

**Bylaws
of the
Mulch & Soil Council, Inc.
Revised: October 13, 2005**

Article I: Name

The name of this Organization shall be the Mulch & Soil Council. It shall be a membership corporation not organized for profit.

Article II: Object

The objects of the Council are: to further and promote the general business interests of the bark and soil products industry through advertising, publicity and public relations; to foster and maintain high standards and ethical practices in the industry; to encourage and maintain a spirit of harmony and cooperation among its members; to support legislation deemed beneficial, and to oppose legislation deemed detrimental to the welfare of its members; to encourage a continued improvement in the skills and materials employed in the bark products industry; to provide a legally constituted medium through which its members may direct and coordinate their collective efforts and ideas, and by mutual endeavor, to promote and inspire public esteem by or through the dissemination of information and educational programs; to promote the growth and economic structure of the bark and soil products industry through mutual cooperation and support of allied industry and professional groups, political subdivisions, civic organizations, and the general public; to speak for the bark and soil industry as a whole on a national level and represent its interests at all times; to provide research programs in the development of improved products, equipment, methods, management procedures, and business practices.

Article III: Membership

Section 1. Voting Members

- (a) Sole proprietorships, partnerships corporations or other entities actively engaged directly or indirectly in the processing of bark and/or soil products are eligible for voting membership. Included in such voting membership shall be all entities controlled, directly or indirectly, by the applicant; provided that sales volumes of such controlled entities are taken into account by the Board of Directors in the calculation of the membership dues of the voting member.
- (b) Each Voting Member in good standing shall designate a representative who shall have one vote and shall be eligible to hold office. Controlled entities included in the voting membership of a controlling entity shall not be entitled to a separate representative and shall not be entitled to a separate vote.

Section 2. Affiliate Members

- (a) Sole proprietorships, partnerships, corporations or other entities actively engaged in supplying products to bark and/or soil producers are eligible for affiliate membership. Included in such Affiliate Membership shall be all entities controlled, directly or indirectly, by the applicant.
- (b) Each Affiliate Member in good standing shall designate a representative who shall have one vote and shall be eligible to hold office. Controlled entities included in the Affiliate Membership of a controlling entity shall not be entitled to a separate representative and shall not be entitled to a separate vote.

Section 3. Associate Members

- (a) Sole proprietorships, partnerships, corporations or other entities engaged in providing a service to bark and/or soil producers are eligible for Associate Membership. Included in such Associate Membership shall be all entities controlled, directly or indirectly, by the applicant.
- (b) Each Associate Member in good standing shall designate a representative who shall have one vote and shall be eligible to hold office. Controlled entities included in the Associate Membership of a controlling entity shall not be entitled to a separate representative and shall not be entitled to a separate vote.

Section 4. Honorary Members

- (a) Honorary Membership shall be conferred by the Council to any person for distinguished service to the Council, the bark and/or soil producers industry, or fields of activity related thereto.
- (b) Honorary Membership may be approved by a majority vote of the Board of Directors.

(c) An Honorary Member shall not have voting privileges and will not be eligible to hold office.

Section 5. Non-Profit/Institutional Members

- (a) Municipalities, State Agencies, Federal Agencies, Universities, and associations organized under Section 501(c) of the U.S. Code interested in information exchange with bark and/or soil producers are eligible for Non-profit/Institutional Membership.
- (b) A Non-profit/Institutional Member may be a member of committees but shall not have voting privileges in the Council and may not hold a seat on the Board of Directors.

Section 6. Foreign Members

Sole proprietorships, partnerships or corporations actively engaged directly or indirectly in the processing of bark and/or soil products but not selling in any U.S. markets are eligible for foreign membership.

Section 7. Application for Membership

Application for membership in the Council shall be made in writing on membership application forms provided for that purpose.

Section 8. Membership Approval

Approval of application for membership by a majority vote of the Board of Directors is requisite to a membership in this organization. The members of the Board of Directors may act upon an application for membership at any regular or special meeting of the Board of Directors, or by a mail vote.

Section 9. Membership Dues

Membership dues shall be fixed by the Board of Directors. The fiscal year of the Council is from January 1 to December 31. The fiscal dues year of the Council is the same period. Failure of any member to pay dues within 60 days after becoming payable shall subject a member to suspension until paid. The Treasurer shall notify the member in writing of such suspension. Upon payment in full of dues owed, a suspended member may be reinstated as a member in good standing. Any member whose dues are delinquent for more than 90 days after receipt of a regular dues invoice shall be dropped from membership following notice of termination of his membership.

