

BYLAWS OF THE NORTH AMERICAN FRUIT EXPLORERS

ARTICLE I OFFICES

The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or without the State.

ARTICLE II OBJECTIVES

North American Fruit Explorers, Inc., is established as an Illinois Not-For-Profit Corporation, which may be licensed or registered to transact business, promote or achieve any of its laudable purposes, particularly in the United States, Canada, and countries of similar temperate climates in the world, where laws permit the same, for educational and scientific exploration in the fields of botany and horticulture relative to the products or vegetable growth useful to man or animals, referred to in common parlance as "fruits." Hereinafter, our Corporation may be referred to as "NAFEX."

To meet these objectives, NAFEX will:

- A. Publish for its members as the official organ of NAFEX at regular intervals, The North American POMONA, a quarterly journal of botanical and horticultural information on and about fruits, as defined above. POMONA and other publications will be particularly concerned with those species, hybrids, and cultivars useful in the gardens and orchards of North America and in comparable climates of the world.
- B. Adhere to the International Code of Nomenclature of Cultivated plants insofar as possible.
- C. Aid, abet, encourage and assist plant explorers, propagators, and plant experimenters to obtain and reproduce viable material of species collected in-habitat, species, hybrids, or cultivars for genetic interest or of garden or orchard usefulness, and seeds from controlled pollinations.
- D. Explore methods of adapting more fruits to conditions in localities where soil and climate make their culture difficult.
- E. Conduct, as its resources permit, a continuing program of education for the public, hobbyists, amateur fruit growers, and noncommercial orchardists concerning the gardening and

orchard potential, culture, proper identification, and diversity of the known fruits and related genera.

F. Initiate and assist in initiating and maintaining plantings of fruits and related genera in locations accessible to and for the aesthetic enjoyment and education of members and the public.

G. Honor or memorialize living or dead individuals who have made extraordinary tangible or intangible contributions to the furtherance of the basic objectives of NAFEX.

H. Exchange information and plant material throughout the world and to assist, when requested, in the identification of live or herbarium plant materials, including furnishing of such materials to bona fide researchers, scholars, or members.

I. Support research involving fruits when this appears to be in furtherance of the objectives of NAFEX.

J. Initiate, encourage, and support efforts to acquire, from any locale, live plant material such as seeds, scions, et cetera, of fruits that would add to and enrich the known species, hybrids, or cultivars; in other words, to explore, explore, and keep on exploring!

K. Encourage our members to work - in cooperation with government agencies and other organizations when appropriate - to preserve valuable fruit germplasm and prevent the genetic erosion resulting from the extinction of worthwhile fruit varieties.

ARTICLE III MEMBERSHIP

A. Membership in North American Fruit Explorers, Inc. is open to any person interested in or sympathetic to the objectives of NAFEX and NAFEX does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

B. Every member in good standing shall have the same voting rights at NAFEX meetings and shall have the same voting right as every member to vote on propositions which may necessarily be voted upon by proper ballot by mail or electronically.

C. Annual dues, including the subscription to POMONA, for individual members of the association shall be determined by the Board of Directors and shall be payable in the quarter the membership expires.

D. Membership in NAFEX, while open without limitation, is a privilege, not a right, and if the Board of Directors in meeting duly assembled in accordance with the bylaws, shall determine that the conduct of a member has been, has become, or is offensive, abusive or harmful to, or disruptive of NAFEX, upon motion duly made and seconded, and if motion carries, the member under fire shall receive a warning. Should this fail, the Board of Directors should meet with the member present to defend their actions. Expulsion would take place only if approved by a two-thirds majority vote of the full Board of Directors either present or canvassed by letter, phone or electronically. If expulsion is voted for, the Treasurer shall immediately refund the person's unexpired membership dues and any future application or payment of dues shall be promptly rejected and refunded. No notice of such expulsion shall be made public, including notice in the North American POMONA, or elsewhere, unless such former member shall first make or publish notice of such expulsion, in which event such sanction is removed from NAFEX.

E. Publications and other services and privileges may be withheld from members who are delinquent and therefore not in good standing.

F. Dual or family memberships such as spouse or family shall be accepted at the single annual rate providing only one POMONA is sent per quarter.

