

Texas Organic Farmers and Gardeners Association, Inc.
Educating Texas about Organic Food and the Care of the Earth

**Constitution and Bylaws of Texas Organic Farmers and
Gardeners Association, Inc., as Amended**

Statement of Purpose

We, the members of the Texas Organic Farmers and Gardeners Association, Inc. (hereafter referred to as TOFGA or “the Association”), do decree and establish this constitution and the following by laws for the Texas Organic Farmers and Gardeners Association, Inc., whose goals, objectives, and operation will appropriately follow the mission stated below.

Mission Statement

- 1) To enhance the credibility of organic, natural, sustainable agricultural practices and production through (public) education.
- 2) To assist in creating viable systems, approaches and infrastructure for the successful organic, natural, sustainable production and marketing of plants, animals and their associated products.
- 3) To help promote safeguards for human and animal health by working internally, and with other individuals and associations, to preserve the integrity of the environment, which includes healthy topsoil, clean water and clean air.

Article 1: Objectives

Section 1

Mission Statement #1:

- a) Communication with the public and resultant education will be available via phone, email, internet, postal service, lectures, workshops, conferences, fairs and one-on-one personal interaction by inquiring persons, with knowledgeable TOFGA members.
- b) Texas is divided into 9 regions, (outlined on a map) which will be overseen by Regional Directors, elected by methods directed in these bylaws. The regional directives and guidelines will be set by the TOFGA Board of Directors based on the mission of the Association, but due to the vast diversity of the State of Texas, each director will be given enough autonomy to disseminate information in

his/her region as deemed necessary, as long as the activities lawfully meet the directives of these bylaws.

c) When able and appropriate, TOFGA will set up whatever system or venue necessary to disseminate information to members and to the public regarding the creation and maintenance of healthy soil, the raising of healthy, chemical-free food, animals, and the successful creation and growth of a business in the organic, natural and sustainable industry. This system or venue may include the development of course studies via new or established educational institutions.

d) TOFGA member-volunteers individually, as a team, or as a Committee, may work with other Associations, Organizations, or Educational Facilities for the furtherance of goals and activities designed to educate members and the public about the importance of organic, natural and sustainable agricultural practices.

e) TOFGA member-volunteers individually, as a team, or as a Committee may work with other Associations, Organizations, or Educational facilities when needed, for the furtherance of goals and activities designed to build and strengthen infrastructure of the organic environmental industry in Texas.

Mission Statement #2:

a) Selected TOFGA member-volunteers will continuously monitor local, state, national and international, environmental legislation, laws, and incidences of environmental abuse. This information will be presented to the Board of Directors at least quarterly, and more often if necessary to help the Association carry out its environmentally related mission and objectives.

b) TOFGA member-volunteers individually, as a team, or as a Committee, will work with other Associations, Organizations, or Educational Facilities for the furtherance of goals and activities designed to educate, promote and assist in the maintenance of a healthy environment.

Article II: Members

Section 1.

All persons & entities interested in the aims and objectives of TOFGA may become members upon paying membership dues.

Section 2.

The annual dues shall be determined by the Board of Directors and reviewed annually.

Section 3.

Membership shall terminate by death, expulsion, resignation, or failure to pay dues. Membership will be considered terminated if dues are not paid within 60 days after the date due.

Section 4.

Each membership shall be entitled to one vote on each matter submitted to a vote of the members. Votes may be submitted in person, by ballot, postal mail or by electronic mail (email).

Section 5.

Membership is not transferable or assignable. Membership terminates on the dissolution of TOFGA or the death of a member. Membership is not a property right that may be transferred after a member's death.

Section 6.

Each year the Board of Directors shall schedule an annual meeting of the members at a time and place designated by the board. At the annual meeting, members shall transact any business that shall come before the meeting. Written or printed notice of any meeting of the members shall be delivered to each member entitled to vote at the meeting not less than 20 nor more than 95 days before the date of the meeting. The notice shall state the place, date and time of the meeting and the general purpose or purposes for which the meeting is called. When a Membership Meeting has been called properly, those members present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of membership. A member entitled to vote may vote by proxy executed in writing by the member ten (10) days prior to the meeting. No proxy shall be valid after eleven months from the date of its execution. There will be one (1) vote per membership type.

