

# Bylaws of Colorado Fruit and Vegetable Growers Association, Inc.

Approved by the CFVGA Membership February 17, 2016

## ARTICLE I

### Name, Office, Scope, Mission and Purposes

**Section 1. Name.** The name of the Corporation shall be “Colorado Fruit and Vegetable Growers Association, Inc.,” which shall be referred to in the remainder of these bylaws as “Association” or “CFVGA.”

**Section 2. Principal Office.** The principal office for the transaction of the business of the Association is hereby fixed and located in Colorado. The Board of Directors may change the principal office from one location to another within the State of Colorado.

**Section 3. Scope.** CFVGA serves the interests of commercial vegetable and fruit growers and associated industries in Colorado. CVFGA shall operate as a non-profit agricultural business organization under section 501(c)(6) of the Internal Revenue Code.

**Section 3. Mission and Purposes.** The mission of CFVGA is to promote the general and common interests of its members. The purposes within this mission shall include:

- a. Network and provide a voice for its members
- b. Improve business sustainability and profitability of members
- c. Foster research for the benefit of its members
- d. Disseminate research, news, and best management practices to its members
- e. Enhance collaborative relationships with Colorado State University, other universities and research Institutions, Colorado Department of Agriculture, local, state, federal governments, policy makers, suppliers, distributors, other affiliate grower associations and other partners in the business success of its members.

## **ARTICLE II**

### **Membership**

**Section 1. *Membership Classification.*** The Association shall have members and its members shall be divided into four categories: a) Grower, b) Allied c) Partner and d) General Interest.

**Section 2. *Qualifications.*** The qualifications of the four categories of membership are as follows:

- a. *Grower Member:* Any person, partnership, corporation or other entity with office or facilities located within the state of Colorado engaged in growing vegetables and fruits for commercial purposes who pays the annual membership dues and is approved for membership by the Board of Directors or its designee shall be a Grower Member with the right to vote. Grower members may also pack and ship the produce they grow.
- b. *Allied Member:* Any person, partnership, corporation, or other entity with a financial interest in the commercial vegetable and fruit industry in Colorado who pays the annual membership dues and is approved for membership by the Board of Directors or its designee shall be an Allied Member with the right to vote.
- c. *Partner Member:* Any person with a collaborative interest in CFVGA that is an employee of CSU Extension, research, teaching and/or other higher education institution or an employee of any government entity that is involved in exemplary contribution to the commercial vegetable and fruit industry in Colorado who pays the annual membership dues and is approved for membership by the Board of Directors or its designee shall be a Partner Member. Partner Members are non-voting members but shall have other membership privileges as defined by the Board.
- d. *General Interest Member (GIM):* Any person that does not qualify for any of the above membership categories, who is approved by the CFVGA Board of Directors for their inclusion into this category and who pays the annual membership dues. General Interest Members have no direct financial interest in fruit and vegetable production but would like to stay informed about the Association Activities and assist the CFVGA achieve its mission in Growing Resources and Cultivating Success for Colorado fruit and vegetable farmers. General Interest members will have no voting rights but shall have other membership privileges as defined by the CFVGA Board of Directors.

**Section 3. *Applications for Membership.*** All applicants for membership must complete the application form provided by CFVGA and submit the application with the required dues to the principal office of CFVGA.

**Section 4. *Resignation.*** Any member may resign by filing a written resignation with the Secretary of the Board; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation. Membership is nontransferable.

**Section 5. *Expulsion.*** Any member may be expelled for adequate cause by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member or deliberation by the Board. Any member proposed for expulsion for any other reason shall be given advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision. Any member expelled from CFVGA for any cause other than failure to pay dues may not apply for membership for three (3) full consecutive years after the date of expulsion.

**Section 6. *Membership Term.*** Membership terms shall be determined by the Board of Directors

### **Article III**

#### **Dues**

**Section 1. *Dues.*** The annual rate of dues and the payment due date shall be determined by the Board of Directors for each type of membership.

**Section 2. *Delinquency.*** Any member of the CFVGA who is delinquent in dues for a period of thirty (30) days shall be notified of the delinquency and suspended from membership until his or her membership is renewed.

**Section 3. *Refunds.*** No dues will be refunded absent extenuating circumstances as determined by the Board of Directors.

### **Article IV**

#### **Fiscal Year**

**Section 1.** The fiscal year for the Association shall be from November 1 to October 31.

## **Article V**

### **Membership Meetings**

**Section 1. Annual Meeting.** The Association will hold an annual meeting of the membership at the place and on the date that the Board of Directors determines.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Board of Directors at any time. Special meetings shall be called by the Secretary upon receipt of written request signed by twenty-five percent (25%) or more of the voting members of the Association.

