



BY-LAWS

Proposed Revision Created: 08-30-2012

ARTICLE ONE: NAME

The name of the Corporation shall be: CALIFORNIA RARE FRUIT GROWERS, INC., hereinafter referred to as CRFG.

ARTICLE TWO: OFFICE

Section 1. Principal Office – The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board of Directors (Hereinafter referred to as the Board).

Section 2. Other Offices – The Board may at any time establish branch or subordinate offices at any such place or places where the Corporation is qualified to transact business.

ARTICLE THREE: PURPOSE

Section 1. The purposes of CRFG shall be to encourage and further public and scientific research, education and preservation of plants worldwide that have edible seeds, fruit, leaves, stems or roots.

Section 2. Any knowledge resulting from activities under Article Three, Section 1, shall be in the public domain.

ARTICLE FOUR: MEMBERSHIP

Section 1. ELIGIBILITY: Subject to the provisions of Article Four, Section 3, below, any person or entity interested in the purpose set forth in Article Three, above, may, upon application and payment of the prescribed dues, become a member with full rights and privileges. Membership is non-transferable, nonassessable and nonassignable.

Section 2. CLASSES AND DUES: Classes of membership and appropriate dues shall be as established by the Board of Directors.

Section 3. TERMINATION OR REFUSAL: After the opportunity for a hearing has been provided, membership may be terminated or refused for cause by a two-thirds (2/3) vote of the Board. When applicable, an equitable refund of membership dues shall be made.

Section 4. NON-LIABILITY OF MEMBERS: No member or members shall be held personally liable for the debts, liabilities or obligations of CRFG.

ARTICLE FIVE: BOARD OF DIRECTORS

Section 1. GENERAL: All governance and functions of CRFG shall be under the direction of a 13-member board of directors elected by the membership.

Section 2. ELECTION OF DIRECTORS: Approximately one-third (1/3) of the directors shall be elected for three-year (3-year) terms by the membership at each annual meeting. The notice of that meeting shall include a slate of candidates recommended by the Board. Directors must be members of CRFG.

Section 3. VACANCIES: To fill any vacancy, the Board may appoint an interim director to serve until the next annual membership meeting, at which time the membership shall elect a replacement director to serve the remainder of any unexpired term.

Section 4. BOARD MEETINGS: Meetings of the Board shall be at the call of the CRFG president or upon the written request of a majority of Board members. A minimum of four Board Meetings shall be held each year with at least one of the meetings being conducted in person. Other meetings may be held by electronic conference calling. In the event that urgent matters arise between regularly scheduled meetings of the Board, those issues may be presented and debated by electronic conference calling. Notice of such meetings shall be sent to all board members and ex-officio members by e-mail or regular telephone at least five (5) days before the meeting. 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 the business were conducted during a regularly scheduled Board meeting.

Section 5. EX-OFFICIO BOARD MEMBERS: All past presidents and the editor of the *Fruit Gardener* shall serve as voting ex-officio members of the Board.

Section 6. QUORUM: Seven (7) directors shall constitute a quorum for the conduct of business. Ex-officio members will not be counted in the determination of a quorum of the Board.

Section 7. ELECTION OF OFFICERS: Immediately following the Annual Membership Meeting, the new Board will assume its duties and, with the outgoing president presiding, will elect the officers for the ensuing year. The newly elected officers will assume office immediately.

Section 8. LIMITATION OF AUTHORITY: No individual member of the Board shall have the authority to make contractual commitments on behalf of CRFG without the approval of the Board.

Section 9. MEETING ATTENDANCE: A director who has two (2) consecutive unexcused absences from meetings of the Board shall be considered to have voluntarily resigned from the Board.

ARTICLE SIX: OFFICERS AND DUTIES

Section 1. OFFICERS: After the election of Board members by the general membership, officers shall be elected by the Board. The officers shall consist of a president, vice president, secretary and treasurer. The Board may elect

any additional officers that it deems necessary. The president and vice president must be directors. All officers must be members of CRFG and will serve at the pleasure of the Board.

Section 2. TERM OF OFFICE: Officers shall serve for two (2) years or until successors are elected. Their terms of office shall begin immediately upon election.

Section 3. DUTIES OF PRESIDENT: Subject to the oversight of the Board, the president shall be the chief executive officer of CRFG, shall chair all meetings of the Board and supervise and control all business of CRFG. The president shall perform all duties incident to the office and such other duties that may be required by law, by the Articles of Incorporation, by these bylaws or that may be prescribed by the Board.

Section 4. DUTIES OF VICE PRESIDENT: In the absence or disability of the president, the vice president shall have the authority to perform the duties of the president. Additionally the vice president shall perform such duties as may be requested by the president.

Section 5. DUTIES OF SECRETARY: The secretary shall record the minutes of all meetings of the general membership, the Board and the executive committee. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board. The minutes shall be made available to members of the Board and chapter chairs by email.

Section 6. DUTIES OF TREASURER:

(1) The treasurer shall be the chief financial officer and shall be responsible for receiving, recording, investing, disbursing and reporting all funds in accordance with the direction of the Board. Additionally the treasurer is responsible for the completion of tax-related forms.

