OFFICIAL NOTICE

TO: Green Works/VNLA Active Members

DATE: January 12, 2018

SUBJECT: Proposed Bylaws Changes

According to Article XII of our bylaws, amendments or revisions to the bylaws may be made by a two-thirds vote of the active members at any meeting, providing that members are notified of the full text of the revision as well as the existing wording being replaced at least 30 days prior to the meeting. Reference is made to the current bylaws, adopted on February 12, 2008 and previously published on 2/9/05 together with a history of the Association from 1964 to 2005. Proposed changes to the text are in bold italics.

The following revisions are proposed:

Article III – MEMBERSHIP
Section 1 – Classes of Membership
Paragraph b. Associate Member: #4

Current:

4. “Previously Active members who have retired”.

Proposed: Remove #4.

Proposed New:

Article III – MEMBERSHIP
Section 1 – Classes of Membership

Proposed New:

e. Retired Member: Any active member 62 years or older, who has retired from their principal place of business in Vermont and was engaged in growing, designing, selling, distributing, installing and/or maintaining plants and landscape related products and services. Retired active members, current in dues, are eligible to vote or hold office in the Association.

Article V – MEMBERSHIP MEETINGS
Paragraphs a and b

Current:

a. “Each dues paying entity in the Active member class is entitled to one vote regardless of the number of representatives at the meeting or the level of dues assessed”.
b. “Only Active members current in dues payment are eligible to vote”.

Proposed:

a. Each dues paying entity in the Active and Retired member classes are entitled to one vote regardless of the number of representatives at the meeting or the level of dues assessed
b. Only Active and Retired members current in dues payment are eligible to vote.

Article VII - BOARD OF DIRECTORS
Section 4. Duties.
Paragraph b

Current:

b. “The Board of Directors shall have the authority to employ or contract for an Administrative Secretary to manage the day-to-day activities of the Association as outlined in Article VIII”.

Proposed:

b. The Board of Directors shall have the authority to employ or contract for an Executive Director to manage the day-to-day activities of the Association as outlined in Article VIII.

Article VII - BOARD OF DIRECTORS
Section 5. Meetings
Paragraphs b and c

Current:

b. “Notice of all meetings of the Board of Directors shall be sent by mail, email, or fax to each Director at least ten days in advance of each meeting”.
c. “A quorum of the Board of Directors consists of five members”.
Proposed:

b. The Board of Directors will be notified ten days in advance of each board of directors meeting.
c. A quorum of the Board of Directors consists of five members. Attendance of meetings can either be in person or via electronic means. Electronic means can include telephone, video or audio conferencing, or other electronic devices.

Article VII - BOARD OF DIRECTORS
Section 5. Meetings

Proposed New Paragraphs

e. The Board of Directors shall have the authority to communicate and vote electronically, when necessary, in between scheduled board of directors meetings.

f. Minutes of all meetings of the Board of Directors shall be kept and entered into the permanent records of the organization.

Article VIII – ADMINISTRATIVE SECRETARY
Sections 1 and 2.

Current:

"SECTION 1. An Administrative Secretary shall be an independent contractor or employee hired by the Board of Directors to manage the operations of the Association and to assist the Directors and Committees with their duties. Specific needs to be met by the Administrative Secretary may change from time to time and will be amended as needed by the Board of Directors”.

"SECTION 2. The Administrative Secretary shall be accountable to the Board of Directors and not to any one officer or Director. The Board shall establish the functions to be assigned, review the performance of the incumbent and establish compensation for the position”.

Proposed:

SECTION 1. An Executive Director shall be an independent contractor hired by the Board of Directors to manage the operations of the Association and to assist the Directors and Committees with their duties. Specific needs to be met by the Executive Director may change from time to time and will be amended as needed by the Board of Directors.

SECTION 2. The Executive Director shall be accountable to the Board of Directors and not to any one officer or Director. The Board shall establish the functions to be assigned, review the performance of the incumbent and establish contract terms for the position.

ARTICLE IX – COMMITTEES
SECTION 2. Standing Committees.
Paragraph b.

Current:

b. “Evaluation & Planning. Review performance of the Administrative Secretary and recommend changes in duties and compensation as needed to the Board of Directors. Review the Bylaws and recommend amendments or revision as needed. Audit performance of Officers and Directors with regard to compliance with the Bylaws”.

Proposed:

b. Evaluation & Planning. Review performance of the Executive Director and recommend changes in duties and compensation as needed to the Board of Directors. Review the Bylaws and recommend amendments or revision as needed. Audit performance of Officers and Directors with regard to compliance with the Bylaws.