

ARTICLE I: Mission and Powers

Section 1. Mission. The Mission of the Virginia Turfgrass Council is to unify efforts to promote turfgrass improvement and advancement of the turfgrass industry in the Commonwealth of Virginia. Specifically the Council shall:

- a) Promote professionalism and advancement for the membership.
- b) Encourage and provide financial support for further research and studies pertaining to the improvement of turfgrasses and turfgrass-management practices, including the dissemination of information related thereto.
- c) Provide liaison and encourage cooperation with other public and private agencies and organizations whose interests parallel or complement those of this Council.
- d) Support educational programs provided by acknowledged institutions of higher learning, recognized professional associations and commercial organizations with turfgrass expertise, in order to enable turf managers in the Commonwealth an opportunity for professional advancement via continuing education.
- e) Encourage cooperation between government agencies, Virginia Polytechnic Institute and State University and other private sectors, in order to discuss the various issues affecting the turfgrass industry in the Commonwealth and to arrive at a common understanding of the issues that need resolution.
- f) Represent the judgment of the membership and the Council in matters of public policy that affects turfgrass production and/or management in the Commonwealth

Section 2. Powers. The powers which this Council may exercise shall be those set forth in the certificate of incorporation and those which are conferred by law including the power to rent, build, buy, own, or control any buildings, land or equipment and to perform services necessary for the operation of this Council.

ARTICLE II: Membership

Section 1. Regular. Any person, organization or company actively engaged in the Turfgrass Industry (including production, supplying, marketing, education or regulatory) or who has a genuine interest in improving turf industry in or outside Virginia, or any state, county or municipal agency or such division thereof, which assents to the Purposes of the Council and pays the membership fee and meets other conditions as may be pre-scribed by the Board of Directors, may become a regular member and be entitled to one (1) vote.

Section 2. Sustaining. A club, organization or individual not specifically involved in turf operation, or actively engaged in the Turfgrass Industry but which desires to promote activities of the Virginia Turfgrass Council by paying the sustaining membership fee as prescribed by the Board of Directors. Sustaining members shall be entitled to one (1) vote at all membership meetings of the Council.

Section 3. Complimentary. The Board of Directors may extend complimentary membership to persons who can be helpful to the Council. Such members shall have the rights and privileges of the regular member except to vote. Such members may serve in an advisory capacity to the Board and may hold the office of Secretary or Treasurer.

Section 4. Life. By a majority vote of those present at any meeting of the Council, the Council may extend lifetime membership to such persons that they feel can be helpful to the Council or to persons that the Council wishes to recognize for their contributions to turfgrass improvement. Such members have all the rights and privileges of regular members.

Section 5. Student. The Council may extend student membership to any person actively pursuing an education in turfgrass or a related industry on a full-time basis, provided that such person produce documentation as proof of being a student. Student members have all the rights and privileges of regular members.

Section 6. Corporate/Group. A group or corporation actively engaged in the turfgrass industry or that has a genuine interest in improving the industry. Membership shall be offered at three levels. Group/Corporate members shall be entitled to one vote.

Section 7. Resignation, Suspension or Termination. Any member may resign his membership upon giving notice in writing to the Secretary. Membership shall terminate when the member withdraws or when the membership dues are not paid. The Board of Directors shall have the right at all times to dismiss any member who has been judged by the Board to be acting contrary to the aims and purposes of the best interest of the Council, provided, however, that any such member shall have the opportunity to appear in his own defense before the next regular or special meeting of the membership. In such case, the dismissed member may be reinstated by a two-thirds majority vote of the members present.

Section 8. Death. The death of any member shall automatically cancel his membership in the Council. Any certificate evidencing indebtedness to the member may, in the discretion of the Board of Directors, be paid to his estate

Section 9. Voting. Regular, Sustaining, Complimentary, Life and Student members (as defined in Article II, Section 1, 2, 3, 4 and 5) shall have the following number of votes on each question at any meeting of the council: Regular Member—one (1) vote; Sustaining Member—one (1) vote; Complimentary Member—no (0) vote; Life Member—one (1) vote; Student Member—one (1) vote. No individual shall be entitled to more than one (1) vote.

Section 10. Vote by Proxy. Proxy votes shall not be valid.

Section 11. Dues. Annual dues and assessments of the Council shall be levied upon the recommendation of the Board of Directors and by a majority of the votes cast at any meeting of the Council.

Section 12. Liability. Except for debts lawfully contracted between a member and the Council, no individual member (including officers and directors) shall be liable for the debts of the Council to an amount exceeding the sum remaining unpaid on his subscription to capital in the Council, including any unpaid balance on any promissory notes given in payment thereof.

Section 13. Member's Property Interest. No member or patron shall have a property interest in this Council.

ARTICLE III: Meetings

Section 1. Fiscal Year. The fiscal year of this Council shall begin on July 1 and end on June 30 of the following year. Membership dues will be collected on a calendar-year basis.

