

# VIRGINIA NURSERYMEN'S ASSOCIATION HORTICULTURE RESEARCH FOUNDATION BYLAWS

## ARTICLE 1 MEMBERS

**1.1 Classes of Members.** The Foundation shall have one class of members (the 'Members'). The class of Members shall consist of the entire membership of the Virginia Nurserymen's Association (the VNA). Each VNA member shall be entitled to membership in the Foundation for the entire period during which such person is a VNA member. When a person's membership in the VNA terminates, his membership in the Foundation is terminated as of the effective date of the termination.

**1.2 Rights of Members.** Membership in the Foundation is not transferrable or signable. The Members shall have no voting rights.

## ARTICLE 2 DIRECTORS

**1.2 General Powers.** The Foundation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

**2.2 Number.** The number of Directors of the Foundation shall be seven.

**2.3 Qualifications.** Directors must be persons of at least twenty-one (21) years of age who need not be residents of Virginia and who need not be Members of this Foundation.

**2.4 Election and Term.** The initial Directors shall be appointed by the incorporator. Each Director (including initial Directors and any additional Directors) shall serve until death, incapacity, resignation or removal at which time the remaining Directors shall fill the vacancy. If at any time there are no Directors serving, the registered agent of the Foundation shall appoint one Director who shall then fill all remaining vacancies. No individual

shall be named or elected as a Director without his prior consent.

**2.5 Removal; Vacancies.** The Board of Directors may remove any Director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is removal of the Director. The removal of a Director shall be effective only upon the affirmative vote of a majority of the remaining directors. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be filled by a vote of the Directors.

The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court, if he is convicted of a felony, or if, within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors and he does not fulfill such other requirements of qualification as the Bylaws may specify.

**2.6 Regular Meetings.** Pursuant to § 13.1-846(C) of the *Code of Virginia*, as amended, regular annual meeting of the Board of Directors shall be held in accordance with the provisions of these Bylaws. The Board of Directors may provide, by resolution, the time and place of the holding of additional regular meetings.

**2.7 Special Meetings.** Special meetings of the Board of Directors may be called by the President or a majority of the Directors of the Foundation and shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

**2.8 Notice of Meetings.** Notice of every special meeting of the Directors, stating the time, place, and purpose of the meeting, shall be given by or at the

direction of the Secretary/Treasurer to each Director, at least one (1) day prior to the meeting date. Notices shall be given to each Director in person or delivered to his residence or business address (or such other place as he may have directed in writing) by mail, messenger, telecopy, telegraph, or other means of written communication or by telephoning such notice to him.

**2.9 Waiver of Notice.** A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does hereafter vote for or assent to action taken at the meeting. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

**2.10 Quorum; Voting.** A majority of the number of Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, except as otherwise provided. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or of a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting or promptly upon his arrival, to holding it or transacting specified business at the meeting; or (ii) he votes against, or abstains from, the action taken.

**2.11 Telephonic Meetings.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**2.12 Action Without Meeting.** Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director.

**2.13 Compensation.** No Director shall be entitled to any compensation for his services as a Director.

## **ARTICLE 3 COMMITTEES OF DIRECTORS**

**3.1 Committees.** The Board of Directors may create one or more committees, including an Executive Committee, and appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by the number of Directors required to take action in these Bylaws.

**3.2 Authority of Committees.** To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not; (i) fill vacancies on the Board of Directors or on any of its Committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger.

The creation or delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct required of a Director.

**3.3 Committee Meetings; Miscellaneous.** The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of Directors and their members as well.

**3.4 Reports.** The Board of Directors shall provide reports to the Members, as maybe requested from time to time by the members.

## **ARTICLE 4 OFFICERS**

**4.1 Officers.** The officers of the Foundation shall be a President and a Secretary and, in the discretion of the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. Any two or more offices may be held by the same person. Officers shall be persons of at least twenty-one (21) years of age.

**4.2 Election; Term.** Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors and may be elected at such other time or times as the Board of Directors shall determine. They shall hold office, unless removed until the next annual meeting of the Board of Directors or until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

**4.3 Removal of Officers.** The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

**4.4 Duties of Officers.** The President shall be the Chief Executive Officer of the Foundation. He and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors. The Chief Executive Officer, if he is present, shall be chairman of all meetings of the Board of Directors as well as any committee of which he is a member, unless the Board of Directors provides otherwise, and the Secretary shall have the responsibility of preparing (or having prepared and maintaining custody of minutes of) the Directors' and Members' meeting and authenticating records of the Foundation.

## **ARTICLE 5 MISCELLANEOUS PROVISIONS**

**5.1 Corporate Seal.** The corporate seal of the Foundation shall be circular and shall have inscribed thereon, within and around the circumference 'Virginia Nurserymen's Association Horticulture Research Foundation, Inc.' In the center shall be the word 'SEAL'.

**5.2 Fiscal Year.** The fiscal year of the Foundation shall be determined in the discretion of the Board of Directors, but, in the absence of any such determination, it shall be the calendar year.

**5.3 Amendments.** These Bylaws may be amended or repealed and new Bylaw may be made at any regular or special meeting of the Board of Directors.

**5.4 Interpretation.** For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa and words in one gender shall be deemed to include words in other genders.