

**ARKANSAS AGRITOURISM ASSOCIATION**  
**BYLAWS – Amended February 19, 2020**

**Article 1: Name**

The name of the Nonprofit Corporation shall be the Arkansas Agritourism Association, referred to hereinafter as the “Association.”

**Article 2: Objectives**

Agritourism, as used by this Association, is defined as any activity which allows the public to experience the intersection of agriculture and tourism for recreational, entertainment and/or educational purposes. The members of the Association have voluntarily associated themselves together in an organization to carry out the following objectives related to agritourism in Arkansas:

- Work collaboratively to address issues and challenges facing the agritourism industry.
- Provide education for agritourism operators and new individuals and entities coming into the industry.
- Facilitate networking opportunities among agritourism operators, resource providers, and potential markets.
- Identify market opportunities and support market research.
- Support marketing efforts and promote the growth of agritourism throughout the state of Arkansas.

**Article 3: Membership and Dues**

**Section 1: General Terms of Membership**

Annual membership shall be automatically extended to any person, institution, organization, agency, or business involved with agritourism (irrespective of race, color, national origin, religion, gender, sexual orientation, age, or disability) that pays dues to the Association in the appropriate classification and amount.

**Section 2: Membership Classifications and Associated Rights**

There are four membership classifications. All members may attend official business meetings and other Association events. Voting and other membership rights vary by classification.

1) Core Business Member

Any business that maintains regular posted business hours of operation in which the business is available to the public and meets one or both of the following criteria is eligible to join the Association as a Core Business Member:

- a) Generates at least \$1,000 of annual gross business receipts derived from agritourism activities.

b) A not-for-profit entity with an agritourism-related stated purpose.

One representative of that business or entity shall have voting rights, may serve in an elected position, and/or may serve as a committee chair or member. Each Core Business Member shall have one vote regardless of size.

2) Affiliate Business Member

Any business with annual gross business receipts less than \$1,000 from agritourism activities or person/entity in the process of starting a business that includes agritourism activities is eligible to join the Association as an Affiliate Business Member. This is a non-voting membership classification and members of this classification are not eligible to serve in an elected position. Members in this classification are eligible to serve on committees, but may not serve as a committee chair.

Affiliate Business Members that reach the \$1,000 agritourism revenue threshold may transition to the Core Business Member classification at any time during the business year as soon as that threshold is reached and upon paying any difference in dues to achieve the new classification.

Membership in this category is limited to 5 years.

3) Junior Member

Youth under the age of 20 aspiring to operate agritourism operations or who have interest in agritourism are eligible to join the Association as a Junior Member. Junior members shall not have voting rights. This is a non-voting membership classification and members of this classification are not eligible to serve in an elected position. Members in this classification are eligible to serve on committees, but may not serve as a committee chair.

4) Supporting Member

Representatives of non-profits, economic development organizations, government agencies, individuals or other entities that provide support to the agritourism industry in Arkansas are eligible to join the Association as a Supporting Member. This is a non-voting membership classification and members of this classification are not eligible to serve in an elected position. Members in this classification are eligible to serve on committees, but may not serve as a committee chair. Supporting members may serve on an advisory panel to provide guidance and direction to the association and executive board.

**Section 3: Dues**

Membership in the Association is based on a calendar year (January 1 – December 31). Annual dues must be received prior to the annual meeting to be eligible to vote at the annual meeting. Charter dues (applicable for Year 2018 only) for each member classification are as follows:

- 1) Core Agritourism Business Member - \$100.00 paid on annual basis
- 2) Affiliate Agritourism Business Member - \$25.00 paid on annual basis
- 3) Junior Member - \$10.00 one-time payment (membership expires the end of the calendar year of member's 20<sup>th</sup> birthday)
- 4) Supporting Member - \$25.00 paid on an annual basis

After the charter year dues will be determined by a vote of the membership at the annual business meeting. Any members joining before the annual meeting will pay the dues approved in the prior year. Any members joining after the annual meeting will pay the dues approved during current year.

#### **Section 4: Modification or Termination of Membership**

The executive board has the right to review member status and modify or terminate membership for the betterment of the Association with a three-fourths affirmative vote of the board. A member whose status is in question has the right to appear before the executive board to appeal this decision within 30 days of written notification of the modification or termination decision.

### **Article 4: Executive Board and Officers**

#### **Section 1: Executive Board**

“Four elected officers, two Members-at-Large and five regional representatives shall make up the executive board. Officers and regional representatives shall be members of the Association and shall be elected at the annual meeting by majority vote of the membership present.

