

BYLAWS
OF THE
VIRGINIA SPORTS TURF MANAGERS ASSOCIATION

ARTICLE 1

NAME AND OBJECTIVE

Section 1.1 Name: The Corporation shall be known as: Virginia Sports Turf Managers Association (hereinafter referred to as VSTMA).

Section 1.2 Mission Statement: *In the State of Virginia, to be the recognized leader in strengthening the sports field industry and enhancing members competence and acknowledgement of their professionalism.*

Section 1.3 Objectives: The Objectives shall be:

1.3.1: To encourage the collection and dissemination of scientific, educational and applied knowledge through association with those persons engaged in and who are concerned with the construction, maintenance and use of sports turf areas for maximum safety and superior playing conditions.

1.3.2: To provide educational grants and scholarships that promotes the sports turf industry.

1.3.3: To support research and development of superior playing surfaces for sports turf facilities.

1.3.4: To promote the development, design and use of related materials and equipment for the sports turf industry.

ARTICLE II

RECORDS

Section 2.1 Membership Register: VSTMA shall keep at its registered office, or at such other place or places within the United States as the Board of Directors may determine, a membership register giving the names and addresses of the Members.

Section 2.2 Records to be Kept at Registered Office: The records of this association shall be kept at its registered office.

ARTICLE III **MEMBERS**

Section 3.1 Appointment: The members of VSTMA shall be approved and accepted by the Board of Directors of the Association or its duly appointed representative.

Section 3.2 Membership Classification: There shall be two (2) classifications of members: voting and non-voting. All other rights, interests and privileges shall be equal.

Section 3.3 Categories of Voting Members: There shall be seven (7) categories of voting membership.

3.3.1 Category 1, Professional Sports Facility: Persons engaged in the management and/or maintenance of sports fields at a professional sports facility, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office.

3.3.2 Category 2, College and University Facility: Persons engaged in the management and/or maintenance of sports fields at Colleges or Universities, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office.

3.3.3 Category 3, Public/Private School: Persons engaged in the management and/or maintenance of sports fields at public or private grade/prep schools, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office.

3.3.4 Category 4, Park and Recreation: Persons engaged in the management and/or maintenance of sports fields at parks and recreation facilities and employed by a government agency, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office.

3.3.5 Category 5, Commercial: Persons engaged in a commercial enterprise providing services or products to the sports field industry, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office only as a Director (Category 5), Secretary or Treasurer.

3.3.6 Category 6, Education/Extension Service: Persons engaged in the research and/or teaching pertaining to the management or maintenance of sports fields upon payment of dues and being accepted for membership, may become an

active voting member in VSTMA and are eligible to hold elective office only as a Director (Category 6), Secretary, Treasurer or Information Officer.

3.3.7 Category 7, Recreational Sports Facilities: Persons engaged in the management and/or maintenance of sports fields at recreational sports field facilities and employed by or a volunteer of a non-government entity, upon payment of dues and being accepted for membership, may become an active voting member in VSTMA and are eligible to hold elective office.

Section 3.4 Categories of Non-Voting Members: There shall be four (4) non-voting categories of membership.

3.4.1 Category A, Student: Any full time student, upon payment of dues, verification of enrollment and being accepted for membership, may become a non-voting member of VSTMA.

3.4.2 Category B, Honorary: By a majority vote of the Board of Directors, Honorary non-voting memberships shall be conferred upon a nominee who has made significant contributions to the sports turf industry.

3.4.3 Category C, Advisory: Any person appointed by majority vote of the Board of Directors, whom the Board feels can make significant advisory contributions to the Board.

3.4.4 Category D, Associate: Any individual not directly involved in sports turf management who supports the objectives of VSTMA, or an additional individual of a Category 5 Member Company.

ARTICLE IV

MEETINGS AND MEMBERS

Section 4.1 Place of Meetings: All meetings shall be announced and be held at such a place as may be designated by the Board of Directors or its duly appointed representative.

