



The Board Policy

Virginia Nursery and Landscape Association

The Board Policy

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Revised Bylaws and Necrology Policy updated 1-7/17

The Process for Developing VNLA Board Policy

Purpose 1.1

The board, as the VNLA governing body, is entrusted with the authority to establish policy for the governance of VNLA. Board policy establishes the parameters and guidelines for board members, committees, management and staff.

The purposes of our policies are to:

- inform everyone of board intent, goals and aspirations.
- prevent confusion among board members, staff and the public.
- promote consistency of board action.
- eliminate the need for instant (crisis) policy making.
- reduce criticism of the board and management.
- improve public relations.
- clarify board member, executive and staff roles.
- give management a clear direction from the board.

Management policies are not board policies 1.2

The VNLA board makes an important distinction between board policies and management policies. Board policies establish the broad parameters within which board, management and staff will operate. Management policies, developed and implemented by the executive, outline the specifics of how the organization and staff will operate within board policy.

Personnel policies are an example of management policy developed by the executive. The executive develops the personnel policies appropriate to his/her staff, and has them examined by an attorney familiar with personnel policy. The executive then informs the board that personnel policies are in place, and provides board members with copies of the personnel policy handbook. The board is not directly involved with developing personnel policies other than to ensure that the executive has carried out that project.

Once the board officially adopts a new board policy, that policy is the standard for dealing with the sub-

ject matter covered by the policy. If an issue comes before the board that is not in line with existing policy, the issue is out of order and will be considered only in terms of policy change.

{ TC "Policy requires majority vote of the board"},

Policy requires a majority vote of the board 1.3

All policy decisions will be made by majority vote of the board and only at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

Source of policies 1.4

Policies may be recommended to the board by committees of the board, individual board members or the executive. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of VNLA. If approved by the board, policies will be written, coded, dated at time of approval and included in all copies of the board policy manual.

Considerations for all policies 1.5

All policies proposed to the board should be tested. Is the proposed policy:

- really necessary for good operation of VNLA?
- consistent with our mission statement?
- within the scope of board authority?
- consistent with local, state and federal law?
- compatible with other policies of this board?
- practical?
- broad enough to cover the subject completely?
- enforceable?

Accountability for carrying out policies 1.6

The executive director will be accountable to the board for carrying out these policies, ensuring that all policies are effectively explained to the employees and making every reasonable effort to see that they are understood, accepted and complied with.

Distribution of policy manual 1.7

A copy of the board policy manual will at all times be available in the VNLA office for review and inspection by employees and board members. Each board member will be given a revised policy manual annually.

Amendment or suspension of policy 1.8

All policies will be annually reviewed by the board or a committee of the board for accuracy and appro-

priateness, and recommendations will be made to the board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the board may be suspended, repealed, amended, or waived by a majority vote of the board, provided that at least two full weeks advance notice has been given to all board members of the intention to consider revocation, repeal, waiver, or amendment.

Chapter 2

Corporate Structure/Board Organization

Establishment of the organization 2.1

The VNLA is established as a nonprofit corporation under the laws of the Commonwealth of Virginia. The board of directors is established as the authority to operate the VNLA in accordance with bylaws and board policies.

The VNLA business will be conducted in accordance with the laws of this commonwealth, the corporation's articles of incorporation, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the VNLA mission.

Authority of the board of directors 2.2

Each member of the VNLA board, together with other ex-officio members of the board, is legally and morally responsible for all activities of the VNLA. All members of the board share in a joint and collective authority, which exists and can only be exercised when the group is in session.

Board member commitment 2.3

Serving as a board member of the VNLA involves a very special commitment. To meet that commitment, board members are expected to:

- ensure adherence to the VNLA's mission.
- attend and actively participate in all of the board's meetings, and notify the executive or board chairperson of anticipated absence.
- when absent from a meeting, review minutes and results of the missed meeting.

- do their homework to be prepared to participate fully in board and committee meetings.
- chair and serve actively on at least one committee.
- act only with the full board, not individually unless authorized to do so by the full board.
- speak for the full board only when the full board sanctions their doing so.

Board delegation of policy interpretation to staff and public 2.4

The board delegates to the executive director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guides not specifically covered or detailed in the Board Policy Manual. Such interpretations, rules and directives have the force of board regulations unless and until superseded by board action.

Board member rights 2.5

Members of the VNLA board are granted certain specific rights. All board members have the right to:

- receive notice of board meetings and the agenda.
- attend and participate in board meetings.
- examine the VNLA's books, records, meeting minutes, financial statements and contracts.
- place items on the board meeting agenda at the appropriate time.

Duty of board members not to compete 2.6

A board member may not use his/her position on the VNLA board to prevent the VNLA from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

Soliciting or receiving gifts 2.7

Members of the VNLA board must never offer, give, solicit or receive any form of bribe or kickback through their connection to the VNLA. Board members must never solicit a personal gift of any kind from anyone who does business with the VNLA. This restriction applies to both actual and proposed business transactions involving the VNLA.

Board member conflict of interests 2.8

Board members have a duty to subordinate personal interests to the welfare of the VNLA and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of the VNLA in mind.

Board members and employees are prohibited from knowingly disclosing information about the VNLA to those who do not have a need to know or whose interest may be adverse to the VNLA, either inside or outside the VNLA. Nor may board members or employees in any way use such information to the detriment of the VNLA.

Board members or employees may not have a significant financial interest in any property which the VNLA purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which the VNLA does business without prior board approval in writing.

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

All board members will be required to complete the "Conflict of Interests" statement. This policy will be reviewed by the board annually and given to each new board member for signature during orientation.

Conflict of Interests statement 2.9

Conflict of Interests Statement

I have read and am familiar with the VNLA board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would

contravene the policy of this board, except such interest or action fully disclosed below:

Board member signature and date:

Legal obligations of board members 2.10

The VNLA board is both responsible and liable for the VNLA. The VNLA board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the board will not:

- mis-manage the VNLA by deviating from fundamental management principles, such as planning carefully for the future of the VNLA, regularly reviewing the financial status of the VNLA, and monitoring compliance with board policies.
- fail to govern by utilizing all control systems to govern the VNLA.
- be involved in self-dealing that provides personal gain to board members.

The principle of good faith means that board members will:

- attend all board and committee meetings to be a part of board actions.
- read and understand the VNLA's policies and bylaws.
- pay attention to corporate affairs and keep informed about organization activities.
- ensure that the VNLA is in compliance with legal requirements.
- avoid self-dealing.
-

Ethical obligations of board members 2.11

The board will approve a code of ethics for board members (see section 2.15). All board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

Legal requirements of board members 2.12

All the VNLA board members will be expected to recognize and accept their legal position as governing agents of the VNLA. A board member of the VNLA occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If the VNLA board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of board membership attach automatically when board members accept the office.

There is a certain amount of liability involved with being a board member, so the board will annually discuss the liability issue to be certain that the board is adequately insured.

Maintaining ethical credibility 2.13

Because the conduct of the board has a direct impact on public and constituent perceptions about the VNLA, board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board members will be active and encourage all other board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.

Board members will not condone conflicts of interest on the board. A generally accepted rule of thumb is that a board member or his/her family may not receive any gain (tangible or intangible) through the connection with the VNLA board.

Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.

Board members will adopt formally, by motion, any rules, regulations, policies and budgets.

Board members will keep policy and procedure manuals up-to-date for ready reference, and have rules and regulations available and posted for staff and constituents.

Board members will review fiscal records and controls at regular intervals.

Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

Political contributions 2.14

Members of the VNLA board must never make political contributions on behalf of the VNLA. If a board member takes an active part in the political process, it must be done at the board member's personal expense. The VNLA will not reimburse anyone for a political contribution.

Board members must not make any direct or indirect political contribution in cash, property or service on behalf of the VNLA.

The VNLA Board Code of Ethics pledge 2.15

As a member of the VNLA Board, I will...

- listen carefully to my teammates, and those served by the VNLA.
- respect the opinion of other board members.
- respect and support the majority decisions of the board.
- recognize that all authority is vested in the board when it meets in legal session and not with individual board members.
- keep well-informed of developments that are relevant to issues that may come before the board.
- participate actively in board meetings and actions.
- call to the attention of the board any issues that I believe will have an adverse effect on the VNLA or those we serve.

- attempt to interpret the needs of constituents to the VNLA and interpret the action of the VNLA to its constituents.
- refer constituent or staff complaints to the proper level on the chain of command.
- recognize that the board member's job is to ensure that the VNLA is well managed, not to manage the VNLA.
- vote to hire the best possible person to manage the VNLA.
- represent all constituents of the VNLA and not a particular geographic area or special interest groups.
- consider myself a "trustee" of the VNLA and do my best to ensure that the VNLA is well maintained, financially secure, growing and always operating in the best interests of constituents.
- always work to learn more about the board member's job and how to do it better.
- declare any conflict of interests between my personal life and my position on the VNLA board, and avoid voting on issues that appear to be a conflict of interest.

As a member of the VNLA Board I will not...

- be critical, in or outside of the board meeting, of other board members or their opinions.
- use the VNLA or any part of the VNLA for my personal advantage or the personal advantage of my friends or relatives.
- discuss the confidential proceedings of the board outside the board meeting.
- promise prior to a meeting how I will vote on any issue in the meeting.
- interfere with duties of the executive or undermine the executive's authority.

The VNLA board member confidentiality agreement 2.16

As a requirement for service on the VNLA board, all board members will be required to read and sign the following confidentiality agreement.

As a member of the VNLA board, I acknowledge the importance of confidentiality with respect to the affairs of the VNLA. In light of this acknowledgment, I agree to keep confidential, during and after

service on the board, all confidential information acquired pertaining to the VNLA and any related activities in the course of membership on the board.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on the VNLA's competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- information pertaining to performance of the VNLA employees or staff including evaluation data, compensation, and grievances.
- issues related to the board's legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work at the VNLA.

I understand that it is the president's responsibility to address infractions of confidentiality by individual board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual board members continue, it is the expectation that the board chairperson will ask for the resignation of the individual board member who has violated this confidentiality agreement.

I agree to resign my board membership if requested by a majority vote of the board members for any confidentiality infraction.

Board member signature

Date

Enforcement of board ethics policies 2.17

Any board member who believes that a fellow board member has acted unethically should first review current board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect the VNLA.

If the board member continues to believe a fellow board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be pro-

ductive and does not violate any individual's right to privacy.

If this discussion, or other informal attempts to address the concern, fail to resolve the problem, the board member should bring the concern to the attention of the board chairperson. If the concern relates to the board chairperson the issue should be brought to the attention of the board vice- chairperson.

The board chairperson may choose to address the concern individually with the member in question or refer the concern to the executive committee.

Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Annual meeting of the board 2.18

There will be an annual meeting of the board (or general membership) held on the day prior to the MANTS trade show, each year or on such date designated by a vote of the board of directors, but no later than 60 days from January 1 each year.

Board planning 2.19

To ensure that planning is based on the needs and preferences of current and potential constituents, the VNLA board and management will annually conduct a realistic assessment of the VNLA service capabilities and analysis of trends likely to impact the future of the VNLA. The VNLA board and management will then annually develop an organizational plan that is based on identified needs and preferences of current and potential constituents, and appraisal of the VNLA service capabilities.

Maintenance of VNLA documents 2.20

All major VNLA organizational documents, such as the articles of incorporation and any other historical or archived documents will be held in a safety deposit box in a local bank. A backup CD/disk will be included in the safe deposit box as well as a copy sent to the secretary.

