ARTICLE I - THE ASSOCIATION
Section 1.1. Name. The name of the association is the Southern Nursery Association, Inc., also referred herein as "the Association" or "SNA."

ARTICLE II - PURPOSE
Section 2.1. Purpose. The purpose of the Association is to further the interest of the southern nursery industry, promote the general welfare of the nursery industry and all other industries affecting or affected by it in the southern portion of the United States, and to increase the usefulness of the industry to the general public.

Section 2.2. Restrictions. All policies and activities of the Association shall be consistent with applicable tax exemption requirements including the requirements that the Association of the Internal Revenue Code Section 501 C (6) and its stated purpose not be organized for profit and that no part of it's the Association's net earnings shall inure to the benefit of any private individual.

ARTICLE III -- MEMBERSHIP
Section 3.1. Active Membership. Active Membership in the Association is limited to individuals and business firms that are actively engaged in the wholesale or retail nursery business, landscape contracting, landscape architecture, landscape maintenance contracting, research and allied business, with a business office located in one of the states encompassed by an SNA Chapter. There can be only one Active Membership per business. The business shall designate in writing the individual who shall serve as its official representative to SNA. Active Member representatives may vote and hold office in the Association.

Section 3.2. Nursery Business. The term "Nursery Business" as used herein refers to the production and/or distribution of plant materials, including trees, shrubs, vines and other plants having a persistent woody stem or stems, and all herbaceous annuals, biennials, or perennials, generally used for planting, by those concerns whose major portion of income is derived from agricultural, horticultural and allied materials connected with and essential to the nursery business.

Section 3.3. Chapters. The active members shall be grouped into Chapters according to the states in which their primary offices are located. There are four (4) Chapters as follows:

Chapter 1 - Maryland, North Carolina, Virginia, West Virginia
Chapter 2 - Florida, Georgia, South Carolina
Chapter 3 - Arkansas, Kentucky, Missouri, Oklahoma, Tennessee
Chapter 4 - Alabama, Louisiana, Mississippi, Texas

Section 3.4. Non-Voting Memberships. The following membership classes have no vote nor are they eligible to hold office in the Association:

Associate Membership. Individuals and business firms engaged in or affiliated with the nursery business in states that are not encompassed by SNA Chapters.

International Members. Individuals and business firms engaged in the nursery business outside the United States or Canada.

Student Members. Students enrolled in a high school or university in the U.S.

Honorary Members. Individuals who have performed some outstanding service in the field of horticulture, or in the interest of the nursery industry may be elected by the Board of Directors as honorary members of the Association. Honorary members shall not be required to pay dues.

Secondary Member. Active and Associate Members may submit the names of key personnel in their businesses to be added as additional representatives. Secondary Members receive standard membership publications and communications but have no membership rights.
**Section 3.5. Applications for Membership.** All applicants for membership must complete and sign the board-approved application form and submit the application to the principal office of the Association.

**Section 3.6. Admission of Members.** Admission to membership is subject to approval by the Board of Directors.

**Section 3.7. Resignation.** Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

**Section 3.8. Expulsion.** Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Any member proposed for expulsion is given not less than 15 days prior written notice of the proposed expulsion including the reason for the proposed expulsion, and an opportunity to be heard, orally or in writing before the Board of Directors. Any written notice given by mail is given by first-class or certified mail sent to the last address of the member shown on the Association's records. The member is given final written notice of the Board's decision.

**ARTICLE IV - DUES**

**Section 4.1. Dues.** Dues are established by the Board of Directors.

**Section 4.2. Delinquency.** Any member of the Association who is delinquent in dues for a period of ninety days is notified of the delinquency and suspended from membership. Failure to pay the dues within the succeeding thirty days terminates the membership.

**Section 4.3. Termination.** Membership terminated by non-payment of dues may be reinstated by the Board of Directors upon submission of a membership application accompanied by payment of all dues that are owed.

