



National Watermelon Association, Inc. By-Laws

PREAMBLE

Original By-Laws of the MELON DISTRIBUTORS ASSOCIATION, an unincorporated Association, were adopted at a meeting held in Atlanta, Georgia on May 20, 1915.

At the Annual Meeting held in Orange City, Florida on May 10, 1945, the By-Laws were amended and the name changed to WATERMELON GROWERS & DISTRIBUTORS ASSOCIATION.

At the Annual Meeting held in Jacksonville, Florida on March 13, 1953, By-Laws were amended and adopted to conform to the Corporate Charter incorporating the Association granted by the State of Florida on July 23, 1952, an accepted by the membership on March 13, 1953.

On March 6, 1967, these By-Laws were again amended at the Annual Meeting of the Association held in New Orleans, Louisiana to increase the number on the Executive Committee.

On March 6, 1968, these By-Laws were again amended at the Annual Meeting of the Association held in Tampa, Florida to provide for state chapter Presidents serving on the Executive Committee.

On March 3, 1969, at the Annual Meeting held in Houston, Texas, these By-Laws were amended and the name changed to NATIONAL WATERMELON GROWERS & DISTRIBUTORS ASSOCIATION, INC.

On June 30, 1977, following action at the Annual Meeting on March 2, 1977 in Biloxi, Mississippi, a Certificate of Amendment to incorporate was issued by the State of Florida and the name changed to NATIONAL WATERMELON ASSOCIATION, INC.

On March 4, 1979, at the Annual Meeting held in Jacksonville, Florida, these By-Laws were again amended to establish a Nominating Committee.

On March 1, 1986, at the Annual Meeting held in Savannah, Georgia, these By-Laws were again amended to increase the number on the Executive Committee from 30 to 35.

On February 28, 1988, at the Annual Meeting held in Las Vegas, Nevada, these By-Laws were again amended to increase the number on the Executive Committee by excluding state presidents from the number of 35.

The By-Laws were amended and adopted in the Annual Meeting of the membership held in Miami Beach, Florida on February 27, 1994 to accept a set of recommendations as presented by the By-Laws committee.

The By-Laws were amended and adopted in the Annual Meeting of the membership held in South Lake Tahoe, Nevada on February 26, 2006 to create Article 13, Research Grants.

The By-Laws were amended and adopted in the Annual Meeting of the membership held in Amelia Island, Florida on February 24, 2012 to update numerous sections and to add new sections to the By-Laws.

The By-Laws were amended and adopted in the Annual Meeting of the membership held in Nashville, Tennessee on February 24, 2018 to delete three sections related to mandatory chapter membership fees and membership.

ARTICLE 1.

NAME

Section 1. The name of the Association shall be NATIONAL WATERMELON ASSOCIATION, INC.

ARTICLE 2.

PRINCIPAL OFFICES

Section 1. The Headquarters of the Association shall be located in such place as the Executive Committee may from time to time determine.

Section 2. The Executive Committee may at any time, or from time to time, establish branch offices elsewhere in the United States.

ARTICLE 3.

PURPOSE

Section 1. The purpose of this Association shall be to promote the best interests of the Watermelon Industry from production to consumption, and for that purpose to:

- (a) Enlist and encourage grower cooperation in producing better quality, more careful handling, strictness in grading, more rigid inspection, and more efficient packing in cars and trucks.
- (b) Cooperate with the transportation companies and to use its efforts in securing for the industry due and necessary consideration in all transportation matters.
- (c) Cooperate with and encourage participation from and with other groups, agencies, companies, etc. (i.e. seed and packaging companies, state and federal extension services, research and development services, shippers, buyers, etc.) in anyway affecting and involving the Industry.
- (d) Be ever alert for any proposal, rule, regulation, directive or restriction that may be promulgated or proposed which in any way affects or involves the industry, and to cooperate with the authorities responsible therefore in determining a fair and equitable solution of the same.
- (e) Ever seek an improvement in the distribution and sale of watermelons in consuming markets so as to increase consumer demand through efficiencies and economics that will be recognized by the consumers.

ARTICLE 4.