Article III: Board of Directors

Section 1.

The Board of Directors (hereafter referred to as "the Board") shall be the governing body of TOFGA. The entire board will be comprised of an Executive Board of Directors (President, Vice President, Secretary, Treasurer), and nine Regional Directors.

Section 2.

The Board shall manage corporate affairs, subject to The Business Organization Code and these Bylaws.

The Board members shall take action on all business pertaining to the objectives of TOFGA.

Section 3.

At any meeting at which the election of an Executive Board Director is held, any member in good standing may nominate any member in good standing other than himself or herself to be considered in the election of an Executive Board position. Nominations of an Executive Board Director may also be made by any member in good standing of any member in good standing other than himself or herself up to 10 days in advance of an election via email to the TOFGA administrative assistant and secretary at info@tofga.org or in a written, postmarked letter.

Acceptance of nominations of an Executive Board Director may also be made by the qualified nominee up to 10 days in advance of an election via email to the TOFGA administrative assistant and secretary at info@tofga.org or in a written, postmarked letter.

Nominees who have accepted a nomination for consideration in the election of an Executive Board Director position qualifies for nomination if he/she has been a member in good standing for two (2) consecutive years. A person who meets the qualification for an Executive Board Director position and who has been duly nominated must be present at the meeting at which the election of that position is being voted on by the membership. Qualified nominees are encouraged to email their information to the TOFGA administrative assistant and secretary at info@tofga.org for distribution to TOFGA members.

Executive Board Directors may be elected to succeed himself or herself as an Executive Board Director for no more than two (2) consecutive two (2) year terms.

At any meeting at which the election of a Regional Director is held, any member in good standing of that region may nominate any member in good standing other than himself or herself to serve as a Regional Director.

A person who meets the qualification for Regional Director and who has been duly nominated may be elected as a Regional Director. Regional Directors shall be elected by the vote of the membership from that region. Regional Directors may be elected to succeed himself or herself as a Regional Director for no more than two (2) consecutive three (3) year terms.

Section 4.

To be eligible for nomination and election as a Board member, a nominee must not be less than twenty-one years of age, must be a member in good standing for two (2) consecutive years and must not have any financial or other connection with any business, industry, or other activity whose operation or purpose could be construed by the Board of Directors to contravene the objectives of TOFGA.

Section 5.

The President and the Secretary shall count the ballots at the annual board meeting.

Article IV: Meetings of Directors

Section 1.

At least one meeting of the Board of Directors shall be held each calendar year at the same time and place as the annual general membership meeting. Additional meetings will be held as deemed necessary by the Executive Board.

Section 2.

The meeting held in conjunction with the general membership meeting shall be known as the “the annual meeting” and shall be for the purpose of electing the Executive Board (who may be referred to as “Officers”), receiving reports of officers and committees, and for any other business that may arise, and includes that which may affect the entire organization.

Section 3.

The President or Director may call a regular meeting of the Board of Directors. The Directors will be notified at least fourteen (14) days notice before the meeting. Shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise.

Section 4.

The President or Director may call a special/emergency meeting of the Board of Directors. The directors shall be notified at least seventy-two (72) hours before the meeting. Only such business may be conducted as is appended to the call.

Section 5.

After proper notification of a meeting, a majority of the total board of directors at the meeting shall constitute a quorum.

Section 6.

Any action, that could be taken in a Board of Directors meeting may be taken by a phone vote, mail or electronic (email) and shall be equivalent to action taken in a meeting of the Board of Directors. The phone vote shall be recorded and made a part of the minutes of the meeting, either by transcription or by inclusion of the tape with the minutes. Such a mail, email or phone vote may be ordered by a majority of the executive board. The President and Secretary shall count the vote.

Article V: Officers

Section 1.

The Officers of TOFGA shall consist of, President, Vice-President, Secretary and Treasurer.