Annually, upon the election of the board secretary, formal transfer of custody of the documents, a list of the documents, and authority to access the documents will be given to the newly elected board secretary.

Perpetuation of the organization 2.21

Continuance of the organization is the responsibility of the VNLA board, and requires that the board carefully select replacements as board members leave the board. Appropriate potential new board members must be recruited to maintain continuity of the governance of the VNLA.

The board will maintain an ongoing recruiting plan that can fill board vacancies with a well-qualified candidate and with minimal disruption to the board's work. When selecting new board members, the board will attempt to find a broad representation of the community that will offer diverse perspectives to the board's decisions.

Nomination and election of board members 2.22

It is the policy of the VNLA Board to carefully nominate and elect to the board persons who:

- believe in the cause and mission of the VNLA.
- will commit completely to the board member responsibility for the VNLA.
- will participate actively as part of the VNLA board team.
- are community leaders and will advocate in the community for the VNLA.

The board past president will periodically remind board members and the executive director to submit board candidate recommendations to be filed for use at the appropriate nomination time.

Terms of office and election procedures will be as specified in the VNLA bylaws.

Vacancies on the board 2.23

When vacancies occur on the board other than normal expiration of terms, the board of directors may appoint to fill the vacancies. The appointed board member may fill the position only until the expiration of the term of the person he/she replaces. The

appointed board member may be eligible to be nominated for election at the next regular election if the board member meets all requirements to be a member of the board. The newly elected director shall be placed at the bottom of the ranking of officers and directors.

The process for appointment to the board will be as follows:

- The chairperson will accept recommendations from the board of directors and the executive.
- A list of the nominees will be submitted to all board members prior to the meeting at which the board will fill the vacancies.
- • Appointment to fill a vacancy will be made only by a majority vote of the board members present at an official meeting of the board.
- The board chairperson will notify the appointed persons and the successful appointee will be seated at the next regular board meeting.

Resignation or removal of board members 2.24

Any director may resign at anytime by giving written notice to the President, the Executive Director, or to the Board of Directors. Such resignation shall take effect at the time specified, or if not time is specified, at the time of acceptance thereof as determined by the President of the Board.

It is the policy of the VNLA board to remove board members who fail to perform the expected duties of a board member. A board member may be removed from the board because of:

- negligence of board duties and responsibilities.
- failure to attend board meetings regularly.
- illegal activity as a member of the board.
- acting in any manner detrimental to the VNLA.

A director may be removed only by a majority vote of the directors at any regular or special meeting at which a quorum is present.

Meeting attendance requirement 2.25

It is the policy of the VNLA board that board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility

to contribute to the decisions the board is required to make.

Any member of the Board of Directors unable to attend a meeting shall, at the request of a majority of the Board members, in a letter addressed to the President or Executive Director, state the reason for his/her absence.

If a board member is absent from two (2) consecutive board meetings for reasons which the Board as failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

When a board member is absent from any board meeting, the board chairperson will contact the board member and remind the board member of this meeting attendance policy.

Compensation of board members 2.26

Directors as such shall not receive any compensation for their services as Directors, but the Board any by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the association in any other capacity and receiving compensation for such services.

Board member travel 2.27

Board authorization

Authorized corporate travel is defined as travel in connection with the business of the VNLA which has been directed or requested and approved in accord with the VNLA policy prior to the departure date.

All requests for corporate travel by board members will include the purpose of the trip, dates of meetings (if any), anticipated expenses, date of departure and date of return.

Travel for board members must be approved by the Executive Committee.

Upon completion of the travel, a report must be submitted to the board to demonstrate completion of the purpose and to share business information with the rest of the board.

Travel safety

A majority of board members will not be authorized to travel in the same vehicle or on the same airline flight.

Travel expenses

Airline travel will be booked coach class, and discounted airfares will be sought whenever advance notice of the travel allows.

Board members will be reimbursed for out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the board of directors, no expenses are authorized nor will be reimbursed by the VNLA for expenses of friends, relatives or families accompanying a board member on the VNLA business, nor for any non-related business travel or extension of stay beyond completion of the intended the VNLA business.

At the completion of authorized travel, an expense report will be submitted to the VNLA accounting office. The report will list by date and place all reimbursable expenses claimed, and will be accompanied by the required receipts and invoices. Expenses charged to the VNLA must be listed on the expense report and accompanied by original receipts. Board member expenses will be approved by the board of directors.

Personal phone calls by board members

Board members traveling on authorized travel are traveling for the benefit of the VNLA, and extended stay is for the benefit of the VNLA. Therefore, personal phone calls by board members, not to exceed \$10 per travel day, shall be considered a reimbursable business expense.

Car rental by board members

When traveling for the VNLA, board members are encouraged to utilize hotel shuttle services, airport

buses or taxi cabs for transportation, when available and competitively priced, rather than renting a car.

When it is necessary to rent a car, mid-sized automobiles are the authorized vehicle unless medical or other special circumstances dictate a larger or more expensive vehicle. Rental car reservations will be made by the VNLA office.

Making travel arrangements

Board members will make their own travel arrangements and the VNLA staff will assist as needed on travel arrangements (other than personal car travel) on the VNLA business.

Board members canceling travel reservations or creating a "no show" situation for any reservations because of personal preference, will be charged any cancellation fees and room charges.

Reimbursement of expenses 2.28

Board members may be reimbursed only for out-of-pocket expenses actually incurred and covered by a budget line item. Non-budgeted items must be approved in advance by the executive committee. Claimed expenses must be documented by original receipts. No expenses will be reimbursed for friends or relatives accompanying a board member on the VNLA business. No expenses will be reimbursed for non-business related travel or extension of stay beyond completion of the business for the VNLA.

Some expenses can be deemed unreasonable and unnecessary or extravagant. Such charges will be deemed personal and not reimbursable without compelling cause and at the discretion of the board.

Reimbursement of authorized out-of-pocket expenses will be according to the same reimbursement policy applied to staff.

Directors' and officers' errors and omissions insurance 2.29

It is the policy of the VNLA to provide directors and officers liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

Board legal counsel 2.30

The board will annually designate legal counsel to serve the needs of the VNLA. Legal counsel may be requested to attend board meetings by request of a majority of the board members or at the mutual agreement of the board chairperson and the executive director.

Only the board chairperson, the executive director or their designee may contact legal counsel on behalf of the board. Costs billed to the VNLA and associated with individual board members contacting legal counsel, auditors or other professional consultants without specific authority from the board of directors, will be billed to the board member making the unauthorized contact.

Board correspondence 2.31

Correspondence from the board will be approved by the board or its chairperson. Except for reports which are legally required to be sent out over the secretary's or treasurer's name, all correspondence from the board will be over the chairperson's name. All correspondence from the board will be written on the VNLA stationery and will be prepared by the office of the executive director as directed by the board. Use of the VNLA letterhead will be limited to official agency business only.

No material or information disclosed in executive sessions of the board will be released to any unauthorized person.

Affiliations 2.32

It is important that the VNLA affiliate with other organizations such as state and national associations. Therefore, the board will include expenses for membership fees in the annual budget. The board will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

Board members speaking for the board to the public or media 2.33

Individual board members may not speak to the public or the media on behalf of the board unless authorized by the board to do so.

When speaking about the VNLA or about board action, board members should be careful to define when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as board members even when they designate comments as personal.

Authority of board members 2.34

Board members have authority only when acting as a body in regular or special meetings of the board.

The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

Board member term limitations 2.35

It is important to ensure a constant flow of fresh perspectives and new ideas come to the board. It is also important to maintain a significant number of experienced board members. To do that, the following term limits will apply:

- The VNLA board members will be elected to a term of two (2) years and must serve on the board for one year before becoming eligible to serve as an officer of the association. Any director shall be eligible for re-election, but shall not serve more than three successive two-year terms. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. The number of directors shall be determined from time to time by the Board of Directors.

- Board members will serve staggered terms with a third of the board terms expiring each year.
- The current officers and directors are shown on the most recent annual report filed with the State Corporation Commission.
- The Executive Director of the Association shall be an ex-officio member of the Board of Directors.

Political and legislative activity 2.36

To ensure that the VNLA supports legislative issues which further the basic interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- The VNLA shall be nonpartisan in political matters, but shall support or oppose federal, state or local legislative issues as the board determines necessary and advisable. The VNLA will not directly endorse any candidate or party.
- Employees or board members shall not engage, directly or indirectly in partisan activities as representatives of the VNLA, and the VNLA funds will not be used for that purpose.
- Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize the VNLA funds, the VNLA time, or the VNLA identity.
- Board members and management of the VNLA should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that the VNLA is endorsing a political candidate.
- The VNLA board is responsible for setting legislative goals for the VNLA, and will review those goals at least annually.

Board member orientation and development 2.37

The VNLA board believes that professional development for board members is vital to good governance of the VNLA. Therefore, new board members will be given, within 30 days of election, a thorough orientation about the VNLA, board operations, finance, board ethics, responsibility and liability.

The board will also include in the annual budget of the VNLA a line item for board development. The line item will be used to pay for publications and materials to assist the board to learn the job, training and in-service programs oriented to board operations and travel to conferences and conventions that will assist board members to develop their governance skills.

Board member orientation 2.38

The following will be the guide for orientation of all new board members:

I. Mission/values of the VNLA

II. Term of office

- A. board meeting schedule
- B. board/committee structure
- C. expectations of attendance
- D. appointments/removal

III. Responsibilities

- A. board member job description
- B. board bylaws
- C. board officers and responsibilities
- D. election of officers
- E. meetings of the board (regular and special)
- F. quorum
- G. conduct of meetings
- H. conflict of interests
- I. code of ethics
- J. liability insurance
- K. expectations of executive director
- L. attendance at conferences
- M. expense vouchers
- N. abbreviations and acronyms used at VNLA
- O. board goals

IV. Organizational overview

- A. organizational chart
- B. annual reports
- C. area served
- D. financial audits
- E. management contract
- F. monthly financial reports

- G. relationship to other organizations
- H. target constituency

V. Board policies

VI. VNLA programs

- A. purpose
- B. program plan

Board self-evaluation 2.39

Performance accountability for the board can only be maintained at a high level through regular self-evaluation of the board's work. Therefore, the VNLA board will annually conduct a written self-evaluation of the board's performance for the past year. The evaluation will include, but not be limited to:

- quality of meetings
- committee performance
- progress on the long-range plan
- fiscal monitoring
- cohesiveness of the board team
- quality of the relationship with the executive director
- exercise of vision on behalf of the organization
- level of participation in board activities by all board members
- community/member relations

It will be the responsibility of the board chairperson to initiate the board self-evaluation.

Board members as advocates for the VNLA 2.40

Board members are potentially the most powerful advocates for the VNLA programs and services, and are expected to take an active role in promoting the VNLA. Advocacy opportunities for board members include fund raising, legislative lobbying and public relations.

The board will annually discuss pending and potential legislative issues that will impact the VNLA, and develop a report on the official the VNLA position on those issues. That report will be distributed, as appropriate, to board members, staff, legislators, constituents and other interested parties.

The executive director will regularly bring opportunities for board member advocacy to the board, such as:

- requests for the VNLA presentations to service clubs and other organizations.
- invitations to display the VNLA programs at county fairs, home shows and other events.
- public events and gatherings.
- letter writing campaigns.

The executive director will ensure that each board member has a supply of brochures or other materials about the VNLA programs and services, and inform board members about other equipment and materials available for advocacy activities such as slide shows and videos.