SEAL

Section 1. The seal of this Corporation shall contain the words: National Watermelon Association, Organized 1914, Incorporated 1952.

ARTICLE 5.

MEMBERS

Section 1. Any person, firm, corporation, grower, grower's club, or association interested in production and marketing of watermelons, and who is willing to devote time, effort and influence

in promoting the best interests of the Industry shall be eligible for membership in this Association.

Section 2. The Executive Committee may create, set up and maintain branch divisions or affiliates in any state or group of states, prescribe the terms and conditions thereof and fix the annual fees and dues.

Section 3. No individual, firm, corporation, club or association enrolling as a member of the Association and the Executive Committee, and paying dues thereto shall, by reason thereof, assume any liability or become liable in any way whatsoever for the debts and obligations of the Association.

Section 4. A member may be elected to become an Honorary Lifetime Member. This member does not have to pay dues but has all the privileges of any paying member. The Nominating Committee will recommend this member to the overall membership which has the option of approval or rejecting the Nominating Committee's recommendation.

Section 5. At the discretion of the Nominating Committee, retiring compensated personnel may be conferred Emeritus status.

Section 6. Chapters of the Association may be organized and maintained under the following conditions:

- (a) They comply with the laws applicable to them;
- (b) Their objectives, policies, procedures, and activities shall be consistent with these By-laws, and the policies of the Association as determined by the Executive Committee;
- (c) Each Chapter shall have a slate of Officers as they deem necessary who shall be elected by the members at a regular or special meeting;
- (d) Each Chapter shall be known as the (state or area) Chapter of the National Watermelon Association, Inc., and also be known as the (state or area) Watermelon Association;
- (e) Upon failure to comply with these By-laws, the Executive Committee may dissolve affiliation with any Chapter hereunder.

ARTICLE 6. OFFICERS QUALIFICATIONS OF OFFICERS

Section 1.

- (a) The Officers of this Association shall be a Chairman, President, and one or more Vice-Presidents.
- (b) The Executive Director will serve as an Ex-Officio Officer.
- (c) A Executive Committee of no less than seven (7) nor more than thirty-five (35) members, who shall be elected by the members from among their number at the Annual Meeting of the Membership.

(d) The term of office for Officers and Executive Committee members shall be for one (1) year or until their successors have been elected and have qualified.

Section 2.

(a) No person shall be elected to the Executive Committee until they have been a member of the Association continuously, in good standing, for a period of three years and have attended and registered for no less than three National Watermelon Association Conventions.

(b) No person shall be elected to Vice-President until they have served on the Executive Committee continuously, in good standing, for a period of not less than two years, or have been a member of the Association continuously, in good standing, for a period of not less than five years, to be elected as a Vice-President without serving on the Executive Committee.

(c) No person shall be elected to President until they have served continuously, in good standing, on the Executive Committee for a period of not less than four years, or have been a member of the Association continuously, in good standing, for no less than five years.

(d) No two (2) persons from the same company or family shall serve on the Executive Committee until and unless one has served 15 years and has been elevated to a position on the Executive Council.

Section 3. Presidents of State Chapters, branch divisions or affiliates, shall be members of the Executive Committee of the Association during their tenure as president of the state chapter, branch division or affiliate, and their number will not be added to or counted with the number of the Executive Committee, nor will they have to meet the Executive Committee member requirements or Section 2 (a) member in good standing for 3 years and attend and register for no less than 3 National Conventions) during their tenure of office as chapter, branch, or affiliate President.

Section 4. The Chairman, President, and Vice-Presidents shall by reason of their office be members of the Executive Committee.

Section 5. Any member of the Executive Committee who fails to attend the Annual Meeting of the Committee or fails to register for the Annual Convention during which the Annual Executive Committee meeting is held for two consecutive years, without due cause, their membership therein may be declared vacant by the remaining members thereof.

Section 6. The president shall be the executive officer and shall preside at all meetings of the membership, and in their absence or disqualification, or for purpose of eligibility of making motions, the Vice-Presidents in their order shall assume this office.

Section 7. The Executive Committee shall have general charge of the affairs of the Association, but may delegate to committees of their number such powers and such authority as they deem wise and expedient.