The Executive Director shall be an employee of TOFGA and compensated as stated in a contract with the Association.

Section 2.

Officers shall serve for two years and may be re-elected once in succession. Their terms shall begin upon adjournment of the session of their election. If no nominations are generated for replacement of an officer after four successive years, then that officer may remain in office until a replacement is found. Any Officer may be elected again after two years of not serving as an Officer in this Association.

Section 3.

A resignation of an Officer shall be submitted in writing, by postal or electronic mail to the Secretary who shall present it to the Board of Directors for action. This and any other action by the Board of Directors may be taken by mail referendum.

Section 4.

Any Officer unable or unwilling to comply with the directives and goals of this Association may be relieved of duties by a majority vote of the entire Board of Directors. Before this action, there must be documentation presented to the Board by the complainant, detailing the failure of duties by the Officer. A replacement Officer may be appointed by the President until a new Officer is elected per the usual process of nomination and election set by this Association.

Article VI: Duties of Officers and Directors

Section 1. The President

1. Is the chief operating Officer and as such shall carry out the policies and accomplish the goals set by the Board of Directors.
2. Shall preside at all meetings of the Board of Directors.
3. May appoint Chairmen of the standing Committees as provided in Article VIII, Section I.
4. Shall appoint Officers to fill unexpired terms, whatever the reason, until the office can be filled by a duly elected officer to be reviewed and approved by the board.
5. Shall derive his/her authority from the Board of Directors and shall receive instructions from that body.
6. The President may vote only in the case of a tie vote.
7. Shall serve for a term of two years. May be re-elected once in succession. After four successive years in office may serve this office again only after two years off, or after serving in another capacity for two years.

Section 2. Vice President

1. May participate in any meeting of the Board of Directors.
2. Must preside at any meeting of the Board of Directors when the President is unable to preside.
3. Shall assume the office of President if the presidency is vacated for any reason.
4. Shall assist the President in meeting goals set forth by the Board of Directors.
5. Shall serve for a term of two years. May be re-elected once in succession. After four successive years in office may serve this office again only after two years off, or after serving in another capacity for two years.

Section 3. The Secretary

1. Shall keep a record (called "Minutes") of all the proceedings of official meetings of the Board of Directors.
2. Shall make the minutes available to the Board members thirty days following adjournment of the official meeting.
3. Shall have a list of current membership, of existing committees and their members, and of all the current Board members.
4. Shall serve for a term of two years. May be re-elected once in succession. After four successive years in office may serve this office again only after two years off, or after serving in another capacity for two years.

Section 4. The Treasurer

1. Shall be in charge of funds and accounts of the statewide organization.
2. Shall receive all monies and make all disbursements upon receipt of proper invoices or statements.
3. Shall submit records to the inspection of Officers at any time.
4. Shall submit the Associations financial records to CPA for inspection and annual tax preparation.
5. Shall deposit monies from the sale of donated properties in a federally insured bank, on interest bearing demand deposit, until the Board of Directors shall make other disposition of it.
6. Review financial records of the Association on a quarterly basis.
7. Oversee the filing of IRS documents for the Association.
8. Shall serve for a term of two years. May be re-elected once in succession. After four successive years in office may serve this office again only after two years off, or after serving in another capacity for two years.

Section 5. Regional Directors

1. Shall be elected by the members of their region and shall serve a term of three years. May be re-elected once in succession for a total of six successive years in office.
2. There will be a Director elected to each of nine Texas regions.
3. Will provide leadership for TOFGA members in their respective regions per guidelines and directives outlined by the Executive Board, designed to meet the mission and goals of this Association.
4. Will be available to answer questions from members and non-members regarding the services of this Association and to provide information when needed.
5. Will serve on the Nomination Committee and will be responsible for generating nominations for Board candidates in their region, if and when candidates are needed and are available.

Section 6. Executive Director

1. Shall be hired by the President with the approval of the Board of Directors.
2. Shall recommend to the Executive Board the hiring, firing and salaries of other staff members.
3. Shall have general administrative management of headquarters, including control of finances and all financial records which shall be audited quarterly by the elected Treasurer.
4. Time on the job shall be devoted to the interests and efficient operation of TOFGA and conducting the day-to-day business of the Association.
5. The Executive Director will attend board meetings, but is not eligible to vote.

