

BYLAWS OF THE NATIONAL HONEY BOARD

ARTICLE I

NAME

The organization governed by these Bylaws shall be known officially as the NATIONAL HONEY BOARD, hereinafter referred to as the "Board."

ARTICLE II

PURPOSE

The purpose of the Board and these Bylaws shall be to implement the provisions of the Honey Packers and Importers Research Promotion and Consumer Education and Industry Information Order, and to carry out a coordinated program of advertising, promotion, consumer education, development and marketing research for honey and honey products also to establish a fair and orderly procedure whereby adequate funds can be assembled to fulfill the provisions of this program.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Board shall be at its office located in Frederick, Colorado.

ARTICLE IV

OFFICERS AND THEIR DUTIES

Section 1. The officers of the Board shall consist of a Chairperson, Vice Chairperson and a Secretary/Treasurer.

Section 2. The officers shall be elected annually by the Board from among the qualified Board members. The election shall be held during the annual meeting after

January 1 of each year. Nominations and elections shall be conducted by secret ballot, using the following procedure: (a) Nominations will be submitted by secret ballot with each Board member nominating one individual. All nominees will be presented to the Board for consideration; (b) After all nominees are named, each will be given the opportunity to accept or decline the nomination; (c) The final slate of nominees will be presented to the Board. Board members will be given the opportunity to speak on behalf of the nominees before the vote; (d) A secret ballot is conducted with each Board member voting for one nominated individual. If one nominee receives a majority of the vote, that person is elected; (e) If no nominee receives a majority of the votes cast, a run-off ballot will be conducted with the two nominees receiving the greatest number of votes; (f) The offices will be elected in the following order: Chairperson, Vice Chairperson, Secretary/Treasurer. In the event of death, resignation or disqualification of an officer, a successor shall be elected by the Board at the next regular meeting to serve for the remainder of the unexpired term of office.

Section 3. The duties of the Chairperson shall be: (a) to preside at all meetings of the Board; (b) to call meetings of the Board when deemed necessary; (c) to call any meetings necessary of the Executive Committee and preside as chairperson of such meetings; (d) to have general knowledge of the affairs of the Board, and to perform all acts and duties usually incident to and required of a presiding officer; and (e) to be an ex-officio member of all committees. The Board may designate the immediate past chairperson to serve on the Executive Committee as a "non-voting" member.

Section 4. One of the duties of the Vice Chairperson shall be to act in the place of the Chairperson in that person's absence, disqualification, disability or at the

Chairperson's direction.

Section 5. The duties of the Secretary/Treasurer shall be: (a) to keep a complete record of the proceedings at all meetings of the Board and the Executive Committee; (b) to attest to all papers, documents and other instruments on behalf of the Board; (c) to have custody of all funds and property belonging to or under control of the Board; (d) to keep regular books of accounts under the direction of the Board; (e) to deposit all funds of the Board, or under its control, in a bank or banks designated by the Board; (f) to submit to the Board and the Secretary of Agriculture each month a financial report which shall include: (1) balance sheet; (2) statement of receipts and disbursements; (3) comparison of expenses with the budget; (g) to act as purchasing agent for the Board; (h) to serve as custodian of all insurance policies including any fidelity bonds covering officers, employees, and agents of the Board; and (i) the Secretary/Treasurer or his designee shall meet with the auditors immediately following the annual independent audit of the Board's financial books. The Board may delegate such duties to Board Employees.

Section 6. Checks shall be signed on behalf of the Board by use of two signatures and at least one signature shall be manual. The Board shall maintain necessary controls to insure financial integrity.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. The elected officers of the National Honey Board shall act as the

Executive Committee.

Section 2. The Executive Committee shall be responsible for the conduct of duties and policies as outlined by the Board.

Section 3. The CEO shall serve as an advisor to the Executive Committee.

ARTICLE VI

NATIONAL HONEY BOARD

Section 1. All Board members shall be qualified as defined in the Order.

Section 2. The Board may assist the USDA recognized nominating associations with support activities as needed in conducting their nominations work.

Section 3. Board members must not be in default of the payment of assessments required to be paid under the Order.

Section 4. Failure of any member to attend three consecutive regularly scheduled meetings of the full Board shall result in a recommendation of the Board to the Secretary of Agriculture that such member should be removed from the Board. The Board, by majority vote, may expressly waive implementation of this provision.

ARTICLE VII

EMPLOYEES AND THEIR DUTIES

Section 1. The Board may hire a CEO.

Section 2. Subject to the policies and general control of the Board, the CEO shall: (a) employ, supervise, and be responsible for the discharge of all other employees of the Board; (b) set wages and benefits within the budget; (c) be responsible for all notices the Board is required to give; (d) assemble, compile, and

analyze all information necessary in connection with the performance of the official duties of the Board; (e) prepare all resolutions setting forth actions of the Board; (f) execute all contracts on behalf of the Board, and (g) be responsible to the Board at all times for the proper administration of Board activities.

Section 3. Board Employees, under the general supervision of the Secretary/Treasurer, shall perform such duties as the Secretary/Treasurer, by Board policy, may authorize and direct.

Section 4. The CEO shall be performance evaluated annually or bi-annually per employment contract.

ARTICLE VIII

MEETINGS

Section 1. The Board shall hold its Annual Meeting after January 1 of each year.

Section 2. Meetings of the Board 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 simple majority of the members of the Board. Any and all business coming before the Board may be transacted at such meetings.

