

By Laws of the
National Processed Raspberry Council

Adopted: June 4, 2013
Last Amended: May 25, 2016

ARTICLE I
NAME AND LOCATION

1. **Name.** The name of this organization shall be the National Processed Raspberry Council (herein referred to as the "Council"). The program administered by the Council is the Processed Raspberry Promotion, Research, and Information Order (Order), hereinafter referred to as the "Order" (7 CFR Part 1208). The Council and the Order are authorized by the Commodity Promotion, Research, and Information Act of 1996 (the "Act") [7 U.S.C. 7411-7415].

Mission.

The National Processed Raspberry Council will invest in research on the health and wellness benefits of raspberry consumption and communicate the advantages of raspberries to consumers, food manufacturers and foodservice decision makers in order to build demand and secure the long-term viability of the industry.

2. **Location.** The principal office of the Council for its transaction of business shall be located at 1796 Front Street, Lynden, WA 98264. The Council is hereby granted full power and authority to change the location of the principal office and may establish such other offices, as it deems appropriate.

All office rental or lease agreements created on behalf of the Council must be established and approved in advance by a majority vote of the Council. Two authorized signatories shall jointly sign all lease or rental agreements for office space. Such signatories shall be: the Executive Director and a Member who serves on the Executive Committee or, in the absence of the Executive Director, two Members who serve on the Executive Committee. The Council shall review the rental or lease agreement annually prior to its renewal, as necessary.

All records, books, and minutes of Council meetings shall be kept at Council headquarters. Council records and office access shall be made available to the public as described in Act and Order.

ARTICLE II
PURPOSES, POWERS AND DUTIES

1. **Scope of Activity.** The Council activities are herein adopted as described in the Order.

2. **Powers & Duties.** The powers and duties of the Council are herein adopted as described in the Order (7 CFR Part 1208.47). These By Laws shall not take precedence to federal statutes (including the Act), the Order, and the USDA Guidelines, governing powers and duties of the Council.

ARTICLE III MEETINGS OF COUNCIL

1. **Regular Meetings.** The Council shall hold regular meetings in the United States in accordance with the Open Public Meetings Act. At the first meeting of each fiscal period, the Council will select a Chairperson, Vice Chairperson and other officers as appropriate, who will conduct meetings throughout the period.
2. **Meeting Notification.**
 - a. **Regular Meetings.** All Council members (“Members”) and alternates (“Alternates”) will receive a minimum of 20 (twenty) days advance notice of all Council and committee meetings. The Secretary of Agriculture shall be given the same notice as Members and Alternates.
 - b. **Special Meetings.** The Chairperson or Vice Chairperson acting in the Chairperson’s stead may call a special meeting of the Council or by a majority of the Council Members present by mail, telephone, electronic mail, facsimile, or any other means of communication. Such notice must be delivered at least twenty-four hours before the time of such meeting as specified in the notice.
3. **General Order of Business, unless otherwise determined by the Chairperson shall be as follows:**
 - a. Roll Call
 - b. Reading and approving of minutes of previous meeting(s)
 - c. Reports of officers and standing (permanent) committees
 - d. Reports of special committees, if necessary
 - e. Old business (action on written agenda items)
 - f. New business
 - g. Additions to agenda items
 - h. Executive Session, to address personnel or legal issues, if necessary.
4. **Attendance.** If a Member of the Council consistently refuses or otherwise fails to perform the duties of a Member of the Council, or if a Member of the Council engages in acts of dishonesty or willful misconduct, the Council may recommend to the Secretary of Agriculture that the Member be removed from office.
5. **Quorum & Voting.** It will be considered a quorum at a Council or committee meeting when at least one more than half of the Members of the Council or persons assigned to a committee are present. An Alternate will be counted for the purpose of determining a quorum only if the Member for whom the person is the Alternate is absent or disqualified from participating. Unless otherwise expressly provided by

these Bylaws, matters requiring approval or adoption by the Council shall be approved or adopted by a majority vote of the Members present.

