

Constitution & Bylaws of the Virginia Nursery & Landscape Association, Inc.

ARTICLE I - ORGANIZATION

The name of the association shall be "Virginia Nursery & Landscape Association, Inc.". The Virginia Nursery & Landscape Association, Inc. is a nonstock, non-profit Association incorporated and organized under the laws of the Commonwealth of Virginia.

ARTICLE II - DEFINITION

The term "nursery industry" or "industry" includes any individual involved in the growing, buying, selling, etc. of horticultural products.

ARTICLE III - OBJECTIVES

The purposes of this association shall be:

1. To promote the common business interests of those engaged in the nursery industry.
2. To promote acquaintanceship and cooperation between those engaged in the industry and allied interests.
3. To foster and promote a greater use of nursery products.
4. To support the improvement and standardization of nursery products.
5. To promote the advancement of lawful and fair trade practices, customs and usages.
6. To increase the compilation and dissemination of scientific information and to study business methods and standards for recommendation to and for use by members.
7. To increase the gathering, analysis and dissemination of information of general interest, and the securing and presentation of the views of the members to the public, governmental agencies, and to other organizations.
8. To foster cooperation with governmental agencies to mold policies on legislative and administrative matters in the interest of the public and the industry.
9. To promote the exchange and sale of nursery stock.
10. To promote the exhibition of plants, fruits, flowers or

other articles produced by or used in the industry.

11. To engage in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character.

ARTICLE IV - MEMBERSHIP

Section 1. - Individuals, partnerships and corporations holding membership at the time of the adoption of these bylaws shall constitute the present members in the classification now enjoyed.

Section 2. - Classes Of Membership - The corporation shall have the following classes of membership: Active, Allied, Out-of-State, Associate, Honorary and Student.

Section 3. - Active Membership - Any individual, partnership, or corporation actively engaged in the production, sale, or use of flowers or nursery stock and whose principal office and activity is in the Commonwealth of Virginia, provided said member shall bear a reputation for trustworthy dealing, which shall be maintained as a condition of continued membership. Each active membership shall be entitled to cast one vote on matters concerning the Association, but no voting may be done by proxy.

Section 4. - Other Membership

- a. Includes out-of-state, allied and associate. - Any individual, partnership or corporation owning or operating a nursery business or whose business is allied to the nursery industry shall be eligible for Associate membership.
- b. Honorary Membership - The Board of Directors may, by a two-thirds vote, elect as an Honorary Member any person who has rendered unusual or distinguished service to the nursery industry, or in the general field of horticulture. An Honorary Member so elected shall be granted a lifetime paid-up membership unless terminated by Board action.
- c. Student Membership - Student members shall consist of students of Horticulture or related fields whose interest and training have the objective of leading them into careers in the nursery industry.

Section 5. - New Member - Any person, firm or corpora-

tion eligible to membership under these bylaws shall proceed in the following manner:

1. Applicant has been engaged in the nursery business as defined in Article II for a period of one year or longer in his present locality in the Commonwealth of Virginia.
2. Applications are to be submitted to the Executive Director who shall make proper investigation and report his/her findings by mail or at a Board of Directors meeting.
3. The Board of Directors shall approve or disapprove said application by majority vote, and, if approved, shall report such approval to the membership at large through the Newsletter in its next issue.

ARTICLE V - CANCELLATION OF MEMBERSHIP

Section 1. - Nonpayment of Dues - The Board of Directors may suspend or expel and terminate the membership of any member of this Association for nonpayment of dues. Whenever a member shall have failed to pay his dues after ample billing and warning by the State Office, he will be dropped from the Association membership.

Section 2. - Sale Of Business - Any member shall be automatically terminated by the sale and transfer of ownership of a business. Reorganization of the business structure of a member firm, such as incorporation or addition of partners that maintains some of the previous owners, shall not constitute a sale and shall not require termination of membership.

Section 3. - Misconduct Termination - Any membership may be suspended or terminated for cause. Sufficient cause for suspension shall be violation of the bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE VI - VOTING RIGHTS

Section 1. - Voting Rights - Each Regular membership shall be entitled to one vote. It may be cast by any individual of that member's firm.

