

**BY-LAWS**  
**MOUNTAIN LAKE VEGETATION MANAGEMENT COUNCIL, INC.**

(Incorporation as a Non-Stock Association Under Chapter 2  
of Title 13.1 of the Code of Virginia granted (date) (no.)

September 27, 2022

**ARTICLE I**

**Purposes and Powers**

**Section 1. Purposes.** The mission of the Mountain Lake Vegetation Management Council is to bring together individuals with an interest in integrated vegetation management to exchange ideas, opinions and information. MLVMC will also provide its members with the tools and knowledgeable vegetation management decisions with the principals of excellence, fairness and integrity as the foundation of the IVM profession. MLVMC will promote the safe and responsible use of IVM products to enhance quality of life and the environment.

**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. Individual.** Any person actively engaged in Right-of-Way and/or Forest Vegetation Management industry, including production, supplying, marketing, education, research or regulatory, or who has a genuine interest in improving Right-of-Way and/or Forest Vegetation Management agrees to be a member of the Council and pay dues and meets other conditions as may be prescribed by the Board of Directors, may become an individual member of the Council.

**Section 2. Organizational.** Any organization conducting Right-of-Way and/or Forest Vegetation Management practices in the United States or other countries which has the improvement of these practices as an objective, assents to the Purposes of the Council pays the membership fee prescribed by the Board of Directors and meets other conditions prescribed by the Board may become a **Sustaining Member**.

**Section 3. Industrial.** Any firm, partnership or corporation which has an interest in improving the Right-of-Way and/or Forest Vegetation Management and which agrees to be a member of the Council, pays such membership fee and meets such other conditions as may be prescribed by the Board of Directors may become an industrial member of the Council.

**Section 4. Complimentary.** The Board of Directors may extend complimentary membership to persons who can be helpful to the Council. Such members shall have all the rights and privileges of the organization except for voting privileges. Such members may serve in an advisory capacity to the Board, and may hold the office of secretary or treasurer.

**Section 5. Honorary.** The Council may extend honorary 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 Right-of-Way and/or Forest Vegetation Management Improvement by a majority vote of those present at any meeting of the Council. Such members have all the rights and privileges of active members except the right to vote and hold office.

**Section 6. Membership.** Membership records shall be maintained in the office of the Council which may be the Treasurer or other designee of the Board.

**Section 7. Voting.** Each Individual, Organizational, and Industrial member as defined in Article II, Sections 1, 2, and 3 shall have the following number of votes on each question at any meeting of the Council: Individual Member — one (1) vote; Organizational Member — one (1) vote; Sustaining Member — one (1) vote. Complimentary and Honorary members are not entitled to vote. No individual shall be entitled to more than one (1) vote.

**Section 8. Vote by Proxy.** Proxy votes shall not be valid.

**Section 9. 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. The amount of annual dues will be itemized on meeting registration forms.

**Section 10. Liability.** Except for debts lawfully contracted between and individual 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 the individual member's subscription to capital in the Council, including any unpaid balance on any promissory notes given in payment thereof.

**Section 11. Member's Property Interests.** 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 be the January 1 - December 31.

**Section 2. Annual Meeting.** The annual meeting of the Council shall be held at such times and places as the Board of Directors shall direct. At each meeting reports of the officers, committee reports and the auditor's report shall be made, and at each meeting directors shall be elected as provided in Article V.

The order of business of the annual meeting shall include:

1. Proof of notice of the meeting.
2. Reading of previous minutes.
3. Reports of officers and committees.
4. Unfinished business.
5. New business.
6. Election of directors.
7. Adjournment.

**Section 3. Notice of Meeting.** The President or designee shall mail notice of the annual meeting of the Council to each member by email and/or to the mailing address as it appears upon the records of the Council, at least thirty (30) days prior to the meeting.

**Section 4. 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; but, if less than a quorum is present at any meeting, the members present shall have power to adjourn on a certain day, and the secretary shall email or mail notice of the meeting of the adjourned day to each member at his 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 at least twelve (12) elected directors and current officers.