6. **Minutes.** It is the responsibility of the Council through its designee to maintain minutes of all meetings and submit such records to the Secretary. Draft minutes shall be submitted to the Council for review as soon as practicable after the meeting.
7. **Rules.** This Council is governed by the following, except as otherwise provided by the Act:
 - a. Order (7 CFR 1208)
 - b. USDA policies and guidelines
 - c. The Council's Policies and Procedures Handbook
 - d. These By Laws and incorporated amendments of these By Laws
 - e. Robert's Rules of Order

ARTICLE IV COMMITTEES

1. **Committees.**
 - a. The Council shall establish committees as deemed necessary for the carrying out of the purposes and objectives of the Order. The Council Chairperson is authorized to appoint Committee chairs. The Committee Council Chairperson may also appoint committee members from Alternate members of the Council or public or industry persons in general to serve on Council committees. Committees shall include, but not be limited to, the following:
 - i. Marketing
 - ii. Research
 - iii. Executive
 - iv. Special
 - b. Each Committee Chair shall be appointed by the Council Chair and confirmed by the Council. The Committee chairperson shall appoint all members of their respective committee in consultation with the Council Chair.
 - c. Only Council Members may serve as committee chairpersons, and no Member shall serve as chairperson of more than one regular committee.
 - d. All committees of the Council shall conduct their activities in accordance with these By Laws and Council's Policies and Procedures Manual. 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. Decisive acts of the committee are subject to final Council approval and are to be presented in the form of recommendations. The Council shall be the final authority by majority vote regarding recommendations from and proposals by each committee or its chair.
 - e. All committees of the Council shall operate under the direction of the Council and shall be cognizant of their duties to the public interest.

- f. Committee membership is open to other members of the processed raspberry industry who have an interest in the processed raspberry industry or can provide valuable input to committee discussion.

2. **Marketing Committee.** The Marketing Committee shall perform the following duties:

- a. Develop programs and projects and recommend them to the Council. Also, contracts for the development and carrying out of programs or projects of research, information, or promotion will be recommended to the Council.
- b. Establish plans and proposals for advertising, sales, public communications and other such programs for maintaining or expanding present markets or to create new markets for processed raspberries. Such programs shall be directed toward increasing the sale of raspberries without reference to specific brand or trade names, but may enlist the cooperation and support of those companies within the industry to promote generically.
- c. In concert with the Executive Director or the marketing contractor(s) or other designees, gather information, consider proposals, and make recommendations to the Council. The activities shall include but not be limited to marketing, advertising, development of new or improved raspberry products and any related activities specifically directed by the Council.
- d. Provide oversight in the execution of marketing projects by contractors or designate others as delegated by the Council. In addition, the committee may review contract deliverables and invoices for related activities in concert with the Council Treasurer. The committee and Treasurer will report to the Council findings and recommendations on a regular basis.
- e. Assist the Council in establishing and reviewing the Logo that represents the Council. Any logo change shall only be enacted by a majority vote of the Council.
- f. Maintain a current and accurate web page. The Marketing Committee, in conjunction with designated contractor(s) and/or the Executive Director, may materially change the content or format of the website consistent with approved Council direction.
- g. Work in concert with marketing contractor(s), Executive Director and/or designee to consider establishing joint generic marketing agreements with other states, commodity associations, or governments.
- h. Examine export or domestic markets to maintain and/or create new business opportunities for the processed raspberry industry.
- i. In concert with the marketing contractor(s) and/or the Executive Director, work to identify external funding opportunities to help secure promotional opportunities for the industry. Any final agreement to accept and execute external funding programs must receive Council approval.
- j. Review and create annual marketing objectives and incorporate the work plan of any marketing contractors as part of its planning process. Marketing Committee plans will be presented to the Council as recommendations for final approval.

3. **Research Committee.** The Research Committee shall perform the following duties:
 - a. Gather information, consider proposals, and make recommendations to the Council on fields of research related to processed raspberries or raspberries for processing as authorized by the Council.
 - b. Provide oversight of research projects as delegated to contractors, and review performance reports and invoices to ensure that deliverables are being met. The Committee Chair will report to the Council and provide recommendations in coordination with the Executive Director.
 - c. Research projects will be conducted at domestic and international academic institutions, when, in the judgment of the committee and the Council, an international institution provides more appropriate facilities for certain types of research. Approval of all projects is subject to final Council approval.
 - d. In concert with any relevant research contractor and/or the Executive Director, identify external funding or grant opportunities that will help conduct research and make recommendations to the Council for approval.
 - e. Review and create committee objectives on an annual basis, and incorporate a work plan to continue certain research projects and initiate new projects. Such plan will be presented to the Council as recommendations for final approval.
 - f. In conjunction with the Council and the Executive Director, collect and distribute information to interested parties through newsletters, e-mail, annual reports, etc. Any and all communications media (electronic, print, social) will be considered for use.
 - g. Ensure that contents of the newsletter and other publications maintain consistent high standards and objectivity to best present the facts.

