

Proposed Revisions for Consideration at the Annual Meeting, January 18, 2020

Blue = explanations of changes

~~Strikethrough~~ = removed, reworded, or revised sections

Red = new text

By-Laws of the NORTH CAROLINA MUSCADINE GRAPE ASSOCIATION, INC.

~~Kinston, North Carolina~~

Removed as no longer the official location of the Association

ARTICLE I

Purposes and Powers

The purpose for which this association is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the association.

ARTICLE II

Membership and Dues

The membership of the organization shall be active, associate and honorary. All dues are payable to the Treasurer of the association. The Secretary shall keep a list of all members. ~~issue a membership certificate or card at the time of the acceptance and upon payment of the specified dues.~~ Removed as not current practice or necessary.

Section 1. Active Members.

Any individual, partnership, firm or corporation that is owner, manager, or has an interest in grapes and grape products, may become an active member upon application, acceptance and payment of dues. The Board of the association shall have the power at any time to determine who is eligible for membership according to the rules of the association.

Section 2. Associate Members.

Any individual, commercial firm ~~of~~ or corporation may become an associate member of the North Carolina Muscadine Grape Association, Inc. upon application, acceptance, and payment of the amount of dues determined by the Board of Directors. Correction of typo

Section 3. Honorary Members.

Any person may become an honorary member of the North Carolina Muscadine Grape Association, Inc. upon a majority vote of the Board. No dues shall be charged honorary members.

Section 4. Property.

No property rights shall accrue to any member or person and in case of dissolution all property or assets, after payment of debts, shall accrue as provided in the charter, provided however, no incorporator or member shall be responsible for, or individually liable for, any debts or obligation of the corporation.

ARTICLE III

Directors and Officers

Section 1. Who May Vote or Hold Office.

Only active members shall be eligible to hold elective offices, nominate or vote at meeting. Each partnership or corporation is entitled to one vote. The President and Vice-President shall be producers.

Section 2. Members.

~~The business of this association shall be conducted by a board of nine (9) directors. Eight directors shall be elected by and from the active members at the annual meeting, with the immediate past president also being a member of the board.~~

Revised to allow for election of all directors and accommodate more potential situations. Having one seat that can *only* be filled by an immediate past president does not allow for situations where the past president is still on the board in an elected term or is unable or unwilling to continue to serve. Current wording could even require the past president to serve many years beyond the end of their elected term if the current president serves multiple years.

The business of this association shall be conducted by a board of nine (9) directors. The immediate past president, if no longer a current board member, shall be invited to serve as a non-voting board member or advisor to the board for one year following the end of his or her term of office.

Section 3. Election.

~~At annual meetings each year, two (2) directors will be elected for a three year term to replace those whose terms are expiring, provided, however, a director cannot succeed himself for one year after his second three year term expires.~~

Rewording for clarity, to correct that the math above only accounts for six seats, and remove gender-specific pronouns.

At the annual meeting each year, directors will be elected to replace those whose terms are expiring and to fill any other seats that are vacant. Directors shall serve three-year terms. A director may serve two consecutive three-year terms. Directors cannot succeed themselves for one year after their second three-year terms expire.

Both the sections below are added to spell out how these contingencies would be handled.

Section 4. Resignation of Directors.

Any Director may resign at any time by giving written or electronic notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance as determined by the President of the Association.

Section 5. Removal of Directors and Officers

Directors or Officers may be removed from office by the Board at any time whenever in their judgement the best interest of the Association will be served thereby. A two-thirds vote of the Board at any regular meeting or special meeting called for that purpose is required.

Section 6. Vacancies. Renumbering after insertion of new sections (also continuing below)

Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining directors shall appoint to fill the vacancy until the next annual meeting of the members.

Section 7. Election of Officers.

~~Immediately after each election of directors, the board shall hold a regular meeting and organize by the election of a President, Vice President, and Treasurer, each of whom shall hold office until the election and qualification of his successor. The President shall appoint the Secretary with the approval of the Board of Directors. He may or may not be an elected member of the Board of Directors; however, his voting power will only be granted if he is elected to the Board by general membership.~~

Rewording to reflect current practices, for clarity, and remove gender-specific pronouns.

