

Northern Virginia Nursery and Landscape Association By-Law's

Article I

Section I – Name

The name of this association shall be the Northern Virginia Nursery and Landscape Association (hereafter, the “Association”).

Section II – Office

The Board of Directors (hereafter, the “Board”) shall designate the principal office of the Association for each term.

Article II

Purpose

The Association shall operate for the benefit of Nurserymen, Landscape Contractors, Garden Centers, Wholesale Growers, Landscape Designers, Irrigation Contractors, Lawn or Tree Care Businesses, Suppliers, or other firms engaged in allied trades & industries throughout the Northern Virginia and Washington metropolitan area.

Article III

Objectives

The objectives of this Association shall be as follows:

- A. To associate all participants in the nursery industry within the above areas for the purpose of furthering the education & development of the nursery industry.
- B. To associate with all branches of the nursery industry, including manufacturers, dealers and financial institutions within the above-mentioned territorial jurisdiction for the purpose of increasing public knowledge and understanding of the industry, reflecting the goals set in our Code Ethics.
- C. To support and adhere to the described Code of Ethics.
- D. To comply with all federal, state and local laws to secure cooperative action in accomplishing the proper objectives of the Association, and consider opinions or questions affecting the nursery industry within Northern Virginia and Washington metropolitan area.
- E. To operate without profit: no part of the income of the Association shall benefit any individual member.
- F. To make on behalf of it's members any and all necessary agreements with other organizations that act with the Association in resolving common problems.

Article IV

Membership

Section I-Classes of Members

Membership in this Association shall be divided into the following:

- A. **Nursery Membership:** Any person, firm or corporation engaged in a trade or profession related to the nursery industry and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of the Association and is of good character and business reputation. Nursery members shall have the right to vote on matters coming before the entire membership for a decision.
- B. **Associate Membership:** Any person, firm or corporation engaged in a trade or profession related to the nursery industry and not inconsistent with the objective of this Association, who subscribes to the Code of Ethics of this Association and is of good character and business reputation. Associate members shall have the right to vote on matters coming before the entire membership for a decision.
- C. **Student Membership:** Any person actively pursuing an education in horticulture or related fields. Student members shall not have the right to vote and will pay dues as set by the Board.

Section II – Firm Representatives

- A. A partnership, corporation or firm may become an active member of this Association. Such membership in the Association shall have only one vote. A partnership, corporation or firm member may have from one to three representatives, one of whom shall be designated and certified to the Secretary of the Association as the voting representative. The designated voting representative shall be assumed to be the representative listed on the application for membership unless otherwise indicated to the Secretary. All representatives shall be entitled to all privileges of membership, including the holding of office and membership on the Board, though only one representative of the partnership or corporation firm member shall serve as an officer on the Board during the same term.
- B. Only candidates for membership who have been engaged in their respective pursuits for at least two years prior to proposal of their names for membership in this Association and who have established a reputation for skill, integrity and responsibility shall be eligible for active membership. However, at the discretion of the Board, and upon unanimous approval of the Board, the two-year requirement may be waived.

Section III – Application for Membership

Applications for membership shall be made in writing to the Northern Virginia Nursery and Landscape Association and be processed as follows:

- A. Candidate shall submit application on a form provided by the Association. Such application shall include a statement confirming the candidate's agreement to abide by this Association's Code of Ethics.

- B. An active member in good standing shall endorse application and the sponsor should provide written recommendation, if requested by a motion of the Board.
- C. The membership committee shall investigate each membership application and make appropriate recommendations to the Board.
- D. The Board shall be vested with the exclusive right to approve or reject any candidate for membership in the Association.
- E. Upon approval of the membership application, the candidate shall be assumed to agree to and abide by the Code of Ethics.
- F. A rejected candidate for membership may reapply after one year from the date of rejection by the Board, following the procedure outlined above.

