

BY-LAWS OF U.S. FRESHWATER PRAWN AND SHRIMP ASSOCIATION
A MISSISSIPPI NON-PROFIT CORPORATION

ARTICLE I

NAME AND LOCATION

SECTION 1. The name of this corporation is **UNITED STATES FRESHWATER PRAWN AND SHRIMP GROWERS ASSOCIATION, INC.**

SECTION 2. The legal domicile of this corporation shall be the address of the president or the address so designated by the president, but the corporation may maintain offices and places of business at such other places within or without the State of Mississippi as the Board of Directors may determine.

ARTICLE II

GENERAL PURPOSES

SECTION 1. This non-profit Mississippi corporation is formed for the purpose of assimilating and disseminating information to its members pertaining to permitting, licensing, spawning, hatching, producing, harvesting, transporting, stocking, management, and marketing of farm-raised, prawn & shrimp and to assimilate and disseminate information pertaining to anything incidental thereto; to associate its members together as a business league for the mutual exchange of ideas; to encourage and promote professional and ethical business practices by its members; to promote educational programs pertaining to farm-raised, prawn & shrimp production and management; to encourage and promote the establishment of sound farm-raised, prawn & shrimp production and marketing operations; to promote the development of farm-raised, prawn & shrimp production as a thriving commercial development for the benefit of the individual members and for the economic benefit of the citizens and people of the United States; and do any and all acts and deeds necessary and/or incidental to the accomplishment of the above and

foregoing purposes. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE III

SEAL

SECTION 1. The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization and the words "Non-Stock Corporation."

SECTION 2. The Secretary of the Corporation shall have charge of the seal unless another member of the Board of Directors is designated that responsibility by the President of the Corporation.

SECTION 3. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced, or otherwise.

ARTICLE IV

DEFINITIONS

SECTION 1. PRAWN & SHRIMP. Prawn refers to the genus *Macrobrachium* and shrimp refers to any Penaid species.

SECTION 2. FARM-RAISED, PRAWNS & SHRIMP. Farm-raised, Prawn & Shrimp are produced from captive broodstock and subsequently grown in a man-made, earthen pond or other man-made production facility.

SECTION 3. MEMBER. A member is a person having the right to vote at any membership meeting. A voting member must be a state-permitted producer within his state and have documentation from his state Fisheries/Extension agent stating that he is currently a grower.

SECTION 4. THE CATEGORIES OF NON-VOTING (Herein called Associate members) MEMBERS ARE:

- (A) ALLIED TRADESMAN. A person who potentially or actually sells his product to members.
- (b) EDUCATION AND RESEARCH PERSONNEL. Any person potentially or actually doing educational or research work with Prawn or Shrimp or related subjects for a non-profit organization or university.
- (c) FEDERAL AND STATE AGENCIES OR ORGANIZATIONS. Any person associated with an agency or organization that has direct or indirect input into the regulation or management of this industry.
- (d) FRIENDS OF THE AMERICAN PRAWN & SHRIMP GROWERS ASSOCIATION. Are those who wish to protect, support and enhance this industry or be future growers.

ARTICLE V

MEMBERSHIP

SECTION 1. MEMBERS. Members shall be limited to those actively engaged in the private business of producing or marketing Freshwater Shrimp on a commercial basis in the United States. The Association will not discriminate on the basis of race, color, religion, national origin, sex, age, disability, or veteran status.

SECTION 2. DUES. The Board of Directors shall set an appropriate level, due dates and means of collection of dues for members. The level of such dues and means of collection shall be set in such a manner as to encourage membership by all Prawn &

Shrimp producers in the U.S. The Board of Directors may, at its discretion, change the amounts, due dates and/or methods of calculations and/or collection of such dues taking into account such factors as the state of the industry and the financial condition of this corporation as well as such factors as the feasibility and ease of collection of such dues.

SECTION 3. DUES OF NON-VOTING (Associate) MEMBERS. The dues of a non-voting member are due January 1 of each year and shall be set at an appropriate level by the Board of Directors and designated in the policies of the USFPSGA.