G. If at any Annual Meeting or Special Meeting provided for by these bylaws, the conduct of a member has been, has become, or is offensive, abusive, or harmful to or disruptive of NAFEX, upon motion duly made, and seconded, a vote shall be taken on the question of whether or not the offending member should be refused further membership privileges in NAFEX. If the majority of the members present and voting vote to terminate the offending member's privileges in NAFEX, the Treasurer shall immediately refund the person's unexpired membership dues and any future application for payment of dues shall be promptly rejected and refunded. No notice of such expulsion shall be made public, including notice in the North American POMONA or elsewhere, unless such former member shall first make or publish notice of such expulsion, and then, and in that event such sanction is removed from NAFEX.

H. Membership in NAFEX is not transferable or assignable.

I. No membership certificate of NAFEX shall be required.

ARTICLE IV MEMBERSHIP MEETINGS

A. NAFEX will conduct an Annual Meeting of the membership each year at a place to be determined by the Directors upon the advice of the membership, whenever possible.

B. Notice of the Annual Meeting shall be given in writing to all members in good standing at least thirty (30) days in advance of the meeting. Publication in POMONA qualifies as "in writing."

C. The Board of Directors may call such other meetings as they deem necessary or desirable and when such meetings are called for the purpose of transacting business, at least thirty (30) days' prior notice in writing shall be given to the membership. Those members present at such Special Meetings shall constitute a quorum.

D. When a Special Meeting is called by the President, the agenda should be specified so the Board of Directors can inform themselves on the subjects at hand.

E. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NAFEX in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NAFEX may adopt.

ARTICLE V BOARD OF DIRECTORS

A. North American Fruit Explorers, Inc. is and shall remain autonomous; its officers and directors shall govern only for the group benefit and the furtherance of its purpose and objectives. The governing body of NAFEX shall be a Board of Directors consisting of seven (7) to fifteen (15) members. All Directors shall have equal voting rights at all Board Meetings.

B. Members of the Board of Directors shall be elected at the Annual Meeting of NAFEX. Board members may be elected each year for three (3) year terms.

C. Vacancies on the Board of Directors may be filled by the Board for the remainder of the unexpired term.

D. The Board of Directors shall, if necessary, establish recompense for those holding staff positions requiring major work and continuity for the proper functioning of NAFEX and the POMONA.

E. The Board of Directors shall have full authority to exercise the general powers of any Illinois Not-For-Profit Corporation and to carry out in every way the corporate purposes of the North American Fruit Explorers, Inc., including the right to select officers of NAFEX, to expend monies of NAFEX, to purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, consistent with the chartered purposes and objectives of NAFEX.

F. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Illinois, at such times and places as shall be deemed necessary; and always prior to the Annual Meeting. Such meetings may be called by the President of the Board of Directors or a majority of the Directors upon fourteen (14) days' notice. Attendance of a Director at any

meeting shall constitute a Waiver of Notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the Notice or Waiver of notice in such meeting. Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of the Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

G. QUORUM: In no event shall a quorum consist of less than one-third of the whole Board of Directors.

H. The Board of Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to all views. When a consensus apparently cannot be achieved, any Director may request and require that a vote be taken instead. The affirmative vote of at least a majority of the Directors in office is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

I. Meetings may be held by telephone, video conferencing, internet-based communication or other method, as long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

J. From time to time, decisions may need to be made with more urgency than convening a meeting of the Board of Directors. In this case, decisions can also be made via email unless prohibited, limited by the Articles, or these bylaws, any action which may be taken at any Annual Meeting, regular meeting, or Special Meeting of the Board of Directors may be taken without a meeting by email if:

1. The Corporation has a record of all Directors email addresses, maintains a copy of the announcement, and record of the Director's votes in the corporate minutes. The announcement shall be sent to each Director at the E-mail address stored in the corporate records and shall include: a description of the action to be taken, a deadline to respond with a vote which may not be less than forty-eight (48) hours, and an effective date if the action is intended to be effective at a date which is later than the deadline date. The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles, or these bylaws.

K. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

L. The Board of Directors shall select the following officers from their number:

1. A President
2. A Vice President
3. A Secretary
4. A Treasurer

M. The Board of Directors shall select:

1. A Finance Committee Chair
2. An Internal Auditor
3. A Registered Corporate Agent from the state of Illinois
4. A POMONA Editor
5. A Program Chairperson
6. A Nominating Committee Chair
7. A Membership Chair
8. An Interest Groups Chair
9. A Webmaster
10. An Historian

Each shall serve on the Board of Directors as an ex-officio member without voting privileges.