4. **Executive Committee.** The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer, and the chairperson of all regular standing committees, and perform the following duties:
 - a. Review income and expenditures, monitor cash flow, develop the Council's annual budget, oversee investment of the Council's cash reserves, and prepare the following year's budget.
 - b. Propose periodic budget amendments consistent with actual income and expenditures as may be necessary.
 - c. Function as the policy steering committee for the Council subject to final approval by the Council.
 - d. Receive and hear complaints regarding Council actions, and make recommendations for corrective action to the Council.
 - e. Review the By Laws and policies and procedures of the Council, and make recommendations to the Council for any changes, additions, or deletions that are in the best interests of the Council, or are necessary to be in compliance with federal policy and procedures.
 - f. Review personnel and legal matters affecting the Council, including lawsuits challenging the Council.

5. **Special Committees.** From time to time, special ad hoc committees may be established by the Council for the investigation, study or reviews of specific matters as are deemed necessary.
 - a. Special committee purposes shall be approved by a majority vote of the Council. Special committees shall limit their activities to the accomplishment of the purpose for which they were created and terminate upon completion of the purpose. Special committees may be renewed annually by a vote of the Council.
 - b. The Council will outline the intent and purpose of a special committee. The objectives and activities of any special committee shall be communicated to all Council members.
 - c. Any person appointed to a special committee who is not a Council Member, shall have all the rights, powers and duties of any other committee member, including voting privileges on the committee, unless otherwise provided in these By Laws.
 - d. 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. Decisive acts of the special committee are subject to final Council approval and are to be presented in the form of recommendations.

ARTICLE V OFFICERS & DUTIES

1. **Officers.** The Council shall elect a Chair, Vice-Chair, Secretary, and Treasurer and establish any other position when it deems advisable. Officers shall be delegated appropriate administrative duties as described in this Article V.
2. **Term of Office.** Officer elections are to be held at the first meeting of each fiscal period. Officers elected by the Council shall serve one year terms, or until new officers are elected. Officers may be re-elected annually to the office previously held or to other offices of the Council, but may not hold more than one office per term. If so designated by the Council, the position of Secretary/Treasurer may be combined, but must be re-established each year as combined.
3. **Chairperson (Chair).**
 - a. The Chairperson (Chair) shall preside at all meetings of the Council and conduct meetings according to Robert's Rules of Order. The Chair will review agenda items for new business by Council Members and make use of the Executive Director to receive any requests.
 - b. The Chair, with the Treasurer, Vice-Chair and Executive Director, shall have signing authority on bank accounts for the Council. The Chair (or Treasurer or Vice Chair) shall sign on behalf of the Council any contract or other instrument, along with the Executive Director, or, in the Executive Director's absence, with at least one other Member who also serves on the Executive Committee, where execution of such has been authorized by the Council,

except when such signing authority and/or execution has been expressly delegated by the Council.

- c. The Chair will ensure that personal services contracts have been properly bid when required. The Chair will further ensure that any contract is in writing and established prior to obtaining outside services. He or she may designate Council Members and others to help to ensure such procedures. The Chair may collaborate with the Executive Director and relevant committee chairs regarding questions when reviewing contracts for signature.
- d. The Chair shares joint signing responsibility for payment of accounts with the Executive Director or, in the absence of the Executive Director, another Member who also serves on the Executive Committee. Signature authority for payment is conferred to the Members of the Executive Committee and Executive Director unless expressly delegated by previous vote of the Council for specific actions.
- e. The Chair shall be a full Council Member for voting purposes and is allowed one vote equal to any other Member.
- f. It is the prerogative of the Chair to serve on any committee.
- g. In cooperation with the Executive Director, the Chair will ensure that newly elected Members receive adequate introduction and training in their roles as members. This may include introduction to other Members, government personnel, and pre-printed publications to include the By Laws, as well as governing documents (Act, Order, AMS guidelines).

4. Vice-Chairperson (Vice-Chair).

- a. The Vice-Chairperson shall act as and perform all the duties of the Chair in the absence of the Chair.
- b. The Vice-Chair shall have signing authority for banking accounts and disbursements and contracts along with the Executive Director or, in the Executive Director's absence, either the Chair or Treasurer. He or she shall perform additional duties as may be assigned by the Chair.
- c. In the event that the Chair cannot perform or execute the duties of his or her office, the Vice-Chair shall serve as acting Chair until the Chair is able to reassume duties or the Council elects a new Chair.

