

BY-LAWS OF
ARIZONA PECAN GROWERS ASSOCIATION
An Arizona Nonprofit Mutual Benefit Corporation Revised
September 2007

ARTICLE 1.
General Provisions

Section 1.01. Purpose. The purpose for which this Arizona Pecan Growers Association (hereafter "APGA") was formed is to promote and improve the advancement of the pecan industry in the State of Arizona.

Section 1.02. The principal office of the corporation for the transaction of its business is located in Pima County, Arizona.

Section 1.03. The Board of Directors may, however, change the principal office from one location to another. Such change of address shall not be deemed an amendment of these Bylaws.

Section 1.04. The APGA may also have offices at such other places, within or without the State of Arizona where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2.
Members

Section 2.01. Membership in the APGA shall be open to any person or business entity engaged in or supporting the commercial growing and production of pecans in Arizona. No fee shall be charged for making application for membership in the APGA. Memberships shall be nonassessable. Applicants shall be admitted to membership upon meeting the qualifications for membership set forth in these Bylaws and upon payment of annual dues for the Membership type applied for.

Section 2.02. Voting Membership. Any person or business entity in the commercial growing and production of two or more acres of pecans in Arizona, and the property, voting, and other rights, interest, and privileges of each such member shall be equal. No entity shall hold more than one voting membership in the APGA.

Section 2.03. Associate Membership. Any other person or business entity not eligible as a voting or other named membership type may be eligible as an associate member i.e. universities, colleges or cooperative extensions.

Section 2.04. Commercial Membership. Any other person or business entity who provides goods and services to the Arizona pecan industry may be eligible as a commercial member.

Section 2.05. Out of State Grower Membership. A person or entity which commercially grows pecans exclusively outside of Arizona.

Section 2.06. Scientist, Extension Worker, or Student Membership. A person who is a recognized scientist, a worker for a University Extension, or a student at an accredited school, college, or university.

Section 2.07. Membership Dues. The annual dues for membership in this association shall be determined by the voting membership at the Annual Membership Meeting based on recommendation of the Board of Directors. The dues specified by the membership will go into effect for the next subsequent year. Dues are payable in full by the first day of October of each year.

Section 2.08. Each member of the APGA which is not a natural person shall designate in writing one of its employees, staff members, or other persons to participate on behalf of the member in all official business of the APGA. All members of the APGA who are natural persons may, at the election of the member, similarly designate in writing any employee, staff member, or other person to participate in the business of the APGA on behalf of the member.

Section 2.09. The APGA Secretary shall cause a membership book to be kept containing the name, address, and telephone number of each member and the name and business telephone number of each person designated by a member to take part in the official business of the APGA. Termination of the membership of any member shall be reported in the book, together with the date on which such membership ceased. Such book shall be available for inspection by any director or member of the APGA during regular business hours.

Section 2.10. No member of the APGA shall be personally liable for the debts, liabilities, or obligations of the APGA.

Section 2.11.

(a) The membership of any member of the APGA shall automatically terminate upon written request by the member for such termination delivered to the President or Secretary of the APGA.

(b) The membership of any member who fails to pay dues when the same become due within ninety (90) days thereafter shall automatically terminate at the end of such ninety day period; provided, however, that such member shall be given written notice or via Email within ten (10) days prior to the due date that such dues were due and payable. In the event that such written notice is not given as required herein, then membership shall automatically terminate for nonpayment of dues only if such dues are not fully paid within thirty (30) days after such written notice is eventually given.

(c) A member may be expelled and/or excluded from membership in the APGA by resolution of the Board of Directors when continued membership by the member is deemed to be contrary to the best interests of the APGA, violation of state, federal or local law, or detrimental to the aims or activities of the APGA. No member of the APGA shall be expelled or have membership terminated for reasons other than these or non-payment of dues per Section 2.11 (b) above. Notice of termination shall be given in every event and in writing or via Email.

ARTICLE 3.

Meetings of Members

Section 3.01. Meeting§. of members shall be held as may be designated from time to time by resolution of the Board of Directors. The regular annual Membership Meeting shall normally

be held in September each year. The time and place of the annual Membership Meeting may be changed upon vote of the Board of Directors without having to change these bylaws.

Section 3.03. Special meetings of members may be called by the President, by the Secretary, or by any two Directors and held at such times and places as may be ordered by resolution of the Board of Directors or by members holding not less than ten percent of the voting power of the APGA.

Section 3.04. Written notice of the time, place, and general subject(s) of all meetings shall be delivered to each member in the manner set forth at Section 12.01 of these Bylaws no less than thirty (30) days prior to the date of such meeting.

Section 3.06. The transactions of any meetings of voting members, howsoever called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person Section 3.07. A quorum shall consist of at least thirty (30) percent of the voting members of the APGA or their designated representatives.