Section IV

Suspension, Termination, and Reinstatement

Suspension shall be defined as revocation of membership for six (6) months or the remainder of the membership year, which ever is longer.

Termination shall be defined as revocation of membership for two (2) years and the remainder of the current membership year.

Reinstatement shall be defined as the previous member's application to join the NVNLA as would any other new prospective member might, including the completion of all applications, payment of all fees and dues associated with the membership application, and the subsequent approval by the Board of the application.

Suspension, termination, or reinstatement of membership in this Association shall be accomplished in the following manner:

- A. Any member, whose dues are not paid in full within 60 days after such dues become due and payable, may have membership forfeited by a majority vote of the Board.
- B. Any member with probable cause, may be suspended or terminated from the Association, if in the opinion of the Board, as voiced by a simple majority vote, such action is warranted when there is a violation of the Code of Ethics or there is commitment of other acts deemed by the Board to warrant such action.
- C. Upon the demise or resignation of a member, such membership may be transferred for the remainder of the calendar year to another business associate, upon approval of the Board by a simple majority vote. If the vote does not favor the transferal, the business associate may apply for membership through established procedures as outlined in these By-Laws.

Article V

Meetings

Meetings of the membership shall be held as follows:

- A. An annual meeting of the Association's total membership shall be held every two years for the purpose of election of the Officers by the membership for the following two-year term and to review the affairs of the Board. The secretary shall send notice via U.S. Mail of such annual meeting to each member not less than ten days in advance.
- B. Not less than four (4) regular meetings of the membership shall be held each year, with the time and place of the meetings to be designated by the Board. The Secretary, with the help of Board members, shall notify through phone, e-mail, or U.S. Mail each member of the Association as to the time and place of such meetings.
- C. Special meetings of the membership of this Association shall be called at any appropriate time, after due notice, at the option of the Board. However, such meetings may also be called by the President, and be requested by written petition by not less than five (5) members of the Association in good standing. In such instances, special meetings shall be called within fifteen (15) days after receipt by the President of the petition. Notices of special meetings shall in every instance state distinctly the purpose of the meeting.

Article VI

Fiscal Year

The fiscal year of this Association shall be March 1 to February 28th (or 29th).

Article VII

Dues

- A. The current scale of membership fees and dues for each class of membership shall be determined by the Board and shall be published for the membership.
- B. Dues shall be assessed annually and payable at the beginning of the fiscal year.
- C. The Board, when deemed necessary and proper, may establish additional billing procedures for the Association.
- D. Membership is subject to forfeiture if dues are delinquent by more than sixty (60) days.

Article VIII

Directors, Elections, Duties, And Meetings

Section I – Board of Directors

- A. The affairs and business of this Association shall be managed by a Board of Directors, at least five in number, (plus Past-President). The makeup of the Board shall be the three officers and two committee chairmen designated by the officers through a simple majority vote, (plus the Past-President) and shall be deemed the minimum number necessary to conduct the affairs of the Association effectively.

Additional Board members shall be approved by the standing Board on an as needed basis for a term of two years or until the need for the given position has dissolved. Selection of additional Board members shall be through a simple majority vote of the standing Board at any designated meeting of the Board. Terms on the Board, as chairmen or members of committees shall not be limited to one term. A member of the Board must be an active nursery or associate member in good standing. All officers are elected every two years at the designated general membership meeting by the members present at said meeting.

- B. All Past-Presidents may serve, at their option, as non-voting members of the Board of Directors, except as follows:

The immediate Past-President, providing he successfully completed his term of office, will begin serving a two-year term as a voting member of the Board of Directors upon vacating the office of President. If the immediate Past-President does not serve a full two-year as a Director, a new Director may be designated by the Board to serve for the remainder of the term to fulfill any duties left unresolved.

- C. Board of Directors' members shall not be limited to the number of terms they may hold their positions, unless such tenure is considered inappropriate for the proper and effective fulfillment of the affairs and business of the Association. The decision to remove a Director shall be based upon a majority vote as put forth in Article VIII, Section VIII, of these By-Laws.

