

U.S. Highbush Blueberry Council (Council) Bylaws

(Last Amended and Approved: September 27, 2024)

ARTICLE I NAME AND AUTHORITY

SECTION 1. The organization governed by these Bylaws shall be known officially as the U.S. Highbush Blueberry Council (Council). The total program administered by the Council is the Blueberry Promotion, Research, and Information Order [7 CFR 1218], hereinafter referred to as the "Order."

ARTICLE II PURPOSE

SECTION 1. The purpose of the Council, the Order, and these Bylaws shall be to implement the provisions of the Commodity Promotion, Research, and Information Act of 1996 (Act) and to carry out an effective national program of promotion, research, consumer information, and industry information for blueberries and to establish a fair and orderly procedure whereby adequate funds can be assembled to fulfill the provisions of this program. The Council is an instrumentality of the U.S. Department of Agriculture (USDA) and makes recommendations to the Secretary of Agriculture regarding this program. All fiscal matters, programs, plans, or projects, rules or regulations, reports, or other substantive actions proposed and prepared by the Council shall be submitted to the Secretary for approval before becoming effective.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

SECTION 1. The Council's principal place of business shall be at its office located in Sacramento, California metropolitan area or any other location designated by the Council.

ARTICLE IV U.S. Highbush Blueberry Council

SECTION 1. The Council shall plan, develop, and implement such promotion, research, consumer information and industry information programs, plans, and projects as necessary to meet its purpose under the Act and Order. The Council shall further act in authorizing contracts or agreements for the development and carrying out of such programs, plans, and projects, and the payment of the costs thereof.

SECTION 2. The Council shall be comprised of no more than 21 members and their alternates, as further described and defined in the Order. The Council shall consist of: (i) One producer member and alternate from each of the following regions: Region #1 Western, Region #2 Midwest, Region #3 Northeast and Region #4 Southern; (ii) One producer member and alternate from each of the top eight blueberry producing states; (iii) Four importers and alternates; (iv) Four exporters and alternates; and (v) One public

member and alternate [§1218.40]. Council members and alternates will serve for a term of three years and be able to serve a maximum of two consecutive terms [§1218.42].

SECTION 3. The Council shall be appointed by the Secretary of Agriculture [§1218.40]

SECTION 4. All nomination procedures shall be in accordance with policy and the Order and any subsequent rules and regulations issued thereunder. The Council shall issue a call for nominations by November of each year in which nominations for an appointment to the Council are to be made. These nominations shall be certified by the Council and submitted to the Secretary of Agriculture by the date established by the Secretary in accordance with the Order [§1218.41].

SECTION 5. Adjustment of Council membership. At least once every five years, the Council will review the geographical distribution of United States production of blueberries and the quantity of imports. The review will be conducted through an audit of state crop production figures and Council assessment records. If warranted, the Council will recommend to the Secretary that the membership on the Council be altered to reflect any changes in the geographical distribution of domestic blueberry production and the quantity of imports. If the level of imports increases, importer members and alternates may be added to the Council [§1218.40(b)].

ARTICLE V

OFFICERS AND THEIR DUTIES

SECTION 1. The Council's officers shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer.

SECTION 2. The officers shall be elected by the Council for a term of one (1) year or until their successors are elected from among the qualified Council members. The election shall be held at the beginning of the fiscal year, except for the initial election, which shall be held at the Council's organizational meeting. Officers are eligible to be elected for multiple terms, subject to being a member of the Council. In the event of death, resignation, or disqualification of an officer, a successor shall be elected by the Council members as soon as practical, with any such successor to serve until the completion of the term. In the event that the departing member was the Chairperson, the Vice-Chairperson shall become the new Chairperson and a new Vice-Chairperson shall be elected by the Council members.

SECTION 3. The Chairperson's duties shall be to: (a) preside at all Council meetings; (b) call special Council meetings when deemed necessary; (c) have general supervision of Council affairs and perform all acts and duties usually incident to and required of an executive and presiding officer; and (d) be an ex-officio member of all committees.