Section 2. - Voting - Voting shall take place at any membership meeting called by the Association or by special mail ballot. A majority of the votes cast shall elect officers, determine future convention sites and change bylaws, provided the bylaws changes have first been approved by a two-thirds vote of the Board of Directors. A three-fourths vote of the Regular members voting will be required for adoption of the changes. Any proposed assessments or increase in the dues of the association shall require a three-fourths vote of the Regular members voting. All other matters properly presented before the membership at the annual meeting shall be decided by a majority of the votes cast. Voting shall be by written ballot except in the event there is only one candidate for an office, then a motion to cast a unanimous ballot may be made. The winners of the balloting will be announced at the conclusion of the ballot count. There will be no voting by proxy.

ARTICLE VII - DUES

Section 1. - Due Date - the annual dues for each member of the association are due by April 1st of each year and shall be determined by the Board of Directors subject to ratification by the membership at the next official meeting.

Section 2. - Nonpayment - Members who fail to pay their dues by April 1st and having been mailed at least (2) mailings from the VNLA office shall, without further notice be dropped from the rolls and thereupon forfeit all rights and privileges of membership. However, the Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member who can show good cause for nonpayment.

ARTICLE VIII - MEETINGS

Section 1. - Annual - There shall be an annual meeting of the Association during the month of January, unless otherwise ordered by the Board of Directors, for election of officers and directors for a term of one year to begin at the close of the annual meeting. Included in this annual meeting will be the review of annual reports and the transaction of other business. Notice of such

meeting, which may be advertised in the VNLA Newsletter, shall be mailed to the last recorded address of each member at least twenty (20) days before the time appointed for the meeting.

Section 2. - Special - Special meetings of the Association may be called by the President of the Board of Directors, or shall be called by the President upon the written request of one-fourth of the regular members. Notice of any special meeting shall be mailed to each member at their last recorded address at least twenty (20) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. - Chairman - Every meeting of the members and of the Board of Directors shall be presided over by the President, or in his/her absence, a Secretary shall be appointed by the Chairman of such meeting.

Section 4. - Removal - The members shall have the power at any meeting to remove any Director or Officer for cause, by a 2/3 majority of the voting members.

Section 5. - Rules of Order - The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. - Officers - The officers of this association shall be President, Vice President, Secretary and Treasurer, and these officers, the immediate past president, and duly elected Directors shall constitute the Board of Directors with full right to vote with the President exercising his right to vote according to "Robert's Rules of Order".

Section 2. - Directors

- a. Directors shall be elected for a term of two years and must serve on the board for one year before becoming eligible to serve as an officer of the association. Any director shall be eligible for re-election, but shall not serve for more than three successive two-year terms. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. The number of directors shall be determined from time to time by the Board of Directors.
- b. The current officers and directors are shown on the most recent annual report filed with the State Corpo-

ration Commission.

- c. The Executive Director of the Association shall be an ex-officio member of the Board of Directors.

Section 3. - Geographical Location - Geographical location will be a consideration when selecting members for the Board of Directors. All regions of the Commonwealth of Virginia will be given first consideration when selecting a new director, however, this consideration shall not be the determining factor in selecting a director for approval.

Section 4. - Executive Committee - The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer of the VNLA. The Executive Director of the VNLA shall be an ex-officio member of the Executive Committee. The Executive Committee shall meet at the discretion of the President and shall handle the day today decisions and operations of the association.

Section 5. - Board of Directors - The Board of Directors shall:

- a. Control and direct the affairs of the association,
- b. Determine policies or changes therein within the limits of the bylaws.
- c. Actively prosecute the purposes of the VNLA
- d. Provide for Trustees of the Association as may be deemed necessary to oversee the investment of funds which shall have been designated as Trust Funds and to oversee the disbursement of proceeds from such funds according to guidelines presented to and approved by the membership of the Association.
- e. Have discretion in the disbursement of the general funds of the VNLA and adopt such rules and regulations for the conduct of its business as may be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 6. - Meetings - Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board at his last recorded address at least ten (10) days in advance of such meet-

ings. All notices of special meetings shall state the purpose thereof.

Section 7. - Quorum - A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present.

