

LOUISIANA VEGETATION MANAGEMENT ASSOCIATION

BYLAWS

(revised 10/06/2009 through legal)
(Board of Directors Approved 10/7/09)

ARTICLE I - NAME

The name of the association is “**Louisiana Vegetation Management Association**”.
(LAVMA)

ARTICLE II – PURPOSES

In addition to those purposes mentioned in the Articles of Incorporation, the object, business and pursuit of this association, without profit to itself, is as follows:

1. To improve the standards of the vegetation management profession and to bring together in closer union the members of the vegetation management industry.
2. To promote good will, safe and ethical practices among members of the vegetation management industry.
3. To promote discussion and interchange among the members of the association of knowledge and experience that may be helpful to the members to raise and maintain high standards of vegetation management.
4. To advise, assist and cooperate with legislative and regulatory bodies and administrative agencies in support of progressive legislation and regulations related to vegetation management to improve and protect environmental quality.

ARTICLE III – MEMBERSHIP

Section 1 - Members:

Any individual or individuals representing partnerships, public agencies or corporations engaged in the management of vegetation.

Section 2 – Honorary Members:

Honorary membership may be conferred at the discretion of the Officers and Board of Directors upon persons who have made outstanding contributions toward vegetation management practices.

Section 3 – New Members:

The board of directors may formulate, adopt, and publish rules and regulations governing the admission of new members to the association, not inconsistent with law or the charter.

Section 4 – Expulsions:

Any member may be expelled or suspended from membership or their membership not renewed for any conduct which, in the opinion of the Board of Directors, is prejudicial to the purpose, principles, ideals or interests of the association. Such expulsion or suspension shall be made only by the vote of not less than two-thirds of all the members of such Board of Directors at a meeting thereof, duly and regularly called and held for the purpose of taking such action. No member shall be expelled or suspended unless such member shall have been given a reasonable opportunity to appear in person or by duly authorized representative before the Board of Directors to answer the charges against said member. Any member having been expelled or suspended may be reinstated by an affirmative vote of two thirds of the members of the Board of Directors if the cause of expulsion or suspension have been removed and all dues, assessments, and obligations to the association are paid to date.

Section 5– Resignations:

A member may resign from the association by submitting a written notice of resignation to the Executive Director. All resignations must be filed with the Executive Director and by him referred to the Board of Directors for action.

Section 6 – Quorum

Twenty-five (25) per cent of the members of the association shall constitute a quorum for a meeting of the association membership.

ARTICLE IV – MEETINGS

Section 1 – Annual Meeting:

The annual meeting of the members of the association shall be held at a time and place to be fixed by the Board of Directors. Written notice of such meeting shall be given all members at least 30 days prior to the meeting.

Section 2 – Special Meetings:

- a) A special meeting of the members of the association shall be held at any time or place upon the written call of one quarter of the active members, or of a majority of the members of the Board of Directors, or of the President, upon written notice to all active members, stating the time, place and object of the meeting.

- b) The vote of the members upon any question (except the election of directors, which shall be governed by Article VII) may be taken in person in the following manner: The proposition to be voted upon shall be clearly stated in writing and mailed to all members, together with any recommendation of the Board of Directors or officers of the association.

Section 3 – Directors Meetings:

- (a) The Board of Directors shall meet not less than four times per year at a place and time to be determined by the Executive Director, so as to facilitate attendance by the largest number of board members.
- (b) Additional meetings of the Board may be held at any time and place upon call of the President, and shall be held upon the written request of three or more directors. Notice of special meetings, stating the time, place and purpose thereof, shall be communicated to all directors not less than five (5) days prior to the date of such meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of ten (10) members. The President, Vice President, Executive Director and the immediate Past President shall be members of the Board. The remaining members of the board are to be elected as set forth in Article VII of these bylaws.

Section 2. – Duties

The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. The decision of the Board in all Association matters shall be final, subject only to an appeal to the membership.

Section 3 – Term of Office

The term of office for each member of the Board of Directors shall be (3) three years or until the third annual meeting after election or until a successor is elected. Annually two (2) members of the Board of Directors shall be elected. When a vacancy of the Board of Directors occurs, the Board of Directors shall fill the remaining term of that Board of Director as provided in Section X. Board of Directors may be elected to consecutive terms.