Section II – Elections

The officers: President, Vice President, and Secretary/Treasurer, shall be selected by and from the Board of Directors and approved by a majority of the membership at the designated general membership meeting.

Section III- Duties of Directors

The Board of Directors shall exercise control over the interests and affairs of the Association; shall authorize by simple majority vote, contracts, purchases, and any payments it may deem necessary and proper; and shall render an annual report of the financial condition of the Association at each annual meeting. The Board of Directors, in its discretion, may retain counsel to represent the Association.

Section IV – Directors Meeting

Regular meetings of the Board of Directors shall be held each month on a date decided by the Board or Secretary of the Association. Special meetings of the Board of Directors may be called by the President at any time, and shall be called upon the written request of at least forty percent (40%), but not less than three Directors.

Section V – Notice of Board of Directors' Meetings

No notice shall be required for regular Board of Directors' meetings, when the dates have been announced previously at a regular meeting. Notice of Board of Directors' meeting, other than regular Board of Directors' meetings, shall be given to each Director in person, or by mailing a notice to the last known post office address, at least five (5) days prior to the date designated for a meeting, including the day of mailing, specifying the time and place of such meeting.

Section VI – Quorum and Voting

At meetings of the Board of Directors, four elected Board members shall constitute a quorum for the transaction of business. In the event that a quorum is not present, the meeting may be adjourned until a future time, or until the next regular scheduled meeting. At all meetings of the Board of Directors, each Director shall have one vote, unless more than one Director represents the same member organization. (See Article IV, Section 2-A).

Section VII – Vacancies

If a vacancy exists in the Board of Directors, a new Board member may be appointed by the President or by simple majority vote of the Board.

Section VIII – Removal of Director

Any one or more of the Directors may be removed from office either with or without cause at any time, by two-thirds (2/3) vote of all eligible members of the Association present at any special meeting called for this purpose. Any Director who shall fail, neglect, or refuse to attend three (3) consecutive regular meetings without good and sufficient reason may be removed from the Board of Directors by a three-fourths (3/4) vote of the Board.

Article IX

Officers, Elections, and Duties

Section I – Officers

- A. President
- B. Vice President
- C. Secretary/Treasurer

Section II – Election

- A. All officers shall be selected every two years by and from the Board of Directors and shall be approved by a majority vote of the membership present at the designated annual meeting. All officers shall hold office for a term of two years from the beginning of the fiscal year, or until their successors shall have been duly selected and qualified.
- B. The President shall serve for the minimum of a two year term, unless specified and a maximum of two consecutive terms. A subsequent position as officer shall not be limited by this section.

Section III – Duties of Officers

The duties and powers of the Officers of the Association shall be as follows:

President

The President shall be the Chief Officer of the Association and shall preside at all meetings, including those of the Board. The President may appoint committees and their respective chairmen.

Vice President

If for any reason the President is unable to perform the duties of his/her office, the Vice President shall assume the duties of President and perform the duties of the office, having the same authority as President. In such circumstances, the office of Vice President may remain vacant and the duties shall be delegated by the Board to existing Board members. Duties may be delegated to a single Board member with the intent that that Board member may be appointed by the Board as Vice President at some future date. The office of Vice President shall, under the direction of the President, oversee the functioning of such committees as the President may designate, reporting the progress of such committees to the Board. The office of Vice President should be taken with the intent of proceeding into the office of President.

Secretary/Treasurer

The Secretary/Treasurer shall keep adequate record of all official proceedings of this Association and its Board in appropriate books and shall keep a file of the By-Law's and all other documents and correspondence relative to the affairs of the Association. The Secretary/Treasurer shall notify members of meetings and other pertinent matters. The Secretary/Treasurer shall keep and disburse all funds of the Association. The Secretary/Treasurer shall be responsible for an accounting of all moneys collected and disbursed and shall render monthly statements to the Board. The Secretary/Treasurer shall be suitably bonded. If for any reason the office of the Secretary/Treasurer becomes vacant, the office shall be filled by an appointment of the Board for the remainder of the term from any of the remaining Board members.

