

BYLAWS
WEST VIRGINIA NURSERY AND LANDSCAPE ASSOCIATION, INC.
(A WV NONPROFIT CORPORATION)
AMENDED AND RESTATED JAN. 24, 2014

ARTICLE I. Name, Purpose, Management

Section 1. The name of this corporation shall be WEST VIRGINIA NURSERY AND LANDSCAPE ASSOCIATION, INC., a West Virginia nonprofit corporation.

Section 2. The purpose and objectives of the corporation shall be:

- A. To protect and promote the nursery and landscape industry in West Virginia;
- B. To cultivate acquaintance;
- C. To compile and disseminate relevant information to members.

ARTICLE II. Board of Directors

Section 1. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of not less than 7 elected members including President, Vice-President, Secretary, Treasurer, and immediate Past President, provided the immediate Past President is not the present elected President. The President, Vice President, Secretary and Treasurer shall become Directors of the corporation by occupying those positions, ipso facto, and shall continue to be a Director, each respectively, for so long as he or she continues to hold the office from which his or her Director status derives, and shall cease to be a Director, ipso facto, immediately and automatically upon ceasing to hold the office, without the need for any action of the corporation, its Directors or its members. Any such officer Directors shall not be ex officio Directors, but shall be entitled to one vote on all matters, counted in determining a quorum, and with the same rights and responsibilities as the other Board members.

Section 2. At the first annual meeting of the members, the elected members of the Board of Directors shall be divided into three classes of one elected member each; the elected member of the first class shall hold office for a term of 1 year; the elected member of the second class shall hold office for a term of 2 years; the elected member of the third class shall hold office for a term

of 3 years; at every annual meeting thereafter of the members, a Director shall be elected by the members for a term of 3 years, or until his or her successor is elected or appointed, to succeed the Director whose term then expires. (W.VA. CODE §31E-S-807).

Section 3. Any vacancy occurring on the Board of Directors shall be filled by appointment made by the remaining Directors by vote of the majority of the Directors present at a properly called meeting of the Board, and the Director elected to fill such a vacancy shall serve until the next annual meeting or until his/her successor is elected and assumes his/her duties. (W.VA. CODE § 31 E-8-S11).

Section 4. A regular annual meeting of the Directors shall be held in January each year, immediately following the meeting of the members, as called by the President, or as soon thereafter as may be.

Section 5. Special meetings of the Board of Directors shall be held at least quarterly whenever called by the President or by a majority of the Board. Notice of all calls and meetings of the Board of Directors shall be by mail or email, written notice of the time, place and purpose thereof by the President or Executive Director to each Director at least 10 days before the time fixed for the meeting.

Section 6. Any and all Board of Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and any Director participating in a meeting by this means is deemed to be present in person at the meeting. (W.VA. CODE § 31E-S-820).

Section 7. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 8. Whenever all of the Directors meet, such meetings shall be valid for all purposes without call or notice, or waiver of call and notice. No call or notice of any meeting of Directors shall be necessary if waiver or call and notice be signed by all of the Directors.

Section 9. A quorum of the transaction of business at any meeting of the Directors shall consist of a 1/3 (one-third) majority of the Board then in office. (W.VA. CODE § 31E-8-824).

Section 10. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. The Mid-Atlantic Nurserymen's Trade Show Board of Directors shall be elected/appointed by the Directors of this corporation.

ARTICLE III. Officers

Section 1. The Board of Directors shall elect or appoint the officers of the corporation. Such election or appointment shall regularly take place at the annual meeting of the Directors, provided, however, that elections of officers may be held at any other meeting of the Board of Directors. The officers of the corporation shall consist of President, Vice-President, Secretary and Treasurer, who are Active Members of the corporation. Any vacancy in office to be filled, shall be filled by the Board of Directors.

Section 2. All officers shall be subject to removal at all times by the affirmative vote of the majority of the members of the Board of Directors.

Section 3. The officers of the corporation shall be elected/appointed every other year and each shall hold office for two years unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Otherwise, each officer shall hold office until his/her successor shall have been duly elected and qualified.

(A) President. The President shall be the chief executive of the corporation; he/she shall preside at all meetings; shall be an ex officio member (voting member) of all standing or special committees; shall have general charge of the activities of the corporation; shall see that all resolutions of the Board are carried into effect; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(B) Vice President. The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

(C) Secretary. The Secretary shall be custodian of the corporate records; authenticate records of the corporation; and in general perform all duties incident to the office of Secretary and all such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

(D) Treasurer. The Treasurer shall have the custody of the corporation's funds and shall keep full and accurate accounts of receipts and disbursements; shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board, demanding proper vouchers for such disbursements; shall render to the President and Directors at the meetings of the Board, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the corporation; have the financial records audited as required by the Board of Directors; and this office (Treasurer) will be required to furnish surety bond in the amount determined by the Board, the premium of which shall be paid by the corporation, required to furnish surety bond in the amount determined by the Board, the premium of which shall be paid by the corporation.

(E) Executive Director. The Executive Director shall keep the minutes of the meetings of the Board of Directors and the members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; circulate all minutes of the Member meetings and the Board meetings, and get Member and Board approvals thereof, respectively, together with a Newsletter of matters of general interest, to the Members; circulate a list of active Members to the membership annually; perform duties as described in job description at the time of employment; and will be required to furnish surety bond in the amount determined by the Board, the premium of which shall be paid by the corporation.

