

FLORIDA VEGETATION MANAGEMENT ASSOCIATION

CONSTITUTION AND BY – LAWS

Article I – NAME

The name of this association shall be the Florida Vegetation Management Association (FVMA), hereinafter referred to as The Association.

Article II – PURPOSE

The Florida Vegetation Management Association is established to bring together persons interested in vegetation management in the state of Florida. This interest can be driven by employment, research, education, regulation, contracting of goods and services, manufacturing, or merchandising. The Association does not discriminate in its membership and is open to public participation.

The purposes of The Association are:

1. To encourage the proper use of vegetation management techniques, to aid in the progression of mutual understanding, and to respond to persons interested in and/or engaged in vegetation management in the state of Florida.
2. To exchange ideas, opinions, experiences, and information concerning vegetation management and related disciplines.
3. To foster more and better coordinated efforts among those interested and engaged in vegetation management in the state of Florida.
4. To promote ecological soundness through the correct and proper utilization of vegetation management practices.
5. To serve as a source for public education regarding environmentally sound vegetation management practices.
6. To provide education and training to individuals interested in and/or engaged in vegetation management in the state of Florida.
7. To provide for the scientific and educational advancement of its members.

Article III – POWERS

The powers that this association may exercise shall be that set forth in the By-laws and Constitution, and those which are conferred by law.

Article IV – TAX EXEMPTIONS STATUS

The Association shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate the tax-exempt status as an association or organization described in Section 501, C (3) of the United States Internal Revenue law.

Article V – DISSOLUTION

Upon dissolution of The Association, its directors shall, after paying or making provisions for payment of all liabilities of The Association, distribute all of the assets of The Association in such manner, or to such organization(s) organized and operated not for profit, and for the purposes congruous with Article II.

Article VI – MEMBERSHIP

Categories of membership are set by the Board, and can be adjusted at the Board's discretion. All memberships shall be subject to the approval of the Board of Directors. Annual fees and privileges are to be decided by Board of Directors prior to each upcoming annual conference. Memberships are based on the calendar year. Membership will consist of the following categories:

1. **Corporate** - Corporations, institutions, and other organizations that wish to augment the advancement of The Association. Corporate Member annual registration fee(s); constitutes one individual voting membership and includes recognition on the program and at the annual meeting, and one annual conference registration. Other associates and/or employees of the corporate member may have individual voting memberships.
2. **Individual** - Any person that is interested in the advancement of The Association. Members in this category are eligible to vote on all Association ballots, serve on the board of Directors, and serve on Standing Committees. Annual registration constitutes an individual voting membership and registration.
Honorary – Any member may submit nominations to the Board of Directors for honorary, i.e. lifetime, membership. The Board will consider the nomination(s) and vote for the election of the candidate(s). Registration at the annual meeting shall be free to honorary members and they shall have voting privileges.

Article VII – DIRECTORS

- A. The business of The Association shall be managed, conducted, and controlled by a 13-member Board of Directors, which shall be elected from the voting membership and who shall be members in good standing and the four executive officers. The Board may also select educational and/or regulatory advisory members (non-voting), to provide specific information to the Board.
- B. To the extent possible, The Directors shall be representative from the following categories:
 1. Electric, gas, communication utilities (**2 members**)
 2. Florida Department of Transportation (**1 member**)
 3. Applicator (**1 member**)
 4. Natural Resources/Upland management (**1 member**)
 5. Manufacturers/Distributors (**1 member**)
 6. Contractors/Suppliers (**1 member**)
 7. Aquatics (**1 member**)
 8. Members at Large (**5 members**)
 9. Advisory directors: The Board may appoint non-voting advisory directors to assist with conducting the business of the Association. The number of advisory directors will be determined each year as the needs of the Association dictate.
- C. **Election of Directors** – At each annual meeting of the Association four ~~three~~ active members shall be elected by the voting membership to serve on the Board of Directors. The Board members will serve a 3-year term and will be members in good standing with The Association. Each year four members shall be elected at the annual meeting to replace the four (4) or Five (5) Board members whose terms have expired. Board member's terms may be extended for additional terms upon the vote of the Association. The Secretary will retain ballots for 1 year.

2012	2013	2014
Electric #1	Manufacturer/Distributor	Electric #2
FDOT	Aquatics	Contractor/Supplier
At-Large #1	At-Large #3	Applicator
At-Large #2	At-Large #4	Natural Resources/ Uplands management
		At-Large #5

Article VIII – DUTIES OF DIRECTORS

A. The Board of Directors shall manage and direct affairs of The Association. This will include:

1. Supervise all actions of any committees of The Association.
2. Fill vacancies in positions of directors and officers between annual meetings.
3. Prescribe the duties of the directors, officers, and committees of The Association not otherwise prescribed in the By-laws and Constitution of The Association.
4. Provide rules and regulations for the conduct of the affairs of The Association that are consistent with the By-laws and Constitution of The Association.
5. Accept and/or reject applications for all categories of membership.
6. Establish the registration fee for each annual meeting.
7. The Board of Directors shall have full power in all matters demanding action between meetings. A report is required to the membership at the next annual meeting for any such actions.
8. The Board of Directors/Officers will meet a minimum of four times annually, with one meeting at the annual meeting. Additional meetings are at the discretion of the Directors and Officers. All board meetings are open to interested members.
9. All meetings must be announced with written notice at least two weeks prior to the meeting date.
10. The Board of Directors shall cause The Association to make and file with the state and federal authorities all reports and returns as are now hereafter required by law.
11. At least once a year, the Board of Directors shall ensure that an internal auditing committee examines the financial records of The Association and reports these findings to the Directors.
12. Directors that miss two consecutive board meetings without notification may be asked to resign from the board. A new representative from that category of membership will be appointed to fulfill the term.
13. Directors may remove an Officer or Director for misconduct or unethical behavior. A 2/3 vote by the Board of Directors shall be required. Directors will appoint a member of the Association to fill that vacancy until the next election.
14. Board members may vote once by proxy in situations where they are unable to attend a scheduled Board meeting.