Section 3.08. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present. No other business, however, shall be transacted.

Section 3.09. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.10.

(a) Each voting member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote or show of hands unless a member entitled to vote demands that election be by secret ballot, in which event the election shall be by secret ballot. Neither proxy votes nor absentee ballots will be permitted.

(b) Notwithstanding the provisions of paragraph (a) hereof, any vote, including the election of directors and Bylaws changes may be conducted by mail in such manner as the Board of Directors shall determine. A number of votes must be received so as to constitute a quorum as defined above for the by-mail vote to be valid.

(c) No single vote shall be split in fractional votes.

(d) Cumulative voting for the election of directors or otherwise shall not be authorized. The candidates receiving the highest number of votes up to the number of directors to be elected are elected.

(e) Voting members shall have the right to vote personally or by designating in writing any employee, staff member, or other person associated with the member's institution to vote on behalf of the member.

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Section 3.11 .

(a) Meetings of members shall be presided over by the President of the APGA or, in his absence, by the Vice President or in the absence of both, by a chairman chosen by a majority of the members present in person. The Secretary of the APGA shall act as Secretary of all meetings

of members, provided that in his absence the presiding officer shall appoint another person to act as secretary of the meeting.

(b) Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time, insofar as such revisions are not inconsistent with or in conflict with these Bylaws or with law.

ARTICLE 4.
Directors

Section 4.01. The APGA shall have five (5) Directors. The number may be changed by amendment of these Bylaws. The Directors shall be directly related to the production of pecans in the State of Arizona.

Section 4.03. The directors shall exercise the powers of the APGA, control its property, and conduct its affairs, except as otherwise provided by law or these bylaws.

Section 4.04. It shall be the duty of the Directors to

(a) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.

(b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties of all other officers, agents, and employees of the APGA.

(c) Supervise all officers, agents, and employees of the APGA to assure that their duties are properly performed.

(d) Meet at such times and places as required by these Bylaws.

(e) Require that special meetings of members be called whenever demanded by the required number of members as in these Bylaws provided.

(f) Register their address with the Secretary of the APGA, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 4.05. Any interested person at least eighteen (18) years of age who is a member of the APGA as defined in Section 2.01 and any representative of any member APGA as defined in Section 2.01 is eligible to serve as a director of the APGA.

Section 4.06- Each director shall hold office until the next annual meeting of the members or until a successor director is elected and qualifies.

Section 4.07.

(a) Directors shall be elected in the manner set forth in these bylaws. Any person eligible to be a director may be nominated as a candidate for director. Nominations shall originate from the Board of Directors and from any person carried on the records of the APGA as a person associated with the APGA pursuant to Article 2 of these Bylaws. Election of directors shall take place by a vote of the members eligible to vote. The candidates receiving the highest number of votes up to the number of directors to be elected shall be deemed elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve provided they continue to meet the qualification for directorship set forth in these bylaws.

(b) The board may from time to time appoint others as honorary, non-voting, members of the board.

Section 4.08.

(a) Meetings of the Board of Directors shall be held not less than twice a year at times and places determined by the Board. Notice of each said meeting (except for a meeting held immediately after a Membership Meeting) will be sent by regular mail or Email to each Board member at least fifteen (15) days prior to said meeting. A meeting of the Board shall be held at a time and place to be determined by the Board but within thirty (30) days after the annual members meeting for the purpose of organization, selection of officers and committee members and the transaction of other and further business.

(b) Special meetings of the board shall be held at the request of any two of the directors upon five (15) days written notice of the time, place, and purpose of such meeting to each director delivered in the manner set forth in Section 12.01 of these Bylaws.

(c) Notwithstanding any other provision of these Bylaws, the Secretary of the APGA, or such other person designated by the President, shall deliver or printed notice of the time and place of, and agenda for each meeting of the board to each director in the manner set forth at Section 12.01 of these Bylaws at least fifteen (15) days prior to the date of the meeting.

(d) The transaction(s) of any meeting of the board for which no or improper advance notice is given, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each of the directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

(e) Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next meeting of the board.

(f) All meetings of the directors shall be governed by Robert's Rules of Order, as such rules may be Revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws or with law.

(g) Meetings of the directors shall be presided over by the President of the APGA or, in the absence of the President by the Vice-President. The Secretary of the APGA shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of directors, the presiding officer may appoint any person to act as Secretary for the meeting. (h) A quorum shall consist of a majority of the voting directors then serving.

Section 4.09. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. unless these Bylaws require a greater number.

Section 4.10. Any action required or permitted or to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent

shall have the same force and effect as the unanimous vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the APGA authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 4.11. The entire Board of Directors, or any individual director, may be removed from office at any time by vote of the majority of the members. If any or all directors are so removed, new directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed directors. If new directors are not elected at such meeting the vacancy or vacancies created by the removal shall be filled as provided in Section 4.12 hereof.