SECTION 4. The Vice-Chairperson's primary duty shall be to act in the place of the Chairperson in the Chairperson's absence, disqualification, or at the Chairperson's direction.

SECTION 5. The Secretary's duties shall be to: (a) keep a complete record of the proceedings at all Council and Executive Committee meetings and (b) attest to all papers, documents, and other instruments on behalf of the Council. The Secretary may delegate such duties to the Council's staff. Another duty of the Secretary shall be to act in the place of the Chairperson and Vice-Chairperson if both are absent.

SECTION 6. The Treasurer’s duties shall be to: (a) have custody of all funds and property belonging to or under control of the Council; (b) keep regular books of account under the direction of the Council; (c) deposit all funds of the Council, or under its control, in an approved bank or banks designated by the Council; (d) adhere to the Agricultural Marketing Service’s policies on investment, security, and collateralization of public monies; (e) submit to the Council and the Secretary each month a financial report which shall include: (1) a balance sheet, (2) an income statement, and (3) an expense budget showing expenditures during the time period covered by the report, year-to-date expenditures, and the unexpended budget; (f) act as purchasing agent for the Council; and (g) serve as custodian of all insurance policies, and any fidelity bonds covering Council officers, employees and agents. The Treasurer may delegate such duties to the Council’s staff.

SECTION 7. Contracts shall be signed on the Council’s behalf by any two (2) persons authorized by Council resolution (actual or digital signature may be used). Disbursements shall be signed on the Council’s behalf by use of signature of the Treasurer, or the signature of the Chairperson will be used if the Treasurer is unavailable and one additional signature of persons authorized by Council resolution.

SECTION 8. In addition to recommending the slate of Council officers, the Industry Engagement Committee also has the responsibility of identifying eligible candidates for the, importer and public member and alternate positions to recommend to the Council for the Secretary’s approval. A slate of recommendations are made to the full Council at the Council’s Fall Meeting of each election year with terms starting January 1.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the elected officers, one additional elected Council member (Member at Large), and the immediate past Chairperson (non-voting).

SECTION 2. If still serving a term of office, the Council may designate the immediate past Chairperson to serve on the Executive Committee as a non-voting ex-officio member. In the event the immediate Past Chairperson is unavailable; the most recent available Past Chairperson may be designated.

SECTION 3. The term of office for Executive Committee members shall be one (1) year or until their successors are elected. Executive Committee members are eligible to be elected for multiple terms, subject to the limitation of Council membership.

SECTION 4. The Executive Committee shall be responsible for the conduct of duties and policies as outlined by the Council.

SECTION 5. The Executive Committee shall meet upon the call of the Chairperson or by call of a majority of its members. The Executive Committee acts as the primary contact with the Council’s Administrator (President) and provides the Administrator with advice, guidance and/or direction during times when the Council is not in session. When the Council is not in session the Executive Committee has the authority to approve actions concerning the day-to-day operation of the Council and to approve Council activities presented by the various Council committees, industry members, vendors or staff as long as the activity and/or action does not obligate funding beyond previously approved Council budget categories (including unallocated reserves); does not exceed a Council commitment of more than \$25,000 in funds; and does not obligate the Council for more than one year. Any action beyond pre-approved

budget levels; committing more than \$25,000 in Council funds; or a multi-year activity must receive full approval by the Council.

SECTION 6. All Executive Committee meetings shall be conducted in compliance with the provisions of Article VIII of these Bylaws and § 1218.45 of the Order. A majority of the Executive Committee shall constitute a quorum for any Executive Committee meeting. Executive Committee meetings shall be conducted within the guidelines, actual or implied, which have been established by the Council. The procedures applicable to the Council in Article IX, Section 1 and 2 for voting by mail, telephone, electronic mail, facsimile, or any other means of communications shall also apply to voting by the Executive Committee. No proxy votes shall be permitted.

