North Carolina Vegetation Management Association Bylaws
Last Modification: September_2_2026

PURPOSE

The North Carolina Vegetation Management Association (hereinafter referred to as The Association) was organized to unite those interested in the management of vegetation in the State of North Carolina and surrounding states. Our desire is to be a resource of vegetation management education for public and private interests, by providing the latest information on research, education, regulation, contracting, manufacturing, and merchandising of vegetation management techniques.

The purposes of The Association are:

1. To encourage the proper use of vegetation management techniques and to aid in the progression of mutual understanding and respond to people interested and/or engaged in vegetation management in the state of North Carolina.
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 North Carolina.
4. To promote ecological soundness through the correct and proper utilization of vegetation management technology and associated techniques.

Article I - NAME

A. The name of this organization shall be the North Carolina Vegetation Management Association (NCVMA).

Article II - POWERS

A. The powers that this association may exercise shall be those set forth in the Constitution and Bylaws of The Association, and those which are conferred by law.

Article III - TAX EXEMPTION STATUS

A. The Association shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate this status as an association which is exempt from federal income taxation, as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

Article IV- DISSOLUTION

A. Upon dissolution of The Association, its directors shall, after paying or making provisions for payment of all liabilities of The Association, distribute the residual assets of the organization over to one or more organizations which themselves are exempt as

organizations described in Sections 501(c)(6) and 170(c)(2) of the Code or corresponding sections of any future Federal internal revenue laws, or to the Federal, State, or Local Government for exclusively public purposes.

Article V - DISTRIBUTION OR EARNINGS

A. No part of the earnings of The Association shall contribute to the benefit or be distributable to its members or officers. The Association shall be authorized and empowered to pay reasonable compensation for services rendered, including fees for Executive Director services or speakers when necessary.

Article VI - MEMBERSHIP

A. All memberships come under the discretion of the Board of Directors. Categories of membership are set by the Board and can be adjusted at the Board's discretion. Memberships are based on the calendar year. Membership will consist of the following categories:

1. Gold - Corporations, institutions, and other organizations that wish to augment the advancement of The Association. Gold Member dues are $1,000 per year, and include a display area at the annual meeting, two individual voting memberships, and three annual conference registrations. Other associates and/or employees of the gold member can have individual voting memberships. Gold members will also receive a mention with direct link to their company's web site from the NCVMA website.

2. Sustaining - Corporations, institutions, and other organizations that wish to augment the advancement of The Association. Sustaining Member dues are $750 per year, and include a display area at the annual meeting, two individual voting memberships, and two annual conference registrations. Other associates and/or employees of the sustaining member can have individual voting memberships. Sustaining members will also receive a mention with direct link to their company's web site from the NCVMA website.

3. Supporting - Corporations, institutions, and other organizations that wish to augment the advancement of The Association. Supporting Member dues are $500 per year, and include a display area at the annual meeting, one individual voting membership, and one annual conference registration. Other associates and/or employees of the Supporting Member can have one individual voting membership.

4. Individual Voting - 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. Individual voting member dues are $35 per year.

5. Student - Individuals enrolled in a university/college curriculum that could lead to a career in vegetation management. Dues are $10 per year. Student Members

are not eligible to vote, hold positions on the Board of Directors or serve on committees of The Association. Student Members may serve in an advisory capacity to the Board and committees of The Association.

6. Charter - A Charter Member is defined as any individual, corporation, institution, or organization who has paid the appropriate dues as of the last business day of 1996. After December 31, 1996, Charter members will be considered Individual Voting members for purpose of collecting dues.

Article VII - DIRECTORS AND OFFICERS

A. The business of The Association shall be managed, conducted, and controlled by a Board of Directors, which shall be elected from the voting membership. The Board shall consist of at least 12 directors, who are all members in good standing with The Association.

B. To the extent possible, The Directors shall be representatives from the following categories:

1. Electric, Gas, Communication Utilities (two members)
2. North Carolina Department of Transportation (three members)
3. Municipalities (one member)
4. Manufacturers/Distributors (two members)
5. Contractors (one member)
6. At Large (three members)

C. Election of Directors - Each year, members shall be elected at the annual meeting to replace Board Members whose terms have expired. Board Members shall serve a two (2) year term, or until their successor is chosen. Terms begin and end at the conclusion of the annual business meeting.

D. Officers - Immediately following board elections, the Board will elect a President Elect (Vice President) from among the remaining members. Should the individual selected as President Elect (VP) be a Board member who has already served one year of his 2-year term then he shall become President following the completion of his 2-year term thus making for a 12-member board. This individual shall retain voting privileges throughout his term as President. A secretary, treasurer, or a secretary-treasurer may or may not be elected from the Board. Non-Board members elected to this position do not have authority to vote as a Board member.

E. Officers will assume responsibility at the closing of the annual meeting each year and hold office for two years or until a successor is duly elected.

F. Compensation - Officers and directors shall serve without compensation in performing their regular duties as officers of this association except as directed in the Constitution and Bylaws of The Association.