**Section 3. Notice.** Notice of each annual or special meeting of members shall be sent by first class mail or electronic transmission to all voting members not less than ten (10) days nor more than forty (40) days before the meeting, addressed to the last known street or electronic address of such members as the same may appear upon the books and records to the Association. The notice shall include a description of the purpose or purposes for which the meeting is being called and the matters which the members will be asked to approve.

**Section 4. Voting.** The presence of 25% of the members entitled to vote at a meeting constitutes a quorum. The action of the majority where a quorum is present is necessary to make a decision. Members may vote by a valid written or electronic ballot, as authorized by the Board of Directors, and such ballots shall count towards the quorum requirement. Cumulative voting is not allowed. Each Grower or Allied member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. If two (2) or more persons hold one membership in partnership, joint tenancy, or otherwise, the vote of such membership shall be cast by any one of such persons.

## **Article VI**

### **Board of Directors**

**Section 1. Directors.** The governing body of the CFVGA is the Board of Directors (Board), which has the authority and is responsible for the supervision, control, and direction of the CFVGA.

**Section 2. Composition of the Board.** The Board of Directors shall consist of eleven voting members who are in good standing. The composition of the Board of Directors will be as follows:

1. There shall be at least six Grower Members of the Board;
2. The Board, on an annual basis, shall include representation from throughout the State of Colorado, with a goal of two Board members from each of the following regions: the Arkansas Valley, Northern Colorado, the Tri-River area, the San Luis Valley, and Southwest Colorado;

3. The Board, on an annual basis, shall include growers with different size operations, with growers from small, medium and large farms;
4. The Board, on an annual basis, shall include producers of different fruit and vegetable crops;
5. The Board shall include at least one Allied Member who is not a producer but instead represents members from allied industries.
6. The Board may also appoint one or more Partner members as ex-officio, non-voting board members.

**Section 3. Election and Term of Office.** Terms for the Board of Directors will be three (3) years and will be staggered as determined by a Nominating Committee as described in Article IX Section 2. Directors shall serve no more than three consecutive three-year terms.

**Section 4. Vacancies.** Vacancies occurring on the Board of Directors for any reason may be filled by the appointment of a new director by the majority vote of the remaining directors. Such appointed directors shall serve until the next annual meeting of the members.

**Section 5. Meetings.** The Board of Directors shall hold at least three regular meetings per year and others at the direction of the majority of the board. Board members may attend meetings in person, by conference call or by any other means by which all directors participating may hear each other during the meeting. If a voting board member is not able to participate in a board meeting, he or she can assign his/her proxy to another voting board member that will be in attendance. This will be accomplished through a written agreement between the two board members executed either through a hard paper copy or electronic means and this agreement shall be forwarded to the CFVGA Executive Director prior to the meeting for which it applies. The proxy counts toward quorum requirements but the board member the proxy is assigned to can only take a voting position as directed in the agreement with the absent board member. The presence and properly executed representation by proxy of a majority of voting directors then in office constitutes a quorum. The act of a majority of voting directors and properly executed representation by proxy where a quorum is present is necessary to make a decision. Each voting director present at a regular or special meeting of the Board shall be entitled to one vote and a single vote for each properly executed proxy that they have an agreement for

If the Executive Director or any current Board Member in good standing identifies an issue where action is required by the CFVGA Board of Directors prior to the next regularly scheduled board meeting, he/she can request action by the board either through online voting, as long as no board member feels that the issue needs debate among the board or by a special meeting where debate can occur. When such a request is made, the Executive Director shall send an email to all board members identifying the action requested and asking each board member to either (1) vote to approve the action, (2) vote to deny the action, or (3) vote to have a special meeting where the issue can be debated among the board. In that email, the Executive Director shall set a deadline of voting no sooner than 72 hours from the transmission of the email. If any board member votes to have a special meeting, then the Executive Director shall schedule a special meeting of the board at the earliest possible convenience and no action will be taken on the issue until the board can meet. If no board member requests debate of the issue, the action will be decided by the simple majority of the total board of directors. This applies to questions not on a regular board agenda, as well as to agenda items from a previous board meeting that could not be voted on due to the lack of a meeting quorum.

**Section 6. *Removal.*** A director may be removed for cause by a majority vote of a quorum of the membership.

**Section 7. *Compensation.*** No salary shall be paid to any officer or director for his services to the Association. Any director, officer, or member may receive compensation or reimbursement for other services or expenses as determined by resolution of the Board of Directors.

