

**BY-LAWS OF THE FLORIDA BLUEBERRY GROWERS ASSOCIATION
AS ADOPTED APRIL, 1999; REVISED FEBRUARY, 2015;
REVISED OCTOBER, 2017; REVISED OCTOBER 2018**

ARTICLE I – NAME

The name of the associate shall be the Florida Blueberry Grower’s Association, a non-profit association incorporated under the laws of the State of Florida.

ARTICLE II – PURPOSE

The objectives of the Association are to advance the interest of the Blueberry industries; to collect, preserve and circulate valuable and useful information relating to the business of growing and marketing of Blueberries; to collate, distribute and publish such information; to promote economic and production research to improve the quality of products; to standardize grades; to promote betterment of markets; to promote integrity, good faith, goodwill and just and equitable principles of business in the industry; and to strive in all ways to promote the best interests of its members.

ARTICLE III – MEMBERSHIP

Membership shall be classified as Grower/Producer, Out-of-State, Education and Research and Allied.

Section 1 – Grower/Producer membership shall be limited to individuals, firms or Corporations who are engaged in the production of blueberries and blueberry plants in Florida. Only Grower/Producer members shall be permitted to vote and only one vote shall be permitted for each dues paying individual, firm, or corporation. Annual dues are \$150.00.

Section 2 – Out-of-State membership shall be confined to individuals, firms or corporations who are engaged in the production of blueberries and blueberry plants out-of-state or out-of-country. Out-of-State members shall be entitled to all rights and privileges of the Association except voting and petitioning for additional meetings. Annual dues are \$150.00.

Section 3 – Education and Research membership shall be available to individuals directly engaged in extension, teaching, and research related to the blueberry industry. Education and Research membership shall be entitled to all rights and privileges of the Association except voting and petitioning for additional meetings. Annual dues are \$10.00.

Section 4 – Allied membership shall include those individuals, firms or corporations who are allied to the blueberry industry Examples, Chemical and equipment companies. Allied members shall be entitled to all rights except voting privileges and petitioning for additional meetings. Annual dues are \$200.

ARTICLE IV – MEETINGS AND DUES

Dues of Grower/Producer, Out-of-State, Education and Research and Allied memberships are payable and are considered due before the annual spring meeting. The fiscal year of the Association is January 1st through December 31st. The fiscal year may be changed by Board of Directors as they deem appropriate in the best interest of the Association.

Section 1 – The annual dues shall be determined by a majority vote of the active, Grower/Producer membership, as defined in Article VII, Section 1. Dues: Annual dues are due and payable February 1st of each year and notice of dues shall be mailed out January 15th of each year. Assessments: The Board of

Directors may fix assessments, as it considers appropriate from time to time. Default: A second notice of the annual dues shall be sent February 15th. Any member who has not paid dues by March 30th shall automatically be suspended from all privileges of membership. Written suspension of membership shall be sent April 1st. If the default is cured, plus a late fee of \$10.00 is paid by April 30th, the suspension shall be rescinded, by operation of this section, and all privileges of membership restored. If, after written notice, the default is not cured as required, the membership in the Association shall be terminated, by operation of this section, with no further action by the Board of Directors being necessary.

Section 2 – The regular, annual meeting of the Association shall be held during the spring short course. Additional meetings of the Association shall be called at any time by the president or by a majority vote of the Board of Directors. Additional meetings must be called by the President upon receipt of a petition to do so signed by at least 50% of the current, Grower/Producer membership.

Section 3 – Written notice of the annual meeting shall be mailed to each member prior to the date of the meeting at their address as it appears at the time on the record books of the Association. Failure to receive such notice by any member shall not affect the validity of such meeting nor any of the proceedings held or action taken thereat.

Section 4 – Written notice of the time and place as well as the purpose of any special meeting shall be mailed by the Secretary at least 2 weeks prior thereto to each member at his address as such appears at the time on the record books of the Association. Failure to receive such notice by any member shall not affect the validity of such meeting nor any of the proceedings held of action taken thereat.

ARTICLE V – PUBLICATION

The Blueberry News shall be the official publication of the Association and shall be mailed in full to all members. Additional copies may be obtained for employees of an active member at cost as determined by the Board.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended at the Annual meeting by two-thirds vote of the active, regular members present, provided such amendment has been approved by the Board of Directors. Twenty-five percent (25%) of the voting membership must be in attendance when such a vote is taken.

ARTICLE VII – VOTING AND QUORUM

Section 1 – Each current, regular membership in good standing shall have one and only one vote. No voting by proxy shall be permitted. A membership is said to be in ‘good standing’ and ‘active’ if its dues are paid as per Article IV.

Section 2 – The voting members present shall constitute a quorum for the transaction of business at any meeting of the Association except where a different quorum is specifically provided in these By-Laws.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 – The Association shall have a Board of Directors, fifteen (15) in number, composed of the current President, the Vice-President, the immediate Past President, Secretary, Treasurer, seven (7) at-large members and one (1) Research member, one (1) Education/Program Director, one (1) county Extension Member. The Research member, Education/Program Director and Extension Member will be non-voting members. There will be ten (12) voting members.

Section 2 – The term of office of each Director shall be for a period of three (3) years.

Section 3 – The members of the Association shall have power to remove any Director for cause by the affirmative vote of $\frac{3}{4}$ of the members at the time of any special meeting called for such purpose, and further provided that notice of the proposed removal shall be given by mail to the Directors at least thirty days prior to the holding of the meeting to cause such removal.

Section 4 – The Board of Directors may require the Treasurer and all officers and members of the Association charged with the responsibility for the securing and custody of its funds or property to give a bond for the faithful performance of their duties as such, the premium for which shall be paid by the Association.