Section 4.2 Annual Meetings: The Annual Meeting of the members shall be held on the day, date, time and place as determined by the Board of Directors for the transaction of such business as may come before the membership.

Section 4.3 Special Meetings: Special meetings of the Members for any purpose may be called only by the Board of Directors, pursuant to a resolution approved by a majority of the entire Board of Directors. Business transacted at a special meeting shall be confined to the purpose stated in the call and notice thereof.

Section 4.4 Notice of Meetings: Notice of each regular and special meeting of Members stating the date, time and place thereof and the general nature of the business to be considered shall be given before the date of the meeting by whatever media the Board of Directors or its duly appointed representative deems appropriate to each Member entitled to vote at their address as it appears on the records of the Association.

Section 4.5 Voting Rights: Each Member who is entitled to vote, pursuant to the terms of these bylaws, shall be entitled to vote in person. Members may proxy their vote to another voting Member. The proxy must be in writing and presented to the Secretary by the start of the meeting. No Member may hold more than two Proxy's.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Purpose, Number, Election and Term of Office: The business and affairs of the Association shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Past President, Information Officer and nine (9) Directors. The Directors shall include one (1) member from each of the seven (7) voting categories and two (2) At-Large members. The Board of Directors shall be elected by the Members and shall serve two (2) year terms. The immediate Past President serves on the board without election as long as the current President is in office.

Section 5.2 Quorums:

5.2.1 Simple majority: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

5.2.2 Proxy's: Board Members may proxy their vote only to another Board Member. The proxy must be in writing and presented to the Secretary by the start of the meeting. No one Board Member may hold more than two Proxy's. The President shall hold no Proxy.

Section 5.3 Removal of Directors:

5.3.1 By Board of Directors Action: Any member of the Board of Directors missing two (2) consecutive meetings without valid reason may be dismissed from the position of Director and the vacancy filled in accordance with Article V, Section 5.6.

5.3.2 By Members Action: The voting members, by majority vote with cause, may remove a Director, Officer or the entire Board of Directors from office. Neither a Director, Officer nor the entire Board of Directors shall be removed

from office unless the notice of the annual or special meeting at which the removal is to be considered states such purpose. When the Board of Directors or a member of the Board of Directors has been removed, new Directors &/or Officers may be elected at the same meeting.

Section 5.4 Meetings: Meetings of the Board of Directors shall be held at least once per year at such time and place, as the President shall determine.

Section 5.5 Committees: From time to time, the Board of Directors may create such standing and special committees as they may see fit and may designate the duties and powers of such committees, provided however, that no such committee shall be given authority to amend the Bylaws of this Association. Committee chairpersons and members shall be appointed by the President from the membership of VSTMA.

Section 5.6 Vacancies: Vacancies occurring in any Board Position or committee shall be filled by appointment by the President. Appointments made under this section shall be for the duration of the un-expired term of directorship vacated. The Board of Directors, by majority vote, may appoint an Acting President during a period of extended vacancy in the office of President.

ARTICLE VI

OFFICERS & DIRECTORS

Section 6.1 Designation, Election and Term of Office: The officers of this Association shall be President, Vice President, Secretary, Treasurer, Past President and Information Officer. The Directors of this Association shall represent the seven (7) voting categories. Together, the Officers and Directors comprise the Board of Directors.

6.1.1 Election: Bi-annually, a Nomination & Election Committee shall be formed and solicit all voting members, by mail, for candidates. Only voting members may be nominated. The Nomination Committee shall validate nominations and establish a slate of candidates for balloting by the voting members. Voting may be by mail or at a duly called Membership Meeting. The Nomination and Election Committee shall tabulate votes and present election results to the Board of Directors for certification. The duly elected Board of Directors shall assume office on January 1, or immediately if held after January 1. If the slate of nominees or an individual office is unopposed, the Board of Directors, by majority vote, may accept the slate or office by Acclamation.

