

# **BYLAWS**

## **ARTICLE I – NAME AND PURPOSE**

### Section 1. Name

The name of this Association shall be the North American Strawberry Growers Association (hereinafter sometimes referred to as the "Association"), operating under and in accordance with the laws of the Commonwealth of Pennsylvania.

### Section 2. Purpose

The purpose of the Association shall be to promote production and marketing of strawberries throughout North America by

- providing educational programs to members,
- supporting basic and applied research,
- encouraging sustainable culture,
- developing marketing programs, and
- serving as an advocate and voice for strawberry growers.

## **ARTICLE II – MEMBERSHIP**

### Section 1. Classes of Membership

The Association shall include the following classes of membership: business members; individual members; and honorary members.

### Section 2. Business Members

Business members shall be those sole proprietorships, partnerships, or corporations engaged in the production of strawberries and/or strawberry plants, or those regularly engaged in providing products and/or services to the producers of strawberries or strawberry plants.

### Section 3. Individual Members

Individual members shall be those persons employed by universities and other educational institutions, governmental agencies, Cooperative Extension, and similar not-for-profit organizations.

### Section 4. Corporate Members

Corporate members shall be businesses that provide products and services to the producers of strawberries or strawberry plants. Corporate members will receive complimentary advertising as part of their enhanced membership fee.

### Section 5. Honorary Members

Honorary members shall be individuals who, because of service to the Association or to the industry, or for other reasons determined by the Board of Directors, are selected by the Board of Directors to be awarded status as honorary members of the Association. Honorary members pay no membership dues and have no voting privileges, but shall be entitled to the privileges of membership offered to Individual members.

### Section 6. Other Classes

The Board of Directors may establish additional classes of membership at any time.

Section 7. Membership Application

Applicants for membership shall provide information that establishes eligibility for membership, and shall include payment of the appropriate dues. Approval of membership applications shall be the responsibility of the Board of Directors or delegated to a chief staff executive. The membership shall be notified periodically of all new memberships accepted.

Section 8. Termination of Membership

- a. Any membership may be cancelled for non-payment of dues, after ample billing and warning by the Association in accordance with the policy adopted by the Board of Directors.
- b. Any member who ceases to qualify for continued membership, as defined in this Article or Board policy, shall automatically be dropped from the membership roll of this Association.
- c. Any membership proposed for cancellation for any other reason is given an advance written notice including the reason for the proposed cancellation, the opportunity to contest the proposed cancellation in writing or in person before the Board of Directors, a final written notice of the Board's decision, and the opportunity to appeal an adverse decision by the Board to an arbitration panel of three persons appointed by the Board. The decision of that panel is final and may not be challenged in any other forum.

Section 9. Voting Rights and Benefits

- a. Each business member and each individual member as defined in this Article shall have one vote regarding the business of the Association.
- b. The Board of Directors shall determine benefits for members.

**ARTICLE III – BOARD OF DIRECTORS**Section 1. Scope of Authority

- a. The business affairs of the organization shall be managed by a Board of Directors, including but not limited to all matters affecting the Association. The Board of Directors develops and directs the policies and programs of the Association and is ultimately responsible for their implementation.
- b. The Board of Directors shall have the power to act for, and on behalf of, the Association.
- c. The Board of Directors shall elect the officers of the Association.

Section 2. Staff Appointment

The Board of Directors may engage an individual employee or contracted agent to serve as the chief staff executive to manage the activities and programs of the Association, and to implement the policies of the Association. This position shall have exclusive authority over any other employed staff or individuals under contract to the Association.

Section 3. Composition of the Board

The Board of Directors shall consist of ten voting members, which shall include four officers, the past president, and five directors. The immediate past president shall be a voting member of the Board. The members of the Board of Directors shall reflect a distribution of seven representing business or corporate members and three individual members.

**Section 4. Term of Office**

- a. The members of the Board of Directors shall serve a term of three (3) years unless elected to an officer position as described in these bylaws. Each member of the Board is entitled to serve two consecutive three-year terms, after which that member is ineligible to serve as an elected member of the Board for a period of one (1) year; however, such person may be elected as an officer of the Board.
- b. The term of office for Board members shall commence at the close of the Annual Meeting at which they are elected or their election by mail ballot is announced, and shall continue until the designated term expires or until a successor is named.

