

**Bylaws
Of the
National Agritourism Professionals
Association, Inc.**

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A NORTH CAROLINA NON-PROFIT ASSOCIATION

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ARTICLE I.

OFFICES OF THE NATIONAL AGRITOURISM PROFESSIONALS ASSOCIATION, INC.

1.1 **Principal Office.** The Principal Office of National Agritourism Professionals Association, Inc., (Association) shall be located at 108 Forest Hills Court, North Carolina 27511, or at such other location designated by the Board of Directors.

1.2 **Registered office.** The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

1.3 **Other offices.** The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the business affairs of the Association may require from time to time.

ARTICLE II.

PURPOSES OF THE NATIONAL AGRITOURISM PROFESSIONALS ASSOCIATION, INC.

2.1. **General Charitable Purposes.** The Association is a charitable corporation as defined in North Carolina General Statute 55A-1-40(4), and is organized exclusively for charitable, educational and scientific purposes, including providing assistance to agritourism professional service providers who, in turn, provide assistance to agritourism operators and enterprises that encounter challenges regarding policy and bureaucratic regulations in areas such as zoning, insurance, highway signage, food safety, risk assessment and management and insurance. The Association will support and assist agritourism professionals nationally through:

(a) The development of collaborative education and opportunities to promote the development of best marketing trends and practices concerning agritourism;

(b) The organization of networking state, regional and national opportunities for agritourism professionals and service providers, farmers and farm direct marketers in the development and promotion of their agritourism activities.

2.2. **Definition of Agritourism Activities.** Agritourism farms, ranches, wineries or vineyards and farm direct marketers are defined as value-added agricultural venues that provide pleasure as well as recreation, information, education or other agriculturally-oriented experiences or services.

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Visitors may or may not pay admission or a fee to participate in and/or purchase an agricultural product or activity.

**2.3. Purpose as a Forum Regarding Resolution of Regulatory and Policy Issues.** The Association was formed to provide an educational, collaborative and supporting forum for professionals in the field of agritourism who encounter regulatory and policy issues that affect the successful operation of agritourism ventures and direct farm markets in the United States and Canada.

**2.4. Limitation on Associations Activities.** Notwithstanding any other provision of these Bylaws, this Association shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purpose of this Association.

**2.5. Prohibited Activities.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Association as set forth herein. No substantial part of the activities of the Association shall be the carrying on of activities known as lobbying in the sense that such activities would require registration within the United State or Canada. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**2.5.1.** The following provisions shall apply to the Association:

a) The Association shall distribute its income for each taxable year at such time and such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;

b) The Association shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;

c) The Association shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;

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d) The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;

e) The Association shall not make any taxable expenditures in such manner as to subject it to tax under Section 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.

2.5.2. Actions Prohibited By Federal Tax Code. Notwithstanding any other provision of the Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Association 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 an Association, 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.

2.6. Distribution of Assets upon Dissolution. Upon the dissolution of the Association, the Association's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERS

3.1. Eligibility for Membership: Application for voting membership shall be open to any person or entity currently engaged in an agricultural or tourism-related vocation or persons who support the purpose of the Association. Membership is granted after completion and receipt of a membership application and annual dues.

3.2. Annual dues: The amount required for annual dues shall be determined by the Board of Directors prior to and included in the announcement of the annual meeting of the members. Continued membership is contingent upon being up-to-date on membership dues.

3.3. Resignation and termination: Any member may resign by filing a written resignation addressed to the Association at the principle office of the Association as stated in Article I of these Bylaws. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

3.4. Non-voting membership: The Board of Directors shall have the authority to establish and define non-voting categories of membership.

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## ARTICLE IV MEETINGS OF MEMBERS

**4.1. Place of Meetings.** All meetings of the members shall be held a place, either within or without the State of North Carolina, and shall in each case be fixed by the Chairman of the Board of Directors and designated in the notice of the meeting. The selection of the location of the annual meeting shall take into account such factors as rotation among the Association's membership regions.

**4.2. Annual Meetings.** The annual meeting of members shall be held on or about the first week in February of each year for the purpose of electing directors of the Association and for the transaction of such other business as may be properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

**4.3. Substitute Annual Meeting.** If the annual meeting is not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4.4. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**4.4. Special Meetings.** Special meetings of members may be called by the chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

**4.5. Notice of Meetings.** Written notice stating the date, time and place of the meeting shall be given not less than ten nor more than 60 days before the date of any members' meeting, either by personal delivery, or by electronic mail, telegraph, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the Chairperson, or other person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Association, with postage thereon prepaid. In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in the case of an annual or substitute annual meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called.

