

Tobacco Growers Association of North Carolina, Inc.

BY-LAWS

ARTICLE I

The name of this Association shall be Tobacco Growers Association of North Carolina, Inc.

ARTICLE II

The purposes of the Association as stated in its Articles of Incorporation are: To enhance and expand the use, marketing, exporting and efficient production of tobacco, and to do everything within the capability of the Association that will benefit the commodity tobacco, as well as those who grow, transport, handle, utilize, process, sell, export or otherwise come in contact with tobacco, including the promotion of such market development, research, public relations and educational activities as shall be determined by the Board of Directors of the Association. This Association will support and promote so that a cooperative effort will be maintained with any agency, corporation, educational institute, agribusiness firm, group or otherwise for the betterment of the tobacco industry.

ARTICLE III

MEMBERSHIP

Section 1. *Producer Members.* Any person that owns, manages, or has a financial interest in tobacco production and is actively involved in tobacco production may apply for Producer Membership in the Association, providing they participate in the North Carolina Tobacco Growers Assessment.

Section 2. *Supporting Members.* Business organizations, corporations, partnerships and other agencies and persons interested in the welfare of the tobacco industry shall be extended the privilege of holding Supporting Memberships in the Association. Such Supporting Members will carry all membership privileges in the Association except as stated in Article VII; Supporting Members will not be eligible to vote on expenditures of funds collected via the North Carolina Tobacco Growers Assessment.

Section 3. *Honorary Life Members.* Persons who have rendered or may render distinctive service to the Association or the development of the tobacco industry may, on recommendation of the Board of Directors, be elected Honorary Life Members and shall not be required to pay dues, but shall have all the privileges of the Supporting Members.

Section 4. *Cancellation or Refusal of Membership.* Any tobacco grower requesting a full refund of the North Carolina Tobacco Growers Assessment collected by the Association forfeits Producer Membership in the Association. The Board of Directors may, at any time by majority vote, cancel the membership of any Supporting Member, or refuse Supporting Membership to any person, when the welfare of the Association, in their judgment, justifies such action.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 1. *Time and Place.* The time and place of the annual meeting of the members shall be as specified by the Board of Directors.

Section 2. *Special Meetings.* Special meetings of the members may be called at the request of a majority of the Board of Directors.

Section 3. *Notice of Meetings.* The Secretary shall mail to each Director a notice of the time and place of each annual and special meeting of members at least 10 days prior to the meetings. Notice of meetings of membership shall be done by news media 30 days prior to meetings.

Section 4. *Quorum.* A simple majority of Producer Members present will constitute a Quorum at membership meetings.

ARTICLE V

BOARD OF DIRECTORS

Section 1. *General Powers.* The Board of Directors shall determine policy and establish guidelines for the effective conduct of the business affairs of the Association. It shall be responsible for the accomplishment of the Association's purposes and objectives.

Section 2. *Fiscal Powers.* At the regular meeting of the Board immediately preceding the start of a new fiscal year, the Board of Directors shall consider and approve a budget for the ensuing fiscal year.

Section 3. *Number of Directors.* The Directors will consist of 42 producer members elected by the membership with representatives from all geographical areas, and 8 supporting members elected by the membership to represent various phases of the tobacco industry.

Section 4. *Terms of Directors.* Each Director shall be elected for a two-year term by the membership at the annual meeting. The term of office will begin immediately upon election. Section 5. *Payment of Expenses.* The Board of Directors may authorize payments of actual expenses for any Officer, Director or member of the Association incurred while attending to the business of the Association.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. *Time and Place of Annual Meeting.* The time and place of the annual meeting of the Board of Directors shall be specified by the Board of Directors.

Section 2. *Special Meetings.* Special meetings of the Board of Directors may be called by the President at any time or place, at his discretion or at the written request of any 8 directors. The President shall notify the Secretary of the time and place thereof and direct the giving of notice as provided herein.

Section 3. *Notice of Special Meetings.* The Secretary shall give each Director written or oral notice of the time and place of each such special meeting of the Board of Directors, at least 10 days before the date of the meeting. Such notice shall be deemed sufficient if mailed to the last known address of a Director.

Section 4. *Quorum.* A majority of the Board of Directors shall constitute a Quorum. However, less than a Quorum may recess the meeting to any other time.

Section 5. *Proxy Vote.* No Proxy Voting shall be allowed at any meeting of the Board of Directors.

ARTICLE VII

OFFICERS

The Officers of the Association shall be elected from and by the Board of Directors for a one-year term at the annual meeting of the Association with their term of office to commence with their election at the annual meeting.

The President, First Vice President and all officers must be Producer Directors. Officers can succeed themselves for up to two additional terms.

Section 1. *President.* The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the Association, the Board of Directors and the Executive Committee, and carry out other duties that are commonly associated with this office.

Section 2. *First Vice President.* The First Vice President, who shall also serve as the Chairman of the Resolutions Committee, shall perform the duties of the President in case of the President's inability to act. The First Vice President will serve as an ex-officio member of all committees.

Section 3. *Vice President – Market Development.* The Vice President for Market Development will monitor the export market promotion activities. He will serve as the Chairman of the Market Development Committee.

Section 4. *Vice President – Membership.* The Vice President for Membership will be charged with the responsibility of working on membership promotion and will work with the President and the Executive Officer on the Supporting Membership Program. He will serve as the Chairman of the Membership Committee.