J. The Board shall also select:

4. An Internal Auditor who shall serve on the Board of Directors as an ex-officio member without voting privileges. Each of these positions shall be for a three-year term, with the exception of the program chairperson who shall serve for one year. Board members will

limited to two three-year terms. Ex-officio board members may be reelected for additional terms. The performance of each shall be reviewed annually and the Board of Directors reserves the right to replace each if deemed necessary.

N. The past President shall be a member of the Board of Directors for one year.

O. The Board of Directors shall select the officers, heads of standing committees and all other positions in NAFEX.

P. The term of office for each director and elected official of NAFEX shall commence upon election at the Annual Meeting and shall be terminated upon election of a successor to that office.

Q. A Director shall be eligible for election as an officer. Officers may also be elected from the general membership and when this occurs, they automatically become a member of the Board of Directors. When an officer's term expires, they should be eligible for election as a Director if they have not completed a full three (3) year term.

R. The Board of Directors may appoint additional committees to assist with its business or in furtherance of the purposes and objectives of NAFEX and shall appoint heads of standing committees, other chairpersons, and consulting staff in special areas.

S. A Director may be elected to two consecutive three (3) year terms. No Director shall be re-elected to a subsequent three (3) year term until such Director has not held office as a Director for at least one (1) calendar year, unless by vote of the Board such re-election is deemed essential to the welfare of NAFEX. However, this requirement is waived if a Director is slated by the nominating committee for either the President, Vice President, Secretary, or Treasurer.

T. Any member of the Board of Directors or any other officer may resign their office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Board of Directors, unless some time be fixed in the resignation, and then, from that time. The acceptance of a resignation shall not be required to make it effective.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. **CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

B. **CHECKS, DRAFTS, ETC.:** All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such

officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Chair of the Finance Committee.

C. DEPOSITS: All funds of the Corporation shall be deposited in a timely manner to the credit of Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII DUTIES OF BOARD OF DIRECTORS AND OFFICERS

A. The Officers of NAFEX must carry out the policies and decisions of the Board of Directors as directed by the Board. Officers must include a President, Vice President, Secretary and Treasurer, as well as any other Officers the Board of Directors may desire. The same person may not hold any two (2) of the offices of President, Secretary or Treasurer at the same time. Officers must serve simultaneously as members of the Board of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

The Board of Directors shall establish the Corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property.

The Board of Directors must also ensure that the Corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors must meet at least four (4) times per year, and shall strive to do this by meeting at least one (1) time each quarter of the year.

The duties of the officers shall include the following:

1. The President of NAFEX is the Executive Officer, Chairman of the Executive Committee, President of the Corporation, and ex-officio member without vote of all committees, and presides at meetings of NAFEX, the Board of Directors, and the Executive Committee. The President must also perform other duties as may be assigned by the Board of Directors. In addition, the President serves as the official spokesperson for NAFEX.

The President shall manage all credentials to digital media assets of NAFEX, this includes delegating such credentials to other members as needed and approved by the Board of Directors. This includes, but is not limited to, social media accounts, Google Drive or other online document storage, common digital files, and any other online accounts. A secure encrypted record of accounts and login credentials shall be held and maintained by the President and other agents as appointed by the Board of Directors. The President, in consultation with the Board of Directors, is encouraged to adopt, maintain, and regularly update a Social Media Policy which outlines best practices for social media use.

2. The Vice President presides at such meetings in the President's absence and in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be imposed on the Vice President by the Board of Directors.
3. The Secretary shall keep the minutes of the meetings of NAFEX, the Board of Directors, conduct the correspondence of NAFEX as authorized by the Board, and keep a file of such correspondence. The Secretary shall make an annual report to NAFEX at each Annual Meeting and to the Board of Directors each year. The Secretary, in addition to discharging the duties usually incumbent upon such an office, shall see that notices of all meetings go out in ample time, shall keep and record the proceedings of all meetings and prepare highlights of all of them for POMONA publication. The Secretary shall specifically ensure that Annual Meeting notes reach the Editor in time for publication in the subsequent issue of POMONA.
4. The Treasurer shall receive and be custodian of the monies of NAFEX and disburse such funds at the order of the Executive Committee or Board of Directors. The Treasurer shall submit a full financial accounting to NAFEX at each Annual Meeting, and to the Board of Directors each year. The Treasurer, in addition to discharging the usual duties as such, shall provide for the maintenance of necessary membership records, be responsible for the prompt deposit and care of all funds, promptly pay all approved bills and accounts against NAFEX, and aid the Finance Committee in preparing a budget for the fiscal year for the approval by the Board of Directors. The Treasurer may be required to furnish a good and sufficient surety bond in a sum determined by the Board of Directors and be included as part of the annual budget of NAFEX.
5. The Internal Auditor shall audit the books of the Corporation and serve on the Finance Committee and shall have some financial experience or experience with bookkeeping, and shall not be the Corporation's check signer or bookkeeper.