Measuring community/constituent needs and concerns 2.41

The VNLA board recognizes the importance of getting feedback from those we serve. Therefore, the board will regularly survey constituents for feedback about the VNLA programs and services. Surveys may be done through a variety of methods such as focus groups and written surveys. Information gathered should include, but not be limited to:

- satisfaction with programs and services.
- reaction to potential new programs and services being considered.
- ideas for improvement of current programs and services.
- ideas for new programs and services to meet constituent needs.

The executive director will be responsible for conducting the surveys. Results of the constituent satisfaction surveys will be reported at least annually to the VNLA board. Information gathered will be used to develop the VNLA long-range plan.

Requests for corporation information from the VNLA 2.42

From time to time the public/members will request information or records from the VNLA. To protect the corporation and those we serve, information will be released only under the following conditions:

- All requests for information, other than routine public information, about the VNLA will be channeled to the executive director for a decision about releasing that information. If there is question about the appropriateness of releasing any information, the executive director will seek advice from the board of directors.
- Information about personnel matters will not be release to anyone outside the organization
- Information discussed in executive session of the board will not be revealed.
- Proprietary information that could have an adverse effect on the VNLA finances will not be released.
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on the VNLA will not be released.
- The VNLA mailing list will not be revealed, distributed, released or used except for proper VNLA business purposes.

(Note: Organizations required to comply with your state's open records law should ensure that this policy matches the law.)

Public communications 2.43

It is the VNLA board's policy to encourage release of information to the public regarding programs, board activities and consumer concerns. That communication will:

- maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- use the various news media for the promotion of the VNLA programs and raise the community consciousness regarding the VNLA services.
- communicate always in an accurate and honest way consistent with other related board policies.

Board member management of staff and public concerns 2.44

It is the policy of the VNLA board that when a board member is contacted by a staff member or member of the general public who has a concern or complaint about the VNLA or persons within the VNLA, the board member will follow the following procedures:

- Remember that individual board members have no power or authority to speak or act for the full board.
- Listen to the person's concern.
- Express a desire to reach a satisfactory solution.
- Explain that the board and management have established a process for handling concerns which starts with the person most immediately responsible. Suggest that the concern be discussed with the person immediately responsible.
- Refer complaints, other than staff complaints, to the official complaint form available in the administrative office. Refer staff to the grievance procedure.
- Assure the person that the executive will be informed of the concern.
- Ask the person to report back to you about the progress or resolution of the concern, if desired.
- Inform the executive of the complaint or concern.

Guidelines for processing public complaints 2.45

From time to time situations may occur that create legitimate complaints on the part of the public or constituents relative to the VNLA. Complaints must be aired so that all sides of the issue may be heard and a rational procedure/solution found.

Anyone having a complaint, therefore, is encouraged to file a complaint. Forms may be picked up at the administrative office. All complaint forms must be signed by the person originating the complaint. The nature of the complaint should be stated as well as the relief sought.

Step by step process for persons other than the VNLA staff to file a complaint 2.46

Each step in this procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a writ-

ten response within a specific time period. If remedy is not achieved through the steps, the VNLA board is the final hearing body.

STEP I -- Formal Process -- The formal process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address, and telephone number; the condition, situation, or individual being complained about and why; the requested remedy. The form should be signed, dated and filed with the individual closest to the complaint.

STEP II -- If the complainant is not satisfied with the decision at the first level, he/she may present the complaint to the executive director (in writing) and expect response within (5) days from the date it was presented to the executive director.

STEP III -- If the complainant is not satisfied with the decision of the executive director, he/she may submit a copy of the complaint to the VNLA board within (10) days of receiving the executive director's deposition.

STEP IV -- Within (20) days, the board will have conducted a hearing, from which it has gathered enough testimony and/or other pertinent information on which to base its decision. Once able to reach a majority decision, it will do so in writing to the complainant. This decision is final.

VNLA Official Complaint form 2.47

Person filing complaint: _____ Date: _____

Where may you be reached - Address: _____

Phone: _____

Email: _____

Explain nature of complaint:

Requested remedy:

Response #1: (Level--Line staff)

Response #2: (Level--Executive director)

Response #3: (Level--Board of directors)

Annual report 2.48

It is the responsibility of the executive director to assemble and distribute the VNLA annual report.

The annual report may contain:

- report from chairperson
- report from executive director
- highlights of the year
- information regarding type, quantity and cost of services

The annual report shall receive wide distribution, which may include board, staff, constituents, news media and funding sources.

Target dates for annual report publication shall be three to four months after the close of the fiscal year.

Funding shall be budgeted to ensure this policy will be carried out.

Chapter 3

Executive Director Responsibilities & Functions

The executive's role in the organization 3.1

In the conduct of the ongoing business of the VNLA, the executive director is responsible for all business operations, including management of the assets of the VNLA; hiring, training, promotion, discipline and termination of employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of the VNLA.

The executive director plans for and administers a program providing service in accordance with the VNLA's stated purpose and in such a manner that optimum results are achieved in relation to the resources of the agency, and operates under the general direction of the VNLA board of directors.

Executive communication/counsel to the board 3.2

The executive director will provide information and counsel to the board. Accordingly, he/she will:

- make the board aware of special events, relevant trends, material external and internal changes and the assumptions upon which any board policy has previously been established.
- submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
- marshal as many staff and external points of view, issues and options as needed for fully informed board choices.
- present information in a form that is understandable and of reasonable length.

Delegation to the executive director 3.3

The board's job is generally confined to establishing topmost policies, leaving implementation of board policy to the executive director. All board authority delegated to staff is delegated through the executive director.

The executive director is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the board's policies. The board will respect the executive director's choices so long as the delegation continues. This does not prevent the board from obtaining information about activities in the delegated areas.

No individual board member, officer or committee has any authority over the executive director. Information may be requested by such parties, but if such request, in the executive director's judgment, requires a material amount of staff time, it may be refused.

Acting with the authority granted above, the chief executive may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit board constraints on executive authority.

Should a situation arise wherein the executive director deems it unwise to comply with a board policy, he/she will inform the board of directors. Informing is simply to guarantee no violation may be intentionally kept from the board. It is not for the purpose of receiving approval. Board response at that time does not exempt the executive director from subsequent board judgment of his/her action.

Areas of responsibility delegated to the executive director 3.4

In the area of **human resources**, the executive director relates both to the board and to the staff of the VNLA, but has ultimate responsibility to the board.

For the **board of directors**, the executive director:

- develops and recommends to the board of directors, specific, written, long and short-range plans for the development of the VNLA programs and services.
- maintains appropriate relations with the board and various board committees, and keeps them informed.
- interprets trends in the fields of service in which the VNLA is engaged, by maintaining involvement in the professional field as a whole.
- assists with orientation and training programs for the board.

For the **VNLA staff**, the executive director:

- supervises and directs key staff in the performance of their duties.
- evaluates the performance of key staff members.
- provides overall control of and direction for the personnel of the VNLA, including active participation in or approval of personnel actions.
- manages volunteer staff activities.
- In the area of planning, the executive director:
- evaluates the services being provided by the VNLA in relation to specified goals and standards, and recommends modifications, where appropriate.
- recommends new programs to the board.

In the area of **finance**, the executive director:

- prepares the VNLA budgets and is accountable for control of these resources once approved.
- directs all financial operations of the VNLA.

In the area of **constituent relations**, the executive director manages all activities including coordinating board activities in this area.

In the area of **public relations**, the executive director interprets the function of the VNLA to the community by assisting the board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of **interagency relations**, the executive director:

- maintains appropriate relations with other professional and service groups in the community.
- maintains appropriate relations with federal, state, and local government units.
- maintains appropriate relations with other agencies in similar fields of service.

In the area of the VNLA **organizational operations**, the executive director:

- recommends policies to the board and/or assists the board in the formulation of policies for the effective and economical operation of the VNLA and its programs.
- ensures implementation of the policies adopted by the board.
- has chief administrative responsibility for maintenance of agency facilities, and regular reporting to various bodies.
- carries chief staff responsibility to ensure that legal obligations of the VNLA are met.

Monitoring executive performance 3.5

Monitoring executive performance is somewhat synonymous with monitoring organizational performance. The board delegates management to the executive and must have a process for ongoing monitoring of the executive's performance of the delegated duties. The purpose of monitoring is to determine the degree to which board policies are being fulfilled.

The board will monitor executive performance by awareness of the executive director's job description, careful attention to all reports delivered to the board and through an annual written evaluation of the executive's job performance.

Executive director performance evaluation 3.6

It is the policy of the VNLA to regularly evaluate the work performance of the executive director.

The evaluation will be given at the fall board meeting so that all board members participating in the evaluation will have had a full year of interacting with and observing the executive's performance.

Compensation of the executive director will be determined after completion of the evaluation. Any increase in compensation will be effective beginning of the next budget year, unless otherwise authorized by the board.

Although the evaluation will be facilitated by the executive committee or a special committee appoint-

ed by the board chairperson, the entire board will participate in the evaluation process.

The process begins with a review of the current job description to determine accuracy and appropriateness. The team next develops an evaluation checklist based upon the job description and organization objectives. Respondents will be asked to rate the director's performance against each line item on the checklist as follows:

- _____ very good
- _____ acceptable
- _____ needs improvement

Space should be allowed on the checklist at each line item for comments.

The team mails the checklist to all board members with a self-addressed stamped envelope so that all evaluations are returned to the home or business address of the board chairperson. A request is sent with the evaluation form to complete within ten days. Respondents have the option of signing or not signing their evaluation forms. Constructive criticism from board members should be specific so that appropriate corrective action may be taken by the executive director.

A copy of the evaluation checklist is also mailed to the executive director with the request to complete a self-evaluation and recommend performance objectives for the upcoming year. The form completed by the executive will not be included in the board's compilation of results.

When the board members have returned the evaluation forms, the chairperson of the board makes up a composite checklist which, by line item, indicates the number of responses for each rating. All comments are randomly listed without identifying the source of each comment.

Next, the full board meets, without the executive director present, to review the composite evaluation and performance objectives for the upcoming year. The board must reach consensus on each item in the checklist.

Then the full board meets with the executive director to present the full board's conclusions about the evaluation. Should the executive director be in serious disagreement with part or all of the evaluation, the right to respond to the full board must be available. Such a response should lead a dialogue in which the problem area can be resolved in a candid and professional way.

The final agreed-upon evaluation should be signed by both the executive director and the board chairperson. A copy of the evaluation is given to the executive director, and the original evaluation is kept on file by the board chairperson to be passed on to the next board chairperson. A copy of the evaluation is not kept in the personnel office.

Board members will not solicit information regarding the executive director's performance from subordinate staff. Staff play no role in the evaluation. The board recognizes that including staff can seriously erode the relationship which must exist between the executive director and staff.

Board/executive relationship 3.7

The board of directors recognizes and maintains the following guidelines in the board's relationship with the executive:

- Good management is recognized as one of the key factors in the success of the organization. The board reserves the authority to establish policies, approve plans, and programs and delegate authority to the executive.
- The board will approve policies and long-range plans and programs for the VNLA, and delegate authority to the executive to execute and carry out the policies, plans and programs. The executive will be responsible for hiring capable personnel within the limitations of board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
- Board members will refrain from individually discussing management and personnel issues with the VNLA personnel other than the executive director. The board, in consultation with the

executive, may confer with key personnel at regular or special meetings of the board.