**Section 5. Eligibility for Board Service**

Only those who are individual members themselves, or affiliated with a business or corporate member, and whose membership is in good standing, shall be eligible for nomination to the Board of Directors. Should a member of the Board no longer be affiliated with a business or corporate member, or whose individual dues have lapsed, that individual can continue in the position on the Board only if subsequently affiliated with another business member, or whose individual dues are promptly paid.

**Section 6. Meetings of the Board**

- a. Meetings of the Board of Directors are called by the President and two meetings must occur during each program year. Notice of the meeting of the Board, specifying the business to be conducted, shall be provided to Board members in advance of the meeting. Special meetings of the Board of Directors may be called by the President, or by a member of the Board provided written notice of said request is submitted to the President and agreed to by at least one half (1/2) of the Board of Directors. Written notice of every special meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day named for the special meeting.
- b. In lieu of a physical meeting of the Board of Directors, business may be conducted via telephone conference call and actions taken at that meeting, provided a quorum is present, are as valid as business conducted in an official meeting of the Board. In addition, any action that may be taken at a meeting of the Board of Directors may be taken through alternative voting procedures provided two-thirds (2/3) of the Board of Directors agree to this procedure and a quorum participates in the alternative voting process.

**Section 7. Quorum and Voting**

- a. The presence of a majority of current members of the Board of Directors constitutes a quorum to transact business, except as otherwise provided in these Bylaws. The vote of a majority of the members of the Board of Directors present at a meeting or on a telephone conference call, at which a quorum is confirmed, shall be the action of the Board.
- b. Proxy voting is not permitted for actions taken by the Board of Directors.
- c. Upon request of any two Directors, secret ballots will be used in voting.
- d. Any alternative voting process requires a quorum of the Board to participate for voting to be considered an action of the Board.

**Section 8. Vacancies**

Vacancies on the Board of Directors between elections may be filled by a majority vote of the remaining members of the Board at a meeting called by the President or by an alternative voting process as provided for in Article III, Section 7. Each person so elected shall be a Director for the unexpired term of the predecessor or until a successor is elected by the membership in accordance with these bylaws, or at any special meeting duly called for such purpose.

**Section 9. Resignation and Removal**

- a. A Director may terminate directorship at any time by written notice to the Association president, with such termination being effective upon receipt.
- b. Any member of the Board of Directors, including officers, may be removed by a two-thirds vote of the Board of Directors, who may then appoint a replacement for the unexpired term.

**Section 10. Compensation**

Members of the Board of Directors do not receive compensation for their services, but may be reimbursed for reasonable expenses incurred in connection with Association business according to policies and procedures established by the Board of Directors.

**ARTICLE IV – OFFICERS****Section 1. Officers**

The officers of the Association shall be the following:

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Treasurer
- (e) Executive Director

No person may hold more than one (1) office at a time.

**Section 2. Eligibility**

- a. Excluding the Executive Director only individuals who are currently individual members or are affiliated with a business or corporate member are eligible to be nominated for an officer position on the Board of Directors.
- b. Candidates for officer positions must have served one (1) year on the Board of Directors, but are not required to be serving on the Board at the time of their election to office.

**Section 3. Term of Office**

Excluding the Executive Director the term of office for all officers shall be one (1) year and shall commence at the close of the Board Meeting at which they are elected, and shall continue until the term expires or until a successor is named. An individual may serve an additional one-year term in the same office if so elected. It is not incumbent upon the membership or the Board of Directors to follow any sequence of advancement in filling any officer position.

Section 4. Vacancies in Office

Except as otherwise provided herein, vacancies in an office may be filled by a majority vote of the Board of Directors in a meeting at which a quorum is present, or by an alternative voting process as provided for in Article III, provided a quorum of Directors participate in the voting process. Officers so elected shall serve the remaining term of that vacancy.

Section 5. Powers and Duties of Officers

- a. The President shall be the Chief Elected Officer of the Association and shall preside at all Association meetings; shall perform all duties as are provided for in the Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office.
- b. The First Vice President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall return or a successor be chosen.
- c. The Second Vice President shall perform the duties of the President if both the President and First Vice President be absent, and shall have other duties as may be assigned by the Board of Directors or the President.
- d. The Treasurer shall present an up-to-date Financial Report at each Directors meeting and a final year-end report for the Annual meeting, and submit books and vouchers for the audit when instructed to do so.
- e. The Executive Director or authorized representative shall attend all meetings of the membership, Board of Directors, and Executive Committee and shall record the minutes and votes of those meetings as official records of the Association. The Executive Director or authorized representative shall maintain membership records, including dues payments, as well as other financial records of the Association, and shall be responsible for the financial affairs of the Association in accordance with the policies of the Board of Directors.
- e. All officers are subject to such further duties and responsibilities as designated by the Board of Directors or the President.

