

OKLAHOMA VEGETATION MANAGEMENT ASSOCIATION, INC.

ARTICLES AND BYLAWS

ARTICLE I

NAME

The name of the association shall be the Oklahoma Vegetation Management Association, Inc. (hereinafter called the "Association").

ARTICLE II

PURPOSE

The purpose of the Association shall be:

- A. To promote and recognize professionalism in the vegetation management industry in Oklahoma;
- B. To promote and educate in proper vegetation management techniques;
- C. To promote safe and ethical vegetation management practices among members;
- D. To advance environmentally sound vegetation management practices;
- E. To promote the exchange of information between members;
- F. To enhance public understanding of the industry;
- G. To advise, assist, and cooperate with legislative and regulatory agencies; and
- H. Support allied organizations at the local, state, and national levels.

The Association is organized exclusively for charitable and educational purposes within limitations set forth in the Internal Revenue Code, Section 501(c)(3).

The activities of the Association shall not be used to carry out propaganda or to participate in political campaigns on behalf of an individual candidate or political party.

The Association shall not be used as a platform to promote or benefit any individual, company, product or service.

ARTICLE III

MEMBERSHIP

Section A

There shall be the following classes of memberships:

- A. Active member - Any person currently employed in, or retired from the vegetation management industry.
- B. Honorary member – Any person that does not meet the criteria of an Active member, recommended by a current member of the Board of Directors, and selected by a majority vote of the Board of Directors.

Section B

All Active members shall have the right to one vote at each Business Meeting. Honorary members shall have no voting privileges.

Section C

Membership in the Association will be by application and subject to approval by the Board of Directors.

ARTICLE IV

OFFICERS

Section A

Officers of the Association shall be:

- A. **President**
- B. **Vice President/President-Elect**
- C. **Secretary**
- D. **Treasurer**
- E. **Editor**
- F. **Immediate Past-President (ex-officio)**

Section B

Officer duties:

- A. The **President** shall preside at all membership and Board meetings; shall, in consultation with the Board of Directors, appoint all committee chairmen, and shall perform all other duties incidental to the office. The President shall prepare any annual report of the Association's activities to be presented at the Annual Business Meeting of the Association, including a report of each Board Meeting held since the last Annual Business Meeting.
- B. The **Vice President/President Elect** shall perform the duties of President when the latter is absent, chair the Program Committee, perform other duties as may be assigned by the President or Board of Directors, and shall succeed the President.
- C. The **Secretary** shall keep minutes of all meetings, mail out minutes and notices as directed by the Board of Directors, and perform all other duties as usually associated with the office.
- D. The **Treasurer** shall be custodian of all dues and funds of the Association, maintain membership records, chair the Membership Committee, pay all bills authorized by the Board of Directors, and present a true and complete report of the financial status of the Association at the Annual Business Meeting. The Treasurer shall be responsible for pre-registration and registration at the Annual Conference. The Treasurer shall deposit all receipts in a bank designated by the Board of Directors, and the signatures of the Treasurer and President shall be authorized on Association checks exceeding two-hundred fifty dollars (\$250). An annual audit of the books shall be made by an independent CPA, as chosen by the Internal Audit Committee.
- E. The **Editor** shall prepare and distribute all official publications of the Association, chair the Editorial Committee, and serve as Webmaster for the Association. The Editor shall prepare and present a semi-annual report to the Board of Directors detailing the activities associated with all mass-distributed publications, including Newsletters and the Internet. The Editor shall monitor the Association web domain ownership and Internet Service Provider service contract(s), and submit payment requests to the Treasurer for maintenance of said domain and service contracts.

Section C

Term of Officers:

Officers will serve for one year or until their successors have been duly chosen. Presidents and Vice Presidents/Presidents-Elect may not succeed themselves.

Officers and directors elected at the Annual Business Meeting shall begin their duties at the close of said meeting.

Section D

Criteria of Officers:

Association officers and directors shall be selected from the membership and must be an active member in the Association.

Section E

Nomination of Officers:

The Association officers shall be nominated by a Nominating Committee, which shall be appointed by the Board of Directors with the advice of the President. In addition, nominations may be submitted from the floor at the Annual Business Meeting. A candidate must receive a majority of the votes to be elected to the office for which said person was nominated.

Section F

Office vacancies:

Should an office vacancy or vacancies exist, the Board of Directors shall declare the office(s) vacant, or appoint an Officer(s) to fill the vacancy or vacancies, for the remainder of the term.

ARTICLE V

BOARD OF DIRECTORS

Section A

The Board of Directors shall consist of 19 members, each having one (1) vote each at all meetings. The Board of Directors shall consist of the President, serving as Chairman of the Board, the Vice President/President-Elect, the Secretary, the Treasurer, the Editor, and one (1) representative from each of the following twelve (14) categories:

- | | |
|-------------------------------------|--|
| State Government | Investor Owned Electric Utilities |
| Pipeline Companies | Contractors |
| County Government | Academia |
| Suppliers | Municipalities |
| Rural Electric Co-Operatives | Industrial & Production |
| At Large | At Large |
| At Large | At Large |

Section B

The term of the category positions of the Board of Directors shall be two years each, with half being elected in odd number years and half elected in even numbered years.

Directors elected in even numbered years:

Directors elected in odd numbered years:

- | | |
|------------------------------------|------------------------------------|
| Rural Electric Co-Operative | State Government |
| Municipalities | Investor Owned Utilities |
| Contractors | Pipeline Companies |
| Suppliers | County Government |
| Academia Advisor | Industrial & Production |
| At Large | At Large |
| At Large | At Large |

Directors will be expected to actively participate within the Association by providing support and input during scheduled board meetings, conferences and activities as relevant to the success and growth of the Association.