- Authority for management of the VNLA will be through the board of directors to the executive, then to other personnel. The board will require full and timely information from the executive concerning pertinent matters that relate to the management of the VNLA.
- The board recognizes that efficient management of the VNLA can exist only through mutual understanding and cooperation between the board and the executive. The board also recognizes that the executive is accountable to the board to show results, but the executive cannot perform well and show good results if not given latitude to exercise independent judgment in executing board policy. Therefore, the board grants that latitude of judgment and discretion and expects full accounting of performance from the executive.
- The board recognizes its position as the employer of the executive and will be responsible for a systematic annual evaluation of the executive's performance. The evaluation will be for the purpose of improving the executive's performance and to provide a basis for consideration of the executive's salary for the next year.
- The executive's employment with the VNLA may be terminated for cause upon written notice to the executive and in accordance with the board/executive contract in effect.

Board/executive responsibilities 3.8

To assist the board and executive to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the board. The executive director shall keep the board informed regarding the progress of all important the VNLA programs.
- The board represents the public in setting the goals and establishing the basic policies and long-range goals for the VNLA. It shall refrain from involvement in the administrative functions except to monitor and evaluate.

- The board shall transact official business with professional staff members and other program employees only through the executive director.
- The executive director shall be responsible for administering the program in accordance with board policies and regulations.
- The executive director shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the executive director to other supervisory personnel.
- The executive director and staff shall prepare, and submit for board action, an annual program plan and budget.
- The executive director shall provide the board with data and information to enable the board to make effective decisions.
- The executive director shall provide the board with periodic reports as the board feels are necessary to allow board members to make accurate decisions.

Executive director succession policy 3.9

A policy for executive director succession must include two parts—the process the board will follow to replace a retiring executive director, and a process to continue uninterrupted service in the event of sudden loss of the executive director.

Resigning or retiring executive director

The process for replacing a resigning or retiring executive director will be as follows:

- The board will determine the exact retirement date of the current executive director.
- The board will determine a specific target date to bring on a new executive director. This target date will be flexible to allow the selected candidate some latitude in the beginning date.
- The board will designate an interim executive director to serve for the time between the ending date of the current executive director and the beginning date of the new executive director.
- The board chairperson will nominate a Search Committee of not less than three board members and not more than five board members. If possible, the current executive director will be an ex-officio member of the Search Committee. The board chair person may appoint up to two additional Search Committee members from

outside the board such as former board members, community leaders or other persons who would be a valuable resource to the committee. The board chairperson will seek board approval of the nominees.

- The board will consider the need for any changes to the management structure before the search for a new executive director.

- The Search Committee will begin as soon as possible to:

1. update the job description for the executive director.
2. develop a profile of the preferred candidate.
3. determine the feasibility of utilizing a search firm to assist the board in the search.
4. determine salary range and terms of the contract to be offered.
5. identify appropriate advertising media to be used.
6. establish a schedule to complete interviews, reference checks and final selection.
7. determine who will conduct the interviews and what questions will be asked.
8. determine the extent of staff and community involvement in the search process.
9. establish a process for communicating search progress to the board and staff.

- The Search Committee will seek approval of the full board for all of the above.
- The Search Committee will recommend no more than three nor less than two candidates for review.
- The board will interview the final candidates and select the new executive director.
- External candidates and current employees will be invited to apply for the position.
- The board will set dates for three-month and six-month reviews of executive director performance. These reviews will be informal discussions between board and executive director for the purpose of assisting the executive director to understand board needs and intent, as well as affirmation of good executive director performance. The board will do a formal written performance evaluation of the executive director after approximately one year of employment and then annually.

Sudden loss of executive director

The process to continue uninterrupted service in the event of sudden loss of the executive director will be as follows:

- The current executive director will compile a list of vital instructions for an interim executive director and update that list annually.
- The list will include, but not be limited to, such information as:
 1. a staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization.
 2. location of all bank accounts and financial records, and instructions about disbursement authority.

3. location of all vital documents, such as policies and contracts.
 4. location of all computer backup files.
- If it becomes necessary to implement these emergency procedures, the board of directors will meet as soon as possible with the designated interim executive director to:
 - A. establish a plan for continued operation.
 - B. officially designate the selected staff person to be the interim executive director.
 - C. establish a schedule of board meetings to provide adequate support for the interim executive director.
 - As soon as possible after the designation of the interim executive director, the board will implement the applicable procedures from the first half of this policy.

Board Meetings

Caution! If your organization is subject to your state open meetings law, follow all provisions of that law regarding closed meetings, executive session, notification, agenda posting, agenda content and all other meeting elements.

Conduct of meetings 4.1

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive director, and among the board, executive director and those the board and executive request to make presentations.

Board calendar 4.2

A calendar of agenda items will be established by the board annually before the beginning of the board year. The calendar will list agenda items that regularly require board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of the executive, the board planning retreat and other standard annual events. At its organizational meeting each year, the board will determine the regular meeting dates, time and place for the next year.

Regular meetings 4.3

Regular meetings of the board will be held the day before the MANTS trade show in Baltimore, February/March, in the fall and as needed. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates as board meeting dates.

Special meetings 4.4

Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the president of the board or by petition of a majority of board members. A call for a special meeting will

state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the special meeting at least five days prior to the established meeting time.

Absence from meetings 4.5

If a board member is absent from two (2) consecutive board meetings for reasons which the Board as failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted. The Board will notify the absent member by certified mail. The vacancy will be filled by the board within 30 days of the declaration of vacancy.

Open board meetings 4.6

It is the policy of the VNLA Board to hold open board meetings using the following guidelines:

- Notice of meetings will be given in the VNLA Newsletter and on the website.
- Agendas will be provided to guests at the beginning of the meeting.
- Guests may comment to the board only at the designated "Open Forum" section on the agenda or when the board requests public comment.
- When dealing with confidential matters the board may elect to go into closed session.
- Board committee meetings are not generally open to non-board members or designated staff except at the invitation of the committee.

Closed meetings 4.7

All regular meetings of the board will be open to (members, public) except as specified below. The board will close its meetings only when:

- discussion by the board could harm the reputation and character of any person.
- information discussed by the board could have an adverse legal impact on the organization's legal position if the information were public knowledge.

- information discussed by the board could have an adverse financial impact on the organization if the information were public knowledge.

To close a meeting, a motion must be made and approved by a majority of the board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

Meeting agenda packet 4.8

All matters to be considered by the board at the meeting will be included on the agenda and in the board packets delivered to board members at least four days prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the executive and approved by the board president prior to distribution to other board members.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or the executive may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.

The VNLA board meeting agenda will approximate the following outline:

- call to order by the board chairperson or other presiding officer and determination of a quorum
- approval of agenda
- consideration, correction and approval of minutes of the previous meeting
- public forum or member forum
- consideration and acceptance of the financial report
- standing committee reports and recommendations for board action

- special committee/task force reports and recommendation for board action
- unfinished business
- new business
- adjournment

Meetings by conference call 4.9

It is not the practice of the VNLA board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.

All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:

- All board members participating in the meeting must be able to hear each other.
- All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply.
- All rules for conduct of meetings, including role call and quorum, will be followed.
- Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting.

Staff attendance at board meetings 4.10

Since it is the policy of the VNLA board to hold our executive director accountable for all management of VNLA, it is left to the executive director to invite any staff to the board meeting that the executive needs as resource for issues the board will consider during the meeting.

Open board meetings 4.11

(Note: You should know if your board meetings are required by law to be open to the public. If you are required by state law to open your meetings, then follow the law carefully.)

Policy for public organizations

The VNLA board will comply with the state open meetings law. Regular meetings of the board will be

open to the public except on the occasion when the board votes to close the session for purposes defined by state law, and in the manner prescribed by state law.

However, those attending board meetings, other than the board and the executive director, will be asked to sit away from the board table in an area designated for visitors to the meeting. Visitors will also be asked to refrain from taking part in the board's deliberations except upon request from the board, and visitors will otherwise not disrupt the board's work.

Board meetings open to the public view should not be confused with public meetings in which anyone is allowed to speak. The board recognizes in all instances its right to control board meetings.

Visitors may use the public forum to address the board (see public forum policy 4.13). Or visitors may ask for time on the board agenda if the request is made to the executive director at least three days in advance of the board meeting. The executive director and the board chairperson will determine if the request to be on the agenda is honored, and how much will be allocated to the agenda item.

Policy for nonpublic organizations

The VNLA board welcomes and encourages members of the organization (visitors) to attend regular meetings of the board. However, those attending board meetings, other than the board and the executive director, will be asked to sit away from the board table in an area designated for visitors to the meeting.

Visitors will also be asked to refrain from taking part in the board's deliberations except upon request from the board, and otherwise not disrupt the board's work.

Visitors may ask for time on the board agenda if the request is made to the executive director at least three days in advance of the board meeting. The executive director and the board chairperson will determine if the request to be on the agenda is honored, and how much time will be allocated to the agenda item.

On occasion, the board deliberations may include sensitive issues not appropriate for discussion with visitors present. At that time, the board will vote to close the meeting to anyone other than the board and the executive director, and the board chairperson will request that visitors leave the meeting. In the closed session, the board may continue to do business as it would in open session.

Electronic recordings of board meetings 4.12

To ensure the greatest amount of discussion and debate at board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting.

Public forum 4.13

Each meeting agenda, except special meetings of the board, will include an item that is allocated no more than 15 minutes and labeled "Persons to be Heard." All persons, other than board members, wishing to speak during the forum will, prior to the meeting, complete a written form listing the speaker's name, issue to be addressed and name of organization represented. The form will be handed to the board chairperson. Procedures for the forum will follow the outline on the form on the following page.

Public forum policy for VNLA & request to be heard 4.14

The VNLA board welcomes you to this meeting. We conduct our meetings in strict compliance with the state open meetings law. That law requires that our board meetings be open for public observation, but it does not require that the public be allowed to participate in the meetings.

However, we value the ideas and insights of others. Therefore, it is the policy of this board to allow 15 minutes of each meeting for a forum. If you wish to speak to this board during the "forum" section of our agenda, please complete the form on the bottom of this paper and hand it to one of the board members before the meeting. Only persons who have completed the form and given it to a board member prior to the convening of the meeting will be allowed to speak.

When the board reaches the "forum" section of the agenda, the board chairperson will divide the 15-

minute segment by the number of persons who have requested to speak to the board to determine the amount of time allocated to each person. The board chairperson will then call on those people one at a time to stand and address the board for no more than the allocated time.

Do not expect the board to respond at this meeting to your questions or requests for information or requests for action. The board will note your request and respond at a later appropriate time after board members have an opportunity to deliberate about the request.

At other times during this meeting, board members may wish to ask for information from persons in the audience, but please refrain from comment unless the board asks you to comment. Board members are always anxious to hear from constituents outside the meeting, but our meeting agenda is usually full and does not allow us time for a continuous open forum. Thanks for helping us conduct an open and orderly meeting.

Request to speak to the VNLA board during the forum

This form must be completed and handed to a board member before the meeting if you wish to speak to the VNLA board during the "forum" section of the meeting agenda. The forum will be conducted according to the format explained above.

Your name:

Group/organization you represent, if any:

Subject about which you will speak:

Voting 4.15

All members of the VNLA board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.

All voting by which VNLA non-budgeted funds are appropriated must be by roll call and the results will be recorded by names of board members.

Voting to elect officers of the board will be by general membership.

A board member who is present at a meeting of the board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the trustee will file a written dissent with the secretary of the board within a reasonable time after learning of the action.

Quorum 4.16

A majority of all currently elected members of the VNLA board will constitute a quorum for the purpose of conducting official board business.

