

NAPGA Bylaws

North American Pawpaw Growers Association (2014)

Article I – Name & Purpose

I. 1 - Name. The name of the organization shall be the North American Pawpaw Growers Association.

I. 2 - Registered Trade Mark. The North American Pawpaw Growers Association is a registered Trade Mark in the state of Ohio held by the Ohio Pawpaw Growers Association, a nonprofit corporation, existing under the laws of the state of Ohio and is on file with the IRS as a DBA, i.e., doing business as the North American Pawpaw Growers Association (NAPGA).

I. 3 - Organization. The NAPGA is organized exclusively for charitable and educational purposes as defined in IRS Code Section 501(c)(5), or any analogous.

I. 4 - Purpose. The NAPGA is a non-profit association dedicated to providing encouragement, education and support North American pawpaw (*Asimina triloba*) growers around the world.

I. 5 – Activities. In order to fulfill the purpose, the NAPGA shall endeavor to advance *Asimina triloba* cultivation and the needs of its members through the following objectives:

I. 5. a – NAPGA shall Publish educational publications for growers and consumers on all aspects of cultivation, benefits, and opportunities of the North American pawpaw.

I. 5. b – Support scientific research, i.e., cultivation and processing, on the N. A. pawpaw.

I. 5. c – Focus on promoting best management practices and establishing industry standards.

I. 5. d – Distribute relevant and current information among the members and chapters.

I. 5. e – Promote and advocate fair trade practices and new market opportunities.

Article II – Membership & Dues

II. 1. Membership. Membership shall be open to all individuals / families, whose interests are consistent with the purpose of the NAPGA and who, upon application and payment of the required dues, shall be a member with full rights and privileges.

II. 2. Non-Transference. Membership is non- transferable, non- assessable and non-assignable.

II. 3. Membership Categories. Categories of membership shall be established by the Board of Directors

II. 4. Membership Terms. All memberships shall be based on a year period, unless otherwise specified by the Board of Directors.

II. 5. Dues. Dues shall be established by the Board of Directors.

II. 6. Honorary Members. An individual that has made a significant contribution to the advancement of the N. A. pawpaw may be recognized as an honorary member. In order to qualify for this recognition, the following procedures must be followed.

II. 6. a – Any member in good standing may nominate an individual to a Board member prior to an International Meeting.

II. 6. b – To qualify as an honorary member, the individual must be approved by 2/3 of the Board.

II. 6. c – An individual who fails to receive a 2/3 vote may be re-nominated after a one year period.

II. 6. d – Honorary members are not required to pay membership dues, unless they wish to do so in order to have a vote on NAPGA business matters

Article III – Voting Requirements.

III. 1 – In order to vote, a member must be in good standing.

III. 2 – The member must be present at the meeting.

III. 3 – A member in good standing is entitled to one vote per person.

III. 4 – Exceptions. In situations where a voting member’s health, location or other circumstances prevent him/her from attending a meeting, the member may, at the discretion of the chair, be allowed to participate in the meeting with the assistance of real time technology.

Article IV – Chapters (State chapters, state affiliates, state branches, clubs, etc.)

IV. 1 - Authorization: Chapters shall be issued a “Certificate of Affiliation” upon approval of the Board of Directors. A Chapter that meets the requirements will be recognized by the Board as being in good standing and issued a “Certificate of Affiliation.”

IV. 2 - Organization: A nucleus of Six (6) NAPGA members in good standing is required in an adjoining state(s) to organize an autonomous Chapter.

IV. 3 - Bylaws: Chapters shall set forth operational guidelines and select a name consistent with the bylaws of the NAPGA and OPGA and notify NAPGA 90 days after the Chapter is organized.

IV. 4 - Officers: All Chapter officers must be members in good standing of NAPGA and the Chapter in which they are an officer.

IV. 5 - . Affiliate Board Member: Each Chapter shall elect an Affiliate Board Member from their membership roster to serve on the NAPGA Board for a period of three years. The Affiliate Board Member shall have full voting rights on the NAPGA Board.

IV. 6 - Chapter membership: Chapter membership shall be limited to NAPGA members in good standing but visitors may attend chapter meetings.

IV. 7 - Dues: Chapters in good standing may set their own local dues.

IV. 8 - Information exchange: The NAPGA is to keep an open exchange of information with the various groups and Chapters affiliated with the NAPGA where ever they may occur.

