

BYLAWS
OF
NATIONAL POTATO PROMOTION BOARD
(Amended February 25, 2019)

ARTICLE I

Name

Section 1. The organization governed by these Bylaws shall be known officially as the NATIONAL POTATO PROMOTION BOARD, also doing business as POTATOES USA, hereinafter referred to as the "Board." The total program administered by the Board is the Potato Research and Promotion Plan [7 CFR 1207], hereinafter referred to as the "Plan."

ARTICLE II

Purpose

Section 1. The purpose of the Board, the Plan and these Bylaws shall be to implement the provisions of the Potato Research and Promotion Act, and to carry out a coordinated program both domestic and internationally of advertising, promotion, development, and marketing research for potatoes produced in and imported into the United States and 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

Section 1. The Board's principal place of business shall be at its office located in Denver, Colorado.

ARTICLE IV

Officers and Their Duties

Section 1. The Board's officers shall consist of a Chairperson and nine (9) Vice-Chairpersons, one of the nine of which will be nominated and elected by the new Executive Committee, at the Potatoes USA Annual Meeting, as First Vice-Chairperson, having expressed an interest to succeed as Chairperson the following fiscal year. The Vice-Chairperson of Finance shall also be the Secretary and the Treasurer. No more than one (1) office shall be elected from any one District, as defined in Article VI, Section 3, with the following exceptions: the Northwest District shall elect four (4) officers, one from each of the two states with the largest production, the other shall be from any of the states with the District, and the North Central District shall elect two (2) officers.

Section 2. The officers shall be elected by the Board for a period of one (1) year or until their successors are elected from among the qualified Board members. The election shall be held during the regular Annual Meeting prior to the beginning of the fiscal year. In the event of death, resignation or disqualification of an Administrative or Executive Committee member, a successor shall be elected by the Board members from the applicable District as soon as practical to serve until the next Annual Meeting. In the event that the departing member was the Board Chairperson, the new Chairperson shall be elected by the Administrative Committee from among the remaining original Executive Committee members.

Section 3. Administrative Committee members shall be nominated by each District according to its share. Each district shall nominate, from among its' Administrative Committee members, one (1) member for executive office, with the exception of the Northwest District which shall nominate three (3) members, as set forth in Article IV, Section 1.

Section 4. The Chairperson's duties shall be to: (a) preside at all Board meetings; (b) call special Board meetings when deemed necessary; (c) call any meetings necessary of the Administrative and Executive Committees and preside as Chairperson of such meetings; (d) have general oversight of Board affairs, and to perform all acts and duties usually incident to and required of a presiding officer; and (e) be and ex-officio member of all committees.

Section 5. One of the duties of the First Vice-Chairperson shall be to act in place of the Chairperson in the Chairperson's absence, disqualification, disability, or at the Chairperson's direction. In the event of disqualification or disability of the Chairperson, the First Vice Chairperson shall assume the role of the Chairperson for the remainder of the one-year term; however, the First Vice Chairperson shall not be disqualified from serving a succeeding full one-year term pursuant to Potatoes USA Board Policy 7.8:

POLICY NUMBER: 7.8
SUBJECT: NOMINATING COMMITTEE
DATE OF APPROVAL: 02/25/19

The Executive Committee will serve as the Nominating Committee for the purpose of nominating a candidate(s) for Chairperson of the Board. The immediate Past-Chairperson of the Board will serve as Chairperson of the Nominating Committee. Interested candidates for Chairperson will notify the Nominating Committee of their interest by the Winter Meeting so that the Nominating Committee can announce its recommendation prior to the Potatoes USA Annual Meeting

Section 6. The Secretary’s duties shall be to: (a) cause to be kept a complete record of the proceedings at all meetings of the Board and the Administrative and Executive Committees; and (b) attest to all papers, documents and other instruments on behalf of the Board. The Secretary may delegate such duties.