Disqualification for voting 4.17

No member of the VNLA board may vote on any matter in which the board member has a direct or indirect financial interest.

No member of the board nor any employee of VNLA will have proprietary business dealings with VNLA which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

Minutes of the board meeting 4.18

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the VNLA board.

The office of Secretary of the Board will be custodian of the minutes. However, it is vital that all members of the board and the executive be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing during each meeting by a member of the VNLA clerical staff or by a volunteer, not by a member of the board or by the executive, whenever possible, otherwise the executive director will record the minutes..

Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of VNLA board meetings will include:

- the date, time and place the meeting was called to order.
- the type of meeting--regular, special or continued.
- the name of the presiding officer.
- a statement that a quorum was or was not present.
- the names of those board members present and the names of those board members absent from the meeting.

- the exact wording of all motions, whether passed or failed.
- disposition of each motion made--passed or failed. (If the vote is by roll call, each board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from board members about the vote will be recorded in the minutes unless the full board votes to allow such entries.)
- notation of each committee report.
- notation that financial reports were examined by the board.
- notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Parliamentary authority 4.19

Meetings of the VNLA Board will be governed by the parliamentary rules as outlined in *Robert's Rules of Order Newly Revised* in all cases where current bylaws and current board policies do not apply.

Chapter 5

Organizational Finance

Fiscal year 5.1

The VNLA fiscal year will be the first day of January to the last day of December.

Financial management 5.2

Financial resources of VNLA are the responsibility of the board of directors. The board will:

- have a clear plan for acquisition of financial resources to pay for the programs and services provided by VNLA.
- provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.

- monitor and evaluate the financial plans and guidelines of VNLA to ensure the financial integrity of VNLA.

Budgeting 5.3

An annual operating budget will be prepared by the executive director and presented to the (Budget/Executive Committee) board for approval at least 60 days prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of VNLA for the next fiscal year. This budget will also reflect the anticipated revenues of VNLA.

The budget will be viewed by the board as their financial plan for VNLA, and approval of the budget by the board will be authority for the executive director to manage VNLA's finances according to the plan without seeking further approval of the board. However, the executive will keep the board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan without seeking board approval to amend the budget. Amendments to the budget will be presented to the board for approval for any of the following reasons:

- VNLA enters into compacts or contracts that were not included in the approved budget.
- Management proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received or cost overruns occur.

Working capital reserves 5.4

A working capital reserve sufficient to keep VNLA operating for at least a 60-day period will be maintained at all times.

Accounting 5.5

The accounting system used by VNLA will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the VNLA auditor.

The accounting practices and procedures used by VNLA will allow for adequate management of VNLA's revenues and expenses, and will provide adequate systems of monitoring by the board of directors as well as outside auditors.

Financial reports and audits 5.6

Reports reflecting the financial condition of VNLA will be presented to the board monthly. These financial reports will include:

- at least quarterly status of expenditures on major capital projects.
- at each meeting, a statement of cash flow.
- at each meeting, a revenue and expense statement for the month and year-to-date with comparison to the budget.

An internal audit process will be established and maintained. The executive will report, at least quarterly, any significant findings to the board. Gross violations or breach of trust will be reported to the board immediately upon discovery.

A bi-annual audit of VNLA's finances will be conducted by an independent auditor appointed by the board. The scope of those audits will be determined from time to time by the board.

The board will annually approve an accounting firm to do the audit, and the contract for audit will be formally bid at least once every five years.

The executive director will solicit bids for the audit from two or more qualified firms, and will recommend to the board a firm to perform the audit. The board's selection will be based on consideration of cost, professional qualifications, reputation and relevant experience.

Signing checks 5.7

Authorized signatories for all general fund accounts must include any one of the following: the president of the board, the treasurer of the board, other board members designated as signatories by the board, and the executive director. New signature cards should be authorized with the bank each year with the new president and treasurer.

The executive may authorize the use of an automatic signature stamp for checks below \$2,500. The signature stamp will contain the facsimile signatures of two authorized signatories.

It is the responsibility of the executive director to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of VNLA. It is also the responsibility of the executive director to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.

Use of credit cards 5.8

The executive director will recommend to the board those staff members authorized to use VNLA's credit card. The board will approve and maintain a list of authorized individuals.

VNLA credit cards will only be used for appropriate VNLA business, and all uses will be appropriately documented. The VNLA credit card will not be used for personal expenditures.

Monthly reports of credit card billings will be provided to the board or the finance committee on request to the executive director.

Purchase orders 5.9

Staff purchases of supplies and materials will be made only with a properly authorized purchase order signed by the executive director or a member of the management staff authorized by the executive to sign purchase orders as needed.

Contracts 5.10

The executive director may approve service agreements and contracts that cost less than \$10,000 annually or over the contract life. The executive director may also approve agreements which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. All other contracts must be approved by the board of directors. New contracts which cost more than \$10,000 annually or over the contract life shall require an attorney review and opinion to assure the agreement is legally sound and that VNLA interest is protected.

All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. No contracts may be written or awarded to employees or board members or their immediate family.

At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

Investment practices 5.11

Funds not required for current operations will be invested according to an investment plan approved and revised annually by the board.

Investments may be made at the discretion of the executive within the plan adopted by the board, with the exception of any investments in securities with a maturity of more than one year which must have the prior approval of the board.

The executive will present reports to the board at least quarterly which show the status of all investments, including the rate of return and current market value.

Executive limitation 5.12

The executive director may not risk financial losses to VNLA beyond those that may occur in the normal course of business. The executive will:

- ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to board members, organization or staff) beyond the minimally acceptable prudent level.
- ensure that all personnel with access to significant amounts of VNLA money are appropriately bonded.
- ensure that facilities and equipment are properly maintained.
- limit exposure of VNLA, the board or staff to claims of liability.
- disburse funds only under controls sufficient to meet the board-appointed auditor's standards.
- invest operating capital only in secure short-term investments.
- ensure off-site backup of all computer and other financial records necessary for uninterrupted operation of VNLA.

Spending authorizations 5.13

The executive director may make expenditures consistent with the board-approved budget without further board approval. However, expenditures that are not within the board-approved budget must be formally approved by the board of directors.

A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the board for approval.

Unbudgeted emergency repairs to the physical plant or equipment that must be completed immediately, and cannot be practically submitted to the board for approval, may be authorized by the executive director. The board of directors will be informed of the expenditures as soon as possible.

Delegation of spending authority 5.14

The board of directors is recognized as the ultimate spending authority for VNLA. To more efficiently conduct VNLA business, the executive director will annually, recommend for board action the delegation of authority to specific employees to approve various types of expenditures of VNLA funds. That authority will remain in effect for one year unless specifically revoked by the board. Clear restrictions and controls will apply to all expense approval levels.

The employee or board member officially holding an authority to approve expenditures of funds is expected to personally exercise that specific authority. Allowing another person to use the authorized signature is not acceptable.

No employee shall approve a transaction which will result in personal gain, or which is executed personally. Approval must be at the next highest level of authority.

Approval of travel and personal expenses will always be at the next highest level of authority for every employee. Executive director expenses will Chapter 6

be approved by the board treasurer or the full board. Board member expenses will be approved by the full board.

No employee shall approve a transaction in which a conflict of interest exists.

If there is any doubt about the propriety of an expenditure, the employee should not approve the expenditure, but rather refer approval from a higher authority.

Insurance/bonding protection of VNLA 5.15

The executive director will recommend to the board all necessary bonding of staff members who handle VNLA funds and recommend to the board any appropriate insurance protection to protect the finances of VNLA.

Charitable donations by VNLA 5.16

Because of the nature of the mission of this organization, VNLA does not make charitable contributions.

Bad debts owed to VNLA 5.17

If the total receivable from any one individual or organization is \$500 or less, the executive director may authorize the debt to be written off if he/she believes the debt is uncollectible.

Write-offs of debts over \$500 which the executive director believes are uncollectible may be authorized only by a vote of the VNLA board of directors.

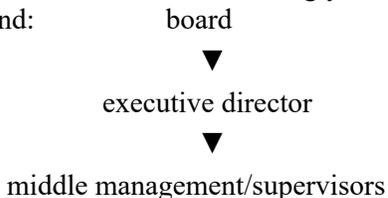
Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court as the executive director deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

Employment Policies

Caution! You will need to make your board policies in this section consistent with labor agreements and state and federal law.

Chain of command 6.1

The VNLA board believes strongly in the chain of command:



The board is concerned about the needs and success of staff, and will work through the chain of command to facilitate the success of all VNLA staff.

The board expects all staff to respect and follow the chain of command when registering complaints, making suggestions and in any other way communicating with the board about the business of the organization. Staff members who take complaints, requests, criticism or other organization business directly to the board or individual board members without working through the executive director will be considered insubordinate and subject to disciplinary measures by the executive director.

The board expects all board members to respect and follow the chain of command when communicating with staff about the business of the organization. Board members will not take complaints, suggestions, requests or demands to the staff except through the executive director. When a board member receives a complaint or suggestion from a staff member other than the executive director, the board member will remind the staff member of this board's policy about following the chain of command. The board member will also report the staff communication to the executive director.

Employee grievance procedure 6.2

The objective of this policy is to promptly and harmoniously resolve grievances, and to facilitate communication among VNLA employees. This policy applies to all regular employees. This policy is part of the VNLA Personnel Policies Manual, but it is also included here in the Board Policy Manual to make it clear to all board members that they can re-

fer employees to the grievance procedure, and that the board is not involved in the grievance procedure.

The definition of a grievance is: "A dispute by an employee that involves questions of interpretation or application of wages, hours, terms and conditions of employment or disciplinary actions. Probationary employees may not grieve termination from their positions."

The employee grievance process will follow these steps:

Step 1: The employee will present the grievance verbally to his/her immediate superior within five working days of the alleged violation or the date the employee becomes aware of the alleged violation, whichever is later. The superior receiving the complaint will attempt to resolve and implement the resolution and respond to the employee in writing no later than five working days from the date the employee brought the complaint.

Step 2: If the grievance is not resolved in Step 1, the employee may submit a written grievance to the executive director within five working days of the date the response from step one was due or received, whichever comes first. The executive director will have five working days from receipt of the written Step 2 grievance to investigate the matter and respond in writing to the grievant.

The executive director's written response will be the final disposition of the grievance. Staff grievances may not be appealed to the VNLA board of directors.

Personnel policies 6.3

Appropriate and complete personnel policies will be adopted by the executive director and reviewed by legal counsel for accuracy and completeness. The executive director will report to the board that this has been done, and will report annually that all personnel policies have been reviewed and updated.

Personnel policies are published in a separate Personnel Policy Manual. All employees will be given a copy of the most recent and updated Personnel Policy Manual, and will sign acknowledgment of such receipt.

Implementation and administration of all personnel policies are the responsibility of management.

Professional memberships 6.4

The board recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status. Therefore, VNLA may pay for the cost of professional memberships for employees within the limits of the budget and provided such membership is in the best interest of VNLA.

VNLA may also pay the cost for employees to attend meetings related to their professional memberships if the meeting is judged to be in the best interest of VNLA.

Requests for reimbursement must be made to the executive director and be given prior approval by the executive director.

Nepotism 6.5

Board members and members of their immediate families may not be employed by VNLA, except by vote of the board. Members of the immediate family of the executive director may not be employed by VNLA without a vote of the board.

