

**The North Carolina Vending Association
Official Constitution and By-laws**

(incorporating changes of 1957, 1960, 1963, 1971, 1972,
1988, 1989, 1995, 2001 and 2002 to the original adopted in 1954)

Constitution

ARTICLE I - NAME

Section 1. The name of this association shall be The North Carolina Vending Association, Inc.

ARTICLE II - LOCATION

Section 1. The location of the principal office of this Association shall be determined by the Board of Directors.

ARTICLE III - PURPOSE

Section 1. The purpose of this Association shall be to promote a better understanding of the mutual interests and problems of this industry and adopt and subscribe to the code of ethics of the National Association of Automatic Merchandising.

ARTICLE IV - MEMBERSHIP

Section 1. All persons, partnerships or corporations engaged in the operation or distribution of merchandise by any and all types of automatic, coin/currency, merchandising equipment within the State of North Carolina shall be eligible for an operator membership in this Association. In addition, manufacturers of such equipment, including suppliers of merchandise and ingredients and representatives thereof, and those involved in vending in an educational capacity, shall be eligible for an associate membership, with voting rights and entitlements to hold office as described in the bylaws. In the constitution and by-laws the words "member" and "membership" shall refer to operator members and/or associate members.

Section 2. Any member may have his or its membership revoked by a majority of the members present at any meeting of the Association for failure to subscribe to its standards or pay dues or assessments or for other good and sufficient cause, provided, however, such action shall not be taken without first granting the member an opportunity to be heard by the Association.

ARTICLE V - GOVERNMENT

Section 1. The affairs of this Association shall be administered by a board of Directors whose election shall be as prescribed by the by-laws.

ARTICLE VI - FISCAL YEAR

Section 1. The fiscal year of this Association shall be from January 1st of any year to and including December 31st of the same year.

ARTICLE VII - AMENDMENTS

Section 1. Amendments to the constitution may be proposed by any current member and must be submitted to the Executive Committee for consideration. Upon due consideration of the Executive Committee and a favorable majority vote of the Executive Committee the proposed amendments must be submitted to the general membership for their review and input. These amendments must be submitted to the general membership 30 days prior to the next scheduled Board of Directors meeting. The proposed constitutional amendments then require a 2/3 favorable majority by the Board of Directors in order to be presented to the general membership for a vote at the annual meeting during the Fall Meeting. The general membership vote must take place at the Annual Fall Meeting and the proposed amendments require a 2/3 favorable majority of the general membership present to be adopted.

BY-LAWS

ARTICLE I

Section 1. The Board of Directors shall comprise the elected officers of this Association; ten (10) Operator Member Directors and four (4) Associate Member Directors and the immediate Past-President, serving as Director Ex Officio for the succeeding two (2) years following his term of office.

Section 2. The Board of Directors shall arrange for all meetings of the membership; meet at intervals during the year to counsel on matters pertaining to the Association and its activities and initiate and carry to fruition such new activities as are deemed beneficial to the Association; formulate and put into effect all rules of procedure and conduct designed to insure smooth functioning of the Association activities and pass upon all applications for membership approved by the membership committee.

Section 3. The directors shall serve for a period of three years in such manner that the term of one-third of all elected directors shall expire each year, except where it shall be necessary to elect for a shorter period of time in order to have the terms of one-third of the elected directors expire each year.

Section 4. All officers and directors shall be elected and appointed at the annual meeting of each year and the officers shall serve for a period of two years to conform to the North Carolina State Legislative Bienniums, or less, in case of filling an interim vacancy, or in both cases until successors are chosen and elected or appointed.

The Officers and Directors to be elected shall be known as:

President
Vice President
Secretary
Treasurer
Operator Member Directors (10)
Associate Member Directors (4)

Section 5. The President, Vice President and Treasurer must be operator members and the secretary must be an associate member. All officers must have had experience as a director.

Section 6. All directors should have had experience on at least one of the standing committees.

Section 7. The President shall be the presiding officer at all Board and General meetings, and in his absence the Vice President. He shall approve the chairman of all committees, be an ex-officio member of all standing committees and present to the membership at the annual meeting a report of the activities and progress of the Association during the year. The Vice President shall act as the executive officer under the direction of the President and preside at Association and Board meetings in his absence. The Secretary shall keep the minutes of the meetings of the Board including all regular and special meetings and notify all members of the Association of the time, place and character of all general meetings. The Treasurer shall be bonded and act as custodian and disbursing officer of all funds and render a written report of the financial status of the Association at the annual meeting.

Section 8. Thirty days prior to the date set for the annual meeting, the president shall appoint a nominating committee, which shall consist of three members including the chairman, for the selection of officers and directors to be voted upon by the membership at the annual meeting. This committee shall nominate one candidate for each of the officers in Article 1, Section 4, and shall give this list to the Secretary one week before the date of the annual meeting. At the annual meeting the President shall present the nominees to the membership for election, including any nominees who may be nominated from the floor. A majority vote of the members present at the annual meetings shall constitute election.

Section 9. Immediately upon his election the President shall appoint the chairmen of the following standing committees:

Membership
Public Relations
Governmental Affairs
Finance
Education
Political Action Campaign
Annual Fall Meeting

The Chairmen of the Standing Committees shall appoint members to their committees from the Association Membership as necessary.

Section 10. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President and one operator member at-large to be appointed by the President.

Section 11. The full membership reserves the right to vacate a Board of Directors Position for cause with 2/3 majority vote by general membership.

ARTICLE II

Section 1. The annual meeting for the election of officers and directors shall be held in conjunction with the annual meeting of each year at the fall meeting.

Section 2. A majority of the members of the Association present shall constitute a quorum at all meetings except the annual meeting at which a majority of the membership present and in good standing shall constitute a quorum. To be in good standing a member shall have paid his dues on or prior to the annual meeting.

Section 3. A vacancy on the board or in office shall be filled by the Board of Directors.

Section 4. The Board of Directors shall appoint all committees, ad hoc other than the nominating and standing committees, deemed necessary for the proper transaction of the business and the activities of the association.

ARTICLE III - ASSETS

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the board of directors.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1. The dues or assessments of each member and associate member of the Association shall be fixed by the Finance Committee subject to the approval of the Board of Directors.

ARTICLE V - AMENDMENTS

Section 1. Amendments to the by-laws may be proposed by any current member and must be submitted to the Executive Committee for consideration. Upon due consideration of the Executive Committee and a favorable majority vote of the Executive Committee the proposed amendments must be submitted to the general membership. These amendments must be submitted to the general membership 30 days prior to the next scheduled Board of Directors meeting. The proposed by-laws amendments then require a 2/3 favorable majority by the Board of Directors in order to be presented to the general membership for a vote at the annual meeting during the Fall Meeting. The general membership vote must take place at the Annual Fall Meeting and the proposed changes require a 2/3 favorable majority from the general membership present to be adopted.