

**BY-LAWS OF THE**  
**WESTERN WASHINGTON FRUIT RESEARCH**  
**FOUNDATION**

This corporation shall be known as the WESTERN WASHINGTON FRUIT RESEARCH FOUNDATION. This foundation is organized exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these by-laws, this foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE I. PURPOSES**

This foundation is formed to collect and disburse funds to sustain existing research and to promote new research in fruit in Western Washington. This foundation shall serve as a focal point to unite groups and individuals with an interest in funding continued fruit research, educational programs, and publications on fruit research, leading to improved cultivars with respect to fruit quality, environmental adaptability, disease resistance, storability, and other technical, biological, economic, and marketing aspects of fruit production in the geographical area west of the Cascade Mountains. The foundation shall provide volunteer leadership, assistance, and advice in planning and conducting fruit research and educational events.

**ARTICLE II. MEMBERSHIP**

**Section 1. Qualifications.**

The membership of the foundation shall be open to all individuals, organizations, and corporate entities, regardless of age, race, creed, sex, or national origin, who have an interest in furthering the promotion and maintenance of fruit research with special regard to the conditions and climate of the State of Washington west of the Cascade Mountains.

**Section 2. Dues.**

Members shall pay such annual dues as may be determined by the Board of Directors. Annual membership will continue for one year from the date paid.

**Section 3. Meetings.**

The annual meeting of members shall be held at a time and place fixed by the Board of Directors. Special meetings of members may be called by the President, or in the absence, death, or disability of the President, by the Vice President, by the Directors by action at a meeting, or by a majority of the Directors acting without a meeting, or by petition of at least ten (10) members.

**Section 4. Notice of Meetings.**

Notice of each annual meeting of members or any special meeting, stating the date, time, and place thereof shall be given by the Recording/Corresponding Secretary or the person(s) calling the meeting. Notice shall be by personal delivery, mail, email notice to such members who have so consented, or other written media to each member entitled to notice of the meeting, not more than fifty (50) days nor less than (10) days before any such meeting.

Section 5. Place of Meetings.

Meetings of members shall be held at the principal office of the foundation unless the Board of Directors determines that a meeting shall be held at some other place within or without the State of Washington, and causes notice thereof to so state.

Section 6. Quorum.

The presence of any ten (10) members at an official membership meeting shall constitute a quorum for the transaction of business.

Section 7. Nominating Committee.

Nominations of Officers and Directors, whose terms are expiring, shall be made by the nominating committee, consisting of three (3) members appointed by, but not including the President, and to present their slate at the annual membership meeting. Nominations may also be made by any member with the consent of the nominee.

Section 8. Classes of Members.

The foundation shall have such classes of members as approved by the Board of Directors.

Section 9. Voting.

Each membership is entitled to one vote with respect to the subject matter of any issue submitted to the members.

**ARTICLE III. DIRECTORS**

Section 1. Powers.

The affairs of the foundation shall be managed by the Board of Directors.

Section 2. Number.

The Board of Directors shall consist of eleven to seventeen (11 to 17) Directors elected by the membership and all officers. The number of Directors shall be set by the Board at least eight (8) weeks before the annual meeting.

Section 3. Election and Term of Office.

Directors shall be elected at the annual meeting of members, or if Directors are not so elected, a special meeting of members shall be called for that purpose. Each Director shall hold office for a term of two (2) years, or until his/her successor is duly elected and qualified, or until his/her earlier resignation, removal from office, or death. To keep continuity on the Board, approximately one half (1/2) of the Board shall come up for election in any one year.

Section 4. Resignation or Removal.

Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director may be asked to resign from office for non-attendance at any four (4) duly called Board meetings by a majority vote of the remaining Board.

Section 5. Vacancies.

A vacancy on the Board will be filled for the remaining term of the said vacancy at a meeting of the Directors, by a majority vote of the remaining Directors. A Director so elected shall hold office until

the next annual meeting of the members, and until his/her successor is duly elected and qualified.

Section 6. Quorum.

Except with respect to the filling of a vacancy on the Board of Directors, or amending the By-Laws, one third (1/3) of the Board members shall constitute a quorum for the transaction of business at any officially called meeting of the Board of Directors.

Section 7. Meetings of Directors.

The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members, or as soon as is practicable. Special meetings of the Board of Directors may be called by the President, the Vice President, or by any two (2) Directors.

Section 8. Notice of Meetings of the Board of Directors.

Notice by email of the time and place of each meeting of the Directors shall be given by the Coordinating Secretary or the person or persons calling the meeting, not more than fifty (50) or less than ten (10) days before the date of such meeting, to each officer.

Section 9. Manner of Acting.

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, except in instances where these By-Laws or State law shall conflict.

Section 10. Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, provided that the action is taken by communication via the United States Postal Service, telephone, or e-mail and such action shall constitute a meeting of the Board. The consent of such a meeting shall be written and inserted in the minute book as if it were the minutes of a regular Board meeting.

Section 11. Compensation.

The Directors of the foundation shall serve as such without salary.

Section 12. Ex-Officio Board Member.

The immediate Past President shall be an ex-officio Board member for one (1) year after he/she leaves office.

**ARTICLE IV. OFFICERS**

Section 1. Number.

The Officers of the foundation shall be a President, one or more Vice Presidents, a Recording/Corresponding Secretary, a Coordinating Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from the membership.

Section 2. Election and Term of Office.

The Officers of the foundation shall be elected by the Board at the annual meeting of the Board of Directors. If the election of Officers is not held at that meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each Officer shall hold office until the next annual meeting and until his/her successor shall have been elected and qualified unless he/she resigns or is removed from office. Officers may be re-elected.