**Section 4.4. Refunds.** No dues will be refunded.

**Section 4.5. Additional Representatives.** Active and Associate Members may submit the names of key personnel in their businesses to be added as Additional Representatives. Additional Representatives receive standard membership publications and communications but have no membership rights. The Association may establish a fee for this service.

**ARTICLE V - GOVERNANCE**

**Section 5.1. Directors.** The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Association.

**Section 5.2. Composition of the Board.** The Board of Directors consists of individuals elected by and from the Active Membership. There shall be a director from each participating state.

**Section 5.3. Executive Committee.** There shall be an Executive Committee composed of six of the directors. Three of these directors are designated as Officers – the President, the Vice President/Treasurer, and the Immediate Past President. Three additional directors shall serve on the Executive Committee; one from each Chapter area, except the Chapter area of the Vice President/Treasurer. The Executive Committee may act in place and stead of the Board of Directors between board meetings on all matters except those specifically reserved to the Board by these bylaws or by applicable law. The Executive Committee must submit an annual budget to the Board of Directors for approval by the Board. The Executive Committee must report its action to the Board at the next Board meeting. Meetings of the Executive Committee may be called by the President. The President presides at meetings of the Executive Committee.

**Section 5.4. Term.** Director terms begin on August 1 upon election at the annual business meeting and directors serve for a term of one year or until their successors are elected. No director may serve more than three succeeding terms; however, a person who has previously served as a director may again be elected after having been out of office for one year. This term limit does not apply to a director who is subsequently elected as an Officer.
Section 5.5. Nominating Committee. The Board of Directors shall appoint a Nominating Committee each year no later than April 1. The Immediate Past President shall be a member of the Nominating Committee and serves as Chair of the Committee. The Committee will submit a list of candidates for election as Directors to the Executive Vice President by June 1. Nominees for the Officer and Executive Committee members will be designated as such. The President automatically succeeds to the office of Immediate Past President. When the Director from any of the four Chapters is elected to the office of President, a new Director from the same Chapter shall be elected to fill their vacated position of the Board of Directors.

Section 5.6. Qualification for President. A nominee for President must have served at least two years as a director.

Section 5.7. Election. The election will take place at the annual meeting. However, the Board of Directors may choose to conduct the election by mail ballot.

Section 5.8. Vacancies. If a vacancy occurs on the Board for any reason the President, with board approval, appoints a new board member for the unexpired portion of the vacant term.

Section 5.9. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. Meetings may be called by the President or by the request of any five directors. A quorum of the Board of Directors consists of a majority of the number of prescribed directors. A majority of directors, where a quorum is present, is necessary to make a decision except where some other number is required by law or by these bylaws. Proxy voting is not permitted. The board 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 may 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.

Section 5.10. Notice. The Executive Vice President will send notice of meetings of the Board to each director not less than ten days before the date of the meeting. If required by urgent circumstances, a meeting may be held with less notice, provided notice is fair and reasonable under the circumstances.

Section 5.11. Action Without a Meeting. The Board of Directors may act by written consent signed by not less than two-thirds of the number of prescribed directors. Written consent may be signed and transmitted electronically.

Section 5.12. Removal. A director may be removed for adequate reason by a two-thirds vote of the ballots cast from the Active Membership majority vote by the Board of Directors.

Section 5.13. Compensation. Directors do not receive compensation for their services as directors. They may be reimbursed for expenses reasonably incurred on behalf of the Association in performance of such duties.

ARTICLE VI - DUTIES OF THE OFFICERS

Section 6.1. President. The President is the chief executive officer of the Association and presides at meetings of the members and of the Board of Directors and the Executive Committee. The President shall vote in Board and Executive Committee meetings only when needed to break a tie. The President appoints, with the consent of the Board of Directors, whatever committees, other than the Nominating Committee, deemed necessary. The President is a member of all committees except the Nominating Committee.

Section 6.2. Absence of President. The Vice President/Treasurer performs the duties of the President in the absence of the President and is responsible for the fiscal affairs of the Association in accordance with regulations adopted by the Board.

