

**BY-LAWS OF THE
NATIONAL DAIRY PROMOTION AND RESEARCH BOARD**

BY-LAWS OF THE NATIONAL DAIRY BOARD

ARTICLE I

Name and Offices

Section 1. This Board is established pursuant to the authority of the Dairy and Tobacco Adjustment Act of 1983 (P.L. 98-180), and the Dairy Promotion and Research Order (7 CFR Part 1150) and shall be designated as the National Dairy Board, hereinafter referred to as the “Board”.

Section 2. The principal office of the Board shall be located in accordance with the direction of the Board. Other offices may be established or designated at such other places as the Board may determine.

ARTICLE II

Purpose

Section 1. The purpose of the Board is to administer the provisions of the Dairy Promotion and Research Order, hereinafter referred to as the “Order”, established pursuant to the Dairy and Tobacco Adjustment Act, hereinafter referred to as the “Act”, through the establishment of an orderly procedure for the development and financing through an assessment, of an effective and continuous coordinated program of advertising, promotion, research and nutrition education for milk and other dairy products, and to encourage the coordination of programs of promotion, research and nutrition education designed to strengthen the dairy industry’s position in the marketplace and to maintain and expand (i) domestic markets and domestic uses for fluid milk and dairy products produced in the United States or imported into the United States and (ii) foreign markets and foreign uses for fluid milk and dairy products produced in the United States.

ARTICLE III

Definitions

Section 1. Terms which are defined in the Act, the Order, and rules and regulations issued thereunder, shall be defined in the same manner in these By-Laws.

ARTICLE IV

Meetings

Section 1. A meeting of the Board shall be held annually, within 90 days of the end of each fiscal period. Meetings may be held in person, or by means of any communication technology whereby all attendees are able to communicate with one another and participate. At any such meetings not held in person, all participating members shall be deemed to be in attendance in person for purposes of determining quorum or voting.

Section 2. Additional meetings of the Board may be held whenever called by the Chair, or by the Vice Chair acting as Chair, or by nine or more members of the Board, and any and all business coming before the Board may be transacted at such meetings.

Section 3. Notices of all meetings shall be provided to each member of the Board and to the Secretary of Agriculture, and, except in cases of emergency determined within the discretion of the Chair, every such notice shall be distributed at least 20 days prior to each meeting. In case of an emergency, meetings may be held with as much advance notice as is practical. Notice may be given electronically or by such other means as the Board may determine.

Section 4. Except as stated in Section 5, a simple majority of the members shall constitute a quorum for any meeting of the Board. Any action of the Board shall require the concurring votes of at least a simple majority of those present and voting.

Section 5. Three-quarters of the members shall constitute a quorum for any meeting of the Board in which the approval of a budget of the Board will be voted upon.

Section 6. All votes at assembled meetings of the Board shall be cast by those members who are present. On the determination of the Chair of the Board that a matter is of an emergency nature such that an assembled meeting of the Board is impractical, votes may be cast on such matter in accordance with Section 1150.137(b) of the Order. All votes shall be recorded in the minutes of the Board.

Section 7. Each major proposition, including all recommendations to the Secretary of Agriculture, which the Board may adopt shall be in the form of a resolution. Upon the request of any five members, any such proposition under consideration by the Board shall be presented to the Board in written form prior to voting thereon. All resolutions shall be recorded in the written minutes of the meeting in which the resolution was adopted.

ARTICLE V

Powers and Duties of the Board

Section 1. The Board shall have the Powers and Duties enumerated in Sections 1150.139 and 1150.140 of the Order and any amendments thereto, and shall exercise such Powers and perform such Duties so as to effectuate the objectives and purposes of the Act and Order.

Section 2. The Board shall utilize the Powers and Duties enumerated in the Order to encourage the coordination of dairy products promotion, research and nutrition education programs, including those on the State, regional and national level, and to efficiently utilize existing organizations in the implementation of programs.

ARTICLE VI

Officers and Their Duties

Section 1.1. Officers. The elected officers of the Board shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 1.2. Term of Office. The officers shall be elected by the Board for a period of one year from among the Board members and shall serve until their successors are elected at the first regular meeting after new members have been appointed by the Secretary of Agriculture. In the event that new members have not been appointed by the Secretary of Agriculture by November 1 of any given year, the officers may recommend to the Board the proposed timeline for election of officers for the following year. Such election shall only be held with the approval of the Board.