- (a) ALLIED TRADESMAN
- (b) EDUCATION AND RESEARCH PERSONNEL
- (c) FEDERAL OR STATE AGENCIES OR ORGANIZATIONS
- (d) FRIENDS OF THE FRESHWATER SHRIMP GROWERS

The Board of Directors may, at its discretion, change the amounts and due dates of such dues of non-voting members taking into account such factors as the state of the industry and the financial condition of this corporation.

SECTION 4. VOTES. Each member provided for herein shall have one vote on all matters coming before the meeting of the members of the corporation. In order to vote at the annual membership meeting, the dues must be paid before the beginning of the annual membership meeting. The right to be a member may be contested by any other member on the grounds of insufficient payment of dues, ineligibility, or for other good reasons. After a person has had his right to membership contested, the Election Committee shall immediately hear the evidence and render a decision affirming or rejecting the right of the person to membership before the annual membership meeting. Either the party contesting membership, or the party against whom membership was contested may appeal the decision to the Executive Committee for final decision. The Executive

Committee must render its decision prior to the annual membership meeting.

ARTICLE VI

MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of this corporation shall be held at such time and place as the Board of Directors may determine during the months of November through March. The purpose of the annual meeting shall be to elect officers and directors and to conduct any other business presented to the delegates. Business shall be conducted according to Robert's Rules of Order Newly Revised.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members of this corporation may be called at any time by the action of the Board of Directors, and such meeting is filed by at least 20% of the members and presented to the Secretary of the corporation or to the Board of Directors. The purposes of every special meeting shall be stated in the notice thereof and no business shall be transacted at a special meeting except such as is specified in the notice.

SECTION 3. NOTICE. Notice of the meetings of the members of this corporation shall be given by notice mailed to each member of record, directed to the address shown upon the books of the corporation, at least fourteen (14) days prior to the meeting and not more than fifty (50) days prior to such meeting. Notice of special meetings shall state the purpose or purposes and the time and place of said meetings and no failure or irregularity of notice of any annual meeting which is otherwise legally held shall affect the validity of any proceeding taken thereat.

SECTION 4. QUORUM. Twenty percent of the voting members of this corporation shall constitute a quorum at any meeting for the

transaction of business. The voting powers of the members of this corporation shall be equal; each member shall have one vote only. In order for a member to vote by proxy, he shall file a written instrument appointing his or her proxy with the Secretary of the corporation at least three full days before such meeting.

SECTION 5. ELECTION OF DIRECTORS: Directors of this corporation shall be elected at the annual membership meeting.

SECTION 6. RESOLUTIONS: A resolution to be submitted at the annual membership meeting shall be presented to the President in writing prior to the commencement of the annual meeting of the corporation; a resolution to be submitted at a special membership meeting shall be stated in writing in the notice thereof.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. DIRECTORS: The Board of Directors shall be the governing body of this corporation. The Directors shall be the four officers, the immediate past president, and nine Directors.

SECTION 2. REGULAR MEETINGS: The Board of Directors shall meet immediately after the annual meeting of the members of the Association.

SECTION 3. SPECIAL MEETING: A special meeting may be held at the request of one-third (1/3) of the members of the Board of Directors on three (3) days notice.

SECTION 4. NO PROXY VOTES: A member cannot be a Director by proxy.

SECTION 5. TERM OF OFFICE: The term of office for the President shall be one year after having served as Vice-President.

The Secretary, Treasurer, and the Ex-Officio shall each serve one year term of office. Directors shall each serve a three year term of office with three directors retiring each year.

SECTION 6. VACANCIES AND REMOVALS: In the event of a vacancy, or vacancies on the Board of Directors between the annual membership meetings, the remaining Directors may name a successor, or successors, to fill such vacancy or vacancies, who shall serve until the next annual membership meeting. Such Director or Directors so appointed shall hold office until the following annual meeting, at which time the members shall elect a Director or Directors to fill the unexpired term or terms caused by the death, resignation, or removal of such Director or Directors. Any Director absent from two (2) Board of Directors meetings, without an accepted excuse by the Directors, may be removed as a Director and his vacancy shall be filled as above provided.