B. In the event of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers of duties of such officer to any other officer or to any Board member for the time being, provided a majority of the

Board members present and voting concur therein. If the office of any Board member, President, Vice President, Secretary, Treasurer, or other officer shall become vacant due to death, resignation, or otherwise, the Board members then remaining in office, may, after majority vote, choose a successor or successors who shall hold such office for the unexpired term in respect of which such vacancy occurred. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

ARTICLE VIII COMMITTEES AND CHAIR POSITIONS

A. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Chairman of the Finance Committee. It will be responsible for the everyday business and administrative activities of NAFEX. The President, together with the Treasurer, shall have the power to authorize non-budgeted expenditures up to \$500.00. All non-budgeted expenditures in excess of \$500.00 must be authorized by a majority of the Board of Directors. In addition, the Executive Committee shall have the power to make interim appointments to standing committees and any other positions necessary until the next meeting of the Board of Directors.

B. The Nominating Committee shall consist of three (3) members each with a term of three (3) years. Their term shall be staggered so that one (1) new member will be nominated and elected from the floor at each Annual Meeting. The Committee members shall elect a Chairperson from their number. The Nominating Committee shall select a slate of candidates for the Board of Directors to be presented to the members at the Annual Meeting for election. Additional nominations may be made from the floor. In addition, the Nominating Committee shall suggest a slate of officers to the Board of Directors.

C. Finance Committee: The Finance Committee shall be appointed by the President with the approval of the Board of Directors. It shall consist of three (3) members of the Board of Directors, one of whom shall be the Internal Auditor. The committee shall be responsible for overseeing the Corporation's financial transactions and the implementation of the Corporation's financial policies. This includes monitoring the expenditures of the Treasurer and advising the Treasurer and Executive Committee on the financial affairs of NAFEX. As part of its mission, the Finance Committee shall review the Corporation's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall also make the necessary arrangements for and oversee the Corporation's annual internal audit or annual financial review, which is described in these bylaws. In addition, the Finance Committee shall report to the Board of Directors on an annual basis and provide an internal audit no later than sixty days after the fiscal year end.

D. Program Committee shall consist of the past, current and designated chairperson. It will assist the current program chairperson in planning the Annual Meeting and conference. The chairperson shall be authorized to select additional local personnel to assist in the proper planning and functioning of the meeting.

E. POMONA Editor shall oversee the editing of the quarterly POMONA journal and will prepare an estimate of associated publication costs for each coming year for approval by the Board of Directors annually. These activities will be coordinated with the Board of Directors. The editor will have the authority and responsibility for collection of material, editing, and final publication of quarterly editions of POMONA. The Chair may appoint gathering editors to help with each edition.

F. Membership Committee shall recruit new members and assist in filling vacant Board of Director positions.

G. Public Relations Committee shall work with the Board of Directors to create a Public Relations Plan and develop social media, marketing, and other earned media strategies and content.

H. Interest Groups Chair shall oversee the NAFEX membership interest groups.

I. Webmaster shall maintain and regularly update the NAFEX website.

J. Historian shall store and maintain publications, history, and records pertinent to the Corporation.

ARTICLE IX AMENDMENTS

A. The power to alter, amend, or repeal bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these bylaws. Such action may be taken at a Regular or Special Meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Corporation.

B. An amendment or amendments to these bylaws may be proposed at any Annual Meeting and shall be considered either at a Special Meeting or at the next Annual Meeting.

C. An amendment shall become part of these bylaws if approved by a majority of those present at the meeting at which it is considered.

D. It is the intent and purpose that the Board of Directors shall largely be responsible for amending the bylaws. However, the membership is to have the ultimate power of approval or disapproval of any bylaws changed by vote at the Annual Meeting.

ARTICLE X BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI CORPORATE SEAL

The Corporate Seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January, and end on the thirty-first day of December of the same year. The Board of Directors, by the Secretary and Treasurer, shall present at each Annual Meeting, and when called for by the members, a full and clear statement of the business and financial condition of the Corporation.

REVISION presented to members in November of 2021 for review (via Annual Meeting and email/mail) and accepted by majority vote in December 2021 / K. Heeter, NAFEX President.