Section 6.3. Nominating Committee Chair. The Immediate Past President serves as Chairman of the Nominating Committee.
Article VII - Executive Vice President
Section 7.1. Appointment. The Executive Vice President shall be appointed by the Executive Committee Board of Directors and shall serve at the pleasure of the Executive Committee Board of Directors. The Executive Vice President will be an employee of the Association or a contracted association executive. The Executive Vice President can be dismissed by the Executive Committee Board of Directors.

Section 7.2. Duties. The Executive Vice President reports to the Executive Committee or the Board of Directors when they are in session; otherwise, the Executive Vice President reports to the President. The Executive is the chief employed operating officer of the Association with full authority for the management of its affairs subject only to the duties specified by these bylaws and the direction of the Executive Committee, the Board of Directors, or the President. The Executive Vice President has sole and exclusive authority for the engagement and discharge of all other employees of the Association. The Executive Vice President also performs the duties normally performed by the secretary of a corporation.

Section 7.3. Board. The Executive Vice President is a non-voting member of the Board of Directors and shall not be counted in determining the total number of prescribed directors.

Article VIII - Meetings of the Members
Section 8.1. Annual Membership Meeting. The Association will hold an annual meeting of the Active Membership at the place and on the date that the Board of Directors determines.

Section 8.2. Notice. The Association shall give members fair and reasonable notice of the annual business meeting or any special meeting. The Executive Vice President will give Active Members at least thirty days notice of the time and place of the annual meeting or special meeting. Special meetings of the membership may be requested by 50 Active Members, with approval of the Board of Directors.

Section 8.3. Voting. The presence of one-fourth the Active Membership or fifty Active Member firms, whichever is less, constitutes a quorum. A majority of members present, where a quorum is present, is necessary to act except where some other number is required by law or by these bylaws shall be sufficient to approve a motion. Proxy voting is not permitted. Voting by mail ballot is permitted.

Article IX - Indemnification
Section 9.1. Indemnification. Each director and each officer or former director or officer of the Association may be indemnified and may be advanced reasonable expenses by the Association against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against them, or any action, suit or proceeding to which he or she may be a party by reason of being, or having been, a director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Association shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Article X - Liability of Directors
Section 10.1. Liability of Directors. To the fullest extent that the Virginia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association with reference to any event or events preceding or state of facts existing at the time of such repeal or modification.
Article XI - Miscellaneous

Section 11.1. Rules of Order. The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern Association meetings to the extent they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 11.2. Fiscal Year. The fiscal year of the Association shall be November 1 through October 31 of each year.

Section 11.3. Electronic Transmission. Notices and mail ballots may be transmitted by electronic means. Members may request ballots by U.S. Mail or facsimile. Members may request ballots by U.S. Mail or fax. The Association shall maintain reasonable records to verify transmission to the recipient's address of record and that any mail ballot received electronically was sent by the person whose name appears on it.

Section 11.4. Protection of the Association. The Board of Directors shall provide adequate protection to the Association against infidelity on the part of all directors and employees who handle funds of the Association by such bond or surety and indemnity, procured at the expense of the Association, as the Board shall deem necessary and proper.

Article XII - DISSOLUTION

Section 12.1. Dissolution. Upon dissolution of the corporation the assets of the corporation shall be distributed to the Sidney B. Meadows Scholarship Endowment Fund, Inc., a 501 C(3) charitable foundation providing academic scholarships to students in sixteen southeastern states.

ARTICLE XI - AMENDMENT

Section 13.1. Amendment. These bylaws may be amended or altered in whole or in part by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board, provided that adequate notice of the proposed change must be given to the Directors or a waiver of such notice recorded in the minutes of the meeting. The Board of Directors must then submit the amended bylaws to the Active Members for approval. Notice of proposed bylaws amendments must be provided to the Active Members with the notice of the meeting. The Board may choose to submit the amended bylaws to the members for approval by mail ballot instead of at a meeting.