Section 5 – Regular meetings of the Board of Directors shall be held at least twice year, one which shall be held at the Annual meeting of the members of the Association. Other meetings of the Board may be called by the President at his discretion and at the written request of at least $\frac{1}{3}$ of the members of the Board. He shall call a special meeting with notice given of at least two (2) weeks to each member of the Board. Failure to receive such notice by any Board Members shall not affect the validity of such meeting or of any proceedings held or action taken thereat.

Section 6 – All officers shall be notified and should be in attendance at all meetings of the Board. All officers/directors shall not miss two (2) consecutive unexcused meetings; should two (2) consecutive unexcused meetings occur, the officer/director will be removed from the Board of Directors.

Section 7 – Directors shall have the full power to determine the compensation, if any, of the officers of the Association and in addition, shall have the complete authority to select, retain and pay for the services of counsel, experts and other persons and to incur such obligations as may be deemed necessary to properly effectuate the purpose of the Association provided specifically that payment for such services shall be made only from and to the extent of funds available.

Section 8 – The Board of Directors shall have the power by majority vote to cancel the membership of any member in arrears for dues for a period of more than six months pursuant to thirty (30) days notification. Notice of such cancellation of membership shall be forwarded to the member affected.

Section 9 – The Board of Directors shall have the power by at least a two-thirds vote to recommend expulsion of any member for cause, provided that notice of the proposed expulsion shall be given by mail to the member affected at least two weeks prior to the holding of the meeting that the expulsion shall be considered.

Section 10 – In the event a vacancy occurs on the Board of Directors, the remaining members of the Board shall have the power to appoint a successor to fill such vacancy until the next annual meeting, at which time the active members shall elect a successor for the uncompleted term of the Board member.

ARTICLE IX – OFFICERS

Section 1 – The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and one (1) Education/ Program Director.

Section 2 – THE PRESIDENT shall be elected by the regular active Members at the appropriate Annual Meeting for the term of two years and may be reelected for only one more consecutive term and shall serve until his or her successor takes office.

1. He or she shall take office at the next meeting of the New Board of directors.
2. He or she shall preside at all meeting of the Association and have general supervision.

3. He or she shall serve as Chairman of the Board of Directors.
4. He or she shall appoint all committees.
5. He or she shall review in detail all budget and progress reports of all committees.
6. He or she shall be a member ex-officio of all committees.
7. The President shall, with the Vice President, sign all contracts and obligations authorized by the Board of Directors.
8. The President shall be authorized to disburse monies of the corporation in the absence of the Treasurer.

Section 3 – THE VICE-PRESIDENT shall have the following duties:

1. He or She shall, in the absence of the President, assume and carry out the duties and responsibilities of the presidency.
2. He or She shall review in detail all budgets and progress reports of the Committees.
3. The Vice-President shall chair the by-laws committee.
4. The Vice-President shall assist the treasurer with the preparation of the annual budget.
5. The Vice-President shall also serve on the Nominating Committee.

Section 4 – THE SECRETARY shall have the following duties:

1. The secretary may receive an annual stipend fixed by the Board of Directors.
2. Send out the “Call” or Notice of Meetings.
3. Prepare Order of Business for the Presiding Officer.
4. This officer shall keep the minutes of all business meetings, and of the meeting of the Board of Directors.
5. Correction and Approval of Minutes.
6. This officer shall be Secretary to the Board of Directors.
7. This officer shall keep a special file of all Rulings of the Board of Directors.

Section 5 – THE TREASURER shall have the following duties:

1. The Treasurer may receive an annual stipend fixed by the Board of Directors.
2. This officer shall receive all monies. Expenditure of monies will be upon this officer’s order and authorized by the Board of Directors.
3. The treasurer shall be the custodian of the funds of the Association and shall collect all dues, assessments, and other monies.
4. The treasurer shall be responsible for notice to the membership of all financial obligations.
5. The treasurer shall, when appropriate, send written notice of suspension of membership in accordance with the bylaws of the Association.
6. The treasurer, with the assistance of the vice president, shall prepare the proposed annual budget and present to Board of Directors for approval before the Spring members meeting. The membership shall have an opportunity to comment on the budget during the Spring meeting. The budget shall be approved at the Spring meeting.
7. The treasurer shall make all payments in accordance with the budget.
8. The president and vice president or any other person(s) so designated by the Board of Directors shall sign all checks.
9. He shall keep full an accurate account of all monies and render a financial report at each Annual Meeting.
10. This officer shall collect all dues.
11. There shall be an annual audit of the Treasurer’s books by a CPA.
12. The treasurer shall be responsible to provide all documents to CPA for filing tax return with the Internal

Revenue Service.

Section 6 – EDUCATION/PROGRAM DIRECTOR shall have the following duties:

1. This officer will be responsible for compiling, editing and issuing Florida Blueberry Grower Associations newsletter, The Blueberry News.
2. This officer will be responsible for mailing if need be with the assistance of the Secretary.
3. This officer will be responsible, with input from the Board of Directors, for coordination and establishing a program for annual meetings for the Florida Blueberry Growers Association.

Section 7 – NOMINATING COMMITTEE of five (5) Active members shall be appointed by the President at least 30 days prior to the Annual Meeting after the adoption of these Bylaws. It shall nominate Active Members for all officer positions and for vacant Director positions as well. Nominations may also be made from the floor.

ARTICLE X – DISSOLUTION

The Association shall not engage in any business or enterprise with a view to making a profit. Upon the dissolution of this Association any remaining assets, after the payment of all just debts of the Association, shall be disbursed at the discretion of the Board of Directors for blueberry research work.