NORTHWEST HORTICULTURAL COUNCIL

BYLAWS

ARTICLE I

Purposes and Powers

Section 1 - The purposes for which this corporation is formed and the powers it may exercise are set forth in the Articles of Incorporation.

ARTICLE II

Membership

Section 1 - Membership in this corporation shall consist of the Columbia Gorge Fruit Growers, Idaho Apple Commission, Northwest Fruit Exporters, Oregon Sweet Cherry Commission, Washington Apple Commission, Washington State Tree Fruit Association, Washington State Fruit Commission and any other organization of the fruit industry which may later be accepted for membership by unanimous vote of all members. [Revised May 17, 2018]

Section 2 - The rights, duties and privileges of each full member (herein called member) shall be equal to those of any other member and no member can acquire any interest which will entitle it to any greater voice, vote, authority or interest in the corporation than any other member; provided, adjustments in the number of trustees may be made for any member responsible for in excess of 10% of any fiscal year’s budget. [Revised May 17, 2018]

Section 3 - Associate or other type of membership, other than full members, the conditions thereof and the contributions, dues and assessments to be paid thereby, may be established and fixed by the trustees.

Section 4 - The annual meeting of the members of this corporation shall be held each year at such time and place as may be set by the trustees. The Secretary shall, at least ten days before such meeting, send notice of the time and place for the annual meeting to each member. [Revised April 19, 2005]

ARTICLE III

Board of Trustees

Section 1 - The business of the corporation shall be managed by or under the control of the Board of Trustees, which shall consist of not less than eight (8) and not more than twenty (20), as may be determined by the board from time to time. [Revised July 27, 2001]
Section 2 - Each member shall have the right to designate one trustee to serve at each meeting of the board; provided that any member that pays in excess of 10% but below 30% of the annual budget of the corporation shall be entitled to designate one (1) additional trustee and any member that pays in excess of 30% of the annual budget shall be entitled to designate two (2) additional trustees. However, no member shall be allowed to designate more than a total of three trustees. A trustee serves for a period of two years and until his or her successor shall be designated by the appropriate member. [Revised May 17, 2018]

Section 3 - Immediately following the annual meeting of the corporation, the trustees shall hold their regular meeting for the election of officers to serve for the coming year and until their successors are elected and qualified and for the transaction of such other business as may come before them.

Section 4 - The trustees shall hold such other regular and special meetings as they shall determine. Notice of meetings shall be given as determined by the board.

Section 5 - A majority of the trustees shall be necessary to constitute a quorum. Except as otherwise specified in these bylaws, a vote of a majority of the trustees present at any meeting shall be required to take any action. [Revised May 18, 2017]

Section 6 - Special meetings of the Board of Trustees may be called at any time by the Chairman, or in his absence by the Vice-Chairman, or by the President; and must be called by the President upon request of two trustees. Notice of special meetings of the trustees shall be sent at least five days prior to the day of the meeting.

Section 7 - Any vacancy on the board shall be filled by the member who designated such trustee. [Revised November 6, 2014]

Section 8 - There shall be no personal financial liability upon the trustees for or on account of any action taken pursuant to instructions of the organization which they represent.

Section 9 - No trustee shall receive any compensation for his or her services as trustee; however, a trustee rendering special service to the corporation may be compensated for such special services.

Section 10 - The President of this corporation and the chief executive officer of each member and associate member of this corporation, or such other person as may be designated by said officer, shall be privileged to attend all meetings of the board and of the Executive Committee in an advisory capacity and shall be entitled to receive the same notice of meetings as is given trustees. Any trustee shall have the privilege of having advisors assist him or her at any meeting. [Revised May 18, 2017]
ARTICLE IV

Mode & Manner of Conducting Business

Section 1 - The Board of Trustees shall exercise the general powers of this corporation and manage and control its affairs. It may make rules not inconsistent with the laws of the State of Washington or with these bylaws for the guidance of the officers and employees and concerning the management of the affairs of this corporation.

Section 2 - All conveyances or mortgages of property and all contracts and other instruments necessary to be executed under the seal of the corporation shall be executed by the Chairman or Vice-Chairman and attested by the President, the Secretary or an assistant, but said instruments shall be executed only on authorization of the trustees.

Section 3 - Informal Action. Any action required by law to be taken at a meeting of the Members or the Trustees, or any action which may be taken at a meeting of the Members, Board of Trustees, or Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members, Trustees or committee representatives, as applicable. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members, Trustees or committee representatives.
[Revised November 7, 2019]

Section 4 - Participation at Meetings by Conference Telephone. Members, Trustees or committee representatives may participate in and act at any meeting of the Members, Board of Trustees or committee established by the Board, as applicable, through the use of a conference telephone or other method through which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting.
[Revised November 7, 2019]

ARTICLE V

Officers

Section 1 - (Chairman) The Chairman shall be the presiding officer at all meetings of the Board of Trustees and the members and shall discharge the usual duties of such an officer.