#### **Section 2: Officers**

Officers shall be the president, vice-president, secretary and treasurer. Officers shall be nominated from and elected at-large by voting members. The president shall be ineligible to run for vice president in the term immediately following his/her presidency. The secretary and treasurer can be re-elected up to three consecutive terms in the same position. Terms for each office are as follows:

- President: 2 years
- Vice President: 2 year as vice-president, automatically assuming the office of president at the end of his/her term
- Secretary: 2 years
- Treasurer: 2 years

#### **Section 3: Regional Representatives**

One regional representative shall be nominated from and elected by the membership. The term for regional representatives shall be one year. There shall be no limit to the number of terms for which a Regional Representative may be elected.

The five regions consist of the following counties:

- 1) Northwest – Baxter, Benton, Boone, Carroll, Crawford, Franklin, Johnson, Logan, Madison, Marion, Newton, Pope, Scott, Sebastian, Searcy, Van Buren, Washington and Yell
- 2) Northeast – Clay, Cleburne, Craighead, Cross, Crittenden, Fulton, Greene, Independence, IZard, Jackson, Lawrence, Mississippi, Poinsett, Randolph, St. Francis, Sharp, Stone, White and Woodruff
- 3) Central – Conway, Faulkner, Garland, Lonoke, Perry, Pulaski and Saline
- 4) Southwest – Calhoun, Clark, Columbia, Dallas, Hempstead, Hot Spring, Howard, Lafayette, Little River, Miller, Montgomery, Nevada, Ouachita, Pike, Polk, Sevier and Union

- 5) Southeast – Arkansas, Ashley, Bradley, Chicot, Cleveland, Desha, Drew, Grant, Jefferson, Lee, Lincoln, Monroe, Phillips and Prairie

#### **Section 4: Members-at-Large**

Any Core Member may be eligible to serve as a Member-at-Large. Up to two Members-at-Large may serve on the Executive Board. The term for a Member-at-Large will be one year. There shall be no limit to the number of terms for which a Member-at-Large may be elected.

#### **Section 5: Vacancies**

Board member vacancies, for any reason, shall be filled by appointment of the executive board. Such appointments shall hold office until the next election.

#### **Section 6: Duties of the Executive Board**

The property and business of the Association shall be managed under the direction of the executive board, who shall exercise all powers permitted under The Arkansas Nonprofit Corporation Act of 1993.

The executive board may, from time to time, appoint or employ such persons in such capacities as it deems necessary to assist in the proper conduct of the activities and management of the Association. The terms and conditions of any such appointment shall be at the discretion of the executive board.

The executive board shall meet a minimum of twice per year in person or electronically (verbally participating by phone or video-conferencing). Executive board members must attend no less than three-fourths of the scheduled meetings per calendar year. Failure to meet attendance requirements will result in termination of his/her office.

Duties of executive board members are as follows:

##### **A. President**

The president shall serve as the principal officer for the Association and, subject to the control of the executive board, supervise the business and affairs of the Association. The president will preside over all meetings of the executive board and general membership and appoint all standing and special committee chairs with the advice and consent of the executive board unless otherwise directed by the motion creating the committee. In general, the president is a voting member and shall perform all duties incidental to the office of president and such other duties that shall from time to time be assigned by the executive board.

##### **B. Vice-President**

In the absence or disability of the president, the vice-president shall perform all the duties of the president. The vice-president shall assist the president in the performance of the president's duties and shall have such other duties and authority as granted from time to time by resolution of the executive board.

### **C. Secretary**

The secretary shall ensure that procedures are in place to:

- 1) Keep all minutes of proceedings of the executive board or Association, including but not limited to Executive Board meetings, the annual meeting of the Association, and any other meetings where official business is conducted.
- 2) See that all notices are duly given in accordance with these Bylaws or as required by law.
- 3) Maintain custody of corporate records.
- 4) Distribute the election ballot and count and report the results of an election.

The Secretary shall also perform other duties that shall from time to time be assigned by the Executive Board.

### **D. Treasurer**

The treasurer shall ensure that procedures are in place to:

- 1) Oversee the fiscal accounting of the Association and provide regular financial reports to the executive board and at the annual meeting of the Association.
- 2) Collect annual dues, receive other funds accruing to the association, and disburse funds as directed by resolution or an order of the executive board.
- 3) Adhere to an annual budget developed by the finance committee and adopted by the executive board.
- 4) Maintain a current membership list for the Association reflective of dues collected.
- 5) Work with the finance committee to ensure that interests of the Association are protected.

The Treasurer shall also perform other duties that shall from time to time be assigned by the executive board.

### **E. Regional Representatives**

Regional representatives shall act as liaison between members of their respective regions and the executive board and lead region-specific activities of the Association. Regional representatives shall recruit agritourism operations in their counties for membership and participation. Regional representatives shall also perform other duties that shall from time to time be assigned by the executive board.