Section 6. Compensation

- a. The President, First Vice President, Second Vice President, and Treasurer shall serve without pay. Said officers shall be reimbursed for their reasonable expenses incurred in connection with Association business according to policies and procedures established by the Board of Directors. The Executive Director will be remunerated at the discretion of the Board

**ARTICLE V – EXECUTIVE COMMITTEE**Section 1. Responsibility

The Executive Committee may act in place and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board of Directors. Actions by the Executive Committee shall be reported to the Board of Directors for ratification by an alternative voting procedure as provided for in Article III, Section 7, or at the next meeting of the Board.

Section 2. Members

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, and Immediate Past President.

### Section 3. Meetings

The Executive Committee shall meet between meetings of the Board of Directors at the discretion of the President, and in lieu of a physical meeting, may meet for official action via a telephone conference call.

### Section 4. Quorum and Voting

At least three members of the Executive Committee must be present at a meeting or on a conference call to conduct business, and a simple majority vote of those present is sufficient to be considered the action of the Executive Committee.

## **VI – COMMITTEES**

### Section 1. Appointment

The President shall establish committees, task forces, and other groups as needed to carry out the program of the Association. The President shall appoint the chairs of all committees, who shall then appoint their own committee members, except as noted otherwise in these bylaws.

All committees shall report directly to the President and to the Board of Directors.

### Section 2. Special Committees

Special Committees and Task Forces may be appointed by the president as needed.

### Section 3. Nominating Committee

The Nominating Committee shall be a standing committee, with responsibility to develop a slate of candidates for election to the Board and for election as officers. The chair shall be appointed by the President, who shall also appoint at least three other members from among the current membership. Policies and procedures for nominations and elections, as approved by the Board of Directors, will guide the Nominating Committee members in carrying out their responsibilities.

### Section 4. Research Committee

The Research Committee shall be a standing committee. The chair or co-chairs shall be appointed by the President, with the approval of the Board of Directors. Members of the committee shall be appointed by the Board of Directors and shall adequately represent balanced interests from industry, research, and education. The Research Committee shall, review, and evaluate proposals for research projects, presenting recommendations to the Research Foundation regarding funding support, sponsorship, or recognition. The Research Foundation shall approve all research funding, based on, but not exclusive to, the recommendations of the Research Committee.

## **VII – MEETINGS**

### Section 1. Annual Meeting

There shall be an annual meeting of the Association membership held at such location as the Board of Directors may select, at a time fixed by the Board of Directors. If the annual meeting shall not be held within six (6) months of its customary time, any member in good standing may call such a meeting.

### Section 2. Special Meetings

Special meetings of the Association may be held upon the call of the President, upon the written request of a majority of the Directors, or upon the written request of at least ten percent (10%) of the members.

### Section 3. Written Notice of Meetings

Special meetings shall require thirty (30) days notice stating the purpose of the meeting. Annual meetings shall also require thirty (30) days notice.

### Section 4. Quorum and Voting

- a. At least 10% of the voting membership must be represented at a membership meeting in order for business to be transacted.
- b. Only members in good standing shall have voting rights, with each business member, corporate and each individual member entitled to one vote regarding the business of the Association.
- c. A majority vote of those members present shall be required for any action to be approved, except that when voting for substitution, alteration, amendment, or repeal of any action of the Board of Directors, an affirmative two-thirds (2/3) vote shall be required.
- d. The Board of Directors shall have the power to call for voting by mail from members of the Association. A simple majority of the total membership must participate for such mail ballot to be considered valid, and a majority vote of those participating is required to be considered as membership action, except in the instance noted above in Article VII, Section 4.c.

### Section 5. Rules of Order

Robert's Rules of Order shall govern all meetings.

## **VIII – Elections and Voting**

### Section 1. Nominating Committee Responsibility

The Nominating Committee, as defined in Article VI, Section 3, shall prepare a slate of candidates for positions on the Board of Directors, and for officer positions, following the guidelines developed by the Board of Directors.

