

## **MidFEx Organization**

### **Officers and Executive Committee**

PRESIDENT - Principal executive officer of MidFEx, Chairman of Executive Committee, *ex-officio* member of all committees.

VICE PRESIDENT.- Chairman of the Program Committee and performs duties and has powers of President in absence or inability of President. Advisor for:

Picnic Committee  
Harvest Festival Committee  
Photographs and MidFEx History

SECRETARY - Takes the minutes of the meetings, chairs the Education and Publication Committee. Advisor for:

*Grapevine* and other publications  
Grafting and Propagating Committee  
Lectures and Tours

TREASURER - Performs all duties of treasurer, chairs the Finance Committee, and maintains the Membership List.

IMMEDIATE PAST PRESIDENT - Advises the President and chairs the Nominating Committee.

EDITOR - Responsible for the production of the *GRAPEVINE*.

REGISTERED AGENT - Counsels and maintains a registered Office for MidFEx.

## **MidFEx Calendar**

### **Regular Meetings**

Regular meetings (unless changed by a vote of the Membership) are held on the Second Sunday afternoon of January, April, July, and October.

January Meeting - Annual Meeting and election of officers

April Meeting - Grafting Session

July Meeting - MidFEx Picnic

October Meeting - Harvest Festival at Chicago Botanic Garden. Fruit tasting starts about 1:30 PM.

### **Special Meetings**

Special Meetings may be called by the President. In previous years these have included one or more additional grafting sessions, tours, special lectures, work with schools, installing and maintenance of demonstration plantings, and participation in garden shows and other educational activities.

## **MIDWEST FRUIT EXPLORERS BYLAWS**

Adopted 10 July 1994

### **ARTICLE I: NAME**

The name of this Corporation shall be MIDWEST FRUIT EXPLORERS hereinafter known as MidFEx.

### **ARTICLE II: OFFICES**

The Corporation shall maintain in the state of Illinois a registered office and a registered agent, at such an office. The Registered Agent shall be Allan J. Feder, and the office of the registered agent shall be 205 West Randolph Street, Suite 1801, Chicago, Cook County, Illinois 60606.

### **ARTICLE III: PURPOSES and OTHER PROVISIONS**

The purposes for which the Corporation is organized are exclusively for charitable, educational, or scientific purposes within the meaning of Section 501 (c) of the Internal Revenue Code.

Other Provisions:

**INUREMENT OF INCOME:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**LEGISLATIVE OR POLITICAL ACTIVITIES:** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**OPERATIONAL LIMITATIONS:** Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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).

**DISSOLUTION CLAUSE:** Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, or scientific 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 the Court of Common Pleas of the county in which the principal 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.

#### **ARTICLE IV: MEMBERS AND VOTING RIGHTS**

Section 1: MEMBERS: Any individual, partnership, corporation, or other lawful business entity, who subscribes to the purposes of MidFEx and pays the membership dues shall become a member. Such membership shall not in any way be restricted because of Race, Religion, Ethnic Origin, Sex, Age, or in any other manner, whatsoever.

Section 2. VOTING RIGHTS: Each member shall be entitled to one vote on all matters submitted to vote of the membership. The determination of the Treasurer of MidFEx as to persons entitled to vote shall be final.

#### **ARTICLE V: MEETINGS**

Section 1: REGULAR MEETINGS: Regular meetings of MidFEx shall be held quarterly on the second Sunday of January, April, July, and October unless changed by a vote of the membership.

Section 2: SPECIAL MEETINGS: Special meetings may be called by the President.

Section 3: TIME AND PLACE OF MEETINGS: Time and place of meetings shall be fixed by the President.

Section 4: NOTICE OF MEETINGS: Written notice of all meetings shall be given to the membership by regular mail, at least one week (7 days), prior to the date of the meeting.

Section 5: QUORUM: Fifteen percent (15%) of the MidFEx membership shall constitute a quorum for the transaction of business.

Section 6: VOTING: A majority of the votes cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter, excepting a change in the MidFEx bylaws, voted by the members.

Section 7: PROCEDURE: When not in conflict with these bylaws, ROBERT'S RULES OF ORDER REVISED shall govern all deliberations.

#### **ARTICLE VI: OFFICERS**

Section 1: OFFICERS: The officers of MidFEx shall be President, Vice President, Secretary, and Treasurer.

Section 2: ELECTION AND TERM OF OFFICE: The officers shall be elected at the annual meeting. Vacancies may be filled at any meeting. Each officer shall hold office until the next annual meeting or a successor shall have been duly elected and qualified. The term of office is one year.

Section 3: PRESIDENT: The President shall be the principal executive officer of MidFEx and shall preside at all meetings, and be ex-officio member of all committees except the nominating committee.

Section 4: VICE PRESIDENT: The Vice President shall chair the program committee and, in the absence or inability of the President, shall perform the duties and have all the powers of the President.

Section 5: SECRETARY: The Secretary shall keep the minutes of the meetings, chair the education and publications committee, and in general perform all duties as may be assigned from time to time consistent with the title.

Section 6: TREASURER: The Treasurer shall chair the finance committee, perform all duties incident to the office of Treasurer, shall maintain a register of members, and shall have final determination of all those entitled to vote based upon payment of dues.

Section 7: OTHER OFFICERS: If deemed necessary, other officers may be created by the membership.

#### **ARTICLE VII: COMMITTEES**

Section 1: STANDING COMMITTEES: Standing Committees shall be as follows:

- a. Executive Committee (consisting of MidFEx officers)
- b. Program Committee (chaired by the Vice President)
- c. Education and Publication Committee (chaired by the Secretary)
- d. Finance Committee (chaired by the Treasurer)
- e. Nominating Committee (chaired by the Immediate Past President)
- f. Grafting and Propagating Committee
- g. Picnic Committee
- h. Harvest Festival Committee

Section 2: SPECIAL COMMITTEES: Special committees may be established as deemed necessary by the President and the Executive Committee.

#### **ARTICLE VIII: FISCAL YEAR**

The Fiscal Year shall be the calendar year, commencing on January 1 of each year and ending on December 31 of the same year.

#### **ARTICLE IX: AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of MidFEx members at an annual meeting or at any special meeting if at last ten (10) days written notice, by regular mail, with attached copy of the proposed alteration, amendment, or intention to repeal a specific portion or portions of the existing bylaw(s), be given prior to the special meeting.

#### **ARTICLE X: OBJECTIVES**

Section 1: MidFEx is established as an Illinois Not-For-Profit Corporation which may be licensed or registered to transact business, promote or achieve any of its laudable purposes in countries of similar climate, where laws permit the same, for educational and scientific exploration relative to the products of vegetable growth useful to humans or animals, referred to in common parlance as "fruits."

Section 2: To meet these objectives MidFEx will do the following:

- a. Publish for its members at regular intervals a journal containing useful botanical and horticultural information on and about fruits as well as scheduled events and programs of interest to the membership of MidFEx.
- b. Adhere to the International Code of Nomenclature of Cultivated Plants, insofar as possible.
- c. Aid, abet, encourage, and assist plant explorers, propagators, and plant experimenters to obtain and reproduce viable material of species collected.
- d. Explore methods of adapting more fruits to conditions in localities where soil and climate make their culture difficult.
- e. Conduct, as resources permit, a continuing program of education (including initiating and maintaining public plantings) for the public, hobbyists, amateur fruit growers, and non-commercial orchardists concerning the gardening and orchard potential, culture, proper identification, and diversity of known fruits and related genera.
- f. Encourage and support efforts to acquire, from any locale, live plant material to add and enrich knowledge: the ultimate goal of exploring.