Section IV – Report of Officers

All officers mentioned in the proceeding Section III shall provide to all Board of Directors members, a full report of matters pertaining to their respective officers.

Section V – Executive Committee

An executive committee, consisting of the President, immediate Past President, Vice President, and Secretary/Treasurer, shall be charged with responsibility for the administration of the affairs of the Association and be responsible to the Board of Directors.

Article XI

Voting, Proxies, Quorum, Notices

Section I – Voting

Voting privileges shall be limited as follows:

At meetings of the general membership, any members (except student members) in good standing shall have the right to vote. The vote of firms, partnerships, corporations, etc., shall be cast by the designated voting representative. If the voting representative is absent, only one other representative shall cast the vote for the firm they represent. At Board meetings, only members of the Board shall have the right to vote. If a Board member is a representative of a firm, partnership, corporation, etc., no other representative shall substitute for them. The stipulations of Article IV, Section 2-A shall also apply.

Section II – Proxy Votes

Proxy votes may be cast as follows:

An active member in good standing may place a vote in writing, bearing date not more than ten (10) days in advance of a meeting, designating any Board member to cast their vote at any membership meeting.

Section III – Quorum

A quorum of the membership at a meeting shall be no less than one-tenth (1/10) of the total active membership of the Association in good standing, either present or by proxy.

Section VI – Majority Vote

A majority vote of active members present at a meeting shall remain effective, unless otherwise specified in the By-Law's, provided a quorum is present.

Section V – Notices

Members shall furnish the Executive Committee, or it's authorized official, with their current mailing address. The mailing of any notices shall be deemed as of the date of mailing.

Article XII

Finances

Section I – Cash Receipts

Dues and other money collected by the Association shall be placed in a depository selected by the Board. Disbursements from such funds shall be made in accordance with the By-Law's.

Section II – Check Authorization

The President and Secretary/Treasurer shall each be authorized to sign checks. An appropriate bond, in an amount set by the Board shall be obtained to cover these positions.

Section III – Budget

The Board shall adopt a budget for the fiscal year and the Association shall function within the limits thus prescribed. Any expenditure, not provided for under the budget, shall not be made without a simple majority vote of the Board.

Section IV – Audit

The Board may audit the financial condition of the Association at any time. An audit shall be conducted by a Certified Public Accountant. This, together with the regular Annual Report of the Secretary/Treasurer, shall be submitted to the Board.

Article XIII

Committees

Section I – Standing Committees

The following standing committees shall be appointed by the President:

1. Education Committee
2. Membership Committee
3. Meetings & Special Events Committee
4. Newsletter Committee
5. Historian of the Association
6. Student Representative to the Association
7. Green Industry Seminar and Field Day Committee
8. Information and Technology Committee

Section II – Other Committees

With or without the concurrence of the Board, the President may appoint such other committees as necessary.

Section III – Committee Membership

Committees may be composed of active members or employees of said firms, associate members, and student members. Active participation upon a committee does not automatically imbue the status of Board member.

Section IV - Duties of Committees

All problems pertaining to the administration or activities of the Association shall be referred to the appropriate committee for necessary action or study and must be reported to the Board. Each committee shall be constantly on the alert for matters, which may develop from time to time, affecting their special areas of interest, advising the Board accordingly, with indication as to a recommended action.

Article XIV

Unauthorized action of an Officer, Director or Member

No individual Officer, Director, or Member shall undertake to commit the NVNLA to any action or policy without the authority of the Board. Neither shall any Officer, Director, or Member institute a collection or drive for funds among the membership for any purpose without authority of the Board.