6.1.2 Eligibility Criteria: The person nominating a candidate(s) must be a VSTMA Member in good standing and the candidate(s) nominated must be a VSTMA Voting Member in good standing. A Member may nominate him/herself. Not more than one member of an organization may be nominated or elected to the Board of Directors

6.1.3 Term of Office: All elected Officers shall serve in an office a term of two (2) years not to exceed two (2) consecutive terms. All elected Directors shall serve two (2) year terms with no term limits.

Section 6.2 Duties of the President: The President shall be the chief executive officer. The President shall preside at all meetings of the members and at meetings of the Board of Directors. The President shall have the authority to fill all vacancies on the Board of Directors pursuant to Sections 5.6 and 6.2. The President shall have general charge, supervision and control of the business affairs of the Association under the direction of the Board of Directors.

Section 6.3 Duties of the Vice President: The Vice President shall represent the interests of the VSTMA Members and affiliates to the Board of Directors, preside over meetings of the Association in the absence of the President and assume the duties of President as required by vacancy (see 5.6 Vacancies).

Section 6.4 Duties of the Secretary: The Secretary shall keep records of all votes and minutes of the Association meetings and report to the Board of Directors.

Section 6.5 Duties of the Treasurer: The Treasurer shall monitor the financial affairs of the Association and provide a report of the financial condition to the Board of Directors at the regular meetings.

Section 6.6 Duties of the Past-President: The immediate Past-President shall attend all Board Meetings assisting the President in transition. Past-President shall serve as the Chairman of the nominating committee.

Section 6.7 Duties of the Information Officer: The Information Officer shall manage and maintain the Association's official Website, prepare Press Releases and respond to media inquiries.

Section 6.8 Duties of the Directors: The Directors shall represent the interests of their respective Category 1 -7 VSTMA Members to the Board of Directors.

ARTICLE VII

IDEMNIFCATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Insurance and Indemnification: This Association shall indemnify each Director, Officer, employee or agent of VSTMA against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them to the fullest extent to which Directors and Officers may be indemnified under the terms and conditions of VSTMA Directors and Officers Insurance.

ARTICLE VIII

DUES

Section 8.1 Dues: The membership dues amounts shall be established by majority vote of the Board of Directors.

ARTICLE IX

FISCAL PROCEDURE

Section 9.1 Fiscal Year: The fiscal year of VSTMA shall begin on the first day of January in each year and shall coincide with the calendar year.

Section 9.2 Contracts: The Board of Directors may authorize a duly designated representative or representatives to enter into contract or execute and deliver instruments in the name of and on behalf of the Association. Such authority may be general or be confined to specific instances.

Section 9.3 Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or be confined to specific instances.

Section 9.4 Checks, Drafts, etc: All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of VSTMA shall be signed by such officer or officers, duly appointed representative or representatives of the Association and in such manner as determined by the Board of Directors.

Section 9.5 Deposits: All funds of VSTMA not otherwise employed shall be deposited in a timely manner to the credit of VSTMA in such bank, trust companies or other depositories as the Board of Directors or duly appointed representative may select.

Section 9.6 Audit and Financial Statement: The Board of Directors shall triennially cause the books and accounts of VSTMA to be audited by an independent certified public accountant and VSTMA shall submit a financial statement to the members annually.

ARTICLE X

NATIONAL CERTIFICATION

Section 10.1 Affiliated Chapter Certification: It is the intent of the VSTMA to continue to meet the requirements set forth by the national Sports Turf Managers Association for the purpose of maintaining affiliation and certification.

ARTICLE XI

AMENDMENT TO THE BYLAWS

Section 11.1 Amendment Proposal: Amendments to the Bylaws shall be proposed to the Board of Directors and shall be submitted to the Membership by mail at the discretion of the President.

Section 11.2 Amendment to the Bylaws: The Bylaws may be amended by a majority of the members casting votes by means of a mail ballot or by vote at any duly called meeting.

ARTICLE XII

Ethics and Conduct

Section 12.1 Ethics and Conduct: As an affiliated chapter of the national STMA we the membership accept and will follow the National STMA Code of Ethics and Code of Conduct.

By-laws Approved December 2010.