Section 4 – Termination

Termination of membership in the association shall automatically terminate the membership of such director on the Board of Directors. When a member of the Board has his membership terminated, or fails to renew, he shall automatically and without further action of the board, no longer be a member of the board.

Section 5 – Vacancies

Whenever any vacancy shall occur with any of the members of the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors by the affirmative votes of the majority of the remaining directors. If the number of remaining members do not constitute a quorum such vote shall be valid to fill the vacancy even though the remaining directors do not constitute a quorum.

Section 6 - Report of Directors

The Board of Directors shall present such reports of the activities of the association so that the membership may be informed of the activities of the association

ARTICLE 6 – OFFICERS

Section 1

The officers of the association shall be President, Vice-President, Executive Director and Immediate Past President.

Section 2

The officer of President and Vice President provided in Section 1 of the article shall be elected by the general membership at the annual meeting. Each shall hold office until their successors are elected at the next annual meeting. Neither the President nor Vice President can serve consecutive terms of office

Section 3 – Duties of the President

The president shall be the chief executive officer of the association. He shall supervise the work of the association and preside at all meetings of the association and of the Board of Directors, and he shall be an ex-officio member of standing and special committees. He shall appoint the members of the various committees that may be created.

Section 4 – Duties of the Vice President

The Vice President, in the absence of the President, shall act in his place.

Section 5 – Duties of the Executive Director

The Executive Director shall serve at the pleasure of the board except as otherwise provided by contract. The Executive Director shall perform the duties of the secretary and treasurer conducting the day to day affairs of the association as well as duties the Board of Directors shall direct of him.

Section 6 – Subordinate Officers

- a) The Board of Directors, in their discretion, may appoint subordinate officers. The duties, term of office and compensation of such officers shall be prescribed by the Board of Directors.
- b) In the event the Executive Director is not able to perform his duties, the president shall appoint an interim Executive Director.

Section 7 – Vacancies

Whenever an office of any Officer of the Association becomes vacant, the vacancy shall be filled for the unexpired term of the Office by the Board Directors by the affirmative votes of the majority of the remaining directors. If the number of remaining members do not constitute a quorum such vote shall be valid to fill the vacancy even though the remaining directors do not constitute a quorum.

ARTICLE VII – ELECTIONS

Section 1

The election of officers and Board of Directors shall be held at the annual meeting.

Section 2

At least six (6) weeks prior to the date of the annual meeting, the Board of Directors shall appoint a nomination committee of three members, in good standing, none of whom shall be a Director. The nomination committee's list shall be sent to the members 30 days prior to the date of the annual meeting.

Section 3

Nominations for any of the aforesaid officers and directors may be made from the floor at time of the annual election.

Section 4

Voting will be by voice vote unless a hand vote is requested or deemed necessary by the president. Each office will be voted on separately, beginning with the President, Vice President, and Board of Directors.

Section 5

The nominees for each office, except that of Board of Directors, receiving the highest number of votes shall be declared elected. If the names of more than those necessary to fill the remaining vacancies are placed in nomination for the office of Board of Director, those receiving the highest number of votes shall be declared elected.

ARTICLE VIII – VOTING

Each member in the association shall be entitled to one vote on all matters submitted to a vote of the membership.

ARTICLE IX – ANNUAL DUES

Dues assessed on members of the association shall be set by the Board of Directors.

ARTICLE X – PARLIMENTARY PROCEDURES

Section 1

Roberts Rules of Order shall govern all procedural matters of the association unless otherwise provided in the bylaws.

ARTICLE XI – COMMITTEES

Section 1 - Standing Committees

(a) Legislative

The duties of such committee shall be to advise, assist, and cooperate with legislative and regulatory bodies and administrative agencies in support of progressive legislation and regulations related to vegetation management needed to improve and protect environmental quality.

(b) Audit

The duties of the audit committee shall be to review the financial report of the association annually as presented by the Executive Director.

(c) Nominating

A nominating committee consisting of three (3) members in good standing, shall recommend potential board members and officers to the Board of Directors six (6) weeks in advance of the annual meeting

The above standing committees shall be appointed annually by the President

Section 2 – Special Committees

The President may establish special committees and appoint the members thereof.

Section 3 – Quorum

A simple majority constitutes a quorum of the committee