Section 8. - Absence - Any member of the Board of Directors unable to attend a meeting shall, at the request of a majority of the Board members, in a letter addressed to the President or Executive Director, state the reason for his/her absence. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 2. - Compensation - Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the association in any other capacity and receiving compensation for such services.

Section 3. - Resignation Or Removal - Any director may resign at anytime by giving written notice to the President, the Executive Director, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board. Any director may be removed by a majority vote of the directors at any regular or special meeting at which a quorum is present.

Section 4. - Vacancies - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term. The newly elected director shall be placed at the bottom of the ranking of officers and directors.

ARTICLE X - OFFICERS AND THEIR DUTIES

Section 1. - President - The President shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors and of the Executive Com-

mittee, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. He/she shall also, at the annual meeting of the association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 2. - Vice President - The Vice President may be delegated by the President to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the President or the Board may assign.

Section 3. - Secretary - The Secretary shall oversee the duties of the Executive Director, which relate to the preparation of minutes and to the calling of meetings.

Section - 4 Treasurer - The Treasurer shall oversee the duties of the Executive Director relating to the areas of finance, membership dues and the annual budget.

Section 5. - Executive Director - The administration and management of the Association shall be in a salaried staff head, employed or appointed by, and directly responsible to the Board of Directors. - He/she shall have the title of Executive Director or such other title, as the Board shall from time to time designate. - Subject to the President and the Board, he/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the association. - He/she shall manage and direct all functions and activities of the association and perform such other duties as may be specified by the Board.

Section 6. Ethics - The Ethics committee shall promote a high standard of trade practices by the members of the Association both between themselves and between the members and the public. - This committee shall receive, investigate and initiate complaints to the Board of Directors of any violations of the VNLA Code of Ethics attached hereto.

Section 7. Additional Committees - shall be created by the President and/or the Board of Directors as is deemed necessary to implement the Strategic Plan of the association. - The Chairman of each

committee shall be appointed by the President of the VNLA at the beginning of the calendar year or upon the creation of the committee. - The term of office for committee chairmen shall be for one year or in the case of special committees, until the purpose for the committee has been accomplished; but not to overlap into the next calendar year.

ARTICLE XI - MAIL VOTE

Section 1. - Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within thirty (30) days after such submission to the membership. Voting on any matter, including the election of officers or directors may be conducted by mail. All results shall be collected by the Executive Director and made a part of the minutes of the next Board and/or Membership meeting. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would actions taken at a duly called meeting.

ARTICLE XII - SEAL

The Seal of the Association shall consist of a circular design with the words "VIRGINIA NURSERY & LANDSCAPE ASSOCIATION. INC." around the margin thereof, and the words "CORPORATE SEAL" in the center thereof, as shown in the impression of the margin hereof, and the same is hereby adopted as the Corporate Seal of the Association.

ARTICLE XIII. - INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the association to procure a judgment in its favor) by reason of the fact that he/she is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enter-

prise, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall insure to the benefit of the heirs, executors and administrators of such person.

Any indemnity under subsection paragraph above shall (unless authorized by a court) be made by the Association only as authorized in the specific case upon a determination that the officer or director was not guilty of gross negligence or willful misconduct in the performance of his duty and, in case of settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interests of the Association. Such determination shall be made (I) by the Board of Directors of the VNLA by a majority vote of a quorum consisting of members who were not party to such action, suit or proceedings; (II) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal council in a written opinion; or (III) by the membership of the VNLA if the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection paragraph two of This Section, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

The right of indemnification provided by This section shall not be exclusive of any other rights to which any Officers or Directors may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others, even as to claims, issues or matters in relation to which the association would not have the power to indemnify such Officer or Director under the provisions of this Section. The Association may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE XIV – DISSOLUTION - The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV – AMENDMENTS - The power to make, alter and repeal bylaws of the Association shall be vested in the Board of Directors of the Association, provided however, that any bylaws adopted by the Board of Directors may be repealed or altered by a majority vote of all active members of the VNLA present at any annual or special meeting, and provided further that any bylaw adopted by a majority vote of all active members of the Association present in any annual or special meeting shall not be subject to alteration or repeal by the Board of Directors if such bylaw specifically denies such right.

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Your Roots Are In Virginia!

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