Section 2 - (Vice-Chairman) It shall be the duty of the Vice-Chairman to perform the duties of the Chairman in case of his or her absence or inability to act.

Section 3- (President) (a) The President shall under the direction and control of the Board of Trustees exercise general supervision and management of the affairs, business and property of the corporation, and shall perform such duties as the Board of Trustees shall prescribe, consistent
with these bylaws and the laws of the State of Washington and within the scope of the Articles of Incorporation.

(b) It shall be the duty of the President to attend meetings of the members of the corporation and all meetings of the Board of Trustees of the corporation and he or she shall keep or cause to be kept a full record thereof. The foregoing duties may be delegated in whole or in part.

(c) The President shall be custodian of all records, books and papers of the corporation and shall make to the Board of Trustees any report or statement of the affairs of the corporation which shall be required by the board. Upon ceasing to serve as President, he or she shall promptly turn over to his or her successor all records, books, and papers of the corporation. [Revised May 18, 2017.]

(d) The President shall be custodian of the seal of the corporation and shall affix the same to all documents requiring it, and shall perform all the usual duties of the secretary of a business corporation.

(e) It shall be the duty of the President to receive and keep all the monies of the corporation and to disburse the same by order, check, draft, or other voucher as shall be authorized by the Board of Trustees and not otherwise. The President shall keep a correct account of all the monies received and paid out, and whenever required by the trustees shall make to them a full and true account of the business of his or her office with all appropriate vouchers.

(f) The President shall keep the funds and money of the corporation in such depository as the Board of Trustees shall direct. All funds of the corporation shall be deposited therein and shall be disbursed only by check signed by the President or by such other person or persons as may be authorized by the Board of Trustees.

(g) In the absence of the President, the trustees may delegate part or all of his or her duties to some other person and such person, during the performance of such duties, shall have the powers of the President.

(h) The President shall and any other officer or employee may be required to give bond for the satisfactory performance of his or her duties with a surety company, approved by the Board of Trustees, as surety: the premium for all bonds to be paid by the corporation.

Section 4 - No officer, other than the President, shall receive any compensation for services as such officer, but may be compensated for additional services beyond the scope of his or her duties as such officer when specifically authorized by the Board of Trustees.

Section 5 - (Executive Committee) The Board of Trustees may appoint an Executive Committee from its number and may delegate to it any of the powers and authority of the board in the management of the business and affairs of the corporation. Such committee shall be subject to the general direction and control of the board and shall act only in intervals between the meetings of the board. The time, place and method of holding meetings of said committee and the number necessary to constitute a quorum shall be determined by said committee.
Section 6 - (Secretary) The Secretary shall perform and discharge the usual duties of a Secretary and such additional duties as may be specified herein or delegated by the Board of Trustees.

ARTICLE VI

Membership Fees

Section 1 - Each member shall annually pay such membership charges as may be fixed by the Board of Trustees. Not less than twenty days before the beginning of each fiscal year, the Board shall adopt a budget and a basis for contribution by the respective members as may be necessary to meet the expenses of the corporation. Each local association-Washington State Tree Fruit Association and Columbia Gorge Fruit Growers—shall pay an annual fee of one thousand dollars ($1,000). Additional payments based on a rate in accordance with the basis of contribution established by the Board shall be paid annually by the local associations for each “carload”-1000 standard boxes of apples or pears and equivalent for soft fruits shipped. The per car rate for the Idaho Apple Commission, Oregon Sweet Cherry Commission, Washington Apple Commission, Columbia Gorge Fruit Growers for apples (additional) and Washington State Fruit Commission shall be double the per car rate for the local associations; provided, however, that state commission members whose annual marketing budget derived from grower assessments exceeds one million dollars shall pay either $150,000 in annual contributions or the amount based on the car lot rate, whichever amount may be higher. The Northwest Fruit Exporters shall pay an assessment equal to the approximate annual cost of the corporation providing management services for this member. The intent is for contributions of these and any other members to fairly reflect the benefits to be derived by each organization and the services rendered by this corporation. Immediately after adoption of the budget and the proposed basis for contributions for the ensuing year notice thereof shall be given to each member of the corporation and each member shall have the right to resign from the corporation within ten days thereafter, such resignation to be effective at the expiration of the current fiscal year. In the event of any such resignation, a new budget and schedule of contributions shall be prepared by the Board of Trustees and each remaining member shall have the right to resign from the corporation within ten days after being notified of the proposed revised schedule. A resigning member shall not be liable for any sums for the ensuing year but shall be liable to pay all assessments or contributions for the year during which it was a member. All sums for each year shall be payable in full, quarterly or otherwise as may be provided by the trustees. [Revised May 9, 2019.]

