

**BY LAWS**

**OF**

**Virginia Turfgrass Council Environmental Institute**

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is Virginia Turfgrass Council Environmental Institute

**ARTICLE II**

**PURPOSES**

The purposes of Virginia Turfgrass Council Environmental Institute are:

1. Providing education for industry professionals and the general public on proper practices for environmental protection through various means, including seminars and workshops.
2. Providing opportunities for industry professionals and the general public to restore environments.
3. Encouraging and providing support for environmental research.
4. Educating decision makers about proper industry practices that protect the environment.

**ARTICLE III**

**MEMBERS**

The Corporation shall have one member and that member is the Virginia Turfgrass Council

**ARTICLE IV**

**DIRECTORS**

Election and Terms of Directors. At the first annual meeting of the members of this Institute, directors shall be elected to succeed the incorporating directors. 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 twice a year at a place and time set by the President

With the exception of its first year of existence, the Virginia Turfgrass Council Environmental Institute's directors shall also members of the Board of Directors of the Virginia Turfgrass Council. The Virginia Turfgrass Council Environmental Institute's directors shall be elected by the membership each year at the Virginia Turfgrass Council's Annual Meeting.

**Management of the Institute.** The Board of Directors shall have general supervision and control of the Institute and its affairs and shall make all rules and regulations not inconsistent with law or with these bylaws for the management of the Institute and the guidance of the membership, officers, employees and agents of the Institute. 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 Institute.

**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 distributed 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 Institute) 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.

**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 V** **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.

Duties of Officers

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

**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.

**Duties of Secretary.** The Secretary shall keep a complete record of all meetings of the Institute and of the Board of Directors and shall have general charge and supervision of the books and records of the Institute. 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 Institute 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 Institute that he may have in his possession.

**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 Institute and shall deposit all moneys and other valuable effects in the name and to credit of the Institute 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 Institute, an account of all his transactions as Treasurer and of the financial condition of the Institute. 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 Institute.

**Vacancies.** Vacancies among the officers of the Institute 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.

**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 VI**

### **REGISTERED AGENT AND OFFICE**

The name of the corporation's initial registered agent is Thomas Earl Tracy, who is a resident of Virginia and an initial director of the corporation.

The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is 1826 Durham West, Virginia Beach, Virginia 23454. The registered office is located in the City of Virginia Beach.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The name and address of the initial director is:

Thomas Earl Tracy  
1826 Durham West  
Virginia Beach, Virginia 23454

**ARTICLE VIII**  
**LIMITATIONS AND RESTRICTIONS**

No part of the net earnings of the Virginia Turfgrass Council Environmental Institute shall inure to the benefit of, or be distributed to its members, directors, officers, or any other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Virginia Turfgrass Council Environmental Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Virginia Turfgrass Council Environmental Institute shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX**  
**DISSOLUTION**

Upon the dissolution of the Virginia Turfgrass Council Environmental Institute, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes