

BYLAWS

ALASKA PIONEER FRUIT GROWERS ASSOCIATION

A non-profit Corporation Founded January 1985

ARTICLE I

Purpose

(1) **PURPOSE:** The purpose of the Alaska Pioneer Fruit Growers Association is to share in and benefit from the personal experience of successful fruit growing in Alaska and to help educate any person(s) interested in the fruit growing experience. The Association is organized for charitable, educational, and scientific purposes.

ARTICLE II

Offices and Agency

(1) **REGISTERED OFFICE:** The registered office of the Association shall be located in the State of Alaska at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office location identical with such registered office.

(2) **OTHER OFFICES:** The Association may have other offices within or outside the State of Alaska at such place or places as the Board of Directors may from time to time determine.

(3) **REGISTERED AGENT:** The registered agent shall be a resident of the State of Alaska appointed by the Board of Directors, and shall serve until a new registered agent is appointed. A new registered agent shall be appointed if the office becomes vacant for any reason, or the agent becomes disqualified or incapacitated to act, or if then, through its Board of Directors, revokes the appointment. The Board of Directors shall ensure that notice of a change of the registered agent or registered office is submitted to the Department of Commerce of the State of Alaska.

ARTICLE III Membership and Dues

(1) **MEMBERSHIP:**

- A) Any person(s) or family interested in the objectives of the Association and who pays membership dues can become a member.
- B) There shall be one (1) vote allowed per individual or family member (one paid membership equals one vote) on all matters submitted to the membership for a vote.

- C) Memberships shall not be transferable and shall be determined on an annual basis.
- D) Prospective members may receive one (1) issue of the Association's newsletter.
- E) The Board of Directors may revoke the membership of any member for just cause.
- F) Complimentary or Honorary memberships may be awarded by the Board of Directors and such elections shall specify whether the membership is annual or for life. Complimentary memberships are limited to the mailing of newsletters and shall not constitute any voting rights. Honorary life and annual memberships awarded shall have all other benefits as dues paying members.
- G) Lifetime Paid memberships may be purchased which entitle all the benefits of a dues paying member for the remainder of his/her life.

(2) DUES:

- A) Annual membership dues shall be determined by resolution passed by the Board of Directors. This amount may be reviewed and revised from year to year.
- B) Annual dues are for the calendar year January 1 to December 31. Club membership benefits are acquired when dues are paid for the current or prospective calendar year as applicable. These benefits include: 1) voting rights; 2) meeting notices and newsletters; and 3) ability to participate in Club plant orders. New members who join after July 1 of each year will be charged one-half of the current annual dues.
- C) The cost of Lifetime Paid memberships shall be determined by resolution passed by the Board of Directors. This amount may be reviewed and revised as necessary. D) Lifetime Paid memberships shall be available at any time during the Calendar year.

ARTICLE IV
Members Meetings

- (1) MEETING PLACE: All meetings of the members shall be held at the registered office of the Association, or at such other place and/or web platform as shall be determined from time to time by the Board of Directors.
- (2) MEETING TIMES: Except as otherwise declared, regular meetings and/or programs shall be held on the second Thursday of each month between November and March.
- (3) MEETING NOTICE: Electronic mail (e-mail) shall be considered a written notice and shall be the sole method of providing meeting notices and any other notices required by these bylaws. The Association will provide each January, a calendar of meetings and events, known at that time, for the coming year (exact times and dates need not be included). In case of special meetings, the purpose or purposes for which the meeting is called shall be included and delivered

or e-mailed at least five (5) days prior to the proposed meeting date. Reminder notices of annual events may be delivered or e-mailed seven (7) days prior to events stating time, place and event. Other notices may be delivered or e-mailed as may be deemed necessary by the Board.

(4) **ORDER OF BUSINESS:** At the time and place of meetings of the Association the suggested order of business may be as follows:

- A) Call to order
- B) Approval of minutes of the last meeting
- C) Reports of officers
- D) Reports of committees
- E) Old and new business
- F) Program/Member Reports

(5) **SPECIAL MEETINGS:** Special meetings of the members for any purpose may be called at any time by the President, the Board of Directors or by five percent (5%) of the paid membership. The meeting place and time must be at a place and time that is reasonable for the membership.