The term "immediate family" as used above is defined as the relationship of:

- husband and wife
- father and son or daughter
- mother and son or daughter
- brother and sister

Equal employment opportunity/affirmative action 6.6

All employment decisions and personnel actions will be administered with the purpose of promoting and ensuring equal opportunity for all persons. All promotional opportunities will be publicized by one of the following means:

- **Positions covered by labor agreements**--by formal vacancy posting, bid evaluation, and awarded in

accordance with the terms of the appropriate agreements.

- **Management and secretarial positions**--by bulletin board notification to employees of the vacancy, inviting submission of a written summary of qualifications for supervisor's consideration. In the absence of qualified in-house applicants, the position may be filled from sources outside VNLA.

All hiring and promotional decisions will be made on the basis of valid, written job requirements set forth in the appropriate position description or vacancy posting.

All VNLA social and recreational programs will be administered on a non-discriminatory basis.

Safety and loss control 6.7

VNLA is committed to maintaining safety in its operations, on its property and in the delivery of programs and services.

The executive director will provide for and actively promote ongoing safety and loss control training for all employees. The executive director will institute procedures, where necessary, to ensure the safety of the work environment, and will provide appropriate equipment to employees sufficient for the performance of their duties.

Accidents and losses due to accidents will be reported to the board monthly.

When necessary, the executive director will review safety concerns and risk management plans with legal council to ensure legal compliance.

Sexual harassment 6.8

Sexual harassment undermines the integrity of the work environment and will not be tolerated within this organization. Sexual harassment may include words as well as acts, sexual advances, offensive touching and offensive or derogatory sexual comments. All such conduct is forbidden particularly when:

- submission to such conduct is explicitly or implicitly made a condition of employment.
- submission to or rejection of such conduct by an individual is used as a basis of employment decisions affecting the individual.
- such conduct has the purpose or effect of substantially interfering with an individual's work performance, or creating an intimidating, hostile or offensive work environment.

Any person who believes that he or she has been subject to sexual harassment by a supervisor, fellow employee, board member, or any person calling upon the organization, should contact his/her supervisor or the executive director. If the person believes the executive director is the cause for a sexual harassment complaint, the complaint should be directed to the chairperson of the VNLA board. All sexual harassment complaints will be promptly investigated. Where harassment is found to exist, immediate corrective action will be taken.

Smoking on VNLA premises 6.9

Smoking and the use of tobacco is prohibited within all VNLA facilities.

VNLA will assist smokers wishing to quit smoking. Several options in this regard will be available to smokers through the human resources department. Those smokers wishing assistance in quitting smoking should contact the human resources department.

Drug-free workplace 6.10

Employees are VNLA's most valuable resource, and for that reason their health and safety are of paramount concern.

The manufacture, distribution, possession or use of alcohol or controlled substances, including amphetamines, barbiturates, heroin or opiate derivatives, or hallucinogens, while on the job or on VNLA property will result in disciplinary action.

The legal use of drugs or controlled substances which are prescribed by a licensed physician is not

prohibited, but employees in positions where such drug usage may affect the safety of themselves or others are required to make such use known to an appropriate VNLA supervisor. Minimally, this obligation applies to employees operating VNLA vehicles and employees using equipment which, if improperly used, may result in personal injury or property damage.

Any physical examination that VNLA requires may include testing for drug or alcohol use and abuse. Further, if VNLA has probable suspicion to believe that an employee is using or is under the influence of controlled substances or alcohol, the employee must submit to testing. If the employee refuses to submit to the testing or sign the consent form to allow such testing, it will constitute a presumption that the employee is under the influence of alcohol or drugs. Refusal to consent and cooperate in the drug testing will be grounds for immediate discipline.

Law enforcement officials will be notified whenever illegal drugs are found in the workplace, and VNLA will fully assist in any resulting investigation and prosecution.

Whenever possible, VNLA will assist employees in overcoming drug, alcoholism and other problems which may adversely affect employee job performance, but VNLA will not tolerate drug usage that may affect the safety of its work force or others.

References for employees leaving VNLA 6.11

It is the policy of VNLA Board that no employee or board member of VNLA will provide performance references for/about former employees.

When requests for such references are received, with appropriate releases from the former employee, they will be referred to the executive director of VNLA. The executive director will provide the requesting party only the dates of employment for the former employee, and a copy of this policy statement.

Board Officers

Officers of the board and job definitions 7.1

Officers of the board will be a President, Vice President, Secretary and Treasurer elected by a majority vote of the board.

The President shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with the right to vote, of all committees except the nominating committee. He/she shall also, at the annual meeting of the association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

The Vice President may be delegated by the President to perform his/her duties in the event of his/her temporary disability or absence from meeting and shall have such other duties as the President or the Board may assign.

The Secretary shall oversee the duties of the Executive Director, which relate to the preparation of minutes and to the calling of meetings.

The Treasurer shall oversee the duties of the Executive Director relating to the areas of finance, membership dues and the annual budget.

Officer election process 7.2

The board of directors will follow the following procedures in electing its officers:

- Officer candidates must have consented to seek office before their name is placed in nomination.
- Nominations will be open for any eligible candidate who has given prior consent.

- Board members will encourage candidates to disclose their interest in the office.

Terms of office 7.3

Terms of all officers will be for one year. Only properly elected or appointed members of the board may serve as officers of the board. Each officer may be reelected for a second consecutive term to the same office, and then may stand for election for that same office again only after at least one year of absence from that office.

Officer authority 7.4

Officers of the board are elected to be servant-leaders of the board. All authority of the officers is delegated to them by the board of directors. No officers will have any authority to speak or act on behalf of the board other than that authority specifically granted in the VNLA bylaws, in board policy or by majority vote of the board of directors.

Vacancies of officer positions 7.5

If a vacancy occurs in any elected office because of resignation, death, ineligibility to hold office, or formal removal of an officer by the board, the board will proceed to fill the vacancy at the earliest possible time.

If the vacancy occurs in the President's office, the vice-President will assume the office as soon as the board of directors declares the position vacant. The vice-President will hold the office of President until the board elects a new President.

A vacancy is filled in the prescribed manner of election of officers in this policy.

Removal of officers 7.6

The VNLA board has the right to remove any officer from that elected position by the same authority that elected the officers. Officers may be removed from office for:

- gross or willful neglect of the duties of the office.
- misuse of VNLA funds.
- conviction of a felony.
- intentional lack of public support for the VNLA mission, staff or programs.

- failure to inform the board about issues that might impact board decisions.

Procedure for removal of any officer from office will be a simple majority vote of the board.

Chapter 8

Committees of the Board

The board may establish or abolish standing or special committees as necessary.

Committee purpose 8.1

It will be the purpose of any committee appointed by the VNLA board to assist the board of directors to govern more efficiently. A board committee is not designed to do staff work. Committees will be used to investigate, deliberate and analyze special issues on behalf of the board.

Committee authority 8.2

Any committee established by the board will have only the powers specifically delegated to it by the board. Functions of each committee will be in writing as part of board policy or recorded in the minutes of the meeting at which the committee was established.

Committee accountability 8.3

Committees are a subsidiary of the board, and will be expected to report their work to the full board on a regular basis. Each committee will be expected to make recommendations to the board for action, such recommendations to be made by a member of the committee in the form of a motion at a full board meeting.

The VNLA board will annually review the work of each committee and determine which committees will be reappointed and which committees will be abandoned as no longer necessary.

Appointment of committees 8.4

The chairperson of the board will appoint the chairperson of each committee and all committee mem-

bers, taking into consideration the preference of the board members for committee assignment. Board members will be polled as to their committee preference.

Non-board members may also be appointed as committee members. In appointing non-board committee members, it will be determined which board areas will need board candidates in future years. An effort will then be made to appoint non-board members from these areas as a means of leadership development. Board candidate recommendation forms may be utilized in this process.

Ex officio committee members 8.5

The chairperson of the board will be an ex-officio member of all committees, but will only vote on the committee to which he/she is assigned. The executive or the executive's delegated representative will be a nonvoting member of all committees as resource to the committee.

Duties of committee members 8.6

Duties of the members of individual board committees will vary, but certain basic committee member responsibilities remain the same for all committees. Those responsibilities include:

- Attend all meetings of the committee to which the board member is assigned.
- Prepare for committee meetings by studying the agenda and researching issues to be discussed at committee meetings.
- Actively participate in discussions at committee meetings.
- Follow through promptly on any assignments for the committee.
- Support committee recommendations before the full board.

Committee meetings 8.7

The committee chairperson will convene all meetings of the committee or a majority of the committee members may call a committee meeting. Meeting dates will be coordinated with the executive to avoid conflict and to ensure completion of staff support and research for the committee.

Minutes will be kept of committee meetings. Committees will submit a written summary of committee actions and recommendations to the board in the board meeting packet for the meeting at which committee recommendations will be considered.

Guidelines for the committee chairperson 8.8

The committee chairperson will be expected to lead the committee just as the board chairperson is expected to lead the board. The committee chairperson is accountable for ensuring the productivity of the committee by:

- planning the agenda for the committee meetings.
- ensuring that all members of the committee are notified of committee meetings.
- convening committee meetings, and keeping meetings on track.
- appointing a member of the committee to keep a written record of committee actions.
- encouraging the committee to take action on the issues discussed by the committee.
- ensuring that reports and recommendations for action from the committee are presented to the full board.
- leading the committee to evaluate its own operations.

Executive committee 8.9

The executive committee will consist of the officers of the VNLA board. This committee will meet as necessary to prepare issues to be presented to the full board and/or to make emergency decisions on behalf of the board when it is not possible to assemble a quorum of the board. This committee will have no power other than emergency action or other powers as may be delegated to it by the full VNLA board from time to time.

Board development committee 8.10

The Board Development Committee will be responsible for improving the operations of the VNLA board of directors by:

- reminding board members to be alert for potential new board members.
- maintaining a file of potential board members.
- serving as the nominating committee to nominate persons for board membership.
- facilitating the orientation of new board members.
- facilitating ongoing board in-service programs.
- encouraging board members to attend state and national meetings that will help board members understand and carry out their job better.

Ethics committee 8.11

The Ethics Committee shall promote a high standard of trade practices by the members of the association both between themselves and between the members and the public. This committee shall receive, investigate and initiate complaints to the Board of Directors of any violation of the VNLA Code of Ethics.

MANTS Directors Selection, Rotation and Reporting (added 4/24/14)

As a result of discussions with the Doug Hensel, Tom Saunders, and John Lancaster, the consensus was to propose a rotation of VNLA representatives to the MANTS Board.

The rotation would start in 2012 with the first VNLA nominee attending the fall MANTS board meeting in October 2011.

The MANTS fiscal year is June 1 to May 31.

Guidelines:

- The 3 VNLA representatives should be representative of the retail, landscape and grower sectors of the VNLA membership, if there are qualified willing nominees.
- The senior VNLA MANTS director will provide MANTS reports/updates for each VNLA Board meeting and will attend the Fall VNLA Board meeting to review the MANTS financial reports.
- A new VNLA MANTS Director will be appointed by the VNLA Executive Committee each year for a 3-year term. Current VNLA

MANTS Directors can be re-appointed for successive terms.

- Rotate one director on and one off every 3 years instead of every 2 years. This would make it a 9 year position. We are also fine with re-nominating a director for a second 9 year term. *(Executive Committee, 7/12/13)*

Additional committees 8.12

Additional committees shall be created by the President and/or the Board of Directors as is deemed necessary to implement the Strategic Plan of the association. The Chairman of each committee shall be appointed by the President at the beginning of the calendar year or upon the creation of the committee. Chapter 9

The term of office for committee chairmen shall be one year or in the case of special committees until the purpose for the committee has been accomplished, but not to overlap into the next calendar year.

