

BY-LAWS

(as modified January 8, 2003)

Massachusetts Fruit Growers' Association, Inc.

Article I - Name

The name of the organization shall be the Massachusetts Fruit Growers' Association, Incorporated.

Article II - Object

The object of the Association shall be to encourage the growing and marketing of fruits adapted to this climate and all pertaining thereto.

Article III - Membership

Section 1. Any person interested in fruit growing in Massachusetts may become an active member of the Association by paying the annual dues, due January 1st, for the ensuing calendar year.

Members of the professional staff of the University of Massachusetts and any other public servants of the fruit industry may become members of the Massachusetts Fruit Growers' Association in good standing without payment of dues by vote of the Board of Directors.

Section 2. Any association or society of fruit growers, in Massachusetts may affiliate not less than a majority of its members into active voting membership in the Massachusetts Fruit Growers' Association by paying such dues as the Board of Directors may designate. Such payment shall be due January 1st for the ensuing calendar year.

Section 3. Any member may be elected to honorary life-membership in the Association by vote of the Board of Directors. Honorary life-members shall be entitled to all privileges of membership and shall be exempt from payment of dues.

Section 4. Members in good standing shall receive a copy of the Association's annual report.

Section 5. Any individual interested in fruit growing in Massachusetts alternatively may become an associate member of the Association by paying annual dues, due January 1st, for the ensuing calendar year. The amount of these dues will be set by the Board of Directors at their Annual Fall Meeting, and shall be lower than the dues for active membership. Associate members shall receive a copy of the Association's annual report, but shall not have voting privileges at business meetings of the Association.

Article IV - Meetings

Section 1. The Association shall hold its annual meeting for the election of officers and the transaction of business at a time and place to be determined by the Board of Directors.

Section 2. The order of business to be observed at the annual meeting shall be as follows:

1. Determination of quorum.
2. Call to order and reading of minutes of previous meetings.
3. Reports of officers.
4. Reports of committees.
5. Unfinished business.

6. New business.
7. Election of officers.

Section 3. Other meetings may be held at the direction of the President or the Executive Committee.

Section 4. Notice of the time and place of each meeting of the Association shall be mailed to every member, postage prepaid, at his last known address at least ten days before the date of such meeting.

Section 5. Twenty-five members shall constitute a quorum for the transaction of business at any meeting of the Association, but a lesser number may meet, call to order and adjourn.

Article V - Officers

Section 1. The officers of the Association shall be a President, three Vice-Presidents, Secretary, Treasurer, Auditor and Board of Directors.

The President shall be chairman of the Board of Directors and of the Executive Committee.

The offices of Secretary and Treasurer may be held by one and the same person. With the approval of the Executive Committee, the Secretary may appoint or employ such assistants as are needed to conduct the affairs of the Secretary's Office.

The Secretary, Treasurer and all assistants appointed or employed by the Secretary shall receive such salary and reimbursement for expenses as may be determined by the Executive Committee.

The Treasurer shall be under bond in such sum as the Executive Committee may determine.

The President and Secretary shall be ex-officio members of all committees.

Section 2. Each year the President of the Association shall appoint a nominating committee, which shall submit to the Secretary on or before December 1st nominations for President, Vice-Presidents, Secretary, Treasurer, and Auditor, to serve for a term of one year.

Section 3. The Board of Directors shall consist of the President, Vice-Presidents, Secretary, Treasurer, Auditor, last ex-president of the Association, Chairman of the Horticultural Research Fund, and Presidents of affiliated organizations, ex-officio, and twelve Directors at large nominated in the following manner:

Each year the Nominating Committee shall submit to the Secretary on or before December 1st a list of six candidates for Directors at Large for a term of three years. The six candidates for Directors at Large so nominated shall be fruit growers. The Directors shall be nominated with due regard for the various kinds of fruit grown by the membership and the geographical distribution of fruit production within the state.

The President and Secretary, acting for the Board of Directors, may invite one member of the fruit growers' association from each of other five New England States, the Extension Fruit Specialists and the other members of the professional staff of the University of Massachusetts, the Massachusetts Department of Agriculture, and the County Extension Services to attend the meetings of the Board of Directors and take part in its deliberations.

Section 4. Before each annual meeting the Secretary of the Association shall prepare ballots containing the names of all persons nominated for office by the Nominating Committee, with additional space in each category for writing in the names of any members of the Association nominated from the floor preceding the voting. Said ballots shall be used by the members in electing the officers, and shall carry directions for voting in the different categories and instructing the members to vote for not more than four names for Directors at Large for a three-year term, the four candidates for Directors at Large receiving the greatest number of votes to be declared elected.

Article VI - Finance Committee

The President, immediate past-President, Treasurer and one Director or former Director appointed by the President shall constitute the Finance Committee. The President will serve as Chairman of the Finance Committee.

Article VII - Executive Committee

The President, Vice-Presidents, Secretary, Treasurer and Auditor shall constitute the Executive Committee.

Article VIII - Duties of Officers

Section 1. The Presidents shall:

- (a) Preside over all meetings of the Association, Board of Directors and Executive Committee.
- (b) Appoint committees for various purposes.
- (c) Perform all other duties pertaining to the office.

Section 2. In the absence of the President one of the Vice-Presidents shall perform the duties of that office.

Section 3. The Secretary shall:

- (a) Keep a record of all meetings of the Association, Board of Directors and Executive Committee.
- (b) Serve all notices required by the by-laws of the Association.
- (c) Conduct correspondence.
- (d) Keep a list of members of the Association.
- (e) Collect dues and turn them over to the Treasurer.

Section 4. The Treasurer shall:

- (a) Have charge of all moneys of the Association.
- (b) Pay out money on bills approved by the President and Secretary.
- (c) Make a written report of the Association's finances at the meetings of the Board of Directors and at the annual meeting of the Association.
- (d) At the close of this term of office turn over all funds and records in his possession to his successor.

Section 5. The Auditor shall be entitled to examine all books, papers and vouchers at any time, and shall make a written report at the annual meeting of the Association.

Section 6. The Board of Directors shall:

- (a) Outline the policies and direct the work of the Association.

- (b) Endeavor to increase the membership of the association.
- (c) Meet twice a year, in the spring and fall, at the call of the President, for the purpose of planning the program for the annual meeting, preparing the annual report, and taking action on any other business or referring it to a meeting of the Association.
- (d) Set the amount of the annual dues at its fall meeting.
- (e) Special meetings of the Board may be called by the President.
- (f) Twelve members shall constitute a quorum at any meeting of the Board.

Article IX - Duties of Finance Committee

The Finance Committee shall formulate a financial policy for the Association and draw up a budget of expenditures for consideration by the Board of Directors.

Article X - Duties of Executive Committee

The Executive committee shall:

- (a) Represent and act for the Board of Directors when it is not in session.
- (b) Fill vacancies in office occurring between annual meetings.
- (c) Perform all other duties revolving upon it under these by-laws.

Article XI - Reserve Fund

The association shall maintain a reserve fund, which shall consist of such of the Association's funds as the Board of Directors may designate. Principal and income from said fund may be expended by vote of the Board of Directors.

Article XII - Fiscal Year

The fiscal year of the Association shall commence December 1st and end on the 30th day of the following November.

Article XIII - Amendments

These by-laws may be amended at any meeting of the Association by two-thirds vote of the members present and voting, notice of the proposed amendment having been included in the call for such meeting.