Section 2. Annual Meeting. The annual meeting of the Council shall be held at such a time and place as the Board of Directors shall direct. At each meeting, reports from officers, committees and the treasurer shall be made. The order of business of the annual meeting shall be:

1. Roll call.
2. Proof of notice of meeting.
3. Reading of previous minutes.
4. Reports of officers and committees.
5. Unfinished business.
6. New business.
7. Election of Board of Directors
8. Adjournment.

Section 3. Notice of Meeting. The Secretary shall mail notice of the annual meeting of the Council to each member at his/her address (as the same appears upon the records of the Council) at least thirty (30) days prior to the meeting.

Section 4. Special Meeting. Special meetings of the Council may be called at any time by order of the President and must be called by him whenever such request is made to him in writing, signed by at least ten (10) of the voting members. The Secretary shall mail notice of such special meeting, stating the time, place and object thereof, to each member at his/her address (as the same appears upon the records of the Council) at least then (10) days prior to the meeting.

Section 5. Quorum. Twenty-five (25) percent or ten (10) members (whichever is larger) of the voting membership of the Council shall constitute a quorum at any annual or special meeting of the Council. However, if less than a quorum is present at any meeting, the members present shall have power to adjourn to a certain day, and the Secretary shall mail notice of the meeting of the adjourned day to each member at his/her address (as the same appears upon the records of the Council).

ARTICLE IV: Directors, Officers and Advisors

Section 1. Number. The business of this Council shall be managed, conducted and controlled by a Board of Directors composed of twelve (12) elected directors including the immediate past President. The Board of Directors may request certain individuals, active or retired, from Virginia Polytechnic Institute and State University, the Virginia Department of Agriculture or other private agencies or individuals to serve as advisors to the Board without vote.

Section 2. Eligibility for Directors. Only active members in good standing shall be eligible for election as directors. No director during the term of his/her office shall be party to contract with the Council differing in any way from the relations accorded regular members of the Council.

Section 3. Election and Terms of Directors. At the first annual meeting of the members of this Council, directors shall be elected to succeed the incorporating directors. Subject to the provisions of Section 1 of the Article IV, one-third of these directors, or as near as may be, shall be elected for two years, and one-third, or as near as may be, shall be elected for three years except that one (1) additional director shall be elected to fill the first vacancy of the immediate past President for the period of one year or until such time as this office is filled as provided in Section 1. Thereafter, directors shall be elected for term of three years.

Section 4. Officers. The Board of Directors shall meet immediately following the annual meeting and shall elect from among themselves a President and Vice-President, and a Secretary and Treasurer or Secretary-Treasurer, who may or may not be a member of the Council. Such officers shall hold office for one year or until their successors are duly elected and qualified, unless earlier removed by death, resignation or for cause. The Board of Directors shall also have the power to elect or appoint an Executive Director or any assistant officers that shall be found necessary in the operation of the Council.

Section 5. Meetings. The Board of Directors shall meet at least quarterly at a place and time set by the President. Special meetings of the Board of Directors shall be held upon call of the President or upon written request of a majority of the directors.

Section 6. Notice of Meetings. Notice of both regular and special meetings shall be mailed by the Secretary to each member of the Board (at his/her last known post office address) not less than five (5) days before any such meeting; however, such notice may be waived in writing or by the attendance in person of all of the directors.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 8. Vacancies. When a vacancy on the Board of Directors occurs, other than by expiration of term, the remaining members of the Board, by a majority vote, may fill the vacancy until the annual meeting, when the members shall elect a director for the balance of the term.

ARTICLE V: Duties of Directors

Section 1. Management of the Council. The Board of Directors shall have general supervision and control of the Council and its affairs and shall make all rules and regulations not inconsistent with law or with these bylaws for the management of the Council and the guidance of the membership, officers, employees and agents of the Council. They shall have installed an accounting system that shall be adequate to the requirements of the business, and it shall be their duty to require proper records to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Council.

Section 2. Executive Committee and Other Committees. The Board of Directors may in their discretion appoint from their own membership an executive committee and determine their tenure of office and their powers and duties. The executive committee shall have such powers and duties as may, from time to time, be prescribed by the Board of Directors, and these duties and

powers may be all of the duties and powers of the said Board of Directors, subject to the general direction, approval and control of the Board of Directors. The minutes of any meeting of the executive committee shall be read at the next meeting of the Board of Directors and shall be mailed to all directors within fifteen (15) days following such meetings. Such other committees (as may be deemed advisable by the Board of Directors in conducting the affairs of the Council) may be appointed by the Board from time to time as need arises. Such committees shall be responsible to and shall report to the Board of Directors as the Board shall direct.

Section 3. Audit. The Board shall provide an audit of the books and accounts of the organization and provide a written account of same, to be presented at the annual meeting.

ARTICLE VI: Duties of Officers

Section 1. Duties of President. The president shall be the chief executive officer and head of the Council, and shall preside at all meetings of the Council and at all meetings of the Board of Directors, and perform other duties as usually pertain to this office.