Section 4.12.

(a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any director; (2) whenever the number of directors authorized is increased; and (3) on failure of the members in any election to elect the full number of directors authorized; (4) unexcused failure on the part of a director to attend six (6) consecutive meetings of the board.

(b) The Board of Directors may declare vacant the office of a director: (1) if the director is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of election the director does not accept the office either in writing or by attending a meeting of the Board of Directors.

(c) Vacancies may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

(d) If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, either the Board or the members may elect a successor to take office when the resignation becomes effective.

(e) A majority of the members of the APGA may elect a director at any time to fill any vacancy not filled by the directors as provided in Paragraphs (c) and (d) of this section. Should the offices of all directors become vacant and there is consequently no director left to fill vacancies, the vacancies shall be filled by a majority of the members of the APGA at a meeting called for that purpose at which a quorum is present.

(f) A person elected director to fill a vacancy as in this section provided shall hold office for the unexpired term of his predecessor, or until his removal or resignation as in these Bylaws provided.

(g) A reduction of the authorized number of directors does not remove any director prior to the expiration of his term of office.

Section 4.13. the directors shall not be personally liable for the debts, liabilities, or other obligations of the APGA.

ARTICLE S.
Officers

Section 5.01. The officers of the APGA shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 5.02. The officers of the APGA shall be appointed by the Board of Directors from among its own members following election and qualification of newly elected Board members. Each officer shall hold office until resignation, removal, or until otherwise disqualified to serve, or until a successor director shall be elected and qualified whichever occurs first.

Section 5.03. The Board of Directors may appoint other officers or agents as it may deem desirable from among the members and the employees, staff members, or other persons to participate in the affairs of the APGA. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by resolution of the Board of Directors.

Section 5.04. Any officer may be removed either with or without cause by a majority of the directors at the time in office, at any meeting of the board at which a quorum is present. An officer shall be removed should he or she cease to be qualified for the office held. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the APGA, which resignation shall take effect upon receipt, or at any later time specified in the resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Any vacancy of any officer may be filled by the Board of Directors for the unexpired portion of the term. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5.06. The President shall be the chief executive officer of the APGA and shall, in general, be subject to the control of the Board of Directors, supervise and control the affairs of the APGA. The President shall appoint committee chairpersons and shall be an ex-officio member of all committees. Further, in addition to performance of all duties incident to the office and such duties as may be required by law, or by these Bylaws, and such other and further duties as may be prescribed from time to time by resolution of the Board of Directors, the President shall: (1) preside over all board meetings and meetings of the general membership; (2) call all executive board meetings.

Section 5.07. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties and exercise all of the powers of the President of the APGA. Section 5.08. The Secretary of the APGA shall:

(a) and keep at his place of business the original, or a copy of these Bylaws as amended or otherwise altered to date.

(b) Keep at his place of business or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors and members, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice thereof given, the names of those present at meetings of directors, the number of members present, at meetings of members, and the proceedings thereof. Minutes shall be published within four (4) weeks after each meeting and shall include such attachments and supplementary material presented at the meeting as the Secretary may deem appropriate.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and advise the Board and members such that all business of the APGA may be transacted in accordance with these Bylaws and the law.

(d) Be custodian of the records of the APGA and maintain a history thereof.

(e) Keep at his place of business a membership book containing the name, address, and telephone number of the employee, staff member, or other person designated by such member as its representative to take part in official business of the APGA, and in any case where membership has been terminated, the date on which the membership ceased.

(f) Receive all correspondence addressed to the APGA and prepare all responses thereto, except as otherwise provided on these Bylaws and prepare and distribute all formal publications of the APGA.

Section 5.09. The Treasurer of the APGA shall:

(a) Act as custodian of all funds coming into control of the APGA, act as its agent in all financial transactions, including opening and maintaining bank accounts in the name of the APGA, providing, however, that the Treasurer's authority to commit monies or property of the APGA without prior approval of the Board of Directors shall not exceed \$500.00. Keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(b) Present a written financial statement of the financial affairs of the APGA at each meeting of the Board of Directors, prepared in a manner consistent with generally accepted accounting principles.

Section 5.10. Officer of the APGA shall be allowed and paid their actual and necessary expenses incurred in connection with the business of the APGA; provided, however, that no reimbursement shall be provided for expenses incurred in attending meetings of the Board of Directors or of the members.

Section 5.11. The Office of Secretary and Office of Treasurer may be held by the same person.