Article VII: Standing Committees

Section 1.

There shall be the following standing Committees:

- Publications: Will publish a Texas Organic Resource Directory (updated as needed), fact sheets, educational booklets, newsletter articles, and other published materials needed to disseminate information to members and to the public.
- Education: Will gather and update lists of members in specific regions, willing to speak to groups or individuals about TOFGA and/or specific subjects relating to growing and/or producing clean, uncontaminated food and maintaining a healthy environment. This also includes members available and willing to provide limited mentoring services to new organic businesses needing springboard guidance to help them become successful in this increasingly diversified industry.
- Financial Resources: Will research and pursue creative ideas for significant revenue generation including (but not limited to) grants, donations and bequeaths.
- Conference Planning: Plans and implements the annual conference. May also help plan additional workshops and seminars as required by the Association to help meet its goals.

Section 2.

The President shall be *ex-officio* member of all Committees.

Section 3.

When possible, a Chairman will be appointed to each Committee by the President to ensure projects and goals of the committee are met.

Section 4.

Duties of each Committee shall be determined by the Board of Directors.

Article VIII: Other Committees

Section 1.

The Executive Board shall appoint special Committees as the need arises. Said Committees will be formed to meet short term goals. When the objectives of the special Committee have been met, the Committee will be discharged with thanks by the Executive Board.

Article IX: Publications Committee

The Publications Committee will endeavor to print, and circulate to members and all those interested, a quarterly newsletter, which will reflect the current needs and interests of TOFGA members and that of the statewide organic, natural and sustainable community. This office will also publish, with the help of the Publication Committee, any other handouts, brochures, booklets, and references needed to meet the education goals of this Association.

Article X: State Headquarters

The State Headquarters of TOFGA shall be wherever the Treasurer resides until such time when the Association decided it could maintain a permanent location.

Article XI: Amendments

These by-laws may be amended at any special meeting of the Board of Directors by a two-thirds vote, provided that the proposed amendment has been provided to each director not less than 72 hours prior to the meeting.

Article XII: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern all official TOFGA meetings of the Board of Directors and those of general membership in accordance with the TOFGA bylaws.

Article XIII: Disposition of Assets Upon Dissolution

Assets of TOFGA shall be disposed of in the following manner: Excepting only assets held by this organization under any condition requiring the return, transfer, or reconveyance thereof in the event of dissolution or other liquidation of this Association, any and all assets of this Association which, upon dissolution or upon any such liquidation, are not required for the payment of it's liabilities and obligations or for the expenses of such dissolution or liquidation, shall be transferred or conveyed to the state government for a public purpose or to one or more non-profit domestic corporations which are exempt from taxes under Internal Revenue Code Section 501(c)(3) having purposes and activities similar or comparable to the purposes and activities of this Association in accordance with the plan of distribution adopted by the members.

Article XIV: Prohibited Acts

As long as the Association is in existence, and except with the prior approval of the Board of Directors or the members, no member, director, Officer, or Committee member of the Association shall:

1. Do any act in violation of the bylaws or a binding obligation of the Association.
2. Do any act with the intention of harming the Association or any of its operations.
3. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.
4. Receive an improper personal benefit from the operation of the Association.
5. Use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association.
6. Wrongfully transfer or dispose of Association property, including intangible property such as good will.
7. Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association business.
8. Disclose any of the Associations business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article XV: Advisory Board

Section 1.

- (a) The Advisory Board is responsible for consultation as needed with TOFGA Board Members and TOFGA Regional Directors and is a standing board. Each Advisory board member has the responsibility to provide insight and information for the TOFGA board member(s) or Regional Director(s) requesting consultation on matters pertaining to TOFGA business and overall purpose. This board is autonomous in that each advisory board member is able to provide insight without discussion with other advisory board member input. It is up to the TOFGA board member/regional director to make requests to all advisory members if deemed necessary.
- (b) The Advisory board shall have up to 20, but not fewer than 9 members.
- (c) The Advisory board receives no compensation other than reasonable expenses per TOFGA reimbursement policy if requested to attend TOFGA board/committee meetings. For their service, each Advisory Board member is awarded a lifetime TOFGA membership.