SECTION 7. QUORUM: Twenty-five (25) percent of the total number of the members on the Board of Directors shall constitute a quorum at any meeting of the Board and an affirmative vote of the majority of any Directors at a meeting at which a quorum is present shall be the act of the Board.

SECTION 8. COMPENSATION: Directors shall receive no compensation for their services as such.

SECTION 9. MANAGEMENT: The Directors shall manage the business of the corporation and may exercise all of the powers of the said corporation between annual membership meetings, provided said powers and authorities are not required to be exercised only by the members of this corporation. They may hire or employ such officers and agents including, but not limited to, an executive secretary, to carry on the work of the corporation as they deem necessary. They shall provide for the selection of the bank as a depository for the corporation and determine the manner of receiving, depositing and disbursing the funds of the corporation

and the person, or persons, by whom checks shall be signed. The Board may appoint at will such persons as they deem necessary and useful to serve in an advisory capacity to the Board. Such persons will be ex officio non-voting members of the Board and shall serve at the pleasure of the Board without compensation.

ARTICLE VIII

DUTIES OF OFFICERS AND SECRETARY

SECTION 1. OFFICERS AUTHORIZED: The officers of this corporation shall be An Ex-Officio, President, a Vice President , a Secretary, and a Treasurer. These officers shall automatically be members of the Board of Directors and shall constitute the Executive Committee.

SECTION 2. PRESIDENT: The President shall preside over all meetings of the corporation and the Board of Directors; may call special meetings of the Board of Directors; perform all acts and duties usually performed by an executive and presiding officer; and sign such papers and documents of the corporation as he may be authorized or directed to sign by the Board of Directors, provided the board of Directors may authorize other persons to sign checks, contracts, and other instruments on behalf of such corporation. In contracts, the President shall perform such other duties as may be prescribed by the Board of Directors.

SECTION 3. VICE PRESIDENT: In the absence or disability of the President, the President Elect shall perform the duties of the President, and in the event of the death, resignation, removal or disability of the President, the President Elect shall succeed to the office of the President. The President Elect shall be Chairman of the Membership Committee and the Research Committee. He shall

assume the office of the President at the annual membership meeting at the end of the term of the office of the President.

SECTION 4. SECRETARY: The Secretary shall keep, or have kept at his direction, a complete record of all of the meetings of the corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the corporation, and may sign such instruments and documents, with the President, as he may be authorized or directed so to do by the Board of Directors. He shall serve all notices required by law and by these by-laws, or shall authorize such notices to be made, and shall make a full report of all matters and business pertaining to his office to the members at the annual membership meeting. He shall keep the corporate seal and affix said corporate seal to all papers requiring the seal. He shall maintain, or have maintained, a proper membership roster showing the name and address of each member of the corporation and the record of dues paid by such members. He shall make all reports required by law and perform such other duties as may be required by him by the corporation, President, or the Board of Directors.

SECTION 5. TREASURER: The Treasurer shall keep, or have kept at his direction, a complete record of all financial transactions of the corporation; shall supervise the financial structure of the corporation, its checks and deposits and shall perform such other duties with respect to the finances of the corporation as may be prescribed by the Board of Directors. At each Board of Directors meeting and annual membership meeting, he shall present a financial report setting forth all receipts and disbursements. He shall be Chairman of the Committee to present a budget at the annual membership meeting. The Board of Directors approves the budget for membership vote.

SECTION 6. EXECUTIVE COMMITTEE: The President, President Elect, Secretary, Treasurer and Ex-Officio shall constitute an

Executive Committee and may meet in between meetings of the Board of Directors and may exercise the powers and authorities of the corporation to the same extent as the Board of Directors. The Board of Directors, however, may amend or alter any action taken by the Executive committee, as such action is possible, and the Executive Committee shall have sent to each member of the Board of Directors minutes setting forth all transactions that may occur at any meeting of the Executive Committee.