ARTICLE 6. Committees

Section 6.02. The APGA shall have ad hoc and/or standing committees as shall be created from time to time by resolution of the Board of Directors. The Chairperson and members of such committees shall be appointed by the board and be responsible for accomplishment of the purpose set in the resolution authorizing creation of the committee.

Section 6.03. The Chairperson of each committee shall serve until the next annual election of directors of the APGA. 2. until successor is appointed, or until such committee is dissolved.

Section 6.04. Vacancies on any committee may be filled for the unexpired period of the term in the same manner as provided in the case of original appointments.

Section 6.05. A majority of a whole committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.06. The Chairperson of each committee shall appoint a Secretary who shall record the minutes of each meeting of the committee and forward the same to the Secretary of the APGA. Committee Chairpersons shall designate the time and place of committee meetings. Each committee may adopt rules for its own operations so long as they are not inconsistent with the resolution of the Board of Directors authorizing creation of the committee, with these Bylaws, or with law.

ARTICLE 7.

Execution of Instruments, Deposits and Funds

Section 7.01. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize an officer or agent of the APGA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the APGA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the APGA by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose of in any amount.

Section 7.02. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 7.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the APGA shall be signed by the Treasurer or President of the APGA.

Section 7.03. All funds of the APGA shall be deposited to the credit of the APGA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04. The Board of Directors may accept on behalf of the APGA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the APGA.

ARTICLE 8.

Indemnification

For the purpose of this Article 8, "agent" means any person who is or was a director, officer, employee, or other agent of the APGA. The APGA may, upon majority vote of the Board of Directors at a Board meeting at which a quorum is established, purchase indemnification insurance for legal actions taken by an agent of the APGA.

ARTICLE 9.

Corporate Records, Reports, and Seal

Section 9.03. On request of an assessor, the APGA shall make available at its principal office in Arizona or at a place mutually acceptable to the assessor and to the APGA a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls. Section 9.04. The books of account shall at all reasonable times be open to inspection by any director. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the APGA. Such inspection may be made in person or by agent or attorney, and the right of inspection included the right to make extracts-

Section 9.05. The books of account, and the minutes of meetings of the directors, members, and Executive and Standing Committees shall be open to inspection on the written demand of any member at any reasonable time, for a purpose reasonably related to the interests of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting of ten (10) percent or more of the members of the APGA. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing to the President or Secretary.

ARTICLE 10.

Fiscal Year

The fiscal year of the APGA shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 11.

Bylaws

Section 11.01. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 11.02. These Bylaws may be amended by a majority of the members voting at a meeting where a quorum is present. Proposed amendments to the Bylaws may be submitted for vote of the membership, by resolution of the Board of Directors, or by petition of 10 percent (10%) or more of the voting members.

Section 11.03. The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the APGA, shall be recorded and kept in a book which shall be

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kept at his place of Business of the APGA, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE 12.
Miscellaneous Provisions

Section 12.01. Any and all notices provided for or permitted under these Bylaws shall be in writing and shall be deemed duly delivered when personally served or, in lieu of personal service, when deposited in the United States mail, fully postage prepaid, addressed to the APGA at its principal place of business or to any member of the APGA at its address recorded in the membership book of the APGA.

Section 12.02. As used in these Bylaws:

- (a) The present tense includes the past and the future tenses, and the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The singular number includes the plural, and the plural number includes the singular.
- (d) The word "shall" is mandatory and the word "may" is permissive.
- (e) The words "directors" and "board" have the meaning stated in Section 4.02 of these Bylaws.

Section 12.03. Notwithstanding any other provision in these Bylaws, this APGA shall abstain from political activity, labor affiliation or endorsement, and sectarian practices. The APGA shall not discriminate on the basis of race, sex, religion, or national origin.

Section 12.04. No member, officer, employee, or representative of the APGA shall take any action or carry on any activity by or on behalf of the APGA not permitted to be taken or carried on by an organization exempt from taxation under Internal Revenue Code Section 501

- (c)
- (5) or Arizona Revenue and Taxation Code or either such section.

Section 12.05. No member, director, officer, employee, or other person connected with this APGA, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the APGA, provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the APGA on effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share on the distribution of, and shall not receive, any of the corporate assets on dissolution of the APGA. All members of the APGA shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the APGA, whether voluntary or involuntary, the assets of the APGA, after all debts have been satisfied, then remaining in the hands of the Board of Directors

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shall be distributed as required by Federal and State law and the Articles of Incorporation of this APGA and not otherwise.

ARTICLE 13
Certificate

I, _____ hereby certify that I am the duly appointed/elected and acting Secretary of the Arizona Pecan Growers Association, an Arizona non-profit corporation; and that the foregoing constitutes the amended bylaws of said APGA as duly adopted by the Membership at a meeting duly held on the day of

_____ ,

_____.

Signed and dated by

[Print Name]