5. Treasurer

- a. The Treasurer shall be responsible for the financial affairs of the Council. The Treasurer may recommend establishment of a finance committee, but if such committee is to be a formal committee of the Council, then the committee must be approved by the Council. The Treasurer may work directly with the Chair, Executive Director, other Members and designated others, to review transactions and prepare financial reports to aid the Council in management of the Council budget. In addition, the Treasurer shall work in conjunction with the Chair, Executive Director, other Members, governmental officials, and designated others to ensure that all financial records and transactions are in order at all times.

- b. The Treasurer shall submit financial reports to the Council and USDA, and may delegate certain duties of the office to designated parties or staff that serve the Council, subject to Council approval, when the action is necessary for the handling of the financial affairs of the Council in a timely manner.
- c. The Treasurer shall, along with the Executive Director or, in the Executive Director's absence, with the Vice-Chair or Chair, have signing authority for bank accounts and check disbursements. The Treasurer will ensure timely reconciliation of bank records or by designated others and ensure within the greatest extent, that supporting documentation is reviewed to maintain verification for disbursements. Through Council approval, the Treasurer shall recommend and work with a designated party to provide bookkeeping services for the Council. The party designated to prepare checks and reconcile statements will present monthly summaries of those transactions to the Treasurer for inspection and for preparation of quarterly Treasurer reports. Any questions or concerns by Council members of transactions, especially related to suspect discrepancies may be addressed to all Council members, but should be first directed to the Treasurer and Chair prior to such presentation. Such concerns shall be presented by the Treasurer and evaluated at the Council meeting if unable to be resolved prior.
- d. Expenses of less than \$2,500.00 and not covered by Article V(5)(e) below, shall not require additional Council approval of the written USDA-approved expense tracking method but shall be the responsibility of two persons with signing authority. Expenses in excess of \$2,500.00 and not covered by Article 5(e) below shall require Council approval of the written USDA-approved expense tracking method prior to payment.
- e. Expenses such as contract payments, trip reimbursements, and research payments shall be prepared for payment by the designated financial party after Council approval of related contracts. The Council Staff is authorized to make payments for expenses on approved contracts, and is responsible for demonstrating verification of the service delivery to the Council at its next subsequent meeting. The Executive Director may present documented support for verification to the Council prior to such meeting.
- f. With regard to Contracts approved for marketing, research, and other agreements that require progress payments, any of the following may apply to verify performance:
 - i. Monthly reports
 - ii. Itemized billings and supporting documentation
 - iii. Special reports such as trip reports
 - iv. Other evidence of performance as compared to the deliverables required in the contract.
- g. The Treasurer shall provide accurate current and historical information to the Council for budgeting purposes prior to the beginning of each fiscal year. The Treasurer will secure an annual financial audit to be performed by an independent CPA, at the end of each fiscal year, and submit the audit report to the USDA.

- h. The Treasurer shall, with assistance of the Chair and designated others, ensure compliance with all financial requirements as needed by USDA.
 - i. The Treasurer shall oversee the preparation of and shall provide to the Members and Alternates quarterly financial reports, including account statements, budget status, and financial projections.
- 6. **Secretary.** The Council may create the position of Secretary. Alternatively, it may be combined with the Treasurer position. 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's duties may be delegated to Council staff or a designee. The designee of the Council, which could include the Executive Director, shall record minutes and distribute summaries to the Council. The designee is authorized to tape record each meeting to insure completeness and accuracy of minutes.
- 7. **Council Members.**
 - a. Council members, as part of the Council, shall review committee recommendations for budget allocations, contracts, contractor positions, special projects and other Council related proposals. Further, the Members shall review recommendations by the Executive Director and others designated for various Council duties.
 - b. Council Members are responsible to keep informed on various issues that may be brought up in meetings, and should become informed about issues that will be brought up according to the agenda as posted in advance. Members should be familiar with all applicable authorities (Act, Order and AMS Guidelines), Roberts Rules of Order, these By Laws, and the Council's Policies and Procedures. Members may assist in suggesting guest speakers and others presenters to assist in understanding relevant issues before the Council.
 - c. Council Members will work directly with the Chair and with Committees in developing long-range planning and in setting forth the annual plan and budget allocations. Members shall oversee the application process for grants and contracts upon advisement of Council contractors, the Executive Director, or upon advisement of Committee Chairs. Further, Members shall, during Council meetings give final approval to accepted applications in the creation and execution of s grants and contracts. Grants and contracts should reflect the objectives of the Council in both long and short-term planning.
 - d. Media requests to Council members should be directed to the Executive Director.

