

SCVMA By-Laws

SCVMA By-Laws Includes revisions approved during the August 4, 2022, Board of Directors meeting.

Article 1 - NAME

The name of this organization shall be the South Carolina Vegetation Management Association (SCVMA).

Article 2 - POWERS

The powers that this association may exercise shall be those set forth in the bylaws and constitution, and those which are conferred by law.

Article 3 - TAX EXEMPTION STATUS

The Association shall neither have nor exercise any power, now 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 1954, or the corresponding provisions of any future United States Internal Revenue law.

Article 4 - 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 a manner, or to such organization(s) organized and operated not for profit, and for the purpose congruous with this Association.

Article 5 - DISTRIBUTION OF EARNINGS

No part of the earnings of the Association shall contribute to the benefit of or be distributable to its members, directors, officers, or other private persons. The Association shall be authorized and empowered to pay reasonable compensation for services rendered, including fees for speakers.

Article 6 - MEMBERSHIP 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 a calendar year and the fees associated with each level of membership are at the discretion of the board and can be modified by the board at any time. Membership will consist of the following categories:

1. Exhibitor Membership. Any exhibitor or other organization that is interested in the advancement of the Association. The corporation is entitled to one individual voting membership, and one exhibitor booth at the annual conference. Corporate membership dues are based on sponsorship levels selected per registration.

Article 7 - DIRECTORS AND OFFICERS

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 thirteen (13) directors, who are all members in good standing with the Association and must be on the active membership roll of SCVMA at the time of their nomination to be elected.

The following categories should, to the extent possible, be represented on the SCVMA Board of Directors and no more than three individuals for each category. If there are nominees from a particular segment not currently represented on the board, these nominees should take precedent over all other nominees even if they do not receive the highest number of votes from the membership during the election process.

The purpose is to maintain as much diversity on the board as possible. Once unfilled segment(s) are represented, new board members will be selected based upon those receiving the most votes. If at large members are elected, no more than two persons shall serve as at large members at any one time.

Electric, Gas, Communication Utilities
South Carolina Department of Transportation
Municipalities
Natural Resources
Manufacturers/Distributors
University
Contractors
At Large
Intern-optional

Election of Directors. The board will consist of 13 active members which must be nominated by a director or a voting member and shall be elected by the voting membership. Each year thereafter, board members shall be elected at the annual meeting to replace those Board Members whose terms have expired. Board members shall serve a four-year term. Ballots will be available during the annual business meeting for all nominations and will be retained by the Secretary for 1 year.

Officers. At the first scheduled Board Meeting following the annual meeting officers will be nominated and elected for the Board of Directors.

President: The President will serve a four-year term. If for any reason the President leaves the office early the Vice President will resume the role. At that time the board will decide how the remaining time of office will be counted toward the designated two-year term.

Officers will assume responsibility at the close of the annual meeting each year and hold office for a two-year term with the Treasurer holding a three-year term, or until a successor is duly elected. A Treasurer elect shall be elected upon the Treasurer starting the third year of their term to ensure a smooth transition from one term to the next.

Compensation: Officers and directors shall serve without compensation in performing their regular duties as officers of this Association, except as directed in the bylaws. Any Board member that receives compensation will not have the ability to vote as a Board member.

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

Article 8 - DUTIES OF DIRECTORS

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; prescribe the duties of directors, officers, and committees of the Association not otherwise prescribed in the Bylaws and Constitution of the Association; 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 the membership at the next annual meeting for any such action.

The Board of Directors / Officers will meet a minimum of twice annually, with one meeting 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 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; and other than the Treasurer, at least one Board member shall be listed on the Associations banking records and have full access to these accounts.

Article 9 - DUTIES OF OFFICERS

The officers of the Association shall be President, President-Elect, and Secretary-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 has the option to remain on the Board as a voting member after the term of office has ended without the vote of the membership.

President-Elect (Vice President): The President-Elect shall assist the President in 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 office.

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 excluding the Treasurer will serve a two-year term with the Treasurer serving a three-year term, or until their successor is chosen. Terms begin at the end of the annual meeting.

Article 10 - COMMITTEES OF THE ASSOCIATION

The Association recognizes the following as Standing Committees:

Annual Conference Committee

Audit Committee

Membership/Outreach Committee

Nominating Committee

Legislative Committee

Scholarship Committee

Annual Conference 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 programs at the annual meetings to include, technical program content, speakers, setting registration fees, and other activities associated with the annual meeting. Sub-committees could include (but are not limited to) local arrangements, finance, and technical programs.

Audit Committee: two members in good standing are required for this committee. The Treasurer is to serve in an advisory (non-voting) capacity. 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 meeting.

Membership/Outreach Committee: this committee is charged with continually identifying ways to grow our membership, evaluate the make-up of our membership to include which categories our membership comprises, maintain, and update as necessary an SCVMA brochure, at the board's discretion and approval potentially attend conferences representing SCVMA, work with the board to develop and maintain an active membership list and email contact list.

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 Officer or Board member positions.

Legislative Committee: This committee is responsible for monitoring information related to federal and South Carolina legislative issues concerning vegetation management and keeping the board informed of these issues.

Scholarship Committee: The scholarship committee will be responsible for reaching out to local learning institutes and students to notify them of our scholarship opportunities. The committee will gather the student's information and requested documentation so that the Board can vote on the scholarship winner. The scholarship will be awarded at the annual meeting each year.

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

Article 11 - MEETINGS

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 Bylaws or Constitution.

Annual Meetings: The Association will hold an annual meeting 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 membership at least two weeks prior to any official Association meeting.

Order of Business at Annual Association Meetings: 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 previous meeting; reports of Officers and Committees; Special Business; General Business; Election of Directors (if necessary); Installation of Officers (if necessary); Adjournment. The order of business may be modified and changed by proper motion and majority vote of membership.

Article 12 - AMENDMENTS

These bylaws and constitution may be amended by a majority vote of the Board of Directors present at any meeting, provided the notice of the proposed amendment has been given in writing to the Board prior to the vote.

Article 13 - 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 business of the Association exceeding \$1,000 must be authorized by the Board of Directors. Fiscal Year: The Fiscal Year shall be from July 1 to June 30.