**Section 8. *Conflict of Interest Policy.*** A majority of the Board of Directors and a majority of the members of any committee designated by the Board shall consist of persons who have no financial interest in the affairs of the Association. Persons deemed to have a financial interest in the affairs of the Association include persons receiving grants or compensation (other than director's fees or reimbursement of expenses) from CFVGA; independent contractors for services with CFVGA; persons with a financial relationship with such an independent contractor or grantee (such as owners or employees of the independent contractor or grantee), and close family members of the foregoing. If a director, officer, or committee member has a financial interest conflicting with the interest of CFVGA in any matter (such as whether to enter into a contract with, or make a grant to, such individual or an organization with which such individual is associated), then the individual must bring the conflict to the attention of the other

directors, officers, and committee members and refrain from participating, deliberating or voting in any decision with respect to the matter.

**Section 9. *Indemnification.*** The Association shall indemnify to the maximum extent permitted by law any person who is or was a director, officer or employee of CFVGA against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he or she is or was a director, officer or employee of CFVGA or because he or she is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at CFVGA's request. The Association shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification or other protection from liability for those acting on behalf of the Association.

## **Article VII Officers**

**Section 1. *Officers.*** The officers of CFVGA are President, Vice-President, Secretary and Treasurer. The Board of Directors may create such other offices as it deems necessary or proper and designate or define the duties of such office and appoint persons thereto. The Board of Directors may combine such offices as it deems appropriate except that the President may not hold the office of Secretary.

**Section 2. *Qualifications.*** Officers must be voting Members of CFVGA who have been elected as directors. Officers may serve consecutive terms.

**Section 3. *Election and Term of Office.*** Officers are elected by the Board of Directors each year at the first Board of Directors Meeting following the Annual Meeting and will serve terms of one (1) year.

**Section 4. *Duties of the President.*** The President shall: (a) preside over all meetings of CFVGA and the meetings of the Board of Directors (b) call special meetings of the Association and of the Board of Directors; (c) appoint committees authorized by the By-Laws and Board of Directors; (d) direct the activities of all committees and the day-to-day functions of the Executive Director and the office of CFVGA within guidelines provided by the Board of Directors; and (e) perform all other acts and duties usually required of a presiding officer or as directed by the Board of Directors.

**Section 5. *Duties of the Vice President.*** The Vice President shall: (a) in the absence of the President, preside and perform the duties of the President; and (b) perform such other duties as may be directed by the Board of Directors.

**Section 6. *Duties of the Secretary.*** The Secretary or his or her designee shall attend all meetings of the Board of Directors, all meetings of the Executive Committee, and all meetings of the members, and shall record all votes and keep minutes of such proceedings. The Secretary shall have general charge and supervision of the books and records of the Association. The Secretary shall serve all notices required by

law and by these Bylaws, including notices of meetings, and shall perform such other duties as may be required of him or her by the Association or the Board of Directors.

**Section 7. *Duties of the Treasurer.*** The Treasurer shall: (a) supervise the keeping of the books and other complete and accurate financial records as required by good accounting practices; (b) make regular reports of all matters and business pertaining to the office to the membership at the annual meeting and to the Board of Directors when requested; and (c) have an annual audit if and as directed by the Board of Directors prior to the annual membership meeting.

**Section 8. *Vacancies.*** If a vacancy occurs among the officers, for any reason, the Board may appoint another director to fill the unexpired portion of the officer's term.

**Section 9. *Removal.*** An officer may be removed from that position and not from the Board for any reason by a vote of the Board of Directors.

## **Article VIII CFVGA Employees**

**Section 1: *Duties of the Executive Director.*** The Executive Director, if and when appointed or retained, shall have such duties as prescribed by the Board of Directors. Such duties may include:

- a) have custody of the minutes and other records of the Association;
- b) sign all correspondence and other documents as authorized by the Membership or the Board;
- c) carry on the correspondence of CFVGA, except as may be personally handled by the President;
- d) serve as a central contact point for CFVGA Members and interested parties;
- e) assist in planning Board and Membership meetings;
- f) give notice of all meetings of the Board and CFVGA, as delegated by the Secretary;
- g) draw all checks for payment of CFVGA obligations, as delegated by the Treasurer;
- h) receive membership applications;
- i) collect all membership dues and other money;
- j) keep accurate accounts of membership records;
- k) order audits of CFVGA finances as directed by the Board of Directors or the Treasurer;
- l) keep a full and accurate account of all financial transactions of CFVGA in books belonging to CFVGA and as directed by the Treasurer;
- m) establish and maintain an office with personnel, space, and equipment necessary for efficient administration of CFVGA business, and upon termination of services, make full account of all CFVGA finances, turn over all records, files and properties of CFVGA to the President and/or authorized persons.
- n) Perform such other duties as prescribed by the Board of Directors.



**Section 2. *Appointment of the Executive Director.*** The Executive Director, if any, shall be appointed by the Board of Directors. Such appointment need not be made at the same meeting at which officers are elected. Such appointment shall be on such terms as determined by the Board.

## **Article IX Committees and Consultants**

**Section 1. *Executive Committee.*** There shall be an Executive Committee consisting of the elected officers of the Association, and the Executive Committee may act in the place of the Board of Directors when authority is delegated by the Board or in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting.