Immediately after each election of directors, the board shall hold a regular meeting and organize by the election of a President, Vice-President, and Treasurer, each of whom shall hold office until the election and qualification of their successors. The Board may choose to elect a Secretary or delegate the Secretary's duties to a paid or volunteer Secretary or Executive Secretary. The Secretary will only have voting powers within the board if the Secretary is a Director elected to the Board by the general membership.

Section 8. Board Meetings.

In addition to the first meeting, meetings of the Board of Directors shall be held at a time and place as the Board may determine.

Section 9. Special Meetings.

A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, or otherwise, and shall state the business to be transacted and time and place of such meeting. Correction for clarity of meaning.

The section below is added to reflect current practices and modern communication methods.

Section 10. Other Meetings or Actions

The board may choose to conduct meetings by teleconference or other electronic means or to allow participation in physical meetings by telephone or virtual presence. Votes on specific motions may be taken by telephone, email or other electronic means. Participation of all board members in such votes shall be recorded as a minute of the Association.

Section 11. Notice of Board Meetings.

Notice of the regular, special, telephone, or electronic meetings of the directors shall be mailed to each director at least 5 days prior to the time of such meeting, or board members may be notified by telephone or messenger or electronic messages, according to practices established by the Board. Updates to allow email, text, or other modern communication methods.

Section 12. Quorum.

Five (5) members of the Board of Directors attending a meeting shall constitute a quorum at any meeting of the Board, provided 2 officers are present.

ARTICLE IV

Duties of Directors

Section 1. Management of Business.

The Board of Directors shall have general supervision and control of the affairs of the association and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and the guidance of the members, officers, employees, and agents of the association. It shall be their duty to require proper records be kept of all business transactions.

Section 2. Employment or Manager.

The Board of Directors shall have power to employ or to authorize the employment of a manager and such other employees as may be deemed necessary, and to fix their compensation. The manager shall have charge of the business of the association under the direction of the Board of Directors.

Section 3. Bonds and Insurance.

The Board of Directors may require the manager and all other officers, agents and employees charged by the association with responsibility for the custody of any of its funds or negotiable instruments to give adequate

bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the association.

Section 4. Audits.

At least once in each year, the Board of Directors may secure the services of a competent and disinterested public auditor or accountant and render a report in writing thereon, which report shall be submitted to the members of the association at their annual meeting.

Section 5. Agreements with Members.

The Board of Directors shall have the power to carry out any and all agreements of the association with the members and others in every way advantageous to the association representing the members and others collectively.

Section 6. Depository of Funds.

The Board shall designate the depositories for the funds of the North Carolina Muscadine Grape Association, Inc.

This is commonly spelled out in non-profit bylaws but was lacking.

Section 7. Compensation

Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe the procedure for approval and payment of such expenses. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

Section 8. Observance of Charter and By-Laws.

The Board shall enforce the observance by all members of all provisions of the charter and by-laws of the North Carolina Muscadine Grape Association Association, Inc. Correction of typo.

ARTICLE V

Duties of Officers

Section 1. Duties of President.

The President shall (1) preside over all the meetings of the association and of the Board of Directors, (2) call special meetings of the Board of Directors, (3) perform all acts and duties usually performed by an executive and presiding officer, and (4) sign all papers of the Board of Directors; provided however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the association. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice-President.

In the absence or disability of the President, the Vice-President shall perform the duties of the President; provided, however, that in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect his a successor. Replacement of gender-specific pronoun.

Section 3. Duties of the Secretary.

As Secretary, he shall keep a complete record of all meetings of the association and of the Board of Directors and shall have general charge and supervision of the book and records of the association. He shall serve all notices required by law and these by laws and shall make a full report of all matters and business pertaining to his office at the annual meeting. He shall make all reports required by law and shall perform other duties as may be required of him by the association or the Board of Directors. Upon the election of his successor, the

~~Secretary shall turn over to him all books and other property belonging to the association that he may have in his possessions.~~

Rewording to replace multiple gender-specific pronouns. Numbered list for clarity.