**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 office shall be a party to a 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 annual meeting of the members of this Council, directors shall be elected to succeed the outgoing directors. Subject to the provisions of Section 1 of the Article IV, where, initially one-third of these directors, or as near as may be shall be elected for one-year, one-third, or as near as may be, shall be elected for two year and one-third, or as near as may be, shall be elected for three year terms, subsequent terms of all directors will be for three year terms resulting in approximately one third of the director positions becoming vacant each year. **Directors may serve a maximum of 2 consecutive terms (6 years), then must wait one year to be eligible for election to Council again.**

**Section 4. Officers.** The Board of Directors shall meet during the annual meeting and shall elect a president and vice-president from among themselves, and a secretary and a treasurer, who may or may not be a member of the Council. Elected president and vice-president 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. Elected secretary and treasurer shall hold office for minimum of one year; or be granted ability to serve a maximum of 2 consecutive terms (6 years) and must be a member in good standing or given a complimentary membership status by Board of Directors to serve in advisory capacity beyond one year. The Board of Directors shall also have the power to elect or appoint an Executive Secretary or any assistant officers that shall be found necessary to the operation of the Council.

**Section 5. Meetings.** The Board of Directors shall meet at least once yearly at a place and time set by the President. Special meetings of the Board of Directors shall be held upon call of the President.

**Section 6. Notice of Meetings.** Mail, email or telephone notice of both regular and special board meetings shall be given not less than fourteen (14) days before any such meeting.

**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 Council members shall elect a director for the balance of the term. In the event of cancellation of the annual meeting, the remaining members of the Board by a majority vote, may fill any vacancies on the Board from the list of nominees until the next annual meeting, when the Council members shall elect the directors for the balance of their 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 by-laws for the management of the Council and the guidance of the members, officers, employees, and agents of the Council. They shall have installed an accounting system which 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.** The Board of Directors may in their discretion appoint from their own membership an executive committee, 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 emailed or mailed to all directors within fifteen (15) days following such meetings. Ad hoc committees, as may be

deemed advisable by the Board of Directors in conducting the affairs of the Council, may be appointed by the President from time to time as need arises. Such committees shall be responsible to and shall report to the Board of Directors.

**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 the 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 or by some officers or Directors designated by him/her, 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-Treasurer.** 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/she shall serve all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. He/she shall act as secretary to the executive committee, and shall perform such other duties as may be required of him/her by the Council or the Board of Directors. Upon the election of a successor, the secretary shall turn over all books and other property belonging to the Council that he/she may have in his possession.

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 the credit of the Council in such depositories as may from time to time be designated by the Board of Directors. He/she shall disburse the funds 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. If the Board of Directors so desires, the Treasurer shall furnish a surety company bond conditioned for the faithful performance of his/her 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 regular meetings 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 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 subjects:

1. Program & Local Arrangements
2. Sponsorship
3. Nominating
4. Research and Education
5. Government and External Affairs

As noted in Article V, other committees may be appointed by the President as deemed necessary to conduct business.

**Section 2. Reports.** Committee reports shall be made by the Committee chairman at the Board of Director meetings and whenever a request is made by the President.

**Section 3. Program and Local Arrangements Committee.** The Program and Local Arrangements Committee shall consist of at least 2 voting members. The Program and Local Arrangements Committee will be responsible for developing the program and conducting the annual Conference and such other meetings as are sponsored by the Council.

**Section 4. Nominating Committee.** The Nominating Committee shall consist of three (3) voting members appointed by the President at least seventy (70) days prior to the date of the annual meeting. The Nominating Committee shall select a slate consisting of a minimum sufficient number of nominees, who are qualified members of the Council, to fill open Director positions. The Nominating Committee shall contact nominees and determine their willingness to serve if elected. Such Nominating Committee shall post nominations 24 hours before the annual business meeting. Further nominations may be made from the floor at the annual meeting.

**Section 5. Research and Education Committee.** The Research and Education Committee shall consist of at least three (3) members of the Board. The Research and Education Committee will be responsible for developing, and presenting to the Board, plans for encouraging research and disseminating current research results to the Council.

**Section 6. Government and Outside Affairs.** The Government and Outside Affairs Committee will consist of at least three (3) members of the Board. The responsibilities of the

committee will be to develop and present plans for cooperation with other parallel organizations, to advise the Council on the activities of Government or other outside organizations that may influence Right-of-Way and/or Forest Vegetation Management, and to develop draft policy statements to be submitted on behalf of the Council on policy issues.

## 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 prorating of the operating costs of the Council to them.

**Section 2. Amendments.** These by-laws may be altered or amended by a vote 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/emailed to each member of the Council at least fifteen (15) days before the date of such meeting, or posted on the Council's website..

**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 instruments 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 By-Laws.** After adoption, these by-laws shall be reproduced in a suitable form and a copy thereof shall be posted on the Council's website.

**Section 5. Rules of Order.** Robert's "Rules of Order" shall govern the conduct of all meetings either by membership or directors.

## ARTICLE IX

### Dissolution

**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 funds dispersed to the designated department agency the residue shall be used at the direction of the Board of Directors.