

**BYLAWS OF THE
FLORIDA POMEGRANATE ASSOCIATION, INC
ADOPTED SEPTEMBER 14, 2012**

ARTICLE I - NAME

The name of the association shall be the Florida Pomegranate Association Inc. (FPA), a non-profit professional association incorporated under the laws of the State of Florida.

ARTICLE II - PURPOSE

Our mission is to create, direct and promote a pomegranate industry in the State of Florida; to share information amongst members; to research, evaluate and develop the best pomegranate cultivars for our region; and to institute best management practices to produce a superior product for the commercial market.

ARTICLE III - MEMBERSHIP

Membership shall be classified as Grower and/or Nursery, Allied, Education and/or Research and Associate.

Section 1 - Grower and/or Nursery membership shall be limited to individuals, firms or corporations who are engaged in the production of pomegranates and pomegranate plants. Only Florida Grower and or Nursery members shall be permitted to vote and only one vote shall be permitted for each dues paying individual, firm, or corporation. Annual dues are \$100.00.

Section 2 - Allied membership shall be confined to individuals, firms, or corporations that produce fertilizers, chemicals, or other products necessary for the production or marketing of pomegranates. Allied members shall be entitled to all rights and privileges of the Association except voting and petitioning for additional meetings. Annual dues are \$120.00.

Section 3 - Education and/or Research membership shall be available to individuals directly engaged in extension, teaching and research related to the pomegranate industry and must be with non-profit or public institutions. Educational and Research membership shall be entitled to all rights and privileges of the Association except voting and petitioning for additional meetings. Annual dues are \$20.00.

Section 4 - Associate membership shall be homeowners, hobbyist, students and other non-commercial individuals who have an interest in joining, and will have neither voting privileges nor can they petition for additional meetings. Annual dues are \$60.00.

Section 5 - Honorary Member - Any individual who has rendered a special meritorious service to the association and to the advancement of pomegranates in Florida may be designated by a Two-thirds (2/3) vote of the Board of Directors present as an honorary member of the Association. Such honorary member shall not be required to pay dues and has voting rights.

Section 6 - Adjunct Membership - Member of another professional or related organization with which we have a reciprocal membership agreement. \$20.00

ARTICLE IV - MEETINGS AND DUES

Section 1 - Dues of Grower and/or Nursery, Allied, Educational and Research memberships are payable and are due January 1 each year. A notice will be sent about December 1. After January 30 of the current year if dues have not been renewed, member's rights will be suspended until current years dues have been received. The annual dues shall be determined by a majority vote of the active, Grower and/or Nursery membership, as defined in Article VII, Section 1.

The fiscal year of the Association is January 1 through December 31. The fiscal year may be changed by the Board of Directors as they deem appropriate in the best interest of the Association.

Assessments: The Board of Directors may fix assessments as it considers appropriate from time to time.

Reminder of the annual dues shall be sent by January 15. Any member who has not paid dues by February 1 shall automatically be suspended from all privileges of membership. After February 1, membership in the Association shall be terminated, with no further action by the Board of Directors being necessary.

Section 2 - The Annual Meeting of the Association must be held at a date to be determined by the Board. Additional meetings of the Association shall be called at any time by the president and 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 percent (50%) of the current, Grower and/or Nursery membership.

Section 3 - Notice of the Annual Meeting shall be sent 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 thereafter.

Section 4 - Notice of the time and place as well as the purpose of any special meeting shall be sent by the secretary at least two weeks in advance to each meeting to the member at his mailing address or e-mail 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 or action taken thereafter.

ARTICLE V - PUBLICATION

A source for information will be the Florida Pomegranate Association Web site, where information on Florida pomegranates can be found.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended at the annual meeting by two-thirds vote of the active, regular members present, provided that 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, Grower and/or Nursery member in good standing shall have one and only one vote. No voting by proxy shall be permitted.