**4.6. Waiver of Notice.** Any member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the member and delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a

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meeting in person or by proxy (a) waives objection to lack of notice or defective notice of the meeting, unless the member or his/her proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member or his/her proxy objects to considering the matter before it is voted upon.

4.7. Quorum: The members present at any properly announced meeting shall constitute a quorum.

4.8. Voting: Unless otherwise provided herein, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

5.1. Authority of the Board of Directors. The Board of Directors has the general power to control and manage the affairs, funds and property of the Association; disburse the Association's monies and dispose of its property in fulfillment of its mission, provided that the Board of Directors shall not permit any part of the net earnings or capital of the Association to inure to the benefit of any private individual. The fiduciary responsibilities of individual Directors are those specified for directors in the North Carolina Nonprofit Association Act, as amended.

5.2. Primary Responsibilities of the Board of Directors. The Board of Directors shall have the responsibility to develop the process for enabling the Association to carry out its purposes as set forth above and for executing that policy during regular or special meetings of the Board in the manner set forth herein. The Board of Directors is vested with a fiduciary responsibility to set policy, fiscal guidance, and ongoing governance of the Association, and, if the Association employs an Executive Director, empower its Executive Director with the authority to carry out that responsibility.

5.3. Officers of the Board of Directors; Executive Committee. There shall be Chairperson, Vice Chairperson, Secretary and Treasurer of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairperson, or in his/her absence the Vice-Chairperson, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Officers of the Board of Directors shall constitute the Executive Committee of the Board of Directors.

5.4. Employment of an Executive Director. The Board of Directors may employ an Executive Director who shall be responsible to the Board for the administrative and business management of the Association. The Board of Directors is solely responsible for the recruitment, appraisal, compensation and retention or dismissal of the Executive Director.

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**5.5. Number, Term and Qualifications.** The number of directors constituting the Board of Directors shall be no fewer than seven (7) nor greater than thirteen (13). Each director shall be a member in good standing with the Association. Directors need not be residents of the State of North Carolina. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of seventy-five percent (75%) of the entire membership of the then-current Board of Directors.

**5.6. Election of Directors.** Directors shall be elected at any annual or special meeting of the members of the Association by a vote of a majority of the members in good standing of the Association who are present for the election. The election of directors shall be a part of the order of business at each annual meeting of the Association.

**5.7. Term of Office for Directors.** The thirteen (13) members of the Board of Directors shall serve for a term of two (2) years on a staggered basis with seven (7) Directors serving for the first two years after their initial election, and six (6) Directors serving for one year.

**5.7.1.** At the first meeting of the Board of Directors, the Chair will draw seven (7) names from the list of Directors not serving on the Executive Committee. Those members will serve an initial two-year term. The remaining six (6) Board members will serve a one-year term.

**5.8. Removal.** Directors may be removed from Office at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors. Removal from the Board of Directors shall automatically revoke any election of the removed director as an officer of the Board.

**5.9. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**5.9. Compensation.** The Board of Directors shall not compensate directors for their services as such but may provide for the payment of any or all reasonable expenses incurred by directors in attending regular and special meetings of the Board of Directors.

**5.10. Service on Other Boards.** Members of the Association's Board of Directors may serve on the board of directors of other for-profit and not-for-profit entities except for the situation in which such service would be a conflict of interest with service on the Association's Board of Directors. Members of the Association's Board of Directors must immediately give notice to the Board of service on other entities' board of directors.

**5.11. Conflicts of Interest Policy.** The Association adopts fully and hereby promulgates the Conflicts of Interests Policy set forth as Exhibit A to these Bylaws.

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ARTICLE VI MEETINGS OF DIRECTORS

6.1. Annual Meetings. The annual meeting of the Board of Directors shall be held at 10:00 o'clock A. M. on the second Friday in February of each year, for the purpose of electing officers of the Association and for the transaction of any other business properly before the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may by resolution designate. Notice of regular meetings of the Board of Directors shall be given at least ten (10) days in advance of such meeting to each director by written notice, delivered personally or sent by mail or electronic transmission to each Director at his/her address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless a Director attends a meeting for the express purpose of objecting to the transaction of any business. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these Bylaws. The notice shall specify the time and place of the meeting.

