

OPGA BYLAWS
Ohio Pawpaw Growers Association, State Chapter, NAPGA

ARTICLE I – NAME & PURPOSE

Section 1: The name of the organization shall be the Ohio Pawpaw Growers Association (OPGA), State Chapter of the North American Pawpaw Growers Association (NAPGA).

Section 2: IRS Section 501(c)(5). Purposes. The Association is organized exclusively for charitable and educational purposes as defined in Internal Revenue Code Section 501 (c)(5), or any analogous.

Section 3: Specific purpose. The Ohio Pawpaw Growers Association is a not for profit organization formed to encourage, educate and support pawpaw growers.

ARTICLE II – MEMBERSHIP & DUES

Section 1: Membership shall be open to all persons whose interests are consistent with the purpose of this organization.

Section 2: Categories of membership shall be established by the Board.

Section 3: Dues. Dues shall be collected year round with the anniversary date on the date the dues were originally paid. Dues shall be established by the Board.

ARTICLE III – MEETINGS

Section 1: Annual meeting. The Board of Directors, who shall also set the time and place, shall set the date of the regular annual meeting.

Section 2: Special meetings. Special meetings may be called by the President or the Executive Committee.

Section 3: Meeting Notices. Notice of each meeting shall be given to each voting member by mail or e-mail, not less than two weeks prior to the meeting.

Section 4: The order of business listed below shall be followed at the Annual Meeting:

- Recording Secretary's report, approval of previous meeting minutes
- Treasurer's report
- Committee reports
- Old business
- New business
- Announcements
- Election of new Board members and officers

ARTICLE IV – OFFICERS and BOARD OF DIRECTORS

Section 1: Board role, Size, Compensation. The Board is responsible for overall policy and direction of the Ohio Pawpaw Growers Association and delegates responsibility for day-to-day operations to the Ohio Pawpaw Growers Association Executive Committee. The OPGA Board shall have up to 15 and no fewer than 5 members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least annually at an agreed upon time and place. Meetings may be held by electronic conference calling or e-mail conferences. After such debate, the Board may entertain a motion, second and vote by e-mail or telephone. Any resultant action may be implemented in the same manner as if business were conducted during a regular Board meeting. Board members are expected to attend Board meetings. Failure to do so is grounds for dismissal.

Section 3: Board elections. Approximately one-third (1/3) of the directors shall be elected for three-year terms (3-year) by the membership at each Annual Meeting. Directors must be members of the NAPGA and OPGA. Directors will be elected by a majority of the current members in good standing attending the annual meeting of the association. Each member in good standing is entitled to one vote and shall have the right to vote by written proxy.

Section 4: Terms. All Board members shall serve three year terms, but are eligible for reelection with no limit on the number of terms that can be served.

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

Section 6: Notice. All Board meetings require that each Board member have written or e-mail notice two weeks in advance.

Section 7: Officers and Duties. There shall be six officers of the Board consisting of a President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary and Treasurer. Officers shall be elected to a three year term by a majority of the Board members constituting a quorum at the annual meeting. Their duties are as follows:

The President shall preside at Annual Meetings, shall convene regularly scheduled Board meetings, and shall appoint standing committees and special committees. The President shall perform all duties incident to the office and such other duties that may be required by law, the Articles of Corporation, by these By-Laws, or that may be prescribed by the Board.

The First Vice-President will chair special committees as designated by the President. In the absence of the president, shall perform the duties of that office.

The Second Vice-President shall be responsible for sending out the email newsletters, maintaining the OPGA discussion group, and other duties assigned by the President.

The Corresponding Secretary shall be responsible sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that association records are maintained.

The Recording Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and the Annual meeting.

The Treasurer shall make a report at each Annual Meeting and Board meeting. The Treasurer shall chair the Finance Committee, assist in preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

The Web Master shall be a member of the Board and maintain the OPGA web site and other related duties.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Corresponding Secretary. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon. These vacancies will be filled only to complete the particular Board member’s unfinished term.

Section 9: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Corresponding Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences or is not a member in good standing. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special meetings. Special meetings of the Board shall be called upon the request of the President or of a majority of the Board. The Corresponding Secretary shall send out notices of special meetings to each Board member two weeks in advance.

ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed, such as membership, education, Ohio Pawpaw Festival, etc. The President appoints all committee chairs.

Section 2: The six officers serve as members of the Executive Committee. Except for the power to amend the Articles of Corporation and Bylaws, the Executive Committee shall have all of 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.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget.

ARTICLE VI - FISCAL YEAR

The fiscal year shall be the calendar year. An annual report is required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors or by a simple majority vote of the members present at any regularly called meeting. Proposed amendments must be submitted to the Corresponding Secretary to be sent out with regular Board announcements.

Section 2: The Articles of Corporation may be amended when necessary by a two-thirds majority of the Board of Directors or proposed amendments must be submitted to the Corresponding Secretary to be sent out with regular Board announcements.

The Bylaws were approved at the meeting of the Board of Directors of the Ohio Pawpaw Growers Association in 2002, 2007 & 2013.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of this association, 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 IX - FINANCES

All financial accounts in any financial institution shall be held in the name of the 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 Association on financial matters. It shall require two of three officers to sign for checks, President, First Vice President, and/or the Treasurer.

ARTICLE X – TAX EXEMPTION PROVISIONS

Section 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.

Section 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.