(2) The delegation of cash receipts and deposits, journal entries and other routine transactions may be assigned to an assistant treasurer or the administrator.

ARTICLE SEVEN: MEETINGS

Section 1. ANNUAL: An annual meeting of the membership of CRFG shall be held at a location and time established by the Board. Notice of the Annual Membership Meeting shall be promulgated through the *Fruit Gardener* and shall be mailed to the membership at least thirty (30) days prior to the scheduled meeting. The business transacted at the Annual Membership Meeting shall be the announcement of any election results for the directors and such other items as have been submitted to the written agenda. Changes to bylaws or articles of incorporation shall be included in the written agenda. The Board may postpone any discussion it determines as inappropriate or too time-consuming for an annual meeting.

Section 2. QUORUM: Two percent (2%) of the latest available membership count, taken from the most recent membership computer database records, shall constitute a quorum in attendance at any Annual or Special Membership Meeting. Proxy voting on CRFG-distributed forms will be permitted.

ARTICLE EIGHT: STANDING COMMITTEES

Section 1. EXECUTIVE COMMITTEE: The president, vice president, secretary and treasurer shall constitute the executive committee. They shall employ

and supervise any administrator or administrative assistant and shall perform such other duties as may be assigned by the Board.

Section 2. INVESTMENT COMMITTEE: The president, vice president and treasurer are members of the investment committee. The treasurer shall oversee the investment of all trust funds and report at each meeting to the Board on the status of each fund.

Section 3. NOMINATING COMMITTEE: The immediate past president and all chapter chairs are members of the nominating committee and all may recommend candidates for director prior to the annual election.

Section 4. OTHER: The president, with the consent of the Board, may appoint such other committees as it deems necessary.

ARTICLE NINE: CHAPTERS

Section 1. AUTHORIZATION: Chapters of CRFG members may be issued a charter upon approval by the Board. A nucleus of five CRFG members in good standing is required to form a new chapter. The charter shall set forth operational guidelines and the approved chapter name. The chair of the new chapter is to be supplied with a copy of the *CRFG Operations Manual*, which is to be passed on to his or her successor and which must include a copy of these bylaws.

Section 2. OFFICERS: All chapter officers must be members of CRFG, Inc. and of the chapter in which they are an officer. Chapter officers are encouraged to recommend Board nominees and other actions regarding the relationships between CRFG and its chapters.

Section 3. CHAPTER MEMBERSHIP: Chapter membership shall be limited to CRFG members in good standing but visitors may attend chapter meetings. Chapters may collect a fee from members to cover the cost of insurance, publishing costs and mailing meeting notices or chapter news.

Section 4. OPERATING PROCEDURES: The Board 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 By-Laws, the Articles of Incorporation and Government Laws and Regulations. Chapters shall be supportive of CRFG and shall operate in accordance with the letter and spirit of the Articles of Incorporation and these bylaws.

Section 5. COMMITMENTS: Chapters shall have no authority to make any kind of commitment on behalf of CRFG, except when specifically authorized to do so by the Board.

Section 6. REVOCATION OF CHAPTER CHARTERS: A chapter charter may be revoked for cause after a hearing and vote of two-thirds (2/3) of the members of the Board. Upon such revocation, the group shall cease any official reference to CRFG in its meetings and its publications and any chapter monies shall revert to CRFG, Inc.

ARTICLE TEN: PARLIAMENTARY AUTHORITY

Section 1. Proceedings of CRFG: Shall be governed by *Robert's Rules of Order*, newly revised, in all matters not otherwise provided for in the bylaws, standing rules or rules and regulations issued by the Board. A current copy of *Robert's Rules of Order* is to be supplied to each incoming president.

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ARTICLE ELEVEN: FISCAL YEAR

Section 1. The fiscal year of CRFG shall be concurrent with the calendar year.

Section 2. At the end of each fiscal year, the Board shall appoint an individual who is not a member of the Board, to conduct an accounting review of the books and accounts of CRFG. The reviewer shall compare the actual documents for receipts and disbursements to the records prepared by the treasurer. This may be done by examining all documents for the year or by examining a representative sample. The reviewer shall report findings in writing to the Board. The president shall make an announcement of that report at the next Annual Membership Meeting.

ARTICLE TWELVE: AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended or revised by a two-thirds (2/3) vote of the members in attendance at any legally constituted membership meeting.

ARTICLE THIRTEEN: SEAL

Section 1. The seal shall be inscribed: "CALIFORNIA RARE FRUIT GROWERS, INC." and "FOUNDED 1968."

APPROVED BY:

Board of Directors

August 30, 2012

INSTRUCTIONS FOR MEMBER VOTING:

The CRFG Board of Directors asks all members who are interested in the internal workings of the organization to consider the candidates presented for CRFG director positions, and / or the acceptability of the revised CRFG bylaws. Both items of business are presented on pages 14 and 15 in this issue. If you wish to vote, please remove the proxy voting card attached between those pages by a small glue tab. Then fill in the back of the card according to the information and instructions given, attach a stamp and drop the card in the mail. We strongly encourage and your participation in this process that is so important to the vitality of CRFG, and sincerely appreciate your willingness to do so.