6.3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) directors. The person or persons authorized to call special meetings for the Board of Directors may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board.

6.4. Place of Meetings. The annual or any special meeting of the Board of Directors may be held at such place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office. The annual meeting of the Board of Directors shall be held in the same location and in conjunction with the annual meeting of members.

6.5. Notice of Meetings. Notice of any special meeting of the Board shall be given at least seven (7) days previous thereto by written notice, delivered personally or sent by mail or electronic transmission to each Director at his/her address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon. If notice is given by electronic transmission, such notice shall

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be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless a Director attends a meeting for the express purpose of objecting to the transaction of any business. The business to be transacted at, and the purpose of any special meeting of the Board must be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these Bylaws.

6.6. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless a Director attends a meeting for the express purpose of objecting to the transaction of any business. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these Bylaws.

6.7. Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.8. Manner of Acting. Except as otherwise provided in these Bylaws, 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 of Directors.

6.9. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she objects at the beginning of the meeting, or promptly upon his/her arrival, to holding it or transacting business at the meeting, or his/her dissent or abstention from the action is otherwise entered in the minutes of the meeting, or unless he/she either files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his/her written dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action.

6.10. Informal Action by Directors. Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

6.11. Meetings by Teleconference and Video-conference. Regularly scheduled and specially called meetings of the Board of Directors and any committees or subcommittees of the Board of Directors may be conducted with all or some members of the Board or committee participating by teleconference call or video-conference on a such electronic equipment to provide audio or video, as appropriate, participation by all members of the Board or committee or subcommittee of the Board of Directors. Teleconference or video-conference participation in the business of the Association shall not dispense with the normal written transactions of business conducted by such

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participation, and minutes shall reflect members of the Board or committees participating by teleconference or video-conference.

## ARTICLE VII EXECUTIVE DIRECTOR

**7.1. Principal Officer of the Association.** In the event the Board of Directors employs an Executive Director, the Executive Director is the principal executive officer of the Association and is directly responsible for implementing all policies and procedures approved by the Board. The Executive Director shall be a non-voting member of the Board of Directors.

**7.2. Nomination for Appointment.** Nomination for appointment of the Executive Director shall be made by the Executive Committee, or other committee appointed by the Board, and submitted to the Board of Directors for confirmation.

**7.3. Accountability.** The Executive Director is accountable to the Board for daily operations of the Association and participates in all Board of Directors meetings as a non-voting member of the Board. The Executive Director shall be an ex-officio member of all Standing and Special Committees of the Association. All employees of the Association shall be responsible to the Executive Director. The Executive Director may be removed by a majority vote of the Board of Directors.

**7.4. Submission of Reports.** The Executive Director shall upon request of the Chair or other officer of the Board submit to said officer(s) on a timely basis requested reports or information as may in their opinion be necessary for the accomplishment of their responsibilities under these Bylaws, and to enable said officers to review and evaluate established operating procedures and policies.

**7.5. Authorization as Agent.** The Executive Director is authorized, as agent, to enter into contracts for such services as the Board shall have given prior approval as well as those which are necessary for the day-to-day operations of the Association. The Executive Director shall also be responsible for the hiring, managing and termination of the Association's personnel. No person shall be designated an operating officer or officer of the Association without specific approval of the Board. The Board shall be deemed to have given its approval for hiring for positions funded in grants sought and approved with prior knowledge of the Board, and within the framework of guidelines and amendments to accepted grant guidelines of the funding entity.

**7.6. Convening Emergency Special Meetings of the Board.** The Executive Director may require the Chair to convene the Board or the Executive Committee of the Board for an Emergency special meeting of either body within seventy-two hours of any such request. Notice of impending legal action or other matters of a serious nature shall be given to the Chair or to the Executive Committee of the Board of Directors by the Executive Director on a timely basis.

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7.7. Authority of Board to Act Not Limited. No provision herein assigning functions to the Executive Director shall limit the scope or authority of any officer of the Board to fulfill their function(s) as defined in these Bylaws, or as required by statute, whether stated or not in these Bylaws.