### Section 2. Election

Elections of members of the Board of Directors shall be conducted at the annual membership meeting. Nominations will be accepted from the floor, with the nominee's consent.

The Board of Directors shall have the power to conduct an election by mail from members of the Association. A quorum of members voting by mail shall be required, as defined in Article VII.

### Section 3. Voting Eligibility

Only members who have paid dues for the current membership year and are in good standing shall be entitled to vote. Every individual member shall have one vote. For business members, representation for voting purposes shall be limited to one designated individual for each company, who shall have one vote.

### Section 4. Required Vote

Provided that a quorum is present, as defined in Article VII, a simple majority of the members voting shall be required to elect a member of the Board of Directors. A simple

majority of those voting by mail shall be required to elect a member of the Board of Directors.

#### Section 5. Election of Officers

Election of officers shall be conducted at a meeting of the Board of Directors at which a quorum is present, or through a confidential alternative voting process as provided for in Article III, provided a quorum of Directors participates in the voting process. A majority vote is required to elect.

### **IX – DUES AND FISCAL POLICIES**

#### Section 1. Fiscal Year

The fiscal year of the Association shall begin January 1, which shall also be the membership year.

#### Section 2. Dues

The Board of Directors shall set membership dues for each year, with any changes requiring at least 90 days notice in writing to the general membership body prior to the beginning of the dues year.

#### Section 3. Assessments

Assessments may be made for due cause, if passed by a vote of two-thirds (2/3) of the Board of Directors.

#### Section 4. Payment of Dues

- a. The Board of Directors shall set procedures for the payment of dues.
- b. Any amount due the Association becomes delinquent thirty (30) days after the start of the membership year. If a member is delinquent on February 1, membership shall be automatically terminated unless otherwise allowed by the Board of Directors.

#### Section 5. Refunds

No dues or assessments shall be refunded.

#### Section 6. Financial Review

The treasurer, or as delegated to the chief staff executive, shall arrange for an annual review of the financial records of the Association by an independent certified public accountant, and the results of that procedure will be reported to the Board of Directors upon completion.

#### Section 7. Research Allocations

5% - 25% of the membership dues received by the Association shall be set aside at the discretion of the Board of Directors and the Association's financial abilities for use in supporting research activities. The Board of Directors shall develop guidelines for the use of these funds, and shall determine each year how those funds will be expended, reporting those decisions to the membership.



## X – ASSETS

### Section 1. Use of Funds

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue, or be distributed to the members, directors, officers, staff, or any other authorized agent of the Association.

### Section 2. Dissolution

The Board of Directors may recommend to the membership the dissolution of the Association if the purpose can no longer be sustained. Such a recommendation requires a unanimous vote of the Board of Directors. Notice must be submitted to the membership at least ninety (90) days in advance of the meeting called for the purpose of approving the recommendation to dissolve the Association and a vote of two-thirds (2/3) of the membership is required for dissolution.

### Section 3. Distribution of Assets

In the event of action to dissolve the Association, any assets of the Association will be transferred in whole to one or more non-profit organizations or foundations that meet requirements as a 501(c)(3) or a 501(c)(6) organization as defined in the Internal Revenue Code, to be selected by the Board of Directors.

## XI -- INDEMNIFICATION

### Section 1. Indemnification

The Directors, officers, staff, and other authorized agents of the Association are indemnified by the Association against claims for liability arising in connection with their positions in the Association or activities on behalf of the Association, in accordance with the laws of the Commonwealth of Pennsylvania on such matters.

## ARTICLE XII – INTERPRETATION AND AMENDMENT

### Section 1. Interpretation

The vote of two-thirds (2/3) of the members of the Board of Directors shall interpret the meaning and intent of these Bylaws. When warranted, the Board of Directors by majority vote may request a written opinion from legal counsel on the proper interpretation thereof.

### Section 2. Amendment of Bylaws

- a. Amendments to these Bylaws must first be approved by the Board of Directors.
- b. Following Board approval, the amendments must be approved by the Association membership:
  - (a) At any annual or special meeting by a two-thirds (2/3) vote of those in attendance, or,
  - (b) By a two-thirds (2/3) vote of those returning a mail ballot in accordance with Article VII.
- c. Notice of proposed amendments to the Bylaws must be given to the voting membership not less than thirty (30) days prior to the:
  - (a) meeting at which such amendments will be considered or,
  - (b) date when mail balloting is closed.

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