Section 1.3. Vacancy. In the event of death, resignation, or disqualification of an officer, a successor shall be elected by the Board from members as soon as practical to serve for the remainder of the unexpired term of office.

Section 2. Duties of the Chair. The duties of the Chair shall be: (a) to preside at all meetings of the Board; (b) to call meetings of the Board; (c) to call meetings of the Executive Committee and preside as Chair of such meetings; (d) to have general supervision of the affairs of the Board, and to perform all acts and duties usually incident to and required of an executive and presiding officer; and (e) to be an ex-officio member of all Standing and Special Committees.

Section 3. Duties of the Vice Chair. Duties of the Vice Chair shall be to preside over meetings and otherwise act in the place of the Chair in the Chair's absence, disqualification, desirability, or at the Chair's direction.

Section 4. Duties of the Secretary. The duties of the Secretary shall be: (a) to prepare, or cause to be prepared, the minutes of all meetings of the Board and the Executive Committee which shall include: (i) time and place of meeting, (ii) a list of Board members, Committee members, Committee staff, and Department of Agriculture employees present, (iii) a complete summary of all matters discussed, conclusions reached, and resolutions/motions adopted plus the names of the member or members introducing and seconding the motion for adoption of each resolution, the vote by which each resolution is adopted, and in the event that a roll call vote is taken, the vote of each individual member; (b) to have the minutes for the immediate past meeting of the Board and the Executive Committee available for approval at the next respective meeting; (c) to provide promptly copies of the approved minutes of all meetings of the Board and Executive Committee to the Board members and the Secretary of Agriculture; and (d) to attest to all papers, documents, and other instruments on behalf of the Board. The Secretary may delegate such duties to an authorized person as necessary.

Section 5. Duties of the Treasurer. The duties of the Treasurer shall be: (a) to have custody of all funds and property belonging to or under contract of the Board; (b) to keep, or cause to be kept, regular books of account under the direction of the Board; (c) to collect, or cause to be collected, all monies due to the Board; (d) to deposit, or cause to be deposited, all funds of the Board, or under its control in the form of certificates of deposit or regular deposits in banks or trust companies in which the deposits are federally insured or are covered by collateral posted with the Treasury within the limits designated by the Board, or in securities of the U.S. Government or quasi-governmental corporations authorized by the Board; (e) to cause an audit to be conducted at least annually by a qualified Certified Public Accountant of the Board's financial statements; (f) to submit to the Board members and the Secretary of Agriculture within

30 days of the end of each quarter of the fiscal period a financial report which shall include: (i) balance sheet, (ii) statement of receipts and disbursements, and (iii) comparison of income and expenses with budget and with prior year, however, the financial report for the quarter upon which the fiscal period ends shall be submitted within 90 days of the end of that quarter to ensure that the results of the annual audit may be included in the quarter's report; (g) to serve as custodian of all insurance policies including any fidelity bonds covering all officers and employees and agents of the Board as designated by the Board; and (h) to serve as Chair of the committee having jurisdiction with regard to finances and expenditures of the Board if such a committee is designated by the Chair pursuant to Article VIII, Section 1, 2 and/or 3 of these By-Laws. The Treasurer may delegate such duties to an authorized employee of the Board as necessary.

Section 6. Assistant Secretaries/Assistant Treasurers. The Board may appoint Assistant Secretaries and Assistant Treasurers, and other officers, as the Board may deem necessary or appropriate. The Assistant Secretaries and Assistant Treasurers shall perform such duties prescribed from time to time by the Secretary and Treasurer, respectively, or by the Chair or the Board. Such officers need not be members of the Board.

ARTICLE VII

Executive Committee

Section 1. The initial Executive Committee shall consist of not less than the elected officers of the Board.

Section 2. The Executive Committee shall be responsible for the conduct of duties assigned to it by the Board and shall act within the policies of the Board and any actions taken by the Executive Committee.

Section 3. A simple majority of the members of the Executive Committee shall constitute a quorum for any meeting of the Executive Committee. Any action of the Executive Committee shall require the concurring votes of at least a simple majority of those present and voting.

Section 4. All votes at assembled meetings of the Executive Committee shall be cast by those members present. On the determination of the Chair of the Executive Committee that a matter is of emergency nature such that an assembled meeting of the Executive Committee is impractical, votes may be cast on such matter in accordance with Section 1150.137(b) of the Order, provided that all members of the Committee are given notice.