Section 2.

- (a) All Advisory board member shall serve in perpetuity unless they resign, are unable to participate on the Advisory board, or fail to follow TOFGA bylaws.
- (b) If the TOFGA board deems an advisory board member is no longer fulfilling their duties, then the TOFGA policies for removal of an officer apply to advisory board members.

Section 3.

- (a) The Advisory board members will communicate via email or telephone on matters pertaining to TOFGA when so requested by Board members or Regional Directors.

Section 4.

- (a) Nominations for the Advisory board may be submitted by any TOFGA member to the TOFGA Board.
- (b) Each nominee will be reviewed by the TOFGA board based upon service to TOFGA and the organic community at large.

Section 5.

- (a) New Advisory board members shall be elected by a simple majority of board members.

Article XVI: Books and Records

Section 1.

The Association shall keep correct and complete books and records of account. The Association books and records shall include:

1. A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
2. A copy of the bylaws, and any amended versions or amendments to the bylaws.
3. Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
4. A list of the names and addresses of the members, Directors, Officers, and any Committee members of the Association.
5. A financial statement showing the assets, liabilities, and net worth of the

- Association at the end of the three (3) most recent fiscal years.
6. A financial statement showing the income and expenses of the Association for the three (3) most recent fiscal years.
 7. All rulings, letters and other documents relating to the Associations federal, state and local tax status.
 8. The Associations federal, state, and local information or income tax returns for each of the Associations three (3) most recent tax years.

Section 2.

Any member, director, Officer, or Committee member of the Association may inspect and receive copies of all books and records of the Association required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the persons interest in the Association and if the person submits a request in writing with a signature. Any person entitled to inspect and copy the Associations books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Associations books and records may do so at a reasonable time no later than twenty (20) working days after the Associations receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Associations books and records by members.

Section 3.

Any member shall have the right to have an audit conducted of the Associations books. The member requesting the audit shall bear the expense of the audit. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Association to an audit more than once in any fiscal year.

Article XVIII: Indemnification

Section 1.

1. The Association shall indemnify a director, Officer, Committee member, employee or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving as a Director, Officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she **acted in good faith** and reasonably believed that the conduct was in the Associations best interests. In a case of a criminal

- proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
2. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
 3. The Association shall pay or reimburse expenses incurred by a director, Officer, member, Committee member, employee or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
 4. In addition to the situations otherwise described in this paragraph, the Association may indemnify a director, Officer, member, Committee member, employee or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Art. XVI above.
 5. Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Association or one or more members, or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
 6. If the Association may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 2.

1. Before the Association may pay any indemnification expenses (including attorney's fees) the Association shall specifically determine that indemnification is permissible, authorized indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in

Art. XVIII, Sec. 2,3, below. The Association may make these determinations and decisions by anyone of the following procedures:

- a. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceedings.
 - b. If such a quorum cannot be obtained, by a majority vote of a Committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - c. Determination by special legal counsel selected by the Board of Directors by vote as provided in Art. XVIII, Sec. 2,1,a or b, if such a quorum cannot be obtained and such a Committee cannot be established, by a majority vote of all Directors.
 - d. Majority vote of members, excluding Directors who are named defendants or respondents in the proceedings.
2. The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Art. XVIII, Sec.2,1,c above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members of the Board of Directors that requires the indemnification permitted by Art. XVIII, Sec 2,1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
3. The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as the determination that indemnification is permissible under Art. XVIII, Sec 2,1, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

4. Any indemnification or advance of expenses shall be reported in writing to the members of the Association. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

Article XIX: Miscellaneous Provisions

Section 1.

The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2.

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Section 3.

The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Section 4.

A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Association to be kept with the Association records.

Section 5.

The bylaws shall be binding upon and inure to the benefit of the members, Directors, Officers, Committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.