Section C

Meetings of the Board of Directors:

The Board of Directors shall meet upon the call of the President, or upon the request of three or more members of the Board of Directors in writing to the Secretary. A minimum of three (3) days prior notice in writing shall be given to all members of the Board of Directors as to any meetings. The time and place of a meeting shall be designated by the President. The Board of Directors shall meet no less than three (3) times annually. One meeting shall be held immediately before the Annual Business Meeting. Additional meetings will be called as necessary.

Section D

Nomination of the Board of Directors:

The Association Board of Directors shall be nominated by a Nominating Committee, which shall be appointed by the Board of Directors with the advice of the President. In addition, nominations may be submitted from the floor at the Annual Business Meeting. A candidate receiving the most number of votes in each category will be elected to the Board of Directors' Category position for which said person was nominated.

Section E

The Board of Directors shall manage the affairs of the Association and shall have the power:

- A. To fill any vacancies between Annual Business Meetings among the officers of the Association, including membership of the Board of Directors;
- B. To prescribe the duties of the officers of the Association not otherwise prescribed in the Bylaws of the Association;
- C. To provide rules and regulations for conduct of the affairs of this Association as are consistent with the provisions of the Bylaws;
- D. To remove for just cause any elected officer or director with a two-thirds majority of votes cast. Just cause may be due to lack of participation or attendance of Association meetings and/or conferences.
- E. To declare an office or director position vacant for just cause with a two-thirds majority of votes cast.

Section F

Director vacancies:

Should a Director vacancy or vacancies exist, the Board of Directors shall declare the position(s) vacant, or appoint a Director(s) to fill the vacancy or vacancies, for the remainder of the term.

ARTICLE VI

QUORUMS

Annual Business Meeting

- A. A quorum for any general meeting of the Association shall consist of not less than 25 voting members, or 10% of the membership, whichever is smaller, and at least two of whom shall be officers or directors of the Association.

Board of Directors Meeting

- B. A quorum for any Board of Directors meeting of the Association shall consist of one-third of the seated members currently on the Board at the time of the meeting. In the event that the quorum present at a meeting results in an even number, the President will abstain from voting.

ARTICLE VII

MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any meeting of the Association involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Association.

ARTICLE VIII

MEETINGS

There shall be an Annual Business Meeting of the Association for the election of officers, the presentation and discussion of pertinent information on vegetation management related subjects, and such other business as may be properly brought before it. Such Annual Business Meeting shall be held at such time and place as the Board of Directors may decide. At least thirty (30) days' prior notice shall be given in writing to all members as to time and place of the Annual Business Meeting.

ARTICLE IX

FISCAL YEAR

The fiscal year for the Association shall run from the beginning of the Annual Conference to the beginning of the next Annual Conference.

ARTICLE X

DUES

Membership dues shall be \$15.00 per year, and shall be included in meeting and conference registration fees.

ARTICLE XI

STANDING COMMITTEES

Standing Committee members shall be recommended by the President and approved by the Board of Directors to serve during the current term of the President on the following committees:

- A. Membership Committee** - This committee shall consist of a maximum of five (5) members and be chaired by the Treasurer. This committee shall promote membership in the Association.
- B. Editorial Committee** - This committee shall consist of a minimum of three (3) members and be chaired by the Editor. This committee shall assist the Editor in generating and distributing newsworthy and educational items to the Association, and coordinate financial activities between the Editor, Treasurer and other outside entities associated with the operation of all electronic payments generated via the Internet.
- C. Program Committee** - This committee shall consist of a maximum of five (5) members and be chaired by the Vice President/President-Elect. This committee shall be responsible for the local arrangements of the Annual Conference and Business Meeting, and any other Membership Meetings or Conferences.
- D. Nominating Committee** - This committee shall consist of a minimum of three (3) members, of which at least one shall be a member of the Board of Directors, and be chaired by the immediate Past-President. This committee shall recommend, to the Association, candidates for election to the several offices and Board of Directors positions.
- E. Internal Audit Committee** - This committee shall consist of a minimum of two (2) members who shall select the independent CPA to audit all books and fiscal documents of the Association annually, prior to the Annual Business Meeting. The Board of Directors shall appoint the chair.

The Internal Audit Committee shall report to the general membership at the Annual Business Meeting.

F. Legislative Committee – The Board of Directors shall appoint a Board of Director member to be the chair of this committee. This committee shall monitor legislative activities, which may affect industries represented by the Association. This committee shall report to the Board of Directors as necessary.

G. Special Committees - Such other committees, as from time to time may be deemed necessary, shall be appointed by the Board of Directors.

ARTICLE XII

RULES OF ORDER

Business sessions of the Association shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XIII

PUBLICATIONS

All publications of the Association shall be issued under the direction of the Editor and shall become the property of the Association.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended by three-fourths vote of the active members present at any general meeting, provided the notice of the proposed amendment has been given in writing to the Editor and transmitted to active members thirty (30) days before said meeting.

ARTICLE XV

DISSOLUTION

The Association shall have perpetual existence, but if dissolved, its assets remaining after payment of all costs and expenses of such dissolution shall be donated to a non-profit organization for research on vegetation management or to a scholarship fund that will be selected by the last Board of Directors.

The above and foregoing Bylaws of the Oklahoma Vegetation Management Association, Inc. were modified on September 21, 2010 at OKVMA Annual Conference, Training and Trade Show by a majority vote in favor to accept modifications as presented during the business meeting.

Attested by:

President *Joe Osborn*

09-21-2010
Date

Secretary *Kathleen Markkan*

09-21-2010
Date