ARTICLE VIII COMMITTEES OF THE BOARD

8.1. Creation and Authority. The Chair of the Board of Directors may designate and appoint one or more committees. Except for the Executive Committee, each is to act in an advisory nature, not having the power to act on behalf of the Board of Directors. Each shall be chaired or co-chaired by a Director of the Board. The chair may appoint volunteers to serve as full voting members of the Board's committees but not of the Board itself. Each committee, including the Executive Committee, shall report directly to the Board of Directors. The Chair shall appoint committee chairs of each Board committee (normally at the annual meeting) and be an ex-officio voting member of each said committee.

8.2. Executive Committee. The Executive Committee is a standing committee created by these Bylaws and shall be comprised of the officers of the Board, including the Executive Director and immediate Past-Chair. The Executive Director is a non-voting member of the Executive Committee.

8.3. Authority. During the intervals between the regular meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors while the Board is not in session except authority: (i) which has been delegated to another committee in accordance with these Bylaws; (ii) to remove or elect any Director, ratify the removal or election of any Director or to elect or remove any member of the Executive Committee or any principal officer; (iii) to change the number or members of the Executive Committee; (iv) to amend or to suspend the Bylaws; (v) to alter or amend the Articles of Incorporation; or (vi) to take any action which the Board of Directors may specifically reserve to itself or as may be reserved in the Articles of Incorporation.

8.4. Executive Committee Meetings. The Executive Committee shall keep a written record of its acts and proceedings and shall submit such records to the Board of Directors at each regular meeting thereof (and at such other times as requested by the Board of Directors). Failure to submit such record or failure of the Board to approve any action indicated therein shall not, however, invalidate such action to the extent that it has been carried out by the Association prior to the time the record of such action was or should have been submitted to the Board of Directors as herein provided.

8.5. Meetings By Teleconference or Video-conference. Meetings of the Executive Committee may be by teleconference or video-conference, in accordance with the provisions of these Bylaws.

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**8.6. Standing and Special Committees.** Other Standing and Special Committees may be established by the Board of Directors by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The purpose, scope of work and composition of each Standing or Special Committee shall be set forth in its establishing resolution. No Standing or Special Committee shall have the authority to act on behalf of the Board without prior approval by the Board.

**8.7. Terms of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**8.8. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**8.9. Quorum.** Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum 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.

**8.10. Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE IX ADVISORY AND HONORARY BOARDS

**9.1. Honorary Membership.** A constituency of lay people and professional people providing a broad-based interest in promoting the mission of the Association may be appointed and perpetuated by the Board as an Advisory Board. The Chair of the Board of Directors shall appoint a Chair from among the members of the Advisory Board to nominate other members and conduct the proceedings of the Advisory Board which may meet once each quarter.

**9.2. Structure.** The Chair of the Advisory Board, or alternate, may attend Board of Director meetings to report any Advisory Board recommendations or observations about policies and procedures of the Association. The Advisory Board and its committees may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**9.3. Removal.** Any member of the Advisory Board may be removed by a majority vote of a quorum of the Association's Board of Directors whenever in the Board of Directors' judgment the best interests of the Association would be served thereby.

**9.4. Honorary Board Designation.** The Board of Directors may bestow upon persons,

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entities or organizations whose support of the mission of the Association has been exemplary the designation as Honorary Board Member. Such Honorary Board Member shall have no duties or responsibilities or authority with regard to the Association, shall not be required to attend any meetings of the Board of Directors and shall not receive any compensation from the Association by virtue of such designation.

ARTICLE X INDEMNIFICATION

10.1. The Association shall indemnify any member of the Board who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether by or in the right of the Association or any other party, by reason of the fact that he/she is or was a member of the Board or an officer of the Board, or of any committee of the Association, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed on him/her in connection with such action, suit or proceeding.

ARTICLE XI PERSONNEL POLICIES

11.1. Written Policies. The Association shall establish written policies concerning qualifications, responsibilities and conditions of employment of its personnel.

11.2. Contents of Personnel Policies. The Association's personnel policies shall be available to each employee. The policies shall be in compliance with all federal, state, and local laws regarding the employment of its personnel.

11.3. Equal Employment Opportunities. The Association and its agents shall not discriminate in the securing or offering of employment against any persons, contractors or organizations due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation, or persons with disabilities.

ARTICLE XII ANNUAL REPORT

12.1. The Executive Committee of the Board of Directors shall oversee and prepare an annual report to the Board of Directors and the membership regarding the business of the Association.