SECTION 7. An Executive Evaluation & Compensation Committee, which will include the USHBC Chairperson and Vice Chairperson, shall annually evaluate the performance of the President and will share the results of the evaluation with the Council and USDA.

ARTICLE VII

STAFF AND THEIR DUTIES

SECTION 1. The Council may hire a President and the President may hire or designate such other employees as the Council may designate. As an alternative to an employee, the Council may contract for management services to perform the functions prescribed by the Bylaws and the Order.

SECTION 2. Subject to the general supervision and control of the Council, the President shall: (a) employ, supervise, and be responsible for the discharge of all Council employees, agencies, consultants, and other suppliers. (b) be responsible for all notices the Council is required to give; (c) assemble, compile, analyze, and provide all information necessary in connection with the performance of official Council duties; (d) prepare all resolutions setting forth Council actions; and (e) be responsible to the Council at all times for the proper administration of Council activities.

SECTION 3. The President shall ensure compliance with all provisions and requirements of the Act, Order, and these Bylaws.

SECTION 4. The President, serving as Administrative Secretary/Treasurer, under the general supervision of the Secretary and Treasurer, shall perform such duties as the Secretary and Treasurer may authorize and direct, including the: (a) preparation and maintenance of minutes of all meetings; (b) collection and deposit of all funds due to the Council; (c) keeping of books of account; and (d) co-signing contracts and checks on the Council behalf.

SECTION 5. The President shall ensure compliance with all provisions and requirements, including knowledge of the Act, Order, USDA rules and regulations, and USHBC policy.

ARTICLE VIII

MEETINGS

SECTION 1. The Council shall hold its Annual Meeting before the beginning of each fiscal period, which begins on January 1 of each year.

SECTION 2. Other meetings of the Council may be held whenever called by the Chairperson, or by the Vice-Chairperson acting in the Chairperson’s stead, or by joint call of a majority of the Council members. Any and all business coming before the Council may be transacted at such meetings.

SECTION 3. At a properly convened meeting, it will be considered a quorum when a minimum of 11 members, or their alternates serving in their absence, are present. [§1218.45(a)]

SECTION 4. Meetings may be held at locations for the convenience of the Council members or for enhancement of relations with program participants. Council meetings may also be conducted via telephone, video conference or other platforms provided the ten (10) day notice policy is adhered to. [§1218.45(c)]

SECTION 5. Notice of all meetings, together with a written agenda, shall be mailed or e-mailed to each member of the Council. Such notice will be made at least ten (10) days prior to the meeting date. In case of an emergency, all possible advance notice will be given by fastest practical means of delivery without regard to the ten (10) day requirement. The Secretary of Agriculture shall be given the same notice as members.

SECTION 6. All Council proposals, programs, plans, and projects, or recommendations, including those to the Secretary of Agriculture, shall be in the form of a motion. All resolutions, upon adoption, shall be recorded and shall become a part of the official minutes. All adopted resolutions, which constitute Council policy, shall remain as such until amended by Council action.

ARTICLE IX **VOTING PROCEDURES**

SECTION 1. All votes may be cast in person, or by electronic voting or other means as the Council deems appropriate to allow members participating by telephone, video conference or other platforms means to cast votes, and each member shall have one vote. [§ 1218.45(f)]

SECTION 2. In lieu of voting at a properly convened meeting, and when in the opinion of the Chairperson such action is necessary, the Council may take action if supported by one vote more than 50 percent of the Council members by mail, telephone, electronic mail, facsimile, or any other means of communication. In such an event, all members and the Secretary of Agriculture must be notified, and all members shall be provided the opportunity to vote. Any action so taken shall have the force and effect as though such action had been taken at a properly convened meeting. All such votes shall be recorded in Council minutes. Votes taken by telephone shall be confirmed promptly in writing. [§ 1218.45(g)]

ARTICLE X **COMMITTEES**

SECTION 1. It will be considered a quorum at a committee meeting when at least one more than half of those assigned to the committee are present. Alternates may also be assigned to committees as necessary. Committees may also consist of individuals other than Council members and such individuals may vote

in committee meetings. These committee members shall serve without compensation but shall be reimbursed for reasonable travel expenses, as approved by the Council. [§ 1218.45e]

SECTION 2. Upon authorization of the Council, the Chairperson shall appoint standing, ad hoc, or working committees. Working committees may include persons other than Council members. Committee members shall be appointed, in consultation with the Executive Committee for a three-year term with the ability to be reappointed for an additional term before having to roll off the committee for a minimum of one year before being eligible for reconsideration.