G. Board members may vote by proxy, in situations where they are unable to attend a scheduled Board meeting.

Article VIII - DUTIES OF DIRECTORS

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

- Supervise and control all actions of any committee of The Association.
- Fill vacancies in positions of directors and officers between annual meetings.
- To prescribe the duties of the directors, officers, and committees of the Association not otherwise prescribed in the Constitution and Bylaws of The Association.
- To provide rules and regulations for the conduct of the affairs of The Association that are consistent with the Constitution and Bylaws of The Association
- To accept and/ or reject applications for all categories of membership.
- The Board of Directors shall have full power in all matters demanding action between meetings. A report is required to membership at the next annual meeting for any such actions.
- The Board of Directors/Officers will meet a minimum of twice annually, with one meeting being at the annual meeting. Additional meetings are at the discretion of the Directors and Officers.
- Seven members of the Board of Directors shall constitute a quorum at any meeting, thus empowering the group to transact all business.
- The Directors shall cause The Association to make and file with the state and federal authorities all reports and returns as are now or hereafter required by law.
- At least once a year, the Directors shall insure that an internal auditing committee examines the financial records of The Association and reports these findings to the Directors.
- Other than the Treasurer, at least one Board Member shall be listed on The Association's banking records and have full access to these accounts.

Article IX - DUTIES OF OFFICERS

A. Officers of The Association shall be President, President-Elect, Secretary and/or Treasurer.

- President - The President shall preside at all membership and Board meetings; along with Board consultation, appoint all committee chairs (except Nominating Committee); is an ex-officio member of all Association committees (except Nominating Committee); shall prepare an annual report of Association activities for the annual membership (in cooperation with other officers). The President is ultimately responsible for directing and managing all business of The Association for the specific term of office. The president is required to serve on the board in an advisory capacity (non-voting for one year after term has ended).

- President Elect (Vice President) - 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, be responsible for all membership records, and perform other duties that are consistent with such an office. The Secretary is appointed by the Board of Directors and may or may not be a member of the Board of Directors. If appointee is not a member of the Board, the appointee has no voting rights on the Board.

- Treasurer - The treasurer is custodian of all Association dues and funds and is responsible for their accounting and disposition; shall prepare an annual financial report for the annual meetings; shall prepare a financial report for all board meetings; is responsible for all reports required by law. The Treasurer is appointed by the Board of Directors and may or may not be a member of the Board of Directors. If appointee is not a member of the Board, the appointee has no voting rights on the Board.

Terms of Office - Officers will serve for two years, or until their successor is chosen. Terms begin and end at the conclusion of the annual business meeting.

Article X - COMMITTEES OF THE ASSOCIATION

A. The Association recognizes the following as Standing Committees:
   1. Annual Program Committee
   2. Audit Committee
   3. Membership Committee
   4. Nominating Committee
   5. Legislative Committee
   6. Scholarship Endowment Committee

- Annual Program Committee - This committee will be chaired by the President Elect, who has the discretion of appointing a co-chair. This committee is responsible for the technical and social programs at the annual meetings, including local arrangements, technical program content, speakers, setting registration fees, spouse's program, and other activities associated with the annual meeting. Sub-committees could include (but are not limited to) local arrangements, finance, recreation, spouses, and technical programs.

- Audit Committee - Members will include the current president and the advisor (immediate past president.) The Treasurer is to serve in an advisory capacity (non-voting). Their purposes are to perform an internal audit of all financial records of The Association, and to make a report to the membership at the annual business meetings.

- Membership Committee - The committee shall consist of three members in good standing as appointed by the Board of Directors. The principal responsibility is to promote membership in The Association, including Sustaining and Supporting Memberships.

- 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. The Board of Directors may appoint other Ad hoc committees as needed.

- Legislative Committee - This committee is responsible for acquiring and disseminating information related to North Carolina legislative issues concerning vegetation management.

Article XI – MEETINGS

A. Rules of Order - Meetings of The Association and Board of Directors shall be conducted according to Robert's Rules of Order, Revised, when not inconsistent with the Constitution and Bylaws of The Association.

Annual Meetings - The Association will hold an annual meeting in December for all members and prospective members. The annual meeting will include a technical program and a business meeting. Other meetings may be held as deemed necessary. Written notice must be provided to the membership at least two weeks prior to any official Association meeting.

1. Order of Business at Annual Association Meeting - the order of business at Association meeting(s) shall be as follows:
   - Determine that a quorum is present (10% of active members, or 20 active members, whichever is greater).
   - Reading minutes of the previous meeting.
   - Reports of Officers and Committees
   - Special Business
   - General Business
   - Election of Directors (if necessary)
   - Installation of Officers (if necessary)
   - Adjournment

2. The order of business may be modified and changed by proper motion and majority vote of membership.

Article XII - AMENDMENTS

A. These Constitution and Bylaws of The Association may be amended by 2/3 vote of the active members present at the annual meeting or any other general membership meeting/vote approved by the Board, provided the notice of the

proposed amendment has been given in writing to the Secretary and transmitted to active members thirty (30) days before the meeting.

Article XIII - MISCELLANEOUS PROVISIONS

The Association is a non-profit organization and shall be financed by membership dues, fees, donations, and other means as authorized by the Board of Directors.

Expenditures - Expenditures necessary for conducting the business of The Association exceeding $1000 must be authorized by the Board of Directors.

Fiscal Year - The fiscal year shall be from January 1 to December 31.

The "Lifetime Achievement Award" was established to recognize members of NCVMA who have performed service to the Association and/or industry that is above and beyond the call of duty. It is not intended for this award to be presented annually or on any regular basis. Once a member has demonstrated exemplary service to NCVMA and/or industry and its members, the current President shall present nominations to the board who shall in turn vote to bestow the award. A clear majority of the board shall be in agreement before the award can be presented.

The "Lifetime Achievement Award" shall be presented during the Association's regular business meeting at the annual conference or at a time on the agenda otherwise designated by the current President.

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End of NCVMA By-laws