VNLA Facilities

Limited use of VNLA facilities by outside organizations 9.1 NOT APPLICABLE

VNLA equipment 9.5

All items purchased belong to VNLA and are to be used for VNLA needs. When practical, some items may be loaned or used by employees outside normal work hours, provided that:

- there is insurance covering the "non-deductible" value of the items.
- it is not used for an economic gain for the person borrowing.
- does not cost VNLA additional expense.
- being unavailable does not prevent VNLA from using the equipment for the reason purchased.

Prior permission must be granted by the executive director before any equipment is borrowed from VNLA.

Accessibility of facilities 9.6 NOT APPLICABLE

Gifts acceptance 9.7

The VNLA board encourages gifts of materials, equipment, money or gifts in kind. However, the

board also recognizes that all gifts may not be acceptable to VNLA needs or principles, and may involve expenses beyond the value of the gift.

Therefore, before acceptance, all gifts must be approved by the executive director as appropriate for VNLA needs and within the boundaries of the established mission and philosophy of this organization. If there is question about the appropriateness of the gift, the executive director will bring the issue to the board for resolution.

The VNLA board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the board, executive director and staff who will give serious consideration to the wishes of the donor. However, final decision of how a gift will be used always remains with the board, executive and staff of VNLA. If the donor cannot accept this regulation, the gift will not be accepted by VNLA.

VNLA will provide acknowledgement of receipt of all gifts accepted by the organization, but VNLA will not be responsible for appraisal of the value of a gift for income tax or other purposes.

Board Member Job Description

Board member responsibilities 10.1

The Board of Directors shall:

- Control and direct the affairs of the association;
- Determine policies or changes therein within the limits of the bylaws;
- Actively prosecute the purposes of the VNLA;
- Provide for Trustees of the Association as may be deemed necessary to oversee the investment of funds which shall have been designated as Trust Funds and to oversee the disbursement of proceeds from such funds according to guidelines presented to and approved by the membership of the Association;
- Have discretion in the disbursement of the general funds of the VNLA and adopt such rules and regulations for the conduct of its business as may be deemed advisable, and may, in the execution of the powers grants, appoint such agents as it may consider necessary.

Board members are responsible for determining VNLA policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources - board members have three key responsibilities in this area:

- **Board membership**, which includes recruiting new board members, recognizing and nurturing existing board members, and providing existing board members with opportunities to grow and develop as leaders;
- **Executive director oversight**, which includes hiring, termination, disciplining and ongoing evaluation of the executive director;
- **Personnel policies**, which includes policies relating to the executive director's employment, and ensuring that the executive director has complete and up-to-date policies in place for management of staff.

Planning - Board members have three key responsibilities in this area:

- Establishing and reviewing VNLA mission/philosophy/goals;

- Planning which services/programs VNLA provides; and
- Evaluating VNLA services/programs and operations on a regular basis.

Finance - Board members have four key responsibilities in this area:

- Ensuring financial accountability of VNLA;
- Overseeing an ongoing process of budget development, approval and review;
- Raising funds and/or ensuring that adequate funds are available to support VNLA's policies and programs; and
- Overseeing properties or investments of VNLA.

Community Relations - Board members have three key responsibilities in this area:

- Ensuring that VNLA's programs and services appropriately address the needs of those we serve;
- Advocating for VNLA's services/programs which includes an awareness that board members are always emissaries of VNLA in the community; and
- Cooperative action, which includes determining occasions when VNLA could/should take part in coalitions, joint operations, etc.

Organizational Operations - Board members have four key responsibilities in this area:

- Ensuring that VNLA's management systems are adequate and appropriate;
- Ensuring that the board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of board business;
- Ensuring that organizational and legal structure are adequate and appropriate;
- Ensuring that VNLA and its board members meet all applicable legal requirements.

Performance expectations for board members 10.2

In performing duties as a member of the VNLA board, every board member is expected to:

- demonstrate a strong belief and commitment to VNLA’s mission.
- devote the necessary time to prepare for and participate in board and committee meetings.
- exhibit high ethical standards and integrity in all board actions.
- be an enthusiastic advocate for VNLA.
- take responsibility and accountability for VNLA and all decisions made by the board.
- spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in-service to learn how to do the job better.
- demonstrate willingness to work as a team member with other board members and the executive director.

10.3 Bylaws

There is a clear difference between bylaws of the organization and board policies. Bylaws define the structure of the organization and policies define the beliefs and philosophy of the board about how the organization will operate. They have separate but equally important purposes in directing the operation of the organization.

In membership organizations, the bylaws take on a little different meaning than in the organization that has only board membership.

Bylaws for a general membership organization are the rules for operation handed from the membership to the elected board. Bylaws are the mechanism for the membership to control the organization.

In the organization that has only the board membership, the bylaws are written and changed by the board. Bylaws are more a matter of providing consistency to board operations.

In either case, the bylaws tend to be a forgotten element in the nonprofit organization, and are rarely reexamined for current accuracy or for the purpose of telling board and/or members the intended outline for operations of the organization. Bylaws need to be examined and updated annually so they do reflect the operations of the organization and to ensure that board policies are not in conflict with the bylaws.

Constitution & Bylaws of the Virginia Nursery & Landscape Association, Inc.

ARTICLE I - ORGANIZATION

The name of the association shall be “Virginia Nursery & Landscape Association, Inc.”. The Virginia Nursery & Landscape Association, Inc. is a non-stock, non-profit Association incorporated and organized under the laws of the Commonwealth of Virginia.

ARTICLE II - DEFINITION

The term “nursery industry” or “industry” includes any individual involved in the growing, buying, selling, etc. of horticultural products.

ARTICLE III - OBJECTIVES

The purposes of this association shall be:

1. To promote the common business interests of those engaged in the nursery industry.
2. To promote acquaintanceship and cooperation between those engaged in the industry and allied interests.
3. To foster and promote a greater use of nursery products.
4. To support the improvement and standardization of nursery products.
5. To promote the advancement of lawful and fair trade practices, customs and usages.
6. To increase the compilation and dissemination of scientific information and to study business methods and standards for recommendation to and for use by members.
7. To increase the gathering, analysis and dissemination of information of general interest, and the securing and presentation of the views of the members to the public, governmental agencies, and to other organizations.

8. To foster cooperation with governmental agencies to mold policies on legislative and administrative matters in the interest of the public and the industry.
9. To promote the exchange and sale of nursery stock.
10. To promote the exhibition of plants, fruits, flowers or other articles produced by or used in the industry.

To engage in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character.

ARTICLE IV - MEMBERSHIP

Section 1. - Individuals, partnerships and corporations holding membership at the time of the adoption of these bylaws shall constitute the present members in the classification now enjoyed.

Section 2. - Classes Of Membership - The corporation shall have the following classes of membership: Active, Allied, Out-of-State, Associate, Honorary and Student.

Section 3. - Active Membership - Any individual, partnership, or corporation actively engaged in the production, sale, or use of flowers or nursery stock and whose principal office and activity is in the Commonwealth of Virginia, provided said member shall bear a reputation for trustworthy dealing, which shall be maintained as a condition of continued membership. Each active membership shall be entitled to cast one vote on matters concerning the Association, but no voting may be done by proxy.

Section 4. - Other Membership

- a. Includes out-of-state, allied and associate. - Any individual, partnership or corporation owning or operating a nursery business or whose business is allied to the nursery industry shall be eligible for Associate membership.

- b. Honorary Membership - The Board of Directors may, by a two-thirds vote, elect as an Honorary Member any person who has rendered unusual or distinguished service to the nursery industry, or in the general field of horticulture. An Honorary Member so elected shall be granted a lifetime paid-up membership unless terminated by Board action.

Student Membership - Student members shall consist of students of Horticulture or related fields whose interest and training have the objective of leading them into careers in the nursery industry.

Section 5 - New Member - Any person, firm or corporation eligible to membership under these bylaws shall proceed in the following manner:

1. Applicant have been engaged in the nursery business as defined in Article II for a period of one year or longer in his present locality in the Commonwealth of Virginia.
2. Applications are to be submitted to the Executive Director who shall make proper investigation and shall approve or disapprove said application.

ARTICLE V - CANCELLATION OF MEMBERSHIP

Section 1. - Nonpayment of Dues - The Board of Directors may suspend or expel and terminate the membership of any member of this Association for nonpayment of dues. Whenever a member shall have failed to pay his dues after ample billing and warning by the State Office, he will be dropped from the Association membership.

Section 2. - Misconduct Termination - Any membership may be suspended or terminated for cause. Sufficient cause for suspension shall be violation of the bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds vote of the entire mem-

bership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE VI - VOTING RIGHTS

Section 1. - Voting - Voting shall take place at any membership meeting called by the Association or by special mail ballot according to Article XI. The following items require a three-fourths majority vote for approval: changes to the bylaws and assessments. Any change to the Bylaws shall be approved by a two-thirds majority vote of the Board of Directors prior to being submitted to the membership for a vote. All other matters properly presented before the membership at the annual meeting, shall be decided by a majority of the votes cast. Voting shall be by raising a voting card distributed to one person representing each company member, or associate member, except in the event there is only one candidate for an office, then a motion to cast a unanimous ballot may be made. There will be no voting by proxy.

ARTICLE VII - DUES

Section 1. - Due Date - the annual dues for each member of the association are due by April 1st of each year and shall be deter-

mined by $\frac{3}{4}$ approval by the Board of Directors.

Section 2. - Nonpayment - Members who fail to pay their dues by April 1st and having been mailed at least of (2) mailings from the VNLA office shall, without further notice be dropped from the rolls and thereupon forfeit all rights and privileges of membership. However, the Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member who can show good cause for nonpayment.

ARTICLE VIII - MEETINGS

Section 1. - Annual - There shall be an annual meeting of the Association during the month of January, unless otherwise ordered by the Board of Directors, for election of officers and directors for a term of one year to begin at the close of the annual meeting. Included in this annual meeting will be the review of annual reports and the transaction of other business. Notice of such meeting, which may also be advertised in the VNLA Newsletter, shall be sent by mail or electronic mail (facsimile or email) to the last recorded address of each member at least twenty (20) days before the time appointed for the meeting.

Section 2. - Special - Special meetings of the Association may be called by the President of the Board of Directors, or shall be called by the President upon the written request of one-fourth of the regular members. Notice of any special meeting shall be sent by mail or electronic mail (facsimile or email) to each member at their last recorded address at least twenty (20) days in advance, with a statement of

time and place and information as to the subject or subjects to be considered.

Section 3. - Chairman - Every meeting of the members and of the Board of Directors shall be presided over by the President, or in his/her absence, the Vice President shall preside.

Section 4. - Removal - The members shall have the power at any meeting to remove any Director or Officer for cause, by a 2/3 majority of the voting members.

Section 5. - Rules of Order - The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these by-laws.

Section 6. - Address for Notices - Each Member shall provide the association with its address, email address and facsimile number upon joining the association, and shall designate its preferred method to receive correspondence from the association, including but not limited to meeting notices. If no preferred method is indicated, notifications will be sent via email.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. - Officers - The officers of this association shall: be President, Vice President, Secretary and Treasurer, and these officers, the immediate past president, and duly elected Directors shall constitute the Board of Directors with full right to vote with the President exercising his right to vote according to "Robert's Rules of Order". No one person shall hold more than one officer position except that the Secretary and Treasurer may be held by the same person.