SECTION 3. The Council's Chairperson shall appoint committee chairpersons in consultation with the executive committee. Committee chairpersons and committee vice-chairpersons shall be appointed for a one-year term, with the ability to be appointed for an additional one-year term. Vice-chairpersons would automatically assume the committee chair position the following year.

SECTION 4. Each Council committee shall meet at the call of the committee chairperson with the consent of the Council Chairperson. No committee or any member thereof, shall have the authority to obligate the Council with the exception of the Executive Committee as detailed in Article VI, Section 4. In the absence of the Secretary or Administrative Secretary, the committee chairperson shall arrange for and authenticate the committee meeting minutes.

ARTICLE XI **BONDS**

SECTION 1. Council officers, employees, and agents who handle funds for the Council shall be placed under fidelity bonds issued by a reputable bonding company in an amount to be fixed by the Council. The premiums of such bonds shall be paid by the Council.

ARTICLE XII **PERSONAL LIABILITY**

SECTION 1. No Council member, alternate member, or employee shall be held personally responsible, either individually or jointly with others, in any way whatsoever, to any person for errors in judgment, mistakes, or other acts of either commission or omission of such member, alternate member, or employee, except for acts of dishonesty or willful misconduct. [§ 1218.75]

ARTICLE XIII **PROCEDURE AND TRANSACTION OF BUSINESS**

SECTION 1. The Council and its committees shall be governed in its deliberations and in the transaction of business by these Bylaws, Council policies and the provisions of the Order and the Act. Any matter of procedure not covered by these Bylaws shall be governed by Robert's Rules of Order.

SECTION 2. No person who is not a Council member or employee or representative of the Secretary of Agriculture shall be entitled to participate in the deliberations and proceedings or speak at official

meetings of the Council, its Executive Committee, or its other committees, unless authorized by the Chairperson or the committee chairperson.

ARTICLE XIV **POWERS OF THE COUNCIL**

SECTION 1. Any officer, agent, employee appointed, elected, or employed by the Council shall be subject to removal or suspension by the Council at any time. No Council officer, member, alternate member, employee, or agent shall have the authority to obligate the Council unless such authority has been expressly delegated. All decisions, acts or performances of any such officer, member, alternate member, employee or agent shall be subject to the continuing right of the Council to disapprove of the same, and upon disapproval by the Council, shall be deemed null and void to such extent as the Council may determine.

ARTICLE XV **EXPENSES**

SECTION 1. Council members, alternate members, committee members, or employees, when acting on authorized business, shall be reimbursed for necessary and reasonable expenses incurred by them in the performance of their duties.-[§1218.46]

SECTION 2. The procedure and forms for approval of expense reimbursement requests and for filing claims for reimbursement shall be as set forth in the Council policy manual and reviewed and approved by the Council and USDA.

ARTICLE XVI **AMENDMENTS**

SECTION 1. The Council may amend these Bylaws at any Council meeting by an affirmative vote of no less than eleven (11) members.

SECTION 2. All Council members and the Secretary of Agriculture shall be notified at least ten (10) days in advance that an amendment will be considered.

ARTICLE XVII **EFFECTIVE DATE**

SECTION 1. These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Council with the approval of the Secretary of Agriculture.

Bylaws originally approved by the Council [April 22, 2002], amended and restated by the Council June 2015, March 2016, September 2016, March 2017, April 2018, September 2024. This version incorporates all amendments approved by the Council and USDA through September 2024.