Section 8. The retiring President shall automatically become the Chairperson of the Executive Committee upon their retirement from the Presidency, and shall preside at all meetings of the Executive Committee, and in their absence or disqualification, or for purpose of eligibility of making motions, the most recent past President in attendance may preside in their stead.

Section 9. The Secretary-Bookkeeper shall keep an accurate record of all meetings, and shall prepare and publish such records of the Annual Meetings and distribute the same to the membership. The Secretary-Bookkeeper shall attend Committee meetings when requested to do

so and shall otherwise endeavor to promote the best interests of the Association by cooperating with officials of the same.

Section 10. The Secretary-Bookkeeper shall collect and record all membership dues and other monies coming into the Association and maintain an accurate account of the same. The Secretary-Bookkeeper shall pay out all monies of the Association as authorized, and shall report in detail all receipts and expenditures at each Annual Meeting or at any special meeting when requested to do so.

Section 11. The Executive Committee shall be the governing board of the Association, and the Officers may make recommendations to the Executive Committee. The Executive Director shall act in accordance with the policies and directives of the Executive Committee, with oversight from the Officers. The Executive Director shall regularly report to the Officers and be responsible for conducting the affairs of the Association as directed by the Executive Committee. He shall have oversight of all corporate books, records, and papers; and shall perform all such other duties as are deemed appropriate and necessary for the Association.

Section 12. The Chairman, President and Vice-Presidents shall receive no compensation for performing the duties of office.

Section 13. If a vacancy occurs on the Executive Committee before the expiration of elected service, the position will remain vacant until the next regular election.

ARTICLE 7. CAPITAL FUNDS

Section 1. This Association shall have no capital stock, the fund for carrying on its activities shall be derived through membership dues and donations. It shall be strictly non-profit. Any excess in income over and above costs of operation shall not be distributed directly or indirectly to the members thereof, but shall be used only in furthering the interests of the Industry.

Section 2. The Executive Committee, in the event of dissolution, may dispose of any funds in the treasury after paying costs of such action in such a manner as in their opinion will best serve the interests of the Watermelon Industry.

Section 3. The Executive Committee shall cause the books and accounts of the Association to be reviewed or audited on an established basis by competent authority, and the members shall be advised of the results of such examination by whatever medium the Executive Committee shall designate.

ARTICLE 8. MEMBERSHIP DUES

Section 1. In determining the amount of dues and the fixing of same to be paid by members of the Association, the Executive Committee may take into consideration the differences between growers and those engaged in the sale and distribution of watermelons, and Industry associated supporters, and fix the dues accordingly.

Section 3. Upon initial payment of dues there shall be a membership certificate or plaque issued and mailed to the member.

Section 4. The non-payment of membership dues shall constitute a withdrawal from the membership with the Association.

Section 5. No member by reason of having paid dues shall have, at any time, any claim or right to a refund of the membership dues so paid.

**ARTICLE 9.
DONATIONS**

Section 1. The Association shall have the right to accept or reject any donations and the right to refund the same.

**ARTICLE 10.
COMMITTEES**

Section 1. The President may appoint from time to time such committees as may seem necessary or expedient and determine if and when and to whom such committees shall make a report.

Section 2. The Executive Committee may create and appoint any standing committees they deem wise and necessary.

Section 3. There may be created and maintained an honorary segment of the Executive Committee, to be known as the Executive Council, and composed of members of the Executive Committee who have served as such continuously for fifteen years or more. Those who are honored in this way will remain members of the Executive Committee with all rights, privileges, requirements and qualifications of members of the Executive Committee with the single exception that their number will not be added to or counted with the total number of the Executive Committee.

Section 4. The Executive Committee is empowered to bestow a Life Membership to members who have contributed to the Association beyond the normal call of service. Those who are honored in this way shall be placed on an honorary segment of the Executive Committee, to be known as the Lifetime Executive Council, and shall remain members of the Executive Committee with all rights, privileges, and qualifications of members of the Executive Committee with the exceptions that their number will not be added to or counted with the total number of the Executive Committee, nor pay any membership dues.

Section 5.