SECTION 7. ELECTION OF OFFICERS: The Nominating Committee shall present a slate of proposed officers for election. In order to be elected, any candidate for officer shall have served as member of the Board of Directors for a period of two(2) years. Also, the criteria for nomination shall be: (a) the knowledge and ability to perform well in the office; (b) the expressed willingness of the nominee to devote the necessary time and effort to the office; (c) the probable acceptance of the nominee by the board of Directors and members due to all considerations including popularity, geographical residence and past service. The general membership shall consider the recommendations of the Nominating Committee and any other nominations made from the floor at the annual meeting in the election of the officers. The Vice-President, Secretary, and Treasurer shall be elected prior to the election of other members of the Board of Directors.

ARTICLE IX

COMMITTEES

SECTION 1. MEMBERSHIP COMMITTEE: The Membership Committee shall be composed of the President Elect as Chairman, together with three other members appointed by the President Elect. This major committee shall be charged with the responsibility of soliciting new members for the corporation. All contests regarding the right of a person to be a member shall be decided by the committee as provided by Article V.

SECTION 2. ELECTION COMMITTEE: The President shall appoint three members only from the Board. All contests regarding the right of a person to be a member shall be decided by the committee as provided by Article V.

SECTION 3. NOMINATING COMMITTEE: The President shall appoint three members to perform the duties necessary and proper of a Nominating Committee.

SECTION 4. OTHER COMMITTEES: There shall be such other committees, as the Board of Directors or membership may determine, to exercise such powers, duties, and authorities as the Board of Directors or membership may determine.

SECTION 5. CHANGE OF BY-LAWS: These by-laws may be amended by a vote of a two-thirds majority of the members present at any regular meeting of the corporation called for that purpose. Proposed by-law changes must be published thirty (30) days in advance of any general membership meeting and this notice must be mailed to every member of record.

SECTION 6. DISSOLUTION OF CORPORATION: In the event of dissolution, the residual assets of this corporation will be turned over to one or more other organizations which are themselves exempt as organizations described in Section 501 (c) of the Internal revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose.

POLICIES OF THE UNITED STATES FRESHWATER PRAWN AND SHRIMP GROWERS ASSOCIATION, INC.

POLICY 1. DUES OF THE ASSOCIATION ARE AS FOLLOWS:

PRODUCER.....	..\$ 50.00
ALLIED TRADESMAN.....	..\$100.00
EDUCATION AND RESEARCH PERSONNELL.....	..\$ 10.00

FEDERAL OR STATE AGENCIES OR ORGANIZATIONS.....\$ 10.00
FRIENDS OF THE FRESHWATER SHRIMP GROWERS.....\$ 25.00

POLICY 2. THE BANK ACCOUNT OF THE ASSOCIATION SHALL REQUIRE THE DUAL SIGNATURES OF THE PRESIDENT AND OF THE TREASURER OR DESIGNATED BOOKKEEPER.

POLICY 3. THE DAY NOTICE OF ANY MEETING IS MAILED, THE SECRETARY SHALL ALSO ELECTRONICALLY CONTACT ALL MEMBERS WITH ELECTRONIC CAPABILITY.

POLICY 4. THE PRESIDENT SHALL APPOINT THE JUDGE FOR THE USFPSGA GRANT APPLICATION.

POLICY 5. THE BOARD OF DIRECTORS SHALL BE POLLED FOR NOMINATIONS FOR RECOGNITION AT THE ANNUAL MEETING OF AN INDIVIDUAL PROVIDING EXEMPLARY SERVICE TO THE FRESHWATER PRAWN INDUSTRY IN THE PREVIOUS YEAR(S). THE PRESIDENT SHALL EVALUATE THESE RECOMMENDATIONS AND DETERMINE THE RECIPIENT. THIS INDIVIDUAL SHALL BE RECOGNIZED AT THE BUSINESS MEETING OF THE ASSOCIATION.

POLICY 6. A COPY OF THE CURRENT VERSION OF THE PROXY BALLOT SHALL BE AVAILABLE AND KEPT IN THE OFFICE OF THE PRESIDENT AND SECRETARY.