The Secretary shall:

- 1) keep a complete record of all meetings of the association and of the Board of Directors and shall have general charge and supervision of the book and records of the association
- 2) serve all notices required by law and these by-laws and shall make a full report of all matters and business pertaining to this office at the annual meeting
- 3) make all reports required by law and shall perform other duties as may be required of the Secretary by the association or the Board of Directors.

Upon the election of his or her successor, the Secretary shall turn over all books and other property belonging to the association to the new Secretary.

Section 4. Duties of the Treasurer.

~~As The~~ Treasurer, he will perform such duties with respect to the finances of the association as be prescribed by the Board of Directors. Rewording to replace gender-specific pronoun

ARTICLE VI

Members' Meeting

Section 1. Fiscal Year.

The fiscal year of this association shall commence on the first day of January and end on the last day of December of each year.

Section 2. Annual Meeting.

The annual meeting of the members of this association shall be held during the first quarter of the fiscal year at such time and place as determined by the Board of Directors.

Section 3. Special Meetings.

Special meetings of the members of the association may be called at any time by order of the Board of Directors.

Section 4. Notice of Meeting.

~~Notice of every regular and special meeting of members shall be prepared and mailed 10 days prior to the date of the meeting to the last known post office address of each member before each meeting. Such notice shall state the object of objects thereof and the time and place of meeting and, in the discretion of the Board of Directors, may be given by telephone or publishing the same 10 days prior to the date of the meeting in a newspaper of general circulation published in the city where the principal place of business of the association is held.~~

Reworded to update to modern communications methods, but specify postal mail for the most important meetings.

Notice of every regular and special meeting of members shall be prepared and mailed 10 days prior to the date of the meeting to the last known post office address of each member before each meeting. Notices may also be delivered by commonly used electronic means such as email. Electronic notices shall not replace postal mail for the annual meeting or any meeting that may involve the dissolution of the organization All notices shall state the object or objects thereof and the time and place of the meeting.

Section 5. Quorum

~~A majority of the officers and those attending~~ Those members present at a meeting shall constitute a quorum for the transaction of the business at any meeting of the association except for the transaction of business concerning which a different quorum is specifically provided by law or these by-laws ~~but in the event a~~

~~quorum is not present, In the event such quorum is not present, that such meeting may be adjourned from time to time by those present until a quorum is obtained.~~ Reworded for clarity.

Added to explain what majority is needed for a vote to carry.

Section 6. Action at Members Meetings

Vote in favor by a simple majority of those present shall be sufficient for action except when a different majority is required by law or by these bylaws.

ARTICLE VII

Order of Business

Section 1. The order of business shall be:

1. Call to order.
2. Reading of minutes of previous meeting not yet approved.
3. Report of standing committees.
4. Report of special committees.
5. Unfinished business.
6. New business.
7. Program
8. Adjournment.

ARTICLE VIII

Miscellaneous Provisions

Section 1. By-Laws Printed.

After adoption, these by-laws, preceded by the Articles of Incorporation, may be printed in pamphlet for and a copy thereof may be delivered to each member and to each person who may later become a member of the association, hereafter, as shown in the books of record.

Section 2. Seal.

The Board of Directors shall have authority to adopt a seal by proper resolution at any duly called meeting.

ARTICLE IX

Amendments to Charter or Dissolution of the Association

The charter of the North Carolina Muscadine Grape Association, Inc. may be amended **or the Association may be dissolved** by a two-thirds majority vote of those active members present at any annual meeting or special meeting. No amendments shall be voted upon, however, unless the same shall be filed in writing with the secretary at least 10 days prior to the annual meeting or a called meeting. Notices of annual meetings mailed to the address (last known) of any members appearing upon the Secretary's records shall constitute proper notice thereof. Notices appearing in bulletins or leaflets of the association, if in the mail 10 days preceding the date of the meeting, shall be regarded as due and sufficient notice. Added to explain process should there be a need or desire to dissolve the Association.

ARTICLE X

Amendments to By-Laws

These by-laws may be amended at any meeting of the North Carolina Muscadine Grape Association, Inc. upon recommendation of the Board by a majority vote of members present.