IV. 9 - Educational publications: Each NAPGA Chapter will be encouraged to contribute to “Pawpaw Pickin’s” or other educational publications of the NAPGA.

IV. 10 - Dues distribution: The NAPGA will set aside an amount determined by the Board of Directors not to exceed eight dollars per Chapter member in good standing each calendar year. These funds will be distributed to the Chapters in good standing upon receipt of a written request from the Chapter. The written request shall include but not limited to the Chapter name, a current list of officers, number of Chapter members in good standing, and any other information the Board of Directors may require.

IV. 11 - Operating procedures: the Board of Directors shall adopt Rules and Procedures for Chapter operations on any matters it deems appropriate. Chapters shall be allowed maximum local autonomy if consistent with these Bylaws. Chapters shall be supportive of the NAPGA and shall operate with the letter and spirit on these Bylaws.

IV. 12 - Revocation of Chapter Certificate of Recognition: A Chapter Certificate of Affiliation may be revoked for cause after a hearing and vote of two-thirds (2/3) of the members of the Board of Directors Upon such revocation, the Chapter shall cease any official reference to NAPGA in its meetings and its publications and any Chapter monies shall revert to the NAPGA.

Article V – International Meetings

V. 1 - International Meetings. Meetings shall be held at any declared International Meeting:

V. 2 - Special Meetings. Special meetings may be called by the President or one-half (1/2) of the NAPGA Board Members.

V. 3 - Notice of International Meetings. Notice of each International Meeting shall be given to each voting member by mail or email, not less than two months prior to the meeting.

V. 4 - Order of Business. The order of business listed below shall be followed at the International meeting.

- Recording Secretary’s report, approval of previous meeting minutes
- Treasurer’s Report
- Committee Reports
- Old Business
- New Business
- Announcements
- Adjournment

Article VI – Officers and Board of Directors, role, size, and compensation

VI. 1 - Board of Directors. The NAPGA Board shall consist of the fifteen (15) Board members of the OPGA and any duly elected affiliate board members in good standing.

V. 2 - Executive Committee. The NAPGA Board is responsible for overall policy and direction of the North American Pawpaw Growers Association and delegates responsibility for day-to-day operations to the Ohio Pawpaw Growers Association Executive Committee. The six officers serve as members of the Executive Committee

V. 3 - Board Compensation. The Associate Board Members receive no compensation other than reasonable expenses, approved by the Board.

V. 5 - Board Quorum. The Board members present at any declared meeting shall constitute a quorum of the Board. Board members may appoint proxies or be counted as “present” by conference call.

V. 6 - Officer Duties. The NAPGA officers and their duties shall be identical to those listed in the OPGA bylaws.

V. 7 - Resignation, Termination, and Absences. Resignation of a Board member or Associate Board member from the Board must be in writing and received by the Corresponding Secretary. A Board member or an Associate Board Member shall be dropped for excess absences from the Board if they have two unexcused absences or is not a member in good standing of the NAPGA. A Board member or an Associate Board Member may be removed for other reasons by a three-fourths vote of the Board directors.

Article VII – Committees

VII. 1. Committees. The Board may create committees as needed to carry out the business of NAPGA.

VII. 2 - Committee Chairs. The President appoints all committee chairs and is an ex officio member of all committees.

VII. 3 - Executive Committee. The six officers of the OPGA shall serve as members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Article VIII – Fiscal Year

VIII. 1- Fiscal year. The fiscal year shall be the calendar year.

Article IX – Amendments

IX. 1 – Amendments, Corrections and Additions. These bylaws may be amended or corrected by the Board of Directors by a two-thirds (2/3) majority vote or by a simple majority vote of the members present at any declared International Meeting not inconsistent with these bylaws or with the Articles of

Incorporation of the OPGA. The Secretary shall draw up a document of all adopted motions, corrections or additions and incorporate that record in to the bylaws of the NAPGA.

Article X - Dissolution

X. 1 - Dissolution. Upon the dissolution of the NAPGA, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article XI – Finances

XI. 1 - Finances. All financial accounts in any financial institution shall be held in the name of NAPGA or OPGA with authority in the President, the Treasurer, or an individual authorized by a majority vote of the Board to act and sign for the NAPGA on financial matters.

XI. 2 - Signatures. It shall require two of three officers (President, First Vice President and/or Treasurer) to sign checks.

Article XII – Tax Exemption Provisions

XII 1 - Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) on the Internal Revenue Code.

XII. 2 - Prohibition against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.