Section 5. *Vice President – Research and Education.* The Vice President for Research and Education will report to the Board of Directors on those areas of tobacco research and education activities concerning tobacco production, marketing and promotion. He will serve as the Chairman of the Committee on Research and Education.

Section 6. *Vice President – Public Relations.* The Vice President for Public Relations will be responsible for the communications and publications of the Association. He will serve as the Chairman of the Public Relations Committee.

Section 7. *Secretary.* The Secretary shall supervise the keeping of the books and records of the Association, including a record of the proceedings of the meetings held by the Association, the Board of Directors, and the Executive Committee. The Secretary also shall supervise the making of annual reports and such other reports as the Board of Directors may call for or as may be required by law. He will serve as the Chairman of the Credentials Committee.

Section 8. *Treasurer.* The Treasurer shall supervise the keeping of the financial records of the corporation, the receipt and deposit and disbursements of the monies of the Association under the direction of the Board of Directors, and such other duties normally associated with the office. He will serve as the Chairman of the Budget and Finance Committee.

Section 9. *Administration of Policies.* The policies and programs of the Board of Directors and officers of the Association, including the duties and responsibilities of the Secretary and Treasurer, may be carried out, effected, managed and administered by such persons as may be selected and employed from time to time by the Board of Directors. Such employees may be designated as Executive Vice President or by any other title deemed appropriate by the Board of Directors. The powers, duties and salary of such employees shall be fixed by the Board of Directors. Other positions may be created by the Board of Directors from time to time with appropriate powers, duties, titles and salaries, to carry out the expanded program of the Association.

ARTICLE VIII

COMMITTEES

Section 1. *Executive Committee.* The immediate past President and all Officers plus up to three at large members from the Board, to be appointed by the total Board, shall constitute the members of the Executive Committee. The Executive Committee shall have no power to amend these By-Laws, but can conduct routine business of the Association.

Section 2. *Market Development Committee.* (See Article VII, Section 3). Subject to Board approval, the President shall appoint a Market Development Committee consisting of no less than 3 Directors.

Section 3. *Membership Committee.* (See Article VII, Section 4). The President shall appoint at least 3 Directors, subject to Board approval.

Section 4. *Research and Education Committee.* (See Article VII, Section 5). Subject to Board approval, the President shall appoint at least 3 Directors to this committee.

Section 5. *Public Relations Committee.* (See Article VII, Section 6). Subject to Board approval, the President will appoint a Public Relations Committee.

Section 6. *Budget and Finance Committee.* (See Article VII, Section 8). The Executive Committee will serve as the Budget and Finance Committee.

Section 7. *Credentials Committee.* Subject to Board approval, the President will appoint a Credentials Committee

Section 8. *Resolutions Committee.* (See Article VII, Section 2). The President will appoint a Resolutions Committee.

Section 9. *Blue Ribbon Advisory Committee.* The immediate past President will serve as Chairman of this committee. Its members will consist of at least two Producer Directors, at least two supporting members, and other representatives supportive of the tobacco industry. The immediate past President will select the members for this committee, subject to the Board of Directors' approval.

Section 10. *Awards Committee.* The President will appoint an Awards Committee.

Section 11. *Nominations Committee.* The President will appoint a Nominations Committee.

Section 12. *Other Committees.* Subject to Board approval, the President may appoint other committees where necessary to carry out the business of the Association.

Article IX

REMOVAL OF OFFICERS AND DIRECTORS

Section 1. *Removal of Officer or Director.* Any Officer or Director of the Association who fails to attend two consecutive meetings without an excuse or fails to carry out the responsibilities of his position may be removed at any regular or special meeting thereof by the majority vote of the Board of Directors.

ARTICLE X

FILLING VACANCIES

Section 1. *Filling Vacant Office.* In the event of any vacancy in any office or Director whether from death, resignation or removal, the Board may fill such vacancy by an election held for that purpose at the next regular or special meeting of the Board of Directors. The person so elected shall complete the unexpired term of such Officer.

ARTICLE XI

ANNUAL DUES

Section 1. *Producer Members.* The annual assessment rate for Producer Members shall be set by the membership at the annual meeting.

Section 2. *Supporting Members.* The annual dues of supporter members shall be set by the Board of Directors.

Section 3. *Use of Tobacco Growers Assessment Revenue and Dues.* The Association, being a non-profit corporation, shall use its available funds to further the objective set out in the Articles of Incorporation. The annual dues and monies derived from other sources including the Tobacco Growers Assessment, if any, not used by the Association for current operations, shall be available for educational work, research and market development.

ARTICLE XII

FISCAL YEAR

Section 1. *Fiscal Year.* The fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE XIII

Liability

Section 1. *Liability of Corporation.* This Association shall not be liable for the acts of individual members or for the acts of Officers or Directors who have acted beyond their authority.

Section 2. *Liability of Officers and Directors.* Officers and Directors of this Association shall not be liable for the acts of the Association unless they acted beyond their authority.

Section 3. *Liability for Members.* The members of this Association shall not be liable for the acts of this Association or of its Officers or Directors.

ARTICLE XIV

RULES OF ORDER

Section 1. *Rules Adopted.* The most current edition of Roberts' Rules of Order shall be authority on all points not covered by the Articles of Incorporation and By-Laws of the Association.

ARTICLE XV

PROCEDURE TO AMEND

Section 1. *Procedure to Amend.* These By-Laws may be amended by a majority vote of the membership present at any membership meeting.

Effective this 7th day of February, 2014