Section 2 - At least ten percent (10%) of the voting members present and at least forty percent (40%) of the Board of Directors 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 Bylaws.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 - The Association shall have a Board with 13 Directors composed of the President, Vice President, Secretary, Treasurer, six at-large members, a Research member, an Educational Program Director, a County Extension member. Directors must pay dues and be in good standing to remain on the Board. Ex-officio members will not have board voting rights. Board members may serve two consecutive terms.

Section 2 - The term of each Director shall be for a period of two years, with a six year maximum. The term shall begin with the Annual Meeting.

Section 3 - The voting members of the Board of Directors shall have the power to remove any Director for cause by the affirmative vote of two-thirds of the Board of Directors 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 30 days prior to the holding of the meeting to cause such removal.

Section 4 - The Board of Directors may require the Treasurer, Officers and members of the Association with the responsibility to securing and taking 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 per year, one of 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 their discretion and at the written request of at least one-third (1/3) of the members of the Board. They shall call a Special meeting with notice given at least two weeks in advance to 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 thereafter.

Section 6 - All Officers shall be notified and should be in attendance at all meetings of the Board.

Section 7 - The Board of 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 should such obligations be deemed as 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 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 9 - 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 voting 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, Vice President, Secretary, Treasurer and Education Program Director.

Section 2 - THE PRESIDENT shall be elected by voting active members at the annual meeting for a term of two years and may be reelected for up to two more consecutive terms, and shall serve until the successor takes office. This person shall have the following duties:

1. Take office at the next meeting of the Board of Directors.
2. Preside at all meeting of the Association and have general supervision.
3. Serve as Chairman of the Board of Directors.
4. Review progress reports of the Committees.
5. Be a member ex-officio of all committees.
6. The President shall, with the Vice President, sign all contracts and obligations authorized by the Board of Directors.
7. The President and Vice President shall both be authorized to disburse monies of the corporation in the absence of the Treasurer as authorized by the Board of Directors.

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

1. In the absence of the President, this person shall assume and carry out the duties and responsibilities of the presidency.
2. Review in detail all budgets reports of the Committees.
3. Be a member of the Bylaws Committee.
4. Assist the treasurer with the preparation of the annual budget.
5. Serve on the Nominating Committee.

Section 4 - THE SECRETARY shall have the following duties:

1. Send out the "Call" or Notice of Meetings.
2. Prepare Order of Business for the Presiding Officer.
3. Shall keep the minutes of all business meetings and of the of the Board of Directors meeting.
4. Correction and approval of minutes.
5. The Secretary and Treasurer shall be responsible for notice of membership obligations.

Section 5 - THE TREASURER shall have the following duties:

1. Receive all monies.
2. Expenditure of monies will be upon this officer's order and authorized by the Board of Directors.

3. Be the custodian of the funds of the Association and shall collect all dues, assessments and other monies.
4. The Secretary and Treasurer shall be responsible for notice of membership obligations.
5. The Treasurer, with the assistance of the Vice President, shall prepare the proposed Annual budget and present to the Board of Directors for approval before the Annual members meeting. The budget shall be approved at the Annual Meeting.
6. The Treasurer shall make all payments in accordance with the budget.
7. Signs all checks.
8. Keep full an accurate account of all monies and render a financial report at the Annual Meeting.
9. There shall be an annual audit of the Treasurer's books by a CPA that is not associated with FPA.
10. Be responsible to provide all documents to CPA for filing tax return with the Internal Revenue Service.

Section 6 - EDUCATION AND/OR PROGRAM DIRECTOR shall have the following duties: Be responsible for compiling, editing and issuing information on the FPA website. Will be responsible, with in-put from the Board of Directors, for co-ordination and establishing a program for annual meetings for the Florida Pomegranate Association.

Section 7 - NOMINATING COMMITTEE with a minimum of five voting members shall be appointed by the Board of Directors at least 30 days prior to the Annual meet after the adoption of these Bylaws. It shall nominate Florida Grower/Nursery members for all officer positions and for Director Positions. Nominations may also be made from the floor.

ARTICLE X - GOVERNING RULES

Robert's Rules of Order will be used as parliamentary authority.

ARTICLE XI - DISSOLUTION

The Association shall not engage in any business or enterprise with a view of 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 pomegranate research work.