ARTICLE XIII CONTRACTS, DEPOSITS AND FUNDS

13.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents

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of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**13.2 Loans.** No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**13.3.01 Checks, Drafts, and Fund Transfers.** Checks, drafts and transfers from the deposit account of the Association to cover ongoing expenses of the Association shall be authorized by the Executive Director and shall be signed only by the person or persons authorized by resolution of the Board of Directors to make such signature on behalf of the Association. Telephone transfers of funds by the Executive Director from one account to another shall be routinely and contemporaneously recorded on the appropriate form and such record shall include the following information:

- a) the account number from which the transfer was made;
- b) the account number into which the transfer was made;
- c) the exact amount of the transfer;
- d) the bank officer/employee making the transfer;
- e) the date and time the transfer was made; and
- f) the signature of the Executive Director or person authorized to make such transfer.

**13.3.02** The forms recording the information required by Articles XI, 11.3.01 a) through f) shall be maintained in chronological order by the Executive Director and shall be inspected by the Treasurer of the Association on a quarterly basis.

**13.4. Deposits.** All funds of the Association shall be deposited in any number of interest-bearing accounts that fall within FDIC-protected limits and transferred in accordance with these Bylaws and standard operating procedures. All deposits shall be timely made.

**13.5. Gifts.** The Board of Directors may accept on behalf of the Association, any contribution, gift, bequest or device for the general purpose or for any special purpose of the Association.

## ARTICLE XIV ACCOUNTS, MINUTES, ETC.

**14.1.** The Association shall keep complete and correct books and records of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

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ARTICLE XV FISCAL YEAR

15.1. The fiscal year of the Association shall be the calendar year.

ARTICLE XVI SEAL

16.1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the National Agritourism Professionals Association, Inc. The corporate seal may be either embossed or produced by a computerized graphic. The corporate seal of the Association shall be imprinted on the execution page of these Bylaws of National Agritourism Professionals Association, Inc. The Executive Director shall have custody of the corporate seal.

ARTICLE XVII NON-DISCRIMINATION

17.1. The Association and its agents shall not discriminate in the securing or offering of services or employment against persons, contractors or organizations due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation, or persons with disabilities.

ARTICLE XVIII AMENDMENTS TO THE BYLAWS

18.1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board present in person or by teleconference at any regular meeting or at any special meeting, if at least seven days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meetings. Bylaws may be suspended only by a majority vote of Directors at any regular or specially called meeting of the Board of Directors.

ARTICLE XIX PARLIAMENTARY AUTHORITY

19.1. The rules contained in Robert's Rules of Order, as may be revised and amended from time to time, shall govern all cases wherein they do not conflict with the law, the Articles of Incorporation, or these Bylaws. The Chair has the authority to appoint a Parliamentarian as needed.

ARTICLE XX PROXY

20.1. Proxy. Directors shall not be permitted to vote in elections by proxy.

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## ARTICLE XXI. VOTING

**21.1. Voting.** At any meeting of the Directors, every director present shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority present at any meeting at which a quorum is present shall be the act of the Board of Directors.

**21.2. Chair Vote.** The Chair of the Board of Directors will be allowed to vote when his/her or her vote will affect the outcome of a motion.

## ARTICLE XXII. PERSONAL LIABILITY; INDEMNITY

**22.1. No Personal Liability.** No member of the Board of Directors solely by virtue of being a member of the Board of Directors shall be held personally liable for any debts or liabilities of the Association.

**22.2. Indemnification.** The Association shall indemnify its directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this Article.

## ARTICLE XXIII NO LOANS TO DIRECTORS

**23.1.** The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or employee. Provided, however, that the Association may advance money to a director or employee of the Association for expenses reasonably anticipated to be incurred in the performance of their duties so long as such individual would be entitled to be reimbursed for such expense absent that advance.

## ARTICLE XXIV DISSOLUTION

**24.1.** Upon the dissolution of the Association, Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or humanitarian purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Superior Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or



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organizations, as the County shall determine, which are organized and operated for such purposes.

The foregoing Bylaws of the National Agritourism Professionals Association were duly adopted on the 19th day of March, 2014.

Chairperson of the Board of Directors

Secretary of the Board of Directors

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**EXHIBIT A**

**CONFLICTS OF INTEREST POLICY**

**[Inserted here]**

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EXHIBIT B

DOCUMENT RETENTION POLICY

[Inserted here]

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**EXHIBIT C**

**WHISTLE BLOWER AND NON-RETALIATION POLICY**

**[Inserted here]**