

## BYLAWS

### EASTERN CANTALOUPE GROWERS ASSOCIATION

Adopted- 03/6/2019

#### ARTICLE I

##### Name

The name of the corporation shall be EASTERN CANTALOUPE GROWERS ASSOCIATION, INC., herein referred to as the Association.

#### ARTICLE 2

##### Objectives

**Section 1. Nonprofit Organization** As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, Eastern Cantaloupe Growers Association, Inc. (the "Corporation") shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private individuals except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its educational purposes.

**Section 2. Purposes** The purposes for which the Corporation is organized are:

- a) To identify and foster programs which will serve the needs of the eastern cantaloupe industry.
- b) To encourage, through appropriate food safety standards, educational activities and marketing programs the efficient production, packing, handling, storing, processing and distribution of eastern cantaloupes and similar melons.
- c) To support research that will develop new knowledge to improve the efficiency and food safety processes of producing, packing, handling, storing, processing and marketing eastern cantaloupes and similar melons.

#### ARTICLE 3

##### Members

**Section 1. Membership Classification** Membership in the Association shall consist of four classifications known as Active, Provisional, Associate, and Honorary.

- a) Certified Member- A farm or packing facility commercially growing and/or packing cantaloupes and meeting all food safety requirements set by the association. Certified members have access and the right to use the ECGA™ seal and logo. Certified members have voting rights in the association and may serve as an officer or director.
- b) Provisional Member – A farm intending to become a "Certified Member" of the association within the next 12 months. The farm should be in the process of implementing the food safety regulations set by the association. Provisional members do not have access to use the ECGA™ seal or logo and are not voting members of the association.

- c) Associate Member – Any individual or company interested in the Eastern Cantaloupe industry and whose business or place of employment is not eligible for Certified Member status. Associate members may use the ECGA™ logo to recognize their membership in the association. Associate members are not voting members of the association.
- d) Honorary Member – Any individual or organization engaged in extension, research, education and promotion of best practices for the eastern cantaloupe industry. Other individuals that have made significant contributions to the industry may also be given Honorary Member status by majority vote of the Board of Directors. This membership category may use the ECGA™ logo to recognize their membership in the association. Honorary members are not voting members of the association.

**Section 2. Application for Membership** Each applicant for membership shall submit a written application together with their required dues payment to the office of the Association. The Board of Directors shall approve the application, if the applicant meets the requirements for membership. The applicant shall be notified upon approval of such application. If the applicant is rejected, the Association shall refund the applicant any dues paid within 30 days.

**Section 3. Status.** Membership may be suspended, reinstated, or terminated by two-thirds vote at any meeting of the Board of Directors, after due notice and opportunity for hearing. A suspended member does not have the right to vote. Grounds for such suspension or termination shall be limited to,

- a) Nonpayment of dues or assessments,
- b) Cessation of eligibility for membership under Section 1 of this article,
- c) Failure to comply with association provisions and requirements related to food safety standards,
- d) violation of any of the provisions of the corporate charter, the Bylaws, or any agreement, rule, or practice properly adopted by the corporation, or any other actions prejudicial to the interest of the Association.

**Section 4. Fees** The annual membership fee and/or other assessments shall be determined by the Board of Directors of the association.

## **ARTICLE 4**

### **Meetings of Members**

**Section 1. Annual Meeting** There shall be an annual meeting of the members, to be held at such time and place as the Board of Directors may designate. The Executive Director shall give written notice of this meeting to the membership at least 45 days prior to the meeting. The officers and directors elected shall be installed at the annual meeting.

**Section 2. Special Meeting** Special or emergency meetings may be called by the President, or by a majority of the Board of Directors, or at the written request of 20% of the active members. The Executive Director shall give minimum notice of 7 days, together with the statement of the purpose or purposes of the meeting.

- a) When matters of business require the action of the membership and time is not available or feasible, specific items may be decided by mail, fax or electronic act of the membership, provided such action is authorized by the Board of Directors. The method of balloting for those authorized to vote (as provided by these By-laws) shall be prescribed by the Board of Directors.

**Section 3. Quorum** A quorum shall consist of those present and eligible to vote. Each active member firm that is in good standing shall be entitled to one vote, to be cast by its designated representative. Firms with more than one location shall be limited to one vote.

**Section 4. Voting** Voting on any question shall be by voice vote unless twenty or more members request that such voting be by written ballot. Voting by proxy shall not be allowed.