ARTICLE VIII

Committees

Section 1. Standing Committees.

Section 1.1. The Chair shall appoint from its members such Standing Committees as it may deem necessary for the expeditious handling of the affairs of the Board. No committees, nor any member thereof, shall have any authority to commit the Board except as has been duly delegated by the Board.

Section 1.2. Whenever practical as determined by the Chair, Standing Committees shall be composed of members of the Board with United States producer representation reflecting to the extent practical the geographic regions as defined in Section 1150.131(b) of the Order. The Board may assign Standing Committees such administrative duties as it deems necessary.

Subcommittees of a Standing Committee may be appointed by the Chair, or by the Chair of the Standing Committee, if authorized by the Chair to perform such special duties as the Committee may desire.

Section 2. Special Committees. Special Committees may consist of any number of members and employees of the Board as may be desirable and appointed by the Chair without regard to geographic representation, and may be assigned duties necessary to the handling of such specific matters as the Board deems necessary. Special Committees shall have only such authority specifically granted to them and shall cease to exist upon completion of their assignment and the presentation of a report to the Board.

Section 3. Advisory Committees.

Section 3.1. The Chair may appoint Advisory Committees, consisting of any number of persons, including Board members, as may be desired. Such Advisory Committees shall have only such authority specifically granted to them.

Section 3.2. The Board shall pay the necessary and reasonable expenses and fees of the Advisory Committee members incurred by them while engaged in Board business.

ARTICLE IX

Employees of the Board

Section 1. The Board shall appoint, employ, or contract for the service of such person or persons it deems necessary to effectuate the terms and provisions of the Order, define the duties, determine the compensation for such employees and to designate such titles as to indicate the duties of such employees.

Section 2. Any officer, consultant, agent, or employee appointed, elected, or employed by the Board shall be subject to removal or suspension by the Board at any time. No officer, member, employee, consultant, or agent of the Board shall have the authority to commit the Board unless such authority has been duly delegated.

ARTICLE X

Insurance

Section 1. The Board will procure Directors and Officers insurance to cover all board members, officers, employees and designated agents of the Dairy Board and the premium on such policy shall be paid from revenues of the Board.

ARTICLE XI

Expenses

Section 1. Board members, committee and subcommittee consultants, employees, or agents when acting on authorized business, shall be reimbursed for expenses necessarily incurred by them in the performance of their duties in accordance with the policies established by the Board. The members of the Board shall serve without compensation, but may be paid a per diem allowance as recommended by the Board and approved by the Secretary of Agriculture.

ARTICLE XII

Amendments

Section 1. The Board may amend these By-Laws at any meeting, at which there exists a quorum, upon a two-thirds vote of the members present and voting. However, at least 15 days notice shall be given to all members of the Board and the Secretary of Agriculture and the intent of such amendments to be considered shall be made a part of the meeting notice.

ARTICLE XIII

Miscellaneous Provisions

Section 1. Parliamentary Procedure. The Board, Executive Committee, any Standing, Special or Advisory Committee when in session, shall be governed in its deliberations in the transaction of its business by these By-Laws and by the provisions of the Order and applicable rules and

regulations adopted pursuant to the Order. Any matter of procedure not so covered shall be governed by the most recently published “Robert’s Rules of Order.”

Section 2. Contracts. The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Board. Such authority may be general or confined to specific instances.

Section 3. Confidentiality of Information. All information obtained from the books, records or reports required to be kept pursuant to the Act or Order shall be kept confidential by all persons, including all employees or consultants of the Board and shall not be available to Board members unless the disclosure of such information is required by the Act or Order.

Section 4. Fiscal Year. The fiscal year of the Board shall commence on January 1 and terminate on December 31 of each year.

Section 5. Indemnification. The Board shall indemnify any officer, member, employee, or agent of the Board and protect them from any loss for any action or omission taken in good faith on behalf of any of the Board.

ARTICLE XIV

Time When Effective

Section 1. These By-Laws and any amendments thereto shall become effective immediately upon adoption by the Board and the Secretary of Agriculture.

ARTICLE XV

Dissolution

Section 1. In the event of dissolution of the Board, the affairs of the Board shall be liquidated in the manner delineated in Section 1150.181 of the Order.

ORIGINALLY ADOPTED MAY 17, 1994 (as subsequently amended _____, 2022)

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