

Bylaws of the Organic Fruit Growers Association

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the Organic Fruit Growers Association. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2 — Purpose: Organic Fruit Growers Association is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is: To share information and encourage research to improve the organic production and marketing of fruit and to represent the interests of growers engaged in such.

Section 3 — Fiscal year: The fiscal year shall be the calendar year.

Section 4 — Financial records: The financial records of the organization are public information and shall be made available to the membership, board members and the public upon request.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership, or a nonvoting associate membership, shall be open to any individual that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2 — Annual dues: The amount required for annual dues shall be assigned by the Board and reviewed on an annual basis. Continued membership is contingent upon being up-to-date on membership dues. A base fee will be paid per farm and allow. one vote per membership. More than one individual from a farm can become a voting member if the base annual dues are paid for each individual..

Section 3 — Rights of members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections. Associate members will have access to information and price discounts but will not have voting rights.

Section 4 — Resignation and termination: Any member may resign by filing a written (email or letter) resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held as needed, at a time and place designated by the Board.

Section 2 — Annual meetings: An annual meeting of the members shall take place within or before the first quarter of the fiscal year. The specific date, time and location of which will be designated by the board. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings: Special meetings may be called by the president, the Executive Committee, or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member by email, fax, or postal mail not less than one week prior to the meeting. Meetings will also be posted on the Association website.

Section 5 — Quorum: A quorum for any properly announced Association meeting shall be 10% of the current membership.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association. The board shall have a minimum of five and maximum of seven members. Board positions above the five-member minimum can be added if voted on and approved by the membership. The board receives no compensation other than reasonable expenses, but are exempt from paying membership dues while in active office.

Section 2 — Terms: All board members shall serve three-year terms, and are eligible for re-election for up to two consecutive terms. There is no lifetime limit on years served. The initial board will have two members with three-year terms, two with a two-year term, and one with a one-year term.

Section 3 — Board composition:

The board will be made up of at least three growers commercially producing organic fruits. Two of the board members must be involved with a certified organic farm.

Section 4 — Meetings and notice: The board shall meet at least quarterly, with meeting dates established at the annual meeting. Any changes to these dates require a three week notice to board members. Membership must also be notified of meeting date changes by electronic posting, mailed newsletter, or other acceptable format. Meetings may be held by conference phone, however at least two of the meetings will be in person.

Section 5 — Board elections: Directors shall be elected or re-elected by the voting at the annual meeting. Elections and absentee voting may be offered via mail or email ballot. Directors will be elected by a simple majority of members voting.

Section 6 — Election procedures: A Nomination Committee headed by a current board member will be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. Each member will be eligible for a single vote.

Section 7 — Quorum: A meeting must be attended by a simple majority of board members for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: There shall be three officers of the board, consisting of a president, secretary and treasurer. Their duties are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Secretary, Treasurer.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall review financial records and make a report at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the nominations committee will recommend an acting board member, who will be voted into temporary office by the Board. The acting board member will fill the position only until the next annual election. Time spent as an acting board member will not accrue toward the board term limit.

Section 10 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be automatically terminated from the board due to two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a unanimous vote of the remaining directors. A member that has been removed may run again, but the partially filled term will be counted as a full term when related to term limits.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the President, or by three members of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least one week in advance.

Section 12 — Board Compensation for Organization Work: Board members may be compensated at a fair wage, as determined by the board as a whole, for work done for the organization by specific board request and above and beyond regular board duties.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed. The Board President appoints all committee chairs.

Section 2 — Executive Committee: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget. Any major change in the budget must be approved by the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The Treasurer will review financial records quarterly and provide written quarterly reports of the Association's financial status to the board and the Finance Committee.

ARTICLE VI — ASSOCIATION ACTIVITIES

Section 1 — Member Participation: The mission of the Association is to encourage organic fruit production practices. To further this goal, the Association encourages members to be actively involved in planning, leading, and participating in collaborative activities including research, information sharing, field days, and other activities to serve members. These services will be available as benefits to all members.

Section 2 — Staff: If at any time the Association decides it is necessary, prudent, and financially possible to hire paid staff, this will be accomplished by the board. Any staff will be expected to carry out the goals of the Association under the direction and guidance of the board. The board may delegate responsibility to hire support or secondary staff to primary staff if it so chooses.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. Association members will be notified of any proposed bylaw changes for a minimum of 30 days and allowed to respond in an open comment period.

CERTIFICATION

These bylaws were amended and approved at a meeting of the board of directors by a majority vote on March 24th 2014.

Secretary



Date

3/24/14