



## **BY-LAWS OF North American Truffle Growers Association (NATGA)**

### **ARTICLE I ORGANIZATION**

1. The name of the organization shall be North American Truffle Growers Association (NATGA)
2. The organization shall not have a corporate seal but will have an internationally trademarked logo.
3. The organization will have a membership, and may establish categories of associates and supporters as needed to fulfill its purposes.

### **ARTICLE II PURPOSES**

The purpose of NATGA is to provide information for effectively and efficiently producing premium cultivated truffles, address the issue of price stability of those truffles, promote the truffle-growing industry through education, and to provide an interface to the various governmental agencies, growers, members and interested others through: 1) a website where members can join a forum to share information; 2) yearly meetings of members; 3) partnerships with other organizations in agricultural efforts; 4) Other activities that promote these goals.

### **ARTICLE III MEETINGS**

The annual meeting of this organization shall be held in January or February each and every year. The officers shall fix the day.

The Secretary shall cause to be mailed electronically (or by US Mail when requested) to every member in good standing at his address as it appears in the roll book of this organization a notice telling the time and place of such annual meeting.

Other meetings of the organization may be held as determined by the officers to discuss business matters of the organization

The presence of not less than fifty-one (51%) percent of the attending members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than one week from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting. Special meetings of this organization may be called by the president when (s)he deems it for the best interest of the organization. Notices of such meeting shall be emailed or mailed to all members at their addresses as they appear in the member roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and the person who called it. At the request of twenty (20%) percent of the officers or thirty (30%) percent of the members of the organization, the president shall cause a special meeting to be called but such request stating the purpose of the meeting must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all attendees at such meeting.

#### **ARTICLE IV VOTING**

At all meetings, including the election of officers, all votes shall be by voice and/or count by show of hands. For election of officers, bios of candidates shall be provided. Robert's Rules of Order will be followed.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers. The results shall be physically affixed in the minute book to the minutes of that meeting.

#### **ARTICLE V ORDER OF BUSINESS**

1. Welcome/Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

#### **ARTICLE VI OFFICERS**

The initial officers of the organization shall be as follows:

President: Jane Morgan Smith

Vice President: Jack Ponticelli

Secretary: Duane Verner

Treasurer: Charles Chaney

**The President** shall preside at all meetings. He/she shall by virtue of his office be Chairperson. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

**The Vice President** shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

**The Secretary** shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state (if the status of the organization requires such). He/she shall give and serve all notices to associates of this organization. He/she shall be the official custodian of the records of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she shall present

to the associates at any meetings any communication addressed to him as Secretary of the organization. He/she shall submit to the Officers any communication which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

**The Treasurer** shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she shall cause to be deposited in a regular business bank or trust company such sum as is determined by the Officers, including a sum that is to be set aside for operating expenses. He/she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Officers shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Officers of such meeting. He/she shall exercise all duties incident to the office of Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

#### **ARTICLE VII SALARIES**

The Officers shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### **ARTICLE VIII COMMITTEES**

All committees of this organization shall be appointed by the Officers. Such committees shall be active for a period of one year, or less if sooner terminated by the action of the Officers.

#### **ARTICLE IX DUES**

The dues of this organization shall be \$ 25 per fiscal year of the organization regardless of when the membership begins and shall be payable at the annual meeting or by January 31<sup>st</sup>, whichever occurs earlier.

#### **ARTICLE X AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a quorum of the officers.

#### **ARTICLE XI USE OF TRADEMARK**

The use of the NATGA logo, which is internationally trademarked, will be closely monitored and all uses shall be approved by the officers of the association prior to its use in any public forum including magazines, newspapers, news releases and video presentations of any kind.