Section 2. - Directors

- a. Directors shall be elected for a term of two years and must serve on the board for one year before becoming eligible to

serve as an officer of the association. Any director shall be eligible for re-election, but shall not serve for more than three successive two-year terms. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. The number of directors shall be determined from time to time by the Board of Directors.

- b. The current officers and directors are shown on the most recent annual report filed with the State Corporation Commission.
- c. The Executive Director of the Association shall be an ex-officio member of the Board of Directors.

Section 3. - Geographical Location - Geographical location will be a consideration when selecting members for the Board of Directors. All regions of the Commonwealth of Virginia will be given first consideration when selecting a new director, however, this consideration shall not be the determining factor in selecting a director for approval.

Section 4. - Executive Committee - The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer. The Past President and the Executive Director of the VNLA shall be ex-officio members of the Executive Committee. The Executive Committee shall meet at the discretion of the President and shall handle the day today decisions and operations of the association.

Section 5. - Board of Directors - The Board of Directors shall:

- a. Control and direct the affairs of the association;

- b. Determine policies or changes therein within the limits of the bylaws;
- c. Actively prosecute the purposes of the VNLA;
- d. Provide for Trustees of the Association as may be deemed necessary to oversee the investment of funds which shall have been designated as Trust Funds and to oversee the disbursement of proceeds from such funds according to guidelines presented to and approved by the membership of the Association; and
- e. Have discretion in the disbursement of the general funds of the VNLA and adopt such rules and regulations for the conduct of its business as may be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 6. - Meetings - Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as he may designate (in-person, via conference call or webinar), and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail, electronic notification (email or facsimile) or other mode of transmittal to each member of the Board at his last recorded address at least ten (10) days in advance of such meetings. All notices of special meetings shall state the purpose thereof.

Section 7. - Quorum - A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present. Directors attending

any meeting telephonically shall be considered "present" for purposes of the quorum.

Section 8. - Absence - Any member of the Board of Directors unable to attend a meeting shall, at the request of a majority of the Board members, in a letter addressed to the President or Executive Director, state the reason for his/her absence. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 2. - Compensation - Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the association in any other capacity and receiving compensation for such services.

Section 3. - Resignation Or Removal - Any director may resign at any time by giving written notice to the President, the Executive Director, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board. Any director may be removed by a majority vote of the directors at any regular or special meeting at which a quorum is present.

Section 4. - Vacancies - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term. The newly elected director shall be placed at the bottom of the ranking of officers and directors.

ARTICLE X - OFFICERS AND THEIR DUTIES

Section 1. - President - The President shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. He/she shall also, at the annual meeting of the association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 2. - Vice President - The Vice President may be delegated by the President to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the President or the Board may assign.

Section 3. - Secretary/Treasurer - The Secretary/Treasurer shall oversee the duties of the Executive Director, which relate to the preparation of minutes, to the calling of meetings and relate to the areas of finance, membership dues and the annual budget. If one (1) person holds the positions of both Secretary and Treasurer, the

duties shall be combined. In the event two (2) individuals hold the positions, the Secretary shall oversee the preparation of minutes and to the calling of meetings, and the Treasurer shall oversee the duties that relate to finance, membership dues and the annual budget. Each shall oversee the Executive Director with respect to their individually-assigned duties.

Section 5. - Executive Director - The administration and management of the Association shall be appointed by, and directly responsible to the Board of Directors. - He/she shall have the title of Executive Director or such other title, as the Board shall from time to time designate. - Subject to the President and the Board, he/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the association. - He/she shall manage and direct all functions and activities of the association and perform such other duties as may be specified by the Board. The Executive Director may be an employee, consultant, consulting organization, or volunteer.

Section 6. Ethics - The Ethics committee shall promote ethics, a high standard of trade practices, and Best Management Practices by the members of the Association both between themselves and between the members and the public. The Ethics Committee shall be the Executive Committee.

Section 7. Additional Committees - shall be created by the President and/or the Board of Directors as is deemed necessary to implement the Strategic Plan of the association.

ARTICLE XI - MAIL VOTE

Section 1. - Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail or electronic means (including via facsimile or email) for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or electronic means (including via facsimile or email) within thirty (30) days after such submission to the membership. Voting on any matter, including the election of officers or directors may be conducted by mail or electronic means (facsimile or email). All results shall be collected by the Executive Director and made a part of the minutes of the next Board and/or Membership meeting. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the association in the same manner as would actions taken at a duly called meeting. Only a written vote or vote transmitted via facsimile or email from a member's individual appointed to vote pursuant to Article VI, Section 1, shall be accepted.

ARTICLE XII - SEAL

The Seal of the Association shall consist of a circular design with the words "VIRGINIA NURSE-
RY & LANDSCAPE ASSOCIATION. INC." around the margin thereof, and the words "CORPORATE SEAL" in the center thereof, as shown in the impression of the margin hereof, and the same is hereby adopted as the Corporate Seal of the Association.

ARTICLE XIII. - INDEMNIFICA- TION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the association to procure a judgment in its favor) by reason of the fact that he/she is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall insure to the benefit of the heirs, executors and administrators of such person.

Any indemnity under subsection paragraph above shall (unless authorized by a court) be made by the Association only as authorized in the specific case upon a determination that the officer or director was not guilty of gross negligence or willful misconduct in the performance of his duty and, in case of settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interests of the Association. Such determination shall be made (I) by the Board of Directors of the VNLA by a majority vote of a quorum consisting of members who were not party to such action, suit or proceedings; (II) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (III) by the

membership of the VNLA if the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection paragraph two of This Section, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

The right of indemnification provided by This section shall not be exclusive of any other rights to which any Officers or Directors may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others, even as to claims, issues or matters in relation to which the association would not have the power to indemnify such Officer or Director under the provisions of this Section. The Association may purchase and maintain at its sole expense insurance against all

liabilities or losses it may sustain in consequence of the indemnification provided for in this Section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE XIV – DISSOLUTION - The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

END OF BYLAWS Revised 2/29/2016 and approved by membership vote.

Virginia Nursery & Landscape Association, Inc.
383 Coal Hollow Road
Christiansburg, VA 24073-6721
540-382-0943 Fax: 540-382-2716

Your Roots Are In Virginia!

Necrology - Memorials

- If the following individuals die, the VNLA will present Flowers (VNLA's first choice) **OR** an in lieu of gift (if first choice of family)
 - Current board member
 - Immediate family member of current board member
 - Past board member
 - Individual award recipient
 - Young Professional of the Year
 - Professional of the Year
 - Honorary Member
 - Other individuals will be considered on a case by case basis
- If a Current or Past President dies, the VNLA will present flowers **AND** a memorial gift (using the in lieu of designation or organization to be determined by the executive committee if no designation is made by the family)
- The current budget line item is \$200 annually. We recommend this stay the same and additional funds be allocated as needed from the rainy day fund
- We recommend an approximate budget of \$100 for flower arrangements.
 - A member florist should be first choice if available in the region
- We recommend a \$100 memorial gift.

Adopted 6/13/15, VNLA Board Meeting

History - Words of Wisdom from a Founding Father

“Bert” Shoosmith passed away on August 14, 2000. He was one of the founding fathers of the VNLA in 1931. Below is an article from our archives (approximately 1987) on his experiences in the nursery business, on the foundations of the VNLA, on education and learning and on being a nurseryman, in his own words.

Albert J. Shoosmith, plantsman, landscape architect, and gentleman, was 80 years old this May (1989). He may have been involved with, and know more about, the development of the nursery business in Virginia than anyone else in the state. Recently, he shared these thoughts:

On His Experience in the Business

Personally, my experience in the Nursery business started a while back when I was about 5 (in 1912) - waiting to start school. Our congressman at that time mailed seeds free to all people on rural routes. Some neighbors gave me theirs. I started a vegetable garden and sold some of the plants back to the neighbors. When I was about 8, my ambition was to be able to hoe a row right along with my father and the men in the field. With a short-handle hoe I went to work with them. In this close association, I increased my vocabulary remarkably fast for an eight-year-old, much to the dismay of my family!

At 13, I grew Gladiolus and Dahlias and carried them by inner-urban car (street car) to Richmond and Petersburg florists. At 16 I went with my father to my first National Nursery Convention in Atlantic City. After one stroll down the boardwalk, what I saw made me decide then and there that the nursery business was for me! Especially with conventions in Atlantic City!

On The Foundations of the VNA

In 1930, over a period of several months, 7 men (Fred Shoosmith and Bert Shoosmith, both of Richmond; William Roper of Petersburg; J.T. French, State Entomologist; Deacon Jones of Norfolk; Owen Wood of Bristol; and Tscherner Watkins of Midlothian) met under the big White Oak at the Southside Nurseries to discuss the formation of a state Nurseryman's Association, and that was the beginning of the VNA in 1931. Probably most of the Regional Nursery Organizations throughout the state are an outgrowth of the original VNA. At the May meeting of the RNA this year (1989), over 60 people were

present. This is exciting for me to see, remembering a beginning of 16 or so people some 35 years ago. The earliest conventions of the VNA were usually held at the John Marshall Hotel - so the women could go shopping in Richmond. There was a big Ladies Luncheon planned during the convention and I heard much talk about Sara Sue hats and David Dow suits which were the "signs of the times" for the ladies. In those days parties in the hotel rooms held up the banquet, so I claim credit for suggesting a VNLA cocktail party at the banquet room, but I give full credit to Sam and John Ed Tankard for making it the huge success that it became! Everybody got down in time (even early!) so as not to miss those marvelous free oysters.

In the late 50's, the need was seen for another association. I have been a strong supporter of the VSLD since it was founded in 1960. (Mr.-Shoosmith was one of those founders. He also helped to found the Middle Atlantic Chapter of the American Rhododendron Society.)

On Education and Learning

One of the most stimulating factors for me has been working with the young people who are aware of the importance of continuing education and promotion of the industry on the highest level. Although I enrolled in Architectural Engineering at VPI in the mid 1920's, the course did not relate enough to living things to suit me. Around 1930, I was fortunate to be able to enroll in a special project for Landscape Engineering and Construction at Harvard University. This was an exciting and stimulating learning experience. As the Depression deepened, many of us were unable to return. Bremner Pond, head of the Landscape Architecture Department, outlined a self-study course, and some valuable advice: wherever we were, we should always observe, ask questions, and learn from our daily experiences. With self-discipline, it would be a greater education than from any school.

On Being a Nurseryman

When asked what is, my greatest pleasure as a result of being a nurseryman, I'd have to say that there are many. The fine and interesting friends and customers have contributed greatly to my life, but after 6 and a half days a week at work, one of my greatest pleasures is a walk in my garden at home in the cool of the evening. Even if I cannot find the help to keep it as I would like, the plants in growth and in bloom are always inspiring, relaxing and very enjoyable. It is sad to see so many people not enjoying their gardens

because of lack of help. Coping with the lack of personnel, and the high cost, has brought about changes, which some people find hard to accept. I say: just over-look a few weeds, and enjoy the beauty of the plants. It is not easy - but what good thing is easy? Look over the lack, and enjoy the great peace and satisfaction in the beautiful colors and interesting growth habits of the plants in God's garden. This attitude can give us much pleasure and some inspirational insight into the mind of our Creator. It is easier to understand the Biblical setting of our creation as being the most beautiful we can imagine - whatever your view of creation may be. Our gardens can be a duplication of that place, of peace or, a burdensome project - the choice is ours. I choose the peace and joy despite the problems.

We'll miss you Bert.

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