**Section 5. Order of Business** The order of business at the annual meeting shall be prescribed by Robert's Rule of Order.

## **ARTICLE 5 Directors**

**Section 1. Governing Board.** The business and affairs of the Association shall be vested in a Board of Directors, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board shall be composed of up to nine grower members and up to three Board-appointed associate members.

- a) Term of Office. The term of office will be three years. The incorporating Board of Directors shall set staggered terms for themselves to provide that approximately 1/3 of the Board have terms ending each year. Grower directors may serve for a maximum of two full three year terms. Following service for two full three year terms the individual must be off the Board for at least one year before being eligible to be re-elected to the Board.
- b) The officers of the corporation shall be President, Vice-President, Secretary, Treasurer and Past President. The Board will elect from the eligible directors individuals to serve as officers of the association which include President, Vice President and Treasurer. Officers of the association must be Certified members, except the Secretary, and will serve a one year term. They may be re-elected to serve in the same office for one additional term.
- c) The Past President shall serve their full term in this office and shall continue as a member of the Board of Directors, with full voting privileges, even if they have exceeded their two term limit (6 years).
- d) Directors and Officers shall serve until their successors are elected and qualified.
- e) The President shall designate a nominating committee comprised of the Past President, at least two additional active members, and one associate member to select candidates for directorships. The Past President shall serve as chairperson of the nominating committee.

- f) In order to broaden its perspective or gain expertise the Board may appoint up to three additional members to serve on the Board for a three-year term. Should the Board appoint a member to serve a partial term, the member is eligible to serve the balance of the term in which an appointment is made and a full three year term. Appointments will be made in such a fashion as to stagger terms between the appointed Board members. Following their term, individuals must be off the Board for at least one year before being eligible for reelection to the Board. These Board members are chosen from the associate and honorary members of the Association. These Board members have full voting privileges on the Board, but may not serve as officers of the Association.
- g) If Bylaws revisions alter the composition of the Board or reduce designated seats for growers or Board-appointed associates, the Board will be brought into compliance via attrition from existing Board terms at the time of passage.

**Section 2. Vacancies** Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board, from among the active membership.

**Section 3. Authority** The Board of Directors has general authority to establish policy, formulate programs, and administer the affairs of the Association between regular membership meetings. This includes the power to remove any director or officer who becomes in the opinion of the majority of the Board of Directors, incapable of discharging the duties of his office in the best interests of the Association.

**Section 4. Committees** The President may, from time to time, appoint other committees for such purposes as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors. However, all matters transacted by a committee in the name of the Association shall be submitted and ratified by the Board of Directors at its next regular or special meeting.

**Section 5. Quorum** A quorum of the Directors shall be a majority of the directors serving at that time.

**Section 6. Financial Report** The Board shall submit an annual statement of financial condition to the membership at the annual meeting.

**Section 7. Depository** The Board shall have the power to select one or more banks to act as depository of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association.

**Section 8. Meetings** One or more regular meetings of the Board shall be held each year. Special meetings may be called by the President or shall be called at the request of three or more Directors.

- a) Notice of meetings of the Board shall be mailed, faxed or emailed to each officer and director at least three days before each meeting, unless sooner action is required.
- b) When a matter of business requires the action of the Board and time is not available or feasible, specific items may be decided via fax or email by a majority of those directors then in office.
- c) Members of the Board or any committee designated by the Board may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting. Members of committees designated by the Board may also act by written ballot. Action may be taken by the Board of Directors by voice vote

or by written ballot through which at least a majority of Directors indicate themselves in agreement. Written ballots may be transmitted by electronic means

**Section 9. Compensation.** The compensation, if any, of the members of the Board shall be determined by the members of the association. No officer or member of the Board shall occupy any position in the association on regular salary except as provided in these bylaws.

**Section 10. Removal of Directors.** Whenever the Board shall find that any officer or director of the association has ceased to be eligible for the office held, his membership on the Board shall terminate. Any director of the association may be removed from office for cause, by a vote of a majority of a quorum of members attending any meeting called for that purpose. Special meetings for the removal of a director shall be called only when a member presents written charges against such director supported by a petition signed by ten percent of the members in good standing to the secretary. The director against whom such charges have been brought shall be informed in writing of the charges at least ten days prior to the meeting and shall have an opportunity at the meeting to present witnesses and be heard in person or by counsel in answer thereto; and the person or persons bringing the charges against him shall have the same opportunity.

**Section 11. Executive Director** The Board of Directors may appoint and employ management, technical and/or administrative staff that shall act in such capacity and perform such duties as may be designated by the Board. The Board will designate an individual to serve as association's Executive Director. Compensation for such staffing services shall be determined by the Board.

- a) The Executive Director shall serve ex-officio, without vote, as Secretary of the Association, and in that capacity, shall be authorized to serve as the Association's registered agent in the state where its office is located, to execute and file all documents required to maintain the Association in good standing and to perform such other duties and execute such other documents as may be necessary to properly conduct the activities of the Association.
- b) The Executive Director shall have other such duties as the Board of Directors may, from time to time, determine.

## ARTICLE

### 6

#### Officers

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**Section 1. Officers** The officers of the Association shall be a President, a Vice President, and Treasurer, who shall be elected annually by the Board of Directors from among the Directors and shall serve without salary. Vacancies in any office shall be filled by the Board of Directors.

**Section 2. President** The President shall have general superintendence of the affairs of the Association, shall preside at meetings of the membership and of the Board of Directors, and shall have such authority as the board may grant.

- a) The President shall convene the Board whenever, in his opinion, the affairs of the Association so require, or on the written request of any three members of the Board.
- b) The President appoints and dissolves all special committees subject to the approval of the Board of Directors.
- c) The President is an ex-officio member of all committees.

**Section 3. Vice President** In the absence of the President or at the President's request, the Vice President shall preside at the meetings of the members or of the Board of Directors. In the event that both the President and the President-Elect are unavailable, the Treasurer shall preside at the meeting.

**Section 4. Treasurer** The Treasurer shall authorize procedures for receiving and disbursing monies of the Association, and shall keep or approve accounts thereof, in accordance with such policies and procedures as may from time to time be approved by the Board of Directors.

- a) The Treasurer shall make a report of the financial condition of the Association at the annual meeting.
- b) The Treasurer shall have such duties as the Board of Directors may determine.
- c) The Treasurer may direct the Executive Director to keep the books and accounts of the Association, collect the monies owed to, and pay the bills owed by the Association.
- d) The Treasurer may direct the Executive Director to prepare monthly and annual reports of receipts and disbursements, as well as financial statements and budget comparisons. The report shall be reviewed annually by a certified public accountant.

**Section 4. Secretary** The Secretary shall maintain a correct record of the proceedings of the meetings of the membership and the Board of Directors. The Secretary is responsible for, and has custody of, the records of the Association.

- a) The Secretary notifies the members, officers, and directors of all meetings.
- b) The Secretary shall maintain an up-to-date list of the membership showing those who are in good standing.

## ARTICLE

7

### Election of Directors

**Section 1. Nominating Committee** The membership shall be notified of the nominating committee's recommendations for directors at least 30 days prior to the Annual Meeting.

**Section 2. Election at Annual Meeting** The directors of the association shall be elected by the membership at the Annual Meeting. Following the report of the nominating committee, the President will call for additional nominations from the floor at the annual meeting. The members shall elect directors from the nominated persons by majority vote of the members present.

**Section 3. Elective Year** The elective year of the Association shall be from Annual Meeting to Annual Meeting.

## ARTICLE

8

### Dues

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**Section 1. Dues** Dues shall be established by the Board of Directors. The fiscal year of the Association shall end on December 31.

**Section 2. Expiration Date.** Dues shall be payable on the member's anniversary date of each year. Any member whose dues are delinquent for more than 60 days after receipt of a regular dues invoice, is not in good standing, and the member shall be dropped from membership following written notice of termination of their membership.

**Section 3. Continuation.** The Board of Directors may continue the membership of a member whose dues are in arrears.

**ARTICLE  
9  
Dissolution of the  
Corporation**

**Section 1. Dissolution** At any time that dissolution of this Association is authorized, pursuant to law, the Board of Directors shall apply and distribute its assets as follows:

- a) All liabilities and obligations of the Association shall be discharged, or adequate provisions made thereof.
- b) Assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of.
- c) All other assets shall be distributed to such other nonprofit corporations as determined by the Board of Directors.

**ARTICLE  
10  
Amendments to the  
Bylaws**

**Section 1. Amendments** The bylaws may be amended by a two-thirds vote at any meeting of the Board of Directors, a quorum being present, or by a two-thirds vote of the membership at any regular or called meeting at which a quorum is present.

**CERTIFICATION**

These Bylaws were adopted and approved this 6th day of March 2019.