**Section 2. *Nominating Committee.*** There shall be a Nominating Committee comprised of not fewer than three (3) members selected by the Board of Directors, and the Committee may include persons not serving on the Board. The Nominating Committee shall be responsible for nominating candidates for the Board not less than ten (10) days prior to the annual meeting of the Members. The Nominating Committee shall use its best efforts to ensure that all elections satisfy the standards in Article VI.

The Nominating Committee shall do its best to ensure a competitive election, with multiple candidates for each Board seat, while still allowing for a diverse representation of interests, crops, scale and type of production. Directors may serve consecutive terms, but the Nominating committee shall also seek to attract new directors. The Committee shall follow an open and fair process in calling for and accepting nominations, so that members who wish to comment have adequate notice and the opportunity to follow the Committee's deliberations. For the initial Board of Directors election at the first annual meeting to be held in 2015 the Nominating Committee will set the terms of the candidates so as to stagger future elections such that no more than 6 board members terms expire in any one year but preferably an equal number is elected each year.

**Section 3. *Other Committees and Subcommittees.*** Other committees and subcommittees may be appointed and dissolved at the discretion of the President and/or the Board of Directors.

**Section 4. *General Counsel.*** The Association's general counsel, if any, may be appointed or terminated by the Board of Directors.

**Section 5. *Accountants and Auditors.*** Accountants and auditors may be appointed or terminated by the Board of Directors.

**Section 6. *Rules.*** The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association.

**Article X**  
**Amending Bylaws**

**Section 1.** These Bylaws may be amended, altered or added to at a regular or special meeting of the members by a two-thirds vote of the members constituting a quorum, provided the proposed changes or amendments have been properly submitted in writing to the members at least five (5) days prior to the meeting.

**Article XI**  
**Authority**

**Section 2. *Contracts.*** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of CFVGA, and such authority may be general or confined to specific instances.

**Section 3. *Loans.*** No loans shall be contracted for on behalf of CFVGA and no evidence of indebtedness shall be issued in the name of CFVGA unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer, director or employee of CFVGA.

**Section 4. *Banks and Investments.*** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of CFVGA shall be signed by such officer or officers, agent or agents of CFVGA and in such manner as shall from time to time be determined by resolution of the Board of Directors. The signature cards or authority for deposit accounts may require two signatures for withdrawals. All funds of CFVGA not otherwise employed shall be deposited from time to time to the credit of CFVGA in such banks, financial institutions, or other custodians as the Board of Directors may select. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of CFVGA.

**Section 5. *Non-discrimination policy.*** The Association shall not discriminate against any person on the basis of race, ethnicity, age, religion, disability or sexual orientation in any of its programs or activities.

**Article XII**  
**Dissolution**

**Section 1.** CFVGA is organized as a nonprofit Corporation. No amount of its earnings shall inure, directly or indirectly, to the benefit of the members of CFVGA individually. Upon dissolution of the Association, the Board of Directors, after paying, satisfying or discharging all of the liabilities and obligations of CFVGA, shall dispose of all the assets of CFVGA in a manner determined by the Board so that the remaining assets inure exclusively to the benefit of an organization or organizations having substantially the same purposes of CFVGA, and organized and operated in a manner which qualifies for exemption from federal income tax under Section 501(c)(3), 501(c)(S) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or a corresponding provision of any future United States Internal Revenue Law. In no event shall any part of the assets of CFVGA be distributed to or inure to the benefit of any member, officer or director of CFVGA or any other non-exempt party upon dissolution.

The foregoing Bylaws, after having been read, article by article, were approved by the CFVGA membership and certified by the Secretary of the Association at the meeting held on the 17<sup>th</sup> day of February, 2016.

A handwritten signature in cursive script that reads "Bruce Talbott". The signature is written in black ink and is positioned to the left of a vertical line. To the right of the vertical line, there is a horizontal line extending to the right, which appears to be a checkmark or a signature flourish.

Bruce Talbott  
Secretary

**Statement of Basis and purpose for 2020 amendments:**

As activities of the CFVGA didn't require the Board of Directors to consistently meet monthly it became more important that a quorum was achieved at each meeting. Because it is difficult to schedule a meeting where a quorum could always be met the board added provisions in Article V, Section 4 that would allow board members that could not attend a meeting to assign their proxy to a board member that was going to be able to attend.

The second amendment to this same section of the by-laws allow for board action to be taken between regularly scheduled meetings either electronically if no board member felt like debate was necessary or by the calling of a special board meeting. These options were added to provide for actions that could come up between regular meeting that needed to be taken care of since the time between regular board members was extended during busy farming times.

Approved by the CFVGA membership at the February 17, 2016 annual meeting

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