(a) There shall be created and maintained a Nominating Committee for the Association and shall consist of: (1) NWA Chairperson of Executive Committee who will act as Chairperson. (2) All past Presidents registered for Convention. (3) The President of the Association may give the Committee their recommendations.

(b) The Nominating Committee shall develop a proposed slate of Officers and Executive Committee members for the members' consideration at the Annual Meeting.

(c) The Nominating Committee will be provided by the NWA all pertinent information on a continuous basis for consideration of new committee member and Officer nominations.

Section 6. There shall be created and maintained a Budget Committee for the Association and shall consist of: (1) Officers. (2) A minimum of 10 Executive Committee members. (3) A maximum of 20 Executive Committee members. The Executive Director shall serve as an ex-officio member, and shall present a proposed budget for the following year. The committee shall meet annually in person one day prior to the Fall Executive Committee Meeting, and shall present a recommended budget for approval at the Fall Executive Committee Meeting. An approved budget can be changed only by vote of the Executive Committee.

ARTICLE 11. MEETINGS

Section 1. The Annual Meeting of the membership of the Association shall be held prior to May 1st of each year, the city and dates to be named by the Executive Committee and notice thereof shall be mailed to the membership at least thirty (30) days prior to said meeting.

Section 2. Special meetings of the membership may be held at any time deemed necessary by the Executive Committee by giving ten (10) days notice in writing.

Section 3.

(a) The Annual Meeting of the Executive Committee shall be held during or at the close of the Annual Convention, with such date and time to be communicated to the Executive Committee at least thirty (30) days prior to the convention.

(b) The Fall Meeting of the Executive Committee shall be held at a time chosen by the Executive Committee, with such date and time to be communicated to the Executive Committee at least thirty (30) days prior to the meeting.

Section 4. Special meetings of the Executive Committee shall be held at any time when called by two or more Officers, or by a minimum of ten (10) members of the Executive Committee. Notice of all special meetings shall be given in writing by letter, fax or email at least thirty days in advance of said meeting. Shorter notice may be given with the approval of all Officers or a majority of the Executive Committee.

Section 5. The members present at any Annual Meeting of the Membership or any special meeting when due notice has been given shall constitute a quorum for the transaction of business.

Section 6. The members of the Executive Committee present at the Annual Meeting, Fall meeting or any special meeting of the Committee when due notice has been given must constitute a quorum for the transaction of business. A quorum will be made up of at least 51% of the members of the total to be counted from the numbers of Officers and Executive Committee members.

(Example 4 Officers + 35 EC members = 39 voters. Quorum (51%) = 20 attendees.)

Section 7. A majority vote of those present and voting shall be necessary to pass any motions in all meetings of the membership.

Section 8. Voting by proxy shall not be permitted in any meeting of the membership or of the Executive Committee.

Section 9. All committees established by the Association shall meet at such time and place as to be determined by the committees, provided that such committees are given at least thirty (30) days notice of such meetings. Committee meetings may be called on shorter notice as may be agreed-to in writing by a majority of the members of the committee.

Section 10. The committees shall keep regular minutes of their proceedings, and provide them to the NWA for proper recordkeeping and distribution to committee members. All actions taken by the committees shall be reflected in the minutes, and be ratified by the Executive Committee at its regularly-scheduled meetings.

Section 11. Individuals, with the exception of Executive Committee members and Association staff, shall not be permitted to attend Executive Committee meetings, unless approved by a majority vote of the Executive Committee.

Section 12. Robert's Rules of Order shall be recognized as standard authority by this Association in all cases not otherwise specifically provided for.

ARTICLE 12. AMENDMENTS

Section 1. These By-Laws may be amended at any Annual Meeting of the Membership when notice of said meeting includes notice of intention to amend.

ARTICLE 13. RESEARCH GRANTS

Section 1. Any research grants provided to Universities or Government Agencies must be used in total toward the implied and written objective, and not be used in any percentage or form to cover administrative costs of such University or Agency. Dollar for dollar, 100% of the grant must be used for the research that the NWA is paying for, to include labor, lab time, equipment, etc. that is agreed upon prior to grant approval.