Section 2. Duties of Vice President. The Vice President shall be vested with all the powers, and shall perform all the duties, of the President in his absence or incapacity.

Section 3. Duties of Secretary. The Secretary shall keep a complete record of all meetings of the Council and of the Board of Directors and shall have general charge and supervision of the books and records of the Council. He shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting. He shall act as Secretary to the executive committee and shall perform such other duties as may be required of him by the Council or the Board of Directors. Upon the election of his successor, the Secretary shall turn over to the successor all books and other property belonging to the Council that he may have in his possession.

Section 4. Duties of Treasurer. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all moneys and other valuable effects in the name and to credit of the Council as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and directors at the meetings of the Board of Directors, and whenever they may require it, as well as to the annual meeting of the Council, an account of all his transactions as Treasurer and of the financial condition of the Council. He shall furnish a surety company bond conditioned for the faithful performance of his duty as Treasurer, in such sum as the Directors may require. The cost of such bond shall be paid by the Council.

Section 5. Vacancies. Vacancies among the officers of the Council shall be filled by the Board of Directors for the unexpired terms at a regular meeting or any special meeting of the Board called for that purpose.

Section 6. Delegation of Duties. Any of the above duties may be delegated by the Board of Directors to any assistant officers or Executive Director they may approve or elect.

ARTICLE VII: Committees

Section 1. Standing Committee. There shall be appointed each year by the President, with approval by the Board of Directors, a standing committee for each of the following:

1. Programs and Education.
2. Technical Advisory.
3. Nominations and Awards.
4. Budget and Finance
5. Membership and Advertising.
6. Communications and Public Relations
7. Turfgrass Industry/Legislative Advisory.

Other committees may be appointed by the President as deemed necessary.

Section 2. Reports. Committee reports shall be made by the Committee Chairman whenever such request is made by the President.

Section 3. Program and Educational Committee. The Program and Educational Committee shall consist of Board members, a state Extension Turfgrass Specialist, a Research Worker whose interest is primarily with turfgrass and others as deemed appropriate by the President. The Program and Educational Committee will be responsible for developing the program and conducting the annual Virginia Tech Turf and Landscape Field Days, Virginia Turf and Landscape Conference and Trade Show, and such other meetings as are sponsored by the Council, and to recommend to the Board of Directors areas in which the Council should conduct additional educational programs.

Section 4. Technical Advisory Committee. A Technical Advisory Committee shall be appointed annually by the President, consisting of current or retired members of the College of Agriculture, Virginia Polytechnic Institute and State University, the Virginia Department of Agriculture or other agencies that are actively engaged in turfgrass research and Extension work or regulatory services. Their purpose is to advise the Board of Directors in matters pertaining to research, education or regulation relating to turfgrass.

Section 5. Nominating Committee. The Nominating Committee shall consist of three (3) voting members appointed by the President at least sixty (60) days prior to the date of the annual meeting. The Nominating Committee shall select a slate consisting of at least two (2) nominees for the office of Director. The Nominating Committee shall contact nominees and determine their willingness to serve if elected. Such Nominating Committee shall send its nominations to the Secretary at least

forty (40) days in advance of the annual meeting. The report of the Nominating Committee shall be sent to the membership along with the meeting notice. Further nominations may be made from the floor at the annual meeting.

ARTICLE VIII: Miscellaneous

Section 1. Method of Operation. This Council shall be so operated that the current and active members of the Council will be treated on a fair and equitable basis in the performance of service for them and in the proration of the operating costs of the Council to them.

Section 2. Amendments. These by-laws may be altered or amended by a vote by ballot of two-thirds (2/3) of the membership present at any regular or special meeting of the Council, provided that notice of the proposed amendment has been presented in writing at a previous regular or special meeting of the Council or mailed to each member of the Council at least fifteen (15) days before the date of such meeting.

Section 3. Bonds and Insurance. The Board of Directors may require all officers, agents and employees charged by the Council with the responsibility for the custody of any of its funds or negotiable instrument to give adequate bond. The cost of such bonds shall be paid by the Council. The Board of Directors shall provide for adequate insurance on all property of the Council and all insurance as may be necessary.

Section 4. Distribution of ByLaws. After adoption, these by-laws shall be reproduced in a suitable form and published in the Council Directory at each time changes are made in the by-laws.

Section 5. Rules of Order. In the conduct of all meetings either by member-ship or directors, Robert's "Rules of Order" shall govern.

ARTICLE IX: Dissolution

This organization may dissolve in accordance with the procedure outlined in Chapter 2, Article 6 of Title 13.1 of the Code of Virginia and Acts of the General Assembly amendatory thereof and supplemental thereto. After all of its obligations have been met and any designated, the residue, if any, shall be transferred to the Commonwealth of Virginia, for the benefit of the Crop and Soil Environmental Sciences Department, Virginia Polytechnic Institute and State University, or such similar organization as may at the time be operated by the Commonwealth of Virginia.