Section 3. Removal.

Any officer or agent elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the foundation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Notice of the meeting considering removal shall include notice that such removal or resignation will be considered.

#### Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

#### Section 5. President.

The President shall be the principal executive officer of the foundation and, subject to the Board's authority, shall supervise and control all of the business and affairs of the foundation. He/she, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or any other instruments that the Board authorizes to be signed, unless the Board designates some other officer or agent of the foundation to so execute. He/she shall have all the powers and duties normally incident to the office of president and as prescribed by the Board of Directors.

#### Section 6. Vice President.

The Vice President, in the event of the death, disability, or absence of the President, shall perform all necessary duties which would otherwise be performed by the President, and such duties as may be prescribed by the Board of Directors. The Vice President shall have all of the duties and authority normally vested in a Vice President.

#### Section 7. Recording/Corresponding Secretary.

The Recording/Corresponding Secretary shall keep the minutes of membership meetings and board meetings, and maintain them in one or more books provided for that purpose. He/she is the recording officer of the foundation and the custodian of its records, except such as are specifically assigned to others, as the treasurer's books. He/she will keep a register of the name and post office address of each member. He/she should also keep one book in which the constitution, by-laws, rules of order, and/or standing rules should all be written. He/she should, previous to each meeting, for the use of the President, make out an order of business, showing in its exact order what is necessary to come before the meeting. He/she shall send out proper notices of all called meetings and of other meetings, when necessary, and conduct the correspondence of the foundation, except as otherwise provided by the By-Laws.

#### Section 8. Coordinating Secretary.

The Coordinating Secretary shall coordinate all field days, special events and educational events with the board and various committees.

#### Section 9. Treasurer.

The Treasurer shall be the custodian of the corporate records. He/she shall have charge and custody of, and be responsible for, all funds and securities of the foundation. He/she or his/her agents shall deposit all such monies intact in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the By-Laws. He/she shall file the annual nonprofit organization's income tax return with the Internal Revenue Service, and in general, perform all of the duties as may be assigned to him/her from time to time by the President or the Board of Directors.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties as the Board may determine. The Treasurer's accounts shall be examined annually. The examination can be in the form of an audit or a review by an internal review committee of not less than three (3) members, who are satisfied that the Treasurer's Annual Report is correct and who shall sign a statement that the report is correct.

The treasurer shall be responsible for overseeing the creation of a yearly or multi-year budget, with the assistance of other Board members, to be voted on at the last Board meeting of each calendar year. A draft budget shall be made available to the rest of the Board for discussion no less than thirty (30) days prior to the meeting. The budget, once adopted, becomes the governing financial document for the organization. Additions to the document may be proposed and voted on at any Board meeting.

#### Section 10. Salaries.

Officers shall not receive salaries for their activities as officers of the foundation, but may be reimbursed for justifiable and reasonable out of pocket expenses as defined by the Board of Directors.

#### Section 11. Seccession.

Officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

### **ARTICLE V. COMMITTEES**

#### Section 1. Presidential Appointments.

The President shall appoint the Chairperson and members of each standing committee, except the Nomination Committee, and serve as an ex-officio member.

#### Section 2. Records.

Each committee shall keep a record of its acts and proceedings, and report the same, from time to time, to the Board of Directors.

#### Section 3. Empowerment.

No committee shall be empowered to amend the By-Laws or borrow money.

#### Section 4. Removal.

A committee member may be removed by a majority vote of the Board of Directors.

### **ARTICLE VI. IMDEMNIFICATION**

This foundation shall not, to the extent possible under the Nonprofit Corporation Act, Revised Code of Washington, Chapter 24.03, indemnify current or former officers or directors of the foundation. The Board of Directors shall have the power to purchase and maintain, at the foundation's expense, public liability, director and officer's liability, or property insurance on behalf of the foundation.

### **ARTICLE VII. FISCAL YEAR**

The fiscal year of the foundation shall be the calendar year, provided that if a different fiscal year is at any time selected for the purposes of federal income taxes, the fiscal year shall be the year so selected.

### **ARTICLE VIII. AMENDMENTS**

The Articles of Incorporation may be amended, and these By-Laws may be altered, amended, or repealed, and new By-Laws adopted by two-thirds (2/3) of the Board of Directors, or by a petition signed by twenty percent (20%) of the members and approved by a majority vote of members present at any membership meeting at which notice of the proposed action has been given as an item of business for such a meeting in the notice for the meeting.

#### **ARTICLE IX. AFFILIATION**

WESTERN WASHINGTON FRUIT RESEARCH FOUNDATION may accept or reject the application of affiliation with any other society, corporation, or organization which conforms to the general objectives of the foundation. The interrelationship with each such affiliation that is accepted, shall be governed by a Memorandum of Understanding approved by both organizations. In no event will the foundation enter into any affiliation which would tend to limit or conflict with its right to retain tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE X. DISSOLUTION**

Upon the winding up and dissolution of this foundation, after paying or adequately providing for the debts and obligations of the foundation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) if the Internal Revenue Code or the corresponding section of any future federal tax code. Said distribution shall be made pursuant to a two-thirds (2/3) majority vote of the Board at a properly convened board meeting.

AMENDED BY THE BOARD OF DIRECTORS on. **March 25, 2006, July 8, 2006, July 10, 2010 & February 5, 2011.**

ADOPTED BY THE BOARD OF DIRECTORS on.

ADOPTED BY THE MEMBERSHIP on.

SIGNED BY THE OFFICERS OF WWFRF on

[Original signed by the following]

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer