VERMONT VEGETABLE AND BERRY GROWERS ASSOCIATION BYLAWS

Article I. Name.

The name of this organization shall be the VERMONT VEGETABLE AND BERRY GROWERS ASSOCIATION (VVBGA). The principal office shall be located at the office of the Secretary.

Article II. Mission

The mission of the Vermont Vegetable and Berry Growers Association (VVBGA) is to promote the economic, environmental and social sustainability of vegetable and berry farming in Vermont through education, promotion and communication among growers.

Article III. Membership

Section 1. Any person without regard to race, color, national origin, sex or religion, who is a producer, or who is interested in the production of vegetables and berries in Vermont, may become an active member of the Association by paying the annual dues for the calendar year.

Section 2. Extension professionals at the University of Vermont and any other agricultural service providers assigned to address needs of the vegetable and berry industry may become members of the Association in good standing without payment of dues or assessment, by a vote of the Board of Directors, and shall have no voting power.

Section 3. Any member may be elected to Honorary Life Membership in the Association by vote of the Board of Directors. Honorary Life Members shall be entitled to all the privileges of membership and shall be exempt from payment of dues.

Section 4. Members in good standing shall receive a copy of the Association's Annual Report which shall be delivered at the Annual Meeting.

Article IV. Officers, Directors, and Appointees

Section 1. The Board of Directors of the Association shall consist of a President, Vice-President, Immediate Past President, Treasurer, and at least twelve At-Large Directors. The President shall be the Chair of the Board. The Executive Committee shall be comprised of the President, Vice-President, Immediate Past President and Treasurer

The Secretary shall be appointed, or hired on a fee-for-service basis, by the Board of Directors. The Secretary will be responsible for sending out Association meeting announcements, taking meeting minutes, maintaining financial records and membership records. With approval of the Executive Committee, the Secretary may appoint or employ such assistants as are needed to conduct the affairs of the Secretary's office.

The Treasurer shall be a Director, appointed by the Board of Directors, to be responsible for oversight of the organizational budget and tax compliance.

The Secretary, Treasurer, and all assistants appointed or employed by the Secretary shall receive such payment and reimbursement of expenses as may be determined by the Executive Committee.

Section 2. Terms. At-Large Directors shall serve 3-year terms, in a staggered fashion. The President, Vice-President, and Treasurer shall serve a term of 2 years. The persons serving as President and Vice-President may serve in office no more than two consecutive terms. Following one term out of office, the President and Vice-President will again become eligible for election. The person serving as Vice-President shall normally succeed to the office of the President and shall be nominated for that office by the Board when the President's office becomes vacant. At-Large Directors may serve as long as the membership elects them. The Secretary and the Treasurer may serve as long as the Board of Directors desires.

Section 3. Nominations. At least one week prior to the annual meeting, the Board of Directors shall submit to the Secretary a list of candidates to be voted on to fill open seats for Directors at Large positions. At-Large Directors shall be nominated to reflect the diversity of crops grown by the Membership, the variety of production systems and markets that the Membership employs, and to assure that growers from all areas of the State of Vermont are represented.

Section 4. The President and the Secretary, acting for the Board of Directors, may invite members of the professional staff of the University of Vermont, the Vermont Agency of Agriculture, and other organizations to attend and take part in the meetings, or parts of meetings, of the Board of Directors.

Section 5. The Board of Directors shall designate an agricultural professional with deep knowledge of the Vermont produce industry as Technical Advisor. Normally this shall be the Extension Vegetable and Berry Specialist. The Technical Advisor’s role is to assist with educational program development, conduct applied research, and facilitate communication among the membership via newsletter, listserv and other methods. The Technical Advisor shall perform these tasks as part of their professional responsibilities, without payment from the Association. However, the Board of Directors may allocate funds to support or enhance activities managed by the Technical Advisor that also serve the interests of the Membership.

Section 6. At each annual meeting, the slate of candidates and officers approved by the Board shall be voted on by the Membership. Such balloting may be taken on a show of hands or voice vote called for by the President

Article V. Meetings

Section 1. The Association shall hold its Annual Meeting during the Winter at a time and place to be determined by the Board of Directors.

Section 2. The Board of Directors shall meet at least twice a year. One meeting shall be held immediately before or after the Annual Meeting. The other meeting shall be held at a time and place determined by the Board.

Section 3. Board meetings shall include a review of current membership, finances, and any other business deemed important by the Board. An agenda for Board meetings shall be developed by the President, Secretary and Technical Advisor, and delivered to the Board at least one week prior to its meetings.

Section 4. The Executive Committee may meet in person or via phone or email to deal with Association issues that may arise from time to time in between regular meetings of the Board. The powers of the Executive Committee to make other than minor decisions shall be determined by the Board.

Section 6. Fifteen percent of the Membership will constitute a quorum for the transaction of business at the Annual meeting. Fifty percent of the Board of Directors will constitute a quorum for the transaction of business by the Board of Directors.

Article VI. Duties of Officers

Section 1. The President shall: a) Preside over all meetings of the Association, Board of Directors, and the Executive Committee; b) Appoint committees for various purposes. c) Represent the interest of the VVBGA in writing or in person to various organizations and agencies.

Section 2. In the absence of the President, the Vice-President shall perform the duties of that office.

Section 3. The Secretary shall:

a. Keep a record of all meetings of the Association, Board, and Executive Committee.
b. Serve all notices required by the bylaws of the Association.
c. Conduct correspondence.
d. Keep a list of all members of the Association.
e. Collect revenues and pay for operating expenses of the VVBGA.
f. Work with the Treasurer to develop annual budgets based on records of income and expenses.
f. Work with the Technical Advisor to organize the Annual Meeting, and to prepare an Annual Report for the Membership to be presented at that meeting.
g. Maintain a Directors and Officers insurance policy for the Board.
f. At the close of his/her term of office, turn over all funds and records in his/her possession to the successor.

Section 5. The Treasurer shall:

a. Work with the Secretary and Technical Advisor to develop and maintain annual budgets for presentation to the Board of Directors.
b. Maintain records and submit filings necessary for meeting State and Federal tax obligations
c. Advise the Board on the financial consequences of certain decisions being considered.

Section 6. The Board of Directors shall:

a. Outline policies and direct the work of the Association.
b. Endeavor to increase the membership of the Association.
c. Assist the Technical Advisor with planning the Association's educational activities
d. Set the amount of the annual dues, and the cost of meeting registration fees.
e. Monitor the performance of the Secretary and Treasurer prior to renewing their appointments.

Article VII - Fiscal Year

Section 1. The fiscal year of the Association shall commence
January l and end on December 31 of the same year.

Article IX - Amendments

Section 1. These bylaws may be amended at any meeting of the Association by a two-thirds vote of the members present and voting; notice of the proposed amendment having been included in the call for such meeting.

Revised for consideration: November, 1994
Approved by BOD for membership vote: December 2, 1994
Voted and adopted by membership: February 21, 1995
Revised for consideration: November 29, 2018
Voted and adopted by membership: January 21, 2019