(6) **ANNUAL MEETING:** The annual meeting of the membership shall be held on the second Thursday in November or on a date set by the Board of Directors. The purpose of the annual meeting is to hold elections and to hear the annual report by the President. The suggested order of business for the annual meeting shall be the same in (4) above. The approval of the annual meeting minutes will occur at the next membership meeting.

(7) **QUORUM:** If business is to be conducted, a quorum for any regular, annual or special meeting shall require the attendance of at least ten percent (10%) of the eligible voting membership, and shall include a majority of the sitting Board members.

ARTICLE V Board of Directors

(1) **MANAGEMENT:** The Board of Directors is vested with the management of the affairs of the Association.

(2) **QUALIFICATIONS:** Any paid member may become a Director upon election or appointment as provided for in the Bylaws.

(3) **NUMBER OF DIRECTORS:** The number of directors of the Association shall be seven (7). The number may be changed at any time by amendment of the bylaws but no decrease shall have the effect of shortening the term of any incumbent director

- (4) **VACANCIES:** All vacancies on the Board of Directors may be filled by the affirmation vote of a majority of the remaining Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor.
- (5) **RESIGNATION AND REMOVAL:** A Director may resign from the Board of Directors by delivering a letter of resignation to the President, Secretary, or any other Director. The resignation is effective upon the date specified in the letter of resignation or upon the date the letter is received if no date is specified in the letter of resignation. Any Director elected or appointed to office may be removed by the majority of the Board of Directors whenever in its judgment the best interest of the corporation will be served; this action shall be effective on the date of the Board action to remove the Director. The Board of Directors may remove a Board Member who has three unexcused absences from Board Meetings during a calendar year.
- (6) **NOMINATIONS:** Any eligible member may nominate from the floor another eligible member for election as a Director. The Board of Directors may also nominate any eligible member or eligible members for election. Nominations shall be made at the annual meeting.
- (7) **ELECTIONS AND APPOINTMENT OF DIRECTORS:** Directors shall be elected by the majority of the eligible members present at the annual meeting, or at the special meeting called for that purpose, provided that a quorum is present, and that the prospective Director agrees to serve for the term of the vacant seat. Directors shall be elected to two-year terms, with three (3) Directors elected one year and four (4) Directors elected the following year to allow staggered terms of service on the Board.
- (8) **MEETINGS OF THE DIRECTORS:**
 - A) **Location:** Meetings of the Board of Directors, annual, regular, or special may be held at the registered office of the Association or at a place designated by the Board of Directors in the notice.
 - B) **Regular Meetings:** Regular meetings of the Board of Directors will be held monthly unless there is no business to conduct. All Board meetings are open to the membership.
 - C) **Special meetings:** A special meeting of the Board of Directors may be called by the President or any two Board members.
 - D) **Quorum:** A majority of the Board of Directors eligible to vote shall constitute a quorum for the conduct of all business.
- (9) **BOARD ACTIONS:**
 - A) The act of a majority of the Directors present at a meeting (at which a quorum is present), by motion or resolution, shall be the act of the Board of Directors, unless a greater number is required under the provisions of the Alaska Nonprofit Corporation Act,

or under the Articles of Incorporation, or any provision of these Bylaws. The Board may by resolution establish rules to govern conduct at Board Meetings.

B) **Action Without a Meeting:** Any Board action required by law or under the Articles of Incorporation of the Corporation, or by these Bylaws, or any action which otherwise may be taken at any Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the Directors entitled to vote with respect to the subject matter of such consent. For the purposes of this subsection, a written consent may be made by email, and signatures may be affixed at the next regular or special meeting. Such consent shall have the same force and effect as a unanimous vote.

- (10) **RESOLUTION FORM:** Any Board action required or allowed to be taken by resolution under the Articles of Incorporation, or these Bylaws, shall be in written resolution form.
- (11) **COMMITTEES:** Standing or temporary committees may be appointed by the Board of Directors and they may invest such committees with such power as they see fit. Actions taken by committee shall not constitute the actions of the membership, the Board or the Association. Such a committee shall prepare a report to be given at the next meeting.
- (12) **REMUNERATION:** No remuneration of any type shall be paid to any Director.
- (13) **LOANS:** No loans shall be made by the Association to any Director, Officer or member.