ARTICLE VII

Termination of Membership

Section 1 – Membership, whether full or associate, may be terminated either by voluntary resignation or by expulsion by action of the Board of Trustees as hereinafter set forth. [Revised May 18, 2017.]

Section 2 - Any member of this corporation may withdraw from such membership by submitting its resignation in writing; any member other than the Washington Apple Commission be liable
for and shall pay all assessments and contributions for the fiscal year ending June 30 following such resignation. In view of the governmental status of the Washington Apple Commission, it shall not be bound by the foregoing provisions of this section or other sections of these bylaws governing resignation but shall have the right to resign at any time and shall not be liable for any contributions for any month after the month during which it may resign, and in case contributions have been paid by it in advance, refund shall be made for any period after the end of the month during which it may resign.

Section 3 - If any member of this corporation shall fail to pay its contributions, dues or assessments at the time when they shall become payable or shall fail in any other particular to comply with these bylaws or with any lawful rule or regulation established by the Board of Trustees or shall engage in any activities or conduct itself in a manner inimical to the interests of the corporation, then upon a vote as described below such member shall be expelled from membership and all of its interest in the corporation and its property shall be forfeited and terminated and said member shall not have any right to claim against the corporation for any contributions, dues, assessments or other money paid into the corporation nor any right, title, or interest or claim in or to any of the property or assets of the corporation. Such expelled member, other than the Washington Apple Commission, shall be liable for and shall pay to the corporation all assessments and contributions for the current fiscal year ending on the next June 30.

Before any member shall be expelled, written charges shall be referred to the Board of Trustees setting forth fully wherein the said member has failed to comply with the bylaws of the corporation or with the lawful rules the regulations established by the trustees. A time and place shall be appointed by the Board of Trustees for the hearing of said charges and notice thereof with a copy of the charges shall be served upon the accused member. At the time fixed the said member shall be permitted to appear and file its answer to the said charges and a full and fair hearing hereof shall be had. Two-thirds of the members of the Board of Trustees shall be necessary to constitute a quorum at the hearing of said charges and no member shall be expelled except upon the vote of two-thirds of the entire membership of the Board of Trustees. Votes may be cast in person or by proxy.

Section 4 - The termination of a membership either by resignation or by expulsion shall in no manner restrict, affect, rescind or annul any legal remedy or right of action which the corporation may have against said member for indebtedness for dues, assessments or other liabilities or for breach of contract and said member, other than the Washington Apple Commission, shall pay all dues, assessments or other charges for the current year expiring the following June 30 where during any fraction of the year he has been a member of the corporation.

Furthermore, any member who may withdraw voluntarily or may be expelled shall forfeit all of its interest in the corporation and its property and assets and shall have no further right, title, interest or claim therein or thereto.

ARTICLE VIII

Access to Corporate Records
Section 1 - Each member shall have access at all reasonable times to the records and proceedings of the corporation, its Executive Committee, or its management excluding records that are proprietary and required by law or regulation to remain confidential. [Revised May 18, 2017.]

ARTICLE IX

Corporate Seal

Section 1 - The corporate seal of the corporation shall bear the inscriptions “Northwest Horticultural Council, Washington”, in the margin thereof, and the words “Seal 1947” in the center thereof.
ARTICLE X

Surplus Funds

Section 1- The trustees may provide a surplus fund. Said fund shall be kept separate and apart from the general funds of the corporation and shall be drawn out only upon the order of the Board of Trustees and all checks against said fund must be signed by the President or by such other person or persons as may be authorized by the Board of Trustees. Any surplus in the general funds in excess of the sum necessary for operating expenses may at the end of any year by the order of the Board of Trustees be put into the surplus fund. In case of distribution of surplus or dissolution, each member shall receive its proportionate share of the distribution based upon the total sum of the member’s contribution thereto, but in no case shall any member receive more than the total sum it shall have paid as assessments or contributions, and in case of any excess the excess shall be contributed to any public or private non-profit agency whose resources may only be used for the promotion of the fruit industry.

ARTICLE XI

Amendment of Bylaws

Section 1 - These bylaws may be amended, repealed or others added hereto at any meeting of the Board of Trustees called for that purpose, which purpose and the proposed changes and additions in or to the bylaws shall be sent forth in the written notice calling such special meeting.

Northwest Horticultural Council
105 South 18th Street, Suite 105
Yakima, Washington 98901, USA
(509) 453-3193

E-mail: general@nwhort.org