ARTICLE VI
EXECUTIVE DIRECTOR DUTIES

The Council may hire an Executive Director and such other employees as the Council may designate.

Executive Director will perform in the following categories:

1. Management and Administration. The Executive Director will provide management oversight as the lead staff person for the Council and shall manage the daily business operations of the Council. The Executive Director shall recommend establishment or revision of policies and procedures relating to Council operations and industry issues as necessary. He or she shall coordinate preparatory reports and agendas, assist in budget and financial reports, organize presenters, and make all general arrangements for Council meetings to include invitations, hotel reservations, and provide follow-up actions and tracking of issues as requested. He/she shall ensure compliance with all provisions and requirements of the Act, Order, and these By Laws.
2. Work with Council Committees and Contractors. The Executive Director will assist the committees with new and on-going activities and projects. He or she will act as liaison between the Council and contractors. The Executive Director will pursue grant programs for funding and make recommendations to the Council for application. As needed, the Executive Director will assist committees in annual review of proposals, and act as liaison between the Council and external organizations. He or she will assist the research committee to establish priorities and relay approved priorities and projects to researchers. The Executive Director will work with the marketing contractor(s) to create, establish and attain work plan goals for proposal and execution. He or she will follow-up with the marketing contractor(s) to verify completion of deliverables in the work plan and report to the Council, the Chair, and Committee Chairs the completion of contractor's deliverables for periodic review and payment. The Executive Director will brief the Council with regard to ongoing activities being performed by contractors at regular meetings and arrange for contractors to be present at meetings as necessary to brief the Council directly.
3. Marketing, Public Relations and Communications. The Executive Director will serve as liaison between the Council, government, the raspberry industry, the public, and the agriculture industry in general. He or she will act to increase awareness and interaction between the Council and its Members regarding current events, industry trends, and issues of significance to the raspberry industry. The Executive Director will work as representative of the Council with regard to media inquiries, will coordinate press conferences when necessary, and will collaborate with the Marketing Chair and marketing contractor(s) regarding the creation of the newsletter, marketing collateral, and the website, and the coordination of trade shows and other marketing activities as authorized by the Council.
4. Liaise with Government Agencies and Programs. The Executive Director will serve as liaison between the Council and government agencies to create opportunities that will promote successful interaction and problem solving. He or she will inform the Council about current issues which may impact the industry. He or she will develop a working knowledge of pertinent federal laws that regulate the Council. The Executive Director will initiate and maintain contact with various agencies, research

institutions, other commodity Councils and various trade associations that can help present or identify issues of similar priorities as the processed raspberry industry.

5. Budgeting, Assessment Collections, Financial Report Assistance. The Executive Director will assist in the preparation of the annual budget with the Treasurer and/or other designated parties. He or she will serve as a resource regarding budget activities and facilitate financial information sharing to the Treasurer and to the Council. He or she may prepare budget performance projections and financial statements in concert with the Treasurer for regular and special meetings as authorized. The Executive Director will monitor the collection of assessments. The Executive Director will perform management oversight for the reconciliation between harvested or imported amounts as reported by processors or import statistics to ensure accuracy. He or she will develop a comprehensive routine to ensure prompt payment of assessments, will perform verification procedures to include collection of all importer and processor reports and conduct crosschecks and random first handler audits to verify accuracy of such reports. The Executive Director will send delinquent reminders, including penalty and interest charges, and actively follow-up to secure payments.

ARTICLE VII PERSONAL LIABILITY

No Council Member, Alternate, 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 or employee for actions taken in connection with their responsibilities as a Member, Alternate or employee of the Council, except for acts of dishonesty or willful misconduct. The Council shall maintain appropriate Council and Officers liability insurance coverage.

ARTICLE VIII BOND

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 IX PROCEDURES AND TRANSACTIONS OF BUSINESS

1. The Council shall be governed in its deliberations and in the transaction of business by these By Laws and the provisions of the Order and the Act. Any matter of procedure not covered by these By Laws shall be governed by Robert's Rules of Order.
2. No person who is not a Council Member, Alternate, 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 X POWERS OF THE COUNCIL

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, 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, 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 XI AMENDMENTS

Power to Amend. The Council may amend these By Laws subject to approval of the Secretary at any Council meeting by an affirmative vote of a majority of its members. All Council members and the Secretary of Agriculture shall be notified at least twenty (20) calendar days in advance that an amendment will be considered.

ARTICLE XII ADOPTION

Effective Date. These By Laws and any amendments thereto shall become effective upon adoption by a majority vote of the Council and approval of the Secretary of Agriculture.