Article IX – EXECUTIVE OFFICERS

Officers shall consist of the President, President-Elect, Secretary, Treasurer, and Immediate Past President. Immediately following board elections, the Board of Directors will elect a President Elect among the remaining members. A secretary and treasurer or secretary/treasurer may be elected by the Board. Officers will assume responsibility at the close of the annual meeting each year, and hold office for two years or until a successor is duly elected.

Compensation – Officers and directors shall serve without compensation in performing their regular duties as officers of this association except as directed by By-laws.

President – The President is ultimately responsible for directing and managing all business of the Association for the specific term of office. The President shall preside at all membership and Board meetings; appoint, with Board consultation, all committee chairs (except Nominating Committee); prepare an annual report of Association activities for the annual membership (in cooperation with other officers).

President-Elect – The President Elect shall assist the President in any and all matters of Association business. In the absence of the President, the President Elect shall have all powers and discharge all duties of the President. The President-Elect shall serve as the annual conference program chairperson.

Secretary – The Secretary shall keep all minutes of Association meetings, conduct all official correspondence including distribution of minutes to Directors, issue notices of all meetings, and perform other duties that are consistent with such office.

Treasurer – The Treasurer is custodian of all Associations dues and funds, and is responsible for their accounting and disposition. The Treasurer shall also be responsible for all membership records, shall prepare an annual financial report for the annual meetings; shall prepare a financial report for all board meetings; and be responsible for all reports required by law.

Immediate Past President – The Immediate Past President shall serve as advisor to the Board of Directors and shall chair the Nominating Committee.

The President-Elect, Secretary and Treasurer shall be elected by the Board. All officers shall be listed on The Association's banking records (along with the Audit Committee) but only the Treasurer and the President shall have access to conduct transactions with Association accounts.

Article X – COMMITTEES OF THE ASSOCIATION

A. The Association recognizes the following as Standing Committees:

1. Annual Program Committee
2. Membership/Registration Committee
3. Nominating Committee
4. Legislative Committee
5. Scholarship Committee
6. Other committees as needed

Annual Program Committee – This committee will be chaired by the President Elect.

This committee is responsible for the technical and social programs at the annual meetings, including local arrangements, technical program content, speakers, spouses program, and other activities associated with the annual meeting.

Nominating Committee – The Immediate Past President is chair of this committee. This individual will appoint two other members of The Association to serve on this committee. The principal responsibility of this committee is to secure commitments from members in good standing to fill impending vacancies in officers and Board members and present proposed slate to the Board for approval.

Legislative Committee – This committee is responsible for acquiring and disseminating information related to Federal and Florida legislative issues concerning vegetation management. The chair shall be the Association's delegate to the South East Vegetation Management Association.

Scholarship Committee – This committee is responsible for the establishment, governance, and oversight of the FVMA scholarship fund. The committee will be composed of five (5) current Board Members/Advisors. The Board of Directors will elect the committee chairperson.

Other Committees – The Board of Directors may appoint other committees as needed for specific functions relative to the business of The Association.

Article XI – MEETINGS

- A. Rules of Order – Meeting of the Association and Board of Directors shall be conducted according to Robert's Rules of Order, Revised, consistent with By-laws or Constitution.
- B. A quorum of the Board of Directors is required to conduct meetings. A quorum is defined as consisting of the President or President-Elect plus six-Directors and officers.
- C. Board of Directors Business Meeting – The Board of Directors will hold business meetings for the purpose of planning The Association's annual conference. Other official business of the association will be open for discussion.
- D. Annual Meeting – The Association will hold an annual meeting for all members and prospective members. The annual meeting will include a technical program for educational and training purposes and a business meeting. Other meetings may be held as deemed necessary. Written notice must be provided to membership at least two weeks prior to any official association meeting.

Order of Business at Annual Association Meeting – the order of business at Association meeting(s) shall be as follows:

- a. Reading minutes of the previous meeting.
- b. Reports of Officers and Committees.
- c. Old Business.
- d. New Business.
- e. Adjournment.

Article XII – AMENDMENTS

The By-laws and Constitution may be amended by 2/3 vote of the Board of Directors present at any meeting, provided the notice of the proposed amendment has been given in writing to the Secretary and transmitted to active members at least 30 days before the meeting.

Article XIII – MISCELLANEOUS PROVISIONS

- A. The Association is a non-profit organization and shall be financed by membership dues, fees, donations, grants and other means as authorized by the Board of Directors.
- B. Expenditures – Any expenditure necessary for conducting the business of The Association exceeding \$1000 must be authorized by the Board of Directors.
- C. Fiscal Year – The fiscal year shall be in conjunction with the calendar year, from January 1 through December 31.

Revisions to By-Laws:

September 30 2010 – Board voted to add a scholarship committee into Article X.

June 13, 2011 – Revised Board of Directors election table in Article VII #C to show election years of categories for the next three years.