ARTICLE VI Officers

- (1) **DESIGNATION:** The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except for the combination of President and Secretary. Each of the officers shall be elected by the Board of Directors. The officers plus the appointed or elected Board members allowed by these bylaws, constitute the Board of Directors.
- (2) **THE PRESIDENT:** The President shall preside at all meetings, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.
- (3) **VICE PRESIDENT:** During the absence of or disability of the President, the Vice President shall exercise all the functions of the President, and discharge such other duties as may be assigned to him/her from time to time by the Board of Directors.
- (4) **SECRETARY:** The Secretary shall attend all meetings and keep a record of attendance, a record of all motions and seconds, and shall record all expenses and amounts of expenditures voted upon (minutes). The Secretary will submit minutes for approval at the next meeting.

- (5) **TREASURER:** The Treasurer shall have the custody of all moneys and securities of the Association and shall keep regular books of the Association. He/she shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer will submit reports, monthly, of all transactions in the general account and any special purpose funds. The Treasurer will also submit a year-end report in January to be reviewed by the Board of Directors or an appointee of the Board. The Term of the Treasurer ends with the completion of the Year-end report allowing an overlap and mentoring period with the incoming Treasurer. He/she shall perform such other duties incident to the office as may be properly required by the Board.
- (6) **VACANCIES:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board and the appointed Officer shall serve until the next annual meeting.
- (7) **REMUNERATION:** No remuneration of any type shall be paid by the Association to any Officer.
- (8) **LOANS:** No loans shall be made by the Association to any Officer, Director or member
- (9) **TERM and/or REMOVAL:** The officers of the Association shall hold office until their successors are elected or appointed and remain qualified. Officers are elected for one-year terms by a majority of the incoming Board of Directors at the first meeting of the Board following the Annual Meeting. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the sitting Board of Directors.

ARTICLE VII Depositories

- (1) The monies of the Association shall be deposited in the name of the Association in such bank or banks or similarly insured financial institutions as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors. All checks for over one thousand dollars (\$1,000) will require two (2) signatures by authorized signers approved by the Board of Directors.
- (2) Any disbursement or transfer of funds from the Lawrence Clark bequest shall require a resolution by the Board of Directors. Said resolution will also require a quorum of fifteen percent (15%) of the eligible members entitled to vote at a regular, special or annual meeting with the approval of 60% of the members present.

ARTICLE VIII

Indemnification of Officers, Directors, Employees and Agents

The Association shall indemnify any Officer, Director, member or employee of the Association for expenses actually and reasonably incurred by that person or entity in connection with the defense of any action, suit, or proceeding, civil or criminal, in which that person is made a party merely by reason of being or having been a Director, Officer, member or employee of the Association, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for gross negligence or misconduct in the performance of corporate duties.

ARTICLE IX

Fund Raising

Fund raising may be allowed to the extent of raising money (for nonprofit purposes only) to further the purposes as set forth in Article I of the bylaws of the Association. Ideas for such fund raising shall be brought up and discussed at any approved meeting.

ARTICLE X

Amendments

- (1) These Bylaws may be amended or repealed by approval of the paid membership after a thirty (30) day written notice to all paid members. At the meeting called for approval of the revised Bylaws a quorum of at least fifteen percent (15%) of the paid membership is required and the vote to approve the Bylaws requires a sixty percent (60%) approval of those present, to ratify the new Bylaws.
- (2) Articles of Incorporation may be amended at any time as provided for in Alaska Statute.

ARTICLE XI

Dissolution

- (1) The Association may dissolve and wind up its affairs in compliance with the Internal Revenue Code, the Alaska Nonprofit Corporation Act, the Articles of Incorporation and the Bylaws. Upon dissolution the assets shall be distributed to a non-profit Corporation with similar goals.
- (2) The membership shall have the right to vote on any resolution considering dissolution and what non-profit the assets shall be distributed to.