Section 10. Membership shall be terminated by:

- (a) Death, if the member is a person;
- (b) Dissolution, if the member is a firm, partnership or corporation;
- (c) Failure to pay dues;
- (d) Dismissal from the Council by a majority vote of the Board of Directors at any duly convened meeting, after no less than thirty (30) days notice with opportunity to be heard, for any action found by the Board of Directors to have been contrary and detrimental to the principals or purposes of the Council.
- (e) A membership terminated for a specified cause may be reinstated by a majority vote of the Board of Directors, provided the cause for such termination no longer exists. A membership terminated for failure to pay dues may be reinstated upon the payment of dues for the full current year.
- (f) Resignation of membership shall be made to the Council in writing at least thirty (30) days prior to such a termination.
- (g) Honorary Membership may be terminated by majority vote of the Board of Directors.

Article IV: Council Meetings

Section 1. Annual Meetings and Special Membership Meetings.

- (a) The annual meetings of the Council shall be held at a time and place to be designated by the Board of Directors.
- (b) Written notice of such annual meetings shall be mailed to the membership at least sixty (60) days prior to such meetings.

- (c) In the case of special or emergency meetings, voting members shall be notified in writing not more than sixty (60) days nor less than five (5) days prior to such meetings.
- (d) Notices of such special or emergency meetings shall inform the members of the purpose or purposes for which the meeting was called.
- (e) Special or emergency meetings may be called by the President, the Board of Directors, or by a one-fifth vote of the Voting Members.

Section 2. Quorum

A quorum necessary for the transaction of business at any duly called meeting shall be a majority of the Voting Members of the Council represented by their duly accredited representatives in person.

Section 3. Manner of Acting

The vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter requiring a vote by the members, except as otherwise provided herein.

Section 4. Resolutions

A resolution intended for consideration by the Council shall be presented in writing to the Secretary. Every resolution, upon presentation at any session of a regular meeting of the membership, shall be read, unless immediate consideration is granted by a two-thirds vote of the Voting Members present. Any such resolution may be referred by the President to an appropriate committee.

Section 5. Voting by Ballot

Voting on any question or in any election shall be by voice vote, unless not less than twenty Voting Members shall request that such voting be by ballot.

Article V: The Board of Directors

Section 1. Powers

The administration of the affairs of the Council is vested in the Board of Directors. The Board of Directors has all powers expressly granted by the Articles of Incorporation and Bylaws of the Council, and also all general authority not inconsistent therewith, to formulate the programs and administer the affairs of the Council between regular sessions. The Board of Directors of the Mulch & Soil Council are authorized to interpret all provisions of these bylaws.

Section 2. Structure of the Board of Directors

- (a) The Board of Directors of the Council shall consist of not less than five (5) nor more than nine (9) members as nominated and elected by the majority vote of the Voting Members of the Council. Terms of office shall be three years with staggered terms so that three Directors are elected each year.
- (b) If a vacancy occurs on the Board of Directors due to death, removal, or resignation, a new Director will be appointed by the Directors to serve the remaining portion of such term.
- (c) Annually, after the Annual Membership Business Meeting during which Directors are elected, the Board of Directors shall hold a meeting of the Board at which time the Board shall elect four Directors to serve as officers for a period of one year or until such time as a replacement is duly elected. The four officers to be elected by the Board shall be a President, a Vice President, a Treasurer and a Secretary and shall be elected by a majority vote of the Directors.
- (d) Nominations for members of the Board of Directors shall be made by the Nominating Committee during the Annual Membership Business Meeting after having secured from the nominees assurance that they are willing to serve if elected. After nominations are made by the Nominating Committee, nominations may be made on the floor by any voting member in good standing prior to the time nominations are declared closed by vote of the voting membership present. Any such nominee must also give assurance prior to acceptance of nomination and voting that such nominee is willing to serve if elected.

Section 3. Failure of Duty

If an officer or director fails to attend three (3) consecutive meetings of the Board, or otherwise fails to perform the duties of his office, without due cause, the Board may declare his office vacant; and in such event, or in any case in which it is necessary to fill a vacancy on the Board of Directors or in any particular office, the Board may appoint from the regular membership of the Council a substitute to serve the remaining portion of such term.

Section 4. Quorum

A simple majority of the installed members of the Board of Directors shall constitute a quorum. Unless otherwise provided herein, a majority vote of the members of the Board of Directors present at any Board meeting shall control the action of the Board.

Section 5. Meetings

The Board of Directors shall hold a Board Meeting during the Annual Meeting of the Council. Other meetings of the Board of Directors may be held upon the call of the President. The President will issue a call for a special meeting at the request of five members of the Board of Directors. ten days prior notice shall be given for any such special meeting.