Section 4. The Board of Directors may engage the services of such other employees as

may from time to time be deemed necessary or advisable for the objects and purposes of the corporation.

ARTICLE IV. Committees

The Board of Directors shall appoint such standing or special committees of such size as the Board of Directors may deem necessary to properly carry on the activities and effect the objects and purposes of the corporation, to serve at the pleasure of the Board of Directors. (W.VA. CODE § 31 E-8-82S).

ARTICLE V. Members

Section 1. Any person who is a resident of the State of West Virginia and who grows, sells and/or provides services related to ornamental nursery stock as a registered nursery or nursery dealer, including trees, evergreens shrubbery and perennials, and has actively engaged in the retail or wholesale business of these products of which represents a major portion of their economic livelihood (personally or through a business entity), and who bears a reputation in the industry of trustworthy dealings (which must be maintained as a condition of membership), and is interested in carrying forth the purposes of the corporation, may, upon application and acceptance by the Board of Directors, become a Member affiliated and associated with the corporation and each shall be known as an "Active Member" of the association/corporation, and entitled to 1 vote on each matter, each respectively, and may hold an elected office of the association/corporation.

Section 2. Those individuals or business entities who furnish materials or render services to the nursery and landscape business or who are associated with the nursery and landscape business in any business way (e.g., superintendents of parks and estates, technical officials of the Department of Agriculture, state educational institutions, out of state of WV nurserymen) may, upon application and acceptance by the Board of Directors, become affiliated and associated with the corporation and each shall be known as an "Associate Member" of the association/corporation, without voting rights or elective office rights, or Board Member

privileges, elected office or Board member rights.

Section 3. A nursery business entity - designating a person to represent it at Member meetings, and other representatives of such nursery business entity, and employees and/or spouse of an Active Member, may, upon application and acceptance by the Board of Directors, be associated with the corporation and each shall be known as an "Affiliate Member" of the association/corporation, sans voting, elected office or Board Member rights.

Section 4. Upon recommendation of the President, following recommendation by a Member in writing, and approval of the Board of Directors, an individual having done outstanding work in the field of horticulture or in the interests of nursery men/women in West Virginia, deemed worthy of the honor by the President and Board of Directors, may, upon Board acceptance, become an "Honorary Member" of the association/corporation, sans voting, elected office or Board Member rights.

Section 5. Upon being sponsored by an Active Member and approved by the Board of Directors, National and Regional businesses with its gross sales of 25% or more in green goods and with maintenance of year-round sales facilities for nursery stock, may become an "Allied Member", each respectively, sans voting, elective office or Board Member rights.

Section 6. Presence in person or by proxy of the Active Members (voting members) representing a majority of the voting rights of this corporation shall constitute a quorum of any meeting of the members. A majority vote of the Active Members present and by proxy entitled to vote shall carry any action proposed or voted on at a members' meeting.

Section 7. Application for membership in any class ("Active Member," "Associate Member," "Affiliate Member," "Allied Member") with the proper entrance fee shall be submitted to the Board of Directors for approval.

ARTICLE VI Meetings

Section 1. An annual meeting of the members shall be held each year at a place in West Virginia as called by the President and set (date, time and place) by the Board of Directors, or as soon thereafter as may be. At least 30 days prior to the date fixed by the Board of Directors for the holding of the annual meeting of members, written notice of the time, place and purpose of such meeting shall be mailed by the Secretary to each member entitled to vote at such meeting; one of the purposes of which shall be the election of the Board of Directors.

Section 2. Business meetings and/or special meetings of the members may be called at any time by the President, Board of Directors, or by a 1/3rd of the Active Members. The method of which such meetings may be called is as follows: upon receipt of a specification in writing setting forth the date and object of such proposed special meeting, signed by the President or by a majority of the Board of Directors or by a 1/3rd of the Active Members, the Secretary shall prepare, sign and mail the notices requisite to such meeting. At least 30 days prior to the date fixed for the holding of any business meeting of members, and at least 30 days prior to the date fixed for the holding of any special meeting of the members, written notice of the time, place and purpose of such meeting shall be mailed by the Secretary to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

ARTICLE VII. Amendments

These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of 2/3rds of the members present and entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.

ARTICLE VIII. Dues

Section 1. The Board of Directors may determine from time to time to change the amount annual dues payable to the corporation by members of each class.

Section 2. Annual dues shall accompany each membership application, and, upon acceptance, shall constitute payment of the member's dues for the fiscal year wherein the entrance fee is paid. Dues shall be payable in advance on the 1st day of July in each fiscal year.

Section 3. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the fiscal year, his/her membership may thereupon be terminated by the Board of Directors

Section 4. Present dues, subject to Section 1 above, are as follows:

Annual Dues:

\$35.00 Active Member

\$35.00 Associate Member

\$5.00 Affiliate Member

\$100.00 Allied Member*

\$0.00 Honorary Member

*Each store business in WV will be counted as an Allied Member, and each, respectively, will be subject to an entrance fee and dues.

ARTICLE IX. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

ARTICLE X. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents, of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to

time be determined by resolution of the Board of Directors. In the absence of the determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes and for any special purposes of the corporation.

These Bylaws of the West Virginia Nursery and Landscape Association, Inc., Amended and Restated 2014, were approved and adopted by 2/3rds of the members present and entitled to vote of the annual member meeting on the 24th day of January, 2014.

Bill Mills, WVNLA President

Julie Robinson, Executive Director