### **F. Members-at-Large**

Members-at-Large shall be active members of the Executive Board, participating in planning and other activities. Members-at-Large should assist Regional Representatives in recruitment activities throughout the state. Members-at-Large shall also perform other duties that shall from time to time be assigned by the Executive Board.

## **Article 5: Meetings of the Association**

### **Section 1: Quorum**

A simple majority of all voting members represented in person or electronically (verbally participating by phone or video-conferencing) shall constitute a quorum for the transaction of any business at an annual or special meeting. A simple majority of the executive board shall constitute a quorum at any executive board meeting. A simple majority of the committee members of any standing or special committee shall constitute a quorum at that meeting.

### **Section 2: Annual Meeting of the Association**

Upon six (6) months of email notice to all members in good standing, the annual meeting of the Association shall be held at a time and place determined by the executive board. Conducting such meetings via telecommunications is acceptable when feasible. The annual meeting of the Association shall include the election and installation of the new executive board, approval of the previous meeting minutes, reports on affairs of the Association, and other business which may be properly brought before the membership.

### **Section 3: Special Meetings of the Association**

Special meetings may be called routinely or occasionally by the executive board or by the Association president. Notice of such a meeting shall be given to all members in good standing by email notice at least 30 days prior to the meeting date. Business transacted at any special meeting shall be limited to the purpose stated in the meeting notice.

### **Section 4: Meetings of Executive Board**

Notice of executive board meetings shall be given to all executive board members at least 30 days in advance of the meeting. Email notice for emergency meetings of the executive board shall be a minimum of 48 hours in advance of the meeting.

## **Article 6: Voting**

With the exception of amendments to the bylaws, the affirmative vote of a simple majority of members present, in person or electronically (verbally participating by phone or video-conferencing), at any meeting where a quorum is present shall be necessary and sufficient for making decisions.

Except for amendments to the bylaws, the executive board may also submit any question for consideration to the voting membership by mail or email ballot. Ballots shall be returned within ten (10) days of the submission of the question. The affirmative vote of a simple majority of members shall be necessary and sufficient for the question to be affirmed.

## **Article 7: Committees**

### **Section 1: Types of Committees**

The following types of committees will be utilized by the Association in conducting its affairs:

- 1) **Standing Committees** – Standing committees exist to address topics of a continuous or recurring nature. The services of these committees are needed year after year and the committee is deemed permanent unless dissolved by amendment to the bylaws. Standing committees may utilize subcommittees when the topic makes such delegation appropriate. Standing committees shall include:
  - a. Finance Committee
  - b. Nomination Committee
- 2) **Special Committees** – The executive board may create special committees to address topics on an ad hoc basis. The life of each committee shall continue until the specific assignments are completed. The topic area covered is usually not one covered by a standing committee.

### **Section 2: Appointment of Committee Chairs and Members**

All committee chairs are appointed for a one-year term by the Association president but can be re-appointed annually with no restrictions on the number of terms served. Committee members are appointed for a one-year term by committee chairs with consultation from the Association president. They can be reappointed annually with no restrictions on the number of terms served. The number of persons assigned to committees shall be at the discretion of the committee chair. Every attempt will be made to attain geographic distribution. Subcommittees and subcommittee chairs will be appointed by the committee chairs as needed.

### **Section 3: Duties of Standing Committees**

The Association President oversees all committees of the Association. General duties of standing committees are as follows:

#### **A. Finance Committee**

The purpose of the finance committee is to develop an annual operating budget for approval by the executive board. The finance committee shall also review fiscal activities of the Association to ensure that the goals, objectives and interests of the Association are protected. The finance committee shall recommend policies to the executive board to ensure financial well-being of the Association. The finance committee shall work with the treasurer to ensure that interests of the Association are protected. The treasurer will not be a member of the finance committee but shall make regular reports to the finance committee.

#### **B. Nomination Committee**

The purpose of the nomination committee is to recruit candidates for the Association officer and regional representative positions and present a slate of nominees for election. The nomination committee shall also make recommendations to the executive board regarding appointments for vacancies.

### **Article 8: Parliamentary Authority**

Unless otherwise directed by resolution or Association bylaws, rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the Association.

### **Article 9: Amendment of Bylaws**

Proposed amendments to the Bylaws must be submitted to the members by email notice at least 14 days prior to the annual meeting of the Association. Adoption of any amendments shall require a two-thirds (2/3) majority affirmative vote of voting members present in person or electronically (verbally participating by phone or video-conferencing). Any voting member may propose an amendment to the bylaws by notifying the executive board at least 45 days prior to the annual meeting to allow sufficient notice to members.

### **Article 10: Dissolution of the Corporation**

Upon the dissolution of the Association by a unanimous vote of the membership, the Executive Board shall, after paying and making provision for payment of all liabilities of the Association, transfer or convey all of the assets of the Association. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes (per IRS Publication 557).