Section 6. Eligibility for Office

Only the designated representatives of Voting Members in good standing are eligible to hold office in the Council. Such representatives shall not be eligible to be a candidate for office unless, prior to the time his name is placed in nomination, he shall have advised the Nominating Committee that he is willing to accept such nomination, and that if elected, he will serve in the office to which he is elected.

Article VI: Officers

Section 1. Duties

- (a) It shall be the duty of the President to preside at all meetings of the Council and of the Board of Directors, issue calls for special meetings as herein provided, appoint, and for cause, dissolve all special committees, subject to approval by the Board of Directors with respect to appointment and dissolution and to serve as ex-officio member of each special committee.
- (b) It shall be the duty of the Vice President to act in the place of the President in the latter's absence or upon his request. In the event of the death, incapacity, resignation or removal of the President, the Vice President shall become President for the remaining portion of the unexpired term.
- (c) It shall be the duty of the Secretary to maintain correct records of the minutes of the meetings of the membership, the Board of Directors, and the Officers; insure that the Council, its Officers, its Directors and its employees are protected by adequate insurance against liability under federal or state regulatory laws and against public liability for damage arising out of the performance of Council duties; notify the members, Officers, and Directors of all meetings and transmit all other proper communications.
- (d) It shall be the duty of the Treasurer to collect all monies due the Council and to place same to the credit of the Council in such depositories which may from time to time be designated by the Board of Directors. From such funds he shall pay the obligations of the Council and keep an accurate account thereof. He shall render at the Annual Meeting a statement of the financial condition of the Council and render like statements to the Board of Directors at such time as the Board may direct. The Treasurer shall insure that the books and accounts shall be audited at the end of each fiscal year by a certified public accountant and that a certified copy of the audit is presented to each member of the Board of Directors within 60 days after the end of the fiscal year.

Section 2. Authority

Under authority of the Board of Directors, the officers may act for the Board, between meetings of the Board, to carry out Council policies established by the Board or membership.

Section 3. Meetings

Officers' meetings shall be called by the President, and shall be called by him upon written request of three Officers. The time and place of such meetings shall be designated by the President. Three (3) Officers constitute a quorum.

Section 4. Induction

On the last evening of the Annual Meeting, the Officers-elect and Directors-elect shall assume office.

Article VII: Committees

Section 1. The following Council committees are authorized:

1. Finance
2. Membership, Credentials and Elections
3. Nominations
4. Publicity
5. Legislation
6. Technical.

Section 2. There shall be such other committees of the Council as the Board of Directors may authorize from time to time.

Section 3. The President, subject to approval by the Board of Directors, shall appoint the members of all committees and designate the chairmen thereof. A member of the Board of Directors shall be a member of each committee and act as a liaison between the committee and the Board of Directors. The Finance Committee shall be appointed by the President from the membership of the Board of Directors.

Section 4. Committee Authority and Function

Committees shall meet on call of the Chairman with the approval of the President.

Section 5. Resolutions

The President shall assign all resolutions to such committees as he may deem appropriate, based on the subject matter of the resolution.

Section 6. The President is empowered to drop inactive or absent members from committees and to fill any vacancy by appointment for the unexpired term, subject to subsequent ratification by the Board of Directors.

Article VIII: Council Funds

Section 1. Checking and Savings Accounts

Such checking and savings accounts may be established and maintained as deemed necessary by the Board of Directors for the payment of Council expenses and as a repository for Council funds.

Section 2. Investments

The Board may invest all or any portion of the Council's funds in (a) institutions whose deposits are insured by the Federal Deposit Insurance Corporation or by the Federal Savings and Loan Insurance Corporation, except that no deposits in any one institution may exceed the total amount insured; or (b) in obligations of the United States Government or for which the full faith and credit of the United States are pledged.

Section 3. Bonding

The Officers, Directors and all employees of the Council whose duties involve the handling of monies of the Council shall furnish bond approved by the Board of Directors, the premiums of which shall be paid by the Council.

Section 4. Insurance

The Council shall maintain an insurance policy covering personal liability, property damage, bodily injury, libel, slander, false advertising, etc.

Section 5. Property

No property of this Council shall inure to the benefit of any private person.

Article IX: Limitations

Section 1. No vote may be taken or sanctioned by the Board of Directors, or any committee, which relates to the political preferment of any individual or group of individuals or of any political party.

Section 2. No member, on behalf of the Council, shall solicit or endorse the solicitation of contributions, other than for an approved activity of the Council, unless such solicitation is first approved by the Board of Directors.

Article X: Amendment of Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Voting Members present at a General Meeting. Written notice of such proposed amendments shall be submitted to the Board of Directors at least sixty (60) days prior to a General Meeting. The Secretary shall forward to the membership a written notice of such proposed amendment at least fifteen (15) days prior to the General Meeting at which the amendment is to be considered.