Section 3. Meetings may be held at locations for the convenience of the Board members or for enhancement of relations with program participants.

Section 4. Notice of all meetings, together with a written agenda, shall be mailed or emailed to each member of the Board and alternates at their last known address. Such notices will be mailed or emailed at least ten days prior to the meeting date: Provided, that in case of an emergency, as determined by the Chairperson, all possible advance notice will be given by fastest practical means of delivery. In an emergency,

the Chairperson may waive the notice requirement of the section. The Secretary of Agriculture shall be given the same notice as members.

Section 5. All proposals, programs or recommendations of the Board, including those to the Secretary of Agriculture, shall be in the form of motions. All motions, upon adoption, shall be recorded and shall become a part of the official minutes. All adopted motions, as a body, shall constitute policy of Board and shall remain as such until amended by action of the Board.

ARTICLE IX

VOTING PROCEDURES

A majority of the Board members will constitute a quorum so long as at least one of the members present is an importer member and one of the members present is a first handler member. At assembled meetings, votes by the Board shall be cast in person. At assembled meetings, voting by the Board, except for the nomination and election process as noted in Article IV, Section 2, may be on the basis of "yea" and "nay". Any vote taken by mail or electronic means shall cover only: (1) matters which do not require deliberation and the exchange of views or (2) matters of an emergency nature when it would be impossible or impractical to call an assembled meeting of the Board. However, voting by electronic means or mail shall not be permitted if a majority of Board members object. Such votes shall be taken only upon order of the Chairperson and a record of the vote taken shall become a part of the official minutes of the Board. Votes taken when the Board has not assembled shall be confirmed at the next Board meeting.

ARTICLE X

COMMITTEES

Section 1. The Chairperson may appoint Standing and Ad Hoc committees, committee chairpersons and committee members; and, shall report to the Board, in a timely manner, when such are appointed.

Section 2. Committee chairpersons shall be Board members.

Section 3. A committee member may be someone other than a Board member. However, no committee shall have more than one non-board member, unless approved by the Board.

Section 4. Each committee of the Board shall meet at the call of the committee chairperson with the consent of the Chairperson of the Board. No committee nor any member thereof shall have the authority to obligate the Board. In the absence of the Secretary/Treasurer or CEO, the chairperson of a committee shall arrange for and authenticate the minutes of that committee's meeting.

Section 5. Committee Roles and Responsibilities shall be defined and formulated as outlined in the document "Committee Roles and Responsibilities June 2007.doc" attached as Appendix I.

ARTICLE XI

BONDS

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

ARTICLE XII

PERSONAL LIABILITY

No member, alternate member, or employee of the Board 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, either of commission or omission, as such member, alternate member, or employee, except for acts of dishonesty or willful misconduct.

The National Honey Board shall purchase and maintain liability insurance covering Board members individually and collectively when acting as representatives of the Board.

ARTICLE XIII

PROCEDURE AND TRANSACTION OF BUSINESS

The Board shall be governed in its deliberations and in the transaction of business by these Bylaws, the Rules and Regulations and the provisions of the Order. Any matter of procedure not covered by these Bylaws shall be governed by "Roberts Rules of Order." No person, not a member or employee of the Board, shall be entitled to participate in the deliberations and proceedings or speak at official meetings of the Board unless authorized and recognized by the Chairperson of the Board.

ARTICLE XIV

POWERS OF THE BOARD

Any officer, 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 or agent of the Board shall have the authority to obligate the Board 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 Board to disapprove of the same, and upon disapproval by the Board, shall be deemed null and void to such extent as the Board may determine.

ARTICLE XV

EXPENSES

Section 1. Members of the Board, other committees, or employees, when acting on authorized business, shall be reimbursed for expenses necessarily incurred by them in the performance of their duties. In lieu of reimbursement of actual expenses incurred, the Board may establish a per diem allowance to cover such expenses.

Section 2. Each person filing a claim for reimbursement shall be responsible for supplying the necessary receipts or a reasonable explanation of the various expenses incurred. A standard expense voucher will be supplied by the Board for use in filing claims. All such claims for reimbursement shall be filed within 60 days following the date the expenses were incurred. Reimbursable expenses shall include the following: (a) mileage for auto travel at a rate to be determined by the Board; (b) transportation charges of a common carrier (when available, coach service must be utilized on all plane flights under 6 hours; business class may be utilized for international flights over 6 hours); (c) bridge tolls, tips, parking or other charges incidental to transportation, but excluding fuel, oil, auto repairs or service on personal vehicles; (d) all meals, in accordance with NHB Internal Control Policy, while engaged in Board business; (e) hotel or motel room charges when Board business requires the claimant to be away

from his/her place of residence overnight; (f) incidental expenses which are incurred in the performance of Board business, all such expenses to be adequately explained and/or verified.

ARTICLE XVI

AMENDMENTS

The Board may amend these Bylaws at any meeting of the Board by an affirmative vote of a majority of all Board members. Not less than fifteen days notice shall be given to all members of the Board that such amendment will be considered.

ARTICLE XVII

EFFECTIVE DATE

These Bylaws and any amendments thereto shall become effective immediately upon adoption of the Board.

ARTICLE XVIII

INVALIDATION OF BYLAWS

Invalidation of any part of these Bylaws affects only that part.

This printing incorporates all amendments approved by the Board through October 19th, 2018.