.
- (e) Conference calls- Meetings of the Board of Directors may be held by conference call on a quarterly basis or in the event that a Special Meeting is requested. Conference calls shall be conducted in such a way that all members participating can hear each other at the same time. Meetings held by conference call will follow the same rules of conduct as described in Article IX, Section 3. The conference call will be coordinated by the Executive Director and all necessary information to participate in the call shall be forwarded via mail or electronically pursuant to the Method

described in Article III, Section 5 at least fourteen (14) days prior to the date of the meeting.

Section 10 – Ballot

The President may direct that a vote be taken by mail ballot. Assent by three-fourths (3/4) of the members of the Board shall constitute approval. A record of such vote will be incorporated into the minutes of the next meeting of the Board of Directors as an action of the Board.

The President may direct that a vote be taken by voice vote by conference call. A voice vote taken by conference call shall be recorded individually through a roll call vote. The results of such vote shall be by quorum and confirmed at time of vote. A record shall be kept of all votes and the motion and voting results shall be incorporated into the minutes of the next meeting of the Board of Directors as an action of the Board.

The President may direct that a vote be taken by electronic ballot at such a time following a board meeting. A vote taken by electronic ballot must have a deadline of no longer than one (1) week to be cast. All votes must be submitted to the Secretary and Executive Director, both of whom will confirm the vote and report the results to the Board. In the event of board of director elections, all votes must be submitted to the Immediate Past President and Executive Director, both of whom will confirm the vote and report the result to the Board. Assent by three-fourths (3/4) of the members of the Board shall constitute approval. A record shall be kept of all votes and the motion and voting results shall be incorporated into the minutes of the next meeting of the Board of Directors as an action of the Board.

Section 11 – Executive Committee

- (a) The Executive Committee shall be composed of the President (who shall act as chairperson of the Board), Vice President, Secretary, Treasurer, and the Immediate Past President.
- (b) The Executive Committee shall possess all powers of the Board of Directors in the interim between regular or special meetings of the Board. The Executive Committee may take actions on any matter under specific authority of the Board including, but not limited to: review of all accounts; approval of annual draft budgets, execution of Board directives, and all other matters necessary to the operation of the AHTA.
- (c) The Executive Committee, or designee, shall serve as Personnel/Association Management Committee with the power to employ and/or terminate employment of AHTA office staff, define staff job responsibilities, review and approve compensation of office employees, and take action on all other employee matters. This Committee shall have the authority to authorize contracts with Association Management Companies which would either supplement or replace AHTA office staff.
- (d) The Executive Committee shall report to the Board of Directors on a regular basis regarding its actions and activities.
- (e) Quorum of the Executive Committee shall consist of a majority of the elected officers, providing the meeting is chaired by the President, Vice President, or Immediate Past President.

- (f) The Executive Committee shall serve as the Professional Registration and Horticultural Therapy Certificate Program Accreditation appeals board.

ARTICLE V - OFFICERS

Section 1 – Elected Officers

The officers of the AHTA shall be the President, Vice President, Treasurer, and the Secretary. Officers shall receive no compensation for their services but may be compensated by resolution of the Board for expenses connected with execution of their duties.

Section 2 – Qualifications

Nominees for office shall be currently seated members of the Board of Directors at time of nomination. In the event that no board member accepts nomination, the Board of Directors shall have the right to nominate any current voting member of AHTA that meets the criteria as set forth by the Board.

Section 3 – Nomination and Election of Officers

The Board of Directors will nominate and elect the officers of the Board by a majority vote of all board members. Any person nominated shall have given consent to his/her nomination and have agreed to serve if elected.

Section 4 – Term of Office

Two (2) officers shall be elected yearly to serve two (2) year terms by the Board of Directors, or until such time a qualified successor is duly elected.

Section 5 – Eligibility Limitations

Officers will be allowed to serve no more than three (3) consecutive two-year (2) terms, after which two (2) years must lapse before they can be re-elected as an officer.

Section 6 – Vacancies and Removal

Vacancies in the offices of Vice President, Treasurer, or Secretary may be filled for the balance of a non-expired term through appointment by the Board of Directors. Vacancies in the office of President shall be filled by succession of the Vice President. Any officer may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors.

Section 7- Duties of Officers

Duties of officers shall include, but not necessarily be limited to the following:

- (a) President- The President is responsible for:

- (1) Calling meetings of the membership, Board, and Executive Committee.
 - (2) Presiding and chairing meetings of the membership, the Board, and Executive Committee.
 - (3) Appointing and removing work team leaders and members of all standing and special work teams.
 - (4) Serving as ex-officio member of all work teams.
 - (5) Performing such other duties and having such powers as from time-to-time are prescribed by the Board of Directors.
- (b) Vice President- The Vice President shall assist the President in discharging duties of that office, and in the absence of the President, shall perform the duties of President, may assist the President as parliamentarian, and upon completion of term shall be assumed to be a candidate for the office of President for the subsequent term.
- (c) Secretary- The Secretary shall maintain records of the AHTA and keep a written record of all meetings of the Board, Executive Committee, and Annual Membership Business Meeting.
- (d) Treasurer- The Treasurer shall oversee the AHTA funds and records, shall establish proper accounting procedures, and shall arrange for an annual audit, review or compilation by a certified public accountant as selected by the Board. The treasurer may serve as work team leader of a finance work team.
- (e) Immediate Past President- The Immediate Past President shall perform the duties of the President in the absence of the President and Vice President. Additionally, the Immediate Past President shall serve as a member of the Nominations/Elections Work Team.

ARTICLE VI – WORK TEAMS

Section 1 – Operational Work Teams

No later than sixty (60) days following adjournment of the Annual Meeting of the Membership the President shall designate long-term (Operational) work teams and shall appoint operational work team leaders.

Section 2 – Developmental Task Forces

The President shall annually designate short-term, task-specific (Developmental) task forces as appropriate and appoint such task force leaders to conduct the business of the AHTA.

Section 3 – Terms and Qualifications

Operational work team leaders and members shall serve from one (1) Annual Meeting to the next, or until their successors are named; developmental task force leaders and members shall serve until the completion of their charge(s) and the disbanding of the task force by the President. Work team leaders shall be members in good standing of the AHTA.

Section 4 – Composition

All work teams and task forces shall consist of a work team or task force leader and at least three (3) work team/task force members.

Section 5 – Ex-Officio Members

The President shall serve as an ex-officio member of all AHTA work teams/task forces with the exception of the Nominations/Elections Work Team.

Section 6 – Reports

All operational and developmental work teams shall report at least annually at the regular meeting of the Board or at such time that the President may request special interim reports.

Section 7 – Authority

All work teams/task forces are appointed to consider, investigate or take action as specifically directed by the Board.

ARTICLE VII- NOMINATIONS/ELECTIONS WORK TEAM

Section 1 – Appointment and Composition

The nomination/election process shall be carried out by the Nominations/Elections Work Team. The Work Team shall be appointed by the President with the approval of the Board of Directors. The work team shall consist of a chairperson and four (4) members. No more than two (2) of the four (4) members may be members of the Board of Directors. The Immediate-Past President of the AHTA will assume chairmanship of the Nomination and Election Work Team.

Section 2 – Procedures

The Nominations/Elections Work Team shall make as many nominations for election of Members-At-Large to the Board of Directors as they determine appropriate. The work team has the discretion to solicit assistance as needed from AHTA members for the purpose of recruiting candidates for nomination. All nominees must have agreed in writing to being nominated and to serving if elected.

The Nominations/Elections Work Team shall assure fair elections and the safekeeping and counting of ballots. The Nominations/elections process shall follow the process and procedures identified in the Policies and Procedures, Part III, Section 2.C.

ARTICLE VIII – ELECTIONS

Section 1 – Election of Officers

Officers of the AHTA shall be elected by the Board of Directors to fill vacancies created by Officers whose terms expire at the time of the Annual Meeting each year. Officers will be

elected by the Board in accordance with Article V of these Bylaws prior to the Annual Meeting. Election results shall be reported to the membership at the annual meeting.

Section 2 – Election of the Members-At-Large to the Board of Directors

Members-At-Large to the Board of Directors shall be elected prior to the Annual Meeting by ballot as described in Article III, Section 5. They shall be elected to fill vacancies created by Board members whose terms expire at the time of the Annual Meeting each year.

Section 3 – Election Rules

Election of the members at-large to the Board of Directors shall be conducted by the Nominations/Elections Work Team under rules adopted by the Board.

Section 4 – Requirement for Election

A candidate for a Member-At-Large position to the Board of Directors must receive a majority of votes cast to be elected. In the event no candidate receives the majority of votes cast, the Nominations/Elections Work Team shall provide for a second election under rules adopted by the Board. Officers of the Board shall be elected by a majority vote of the Board. If no candidate receives a majority vote, the Board shall hold subsequent votes under rules adapted by the Board.

ARTICLE IX - MISCELLANEOUS

Section 1 – Checks and Vouchers

Unless otherwise ordered by resolution of the Board of Directors, all disbursements shall be approved by either the President, the AHTA Treasurer, or by the Board, and all checks or vouchers for the disbursement of the AHTA's money shall be signed by either a member of the Executive Committee, AHTA Executive Director, Association Management Company Treasurer or CFO, or an AHTA employee as designated by the President or the Board.

Section 2 – Seal

The Corporate Seal shall have inscribed thereon the name of AHTA and the words "Corporate Seal." The seal shall not be affixed to any document unless legally required.

Section 3 – Rules of Order

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the AHTA in all applicable instances and in which they are not inconsistent with these Bylaws and any special rules the Board of Directors may adopt.

ARTICLE X - AMENDMENTS

Section 1 – Amendments Proposed by Membership

Amendments to the Bylaws may be proposed by any member and shall be considered by the Board of Directors. If approved by the Board, amendments shall be submitted to the membership for ratification.

Section 2 – Procedures

These Bylaws may be amended, altered, or repealed at any time by an affirmative vote of a majority of the voting members cast by verifiable ballot as pursuant to Article III, Section 5.

ARTICLE XI – DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the AHTA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the AHTA in such manner, or to such organizations organized and operated exclusively for the benefit of persons with disabilities in the most liberal interpretation for charitable, educational, or scientific purposes as shall at the time qualify an exempt organization under section 501 (c)3 of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the AHTA is then located, exclusively for such or to such organizations, as said Court shall determine, which are organized and operated for such purposes.