Section 7. The Treasurer’s duties shall be to: (a) be responsible for the safekeeping of all funds and property belonging to or under control of the Board; (b) cause to be kept regular books of account under the direction of the Board; (c) cause to be deposited all funds of the Board, or under its control, in a bank or banks designated by the Administrative Committee; (d) cause to be submitted to the Board and the Secretary of Agriculture each quarter a financial report which shall include: (1) balance sheet, (2) statement of receipts and disbursements, (3) comparison of expenses with the budget; and (e) be responsible for all insurance policies, including any fidelity bonds covering Board officers, employees and agents. The Treasurer may delegate such duties.

Section 8. Contracts involving program implementation and/or legal representation shall be signed on the Board’s behalf by any two (2) persons authorized by Administrative Committee resolution. Checks shall be signed on the Board’s behalf by use of a manual signature or stamp of the Treasurer’s signature (a manual signature of the Chairperson will be used if the Treasurer becomes inaccessible) and one (1) additional manual signature of persons authorized by Administrative Committee resolution. (Stamp security described in the Financial Management & Accounting Policies & Procedures Manual.)

ARTICLE V

Executive Committee

Section 1. The Executive Committee shall consist of the elected officers and, if appointed, the immediate Past-Chairperson.

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

Section 3. The Executive Committee term of office shall be one (1) year or until their successors are elected. There shall be no limit to the number of subsequent terms for any Board member on the Executive Committee except the limitation upon him or her as a Board Member.

Section 4. The Executive Committee shall meet upon the call of the Chairperson or by call of a voting majority of its members.

Section 5. All Executive Committee meetings shall be in compliance with the provisions of Article IX, Sections 3, 4, and 5.

Two-thirds (2/3) of the voting members of the Executive Committee then in office shall constitute a quorum for any Executive Committee meeting. However, a quorum must also be balanced by regions, prohibiting any one region from having the majority of votes at an Executive Committee meeting where less than a full attendance might alter the balance. All votes shall be decided by a simple majority of those in attendance or voting on the basis of one person one vote. The procedure applicable to voting by mail, e-mail, telephone, or virtual meeting (Article X, Section 2) shall also apply to voting by the Executive Committee. However, no proxy votes shall be used.

Section 6. The Executive Committee shall annually evaluate performance of the President/CEO and make such recommendations as it deems appropriate.

Article VI

Administrative Committee

Section 1. The Administrative Committee shall consist of forty (40) members composed of the public member, an importer member, and thirty-eight (38) potato producers representing the districts as follows: Northwest – eighteen (18), North Central – eight (8), Northeast – four (4), Southwest – two (2), South Central – three (3), and Southeast – two (2). If appointed, the immediate Past-Chairperson shall be a non-voting fortieth (40th) member of this committee.

Section 2. If there is more than one importer member on the Board, the importer member on the Administrative Committee shall be selected by the Board's importer member.

Section 3. Administrative Committee members shall be nominated by each District according to its share. Each district shall nominate, from among its' Administrative

Committee members, one (1) member for executive office, with the exceptions of the Northwest District which shall nominate four (4) members and the North Central District which shall nominate two (2) members, as set forth in Article IV, Section 1.

The Board's Chairperson shall be selected from the Executive Committee by secret ballot or open vote of the entire Board at the Annual Meeting. The Chairperson shall be elected by a majority vote of the eligible votes. The particular office for each of the remaining Executive Committee members shall be designated by the newly elected Chairperson.

Section 4. The Administrative Committee term of office shall be one (1) year or until their successors are elected. There shall be no limit to the number of subsequent terms for any Board member on the Administrative Committee, except the limitation upon him or her as a Board member.

Section 5. The Administrative Committee shall meet upon the Chairperson's call, or by call of a majority of its members.

Section 6. All Administrative Committee meeting shall be in compliance with the provisions of Article IX, Sections, 3, 4, and 5. Two-thirds (2/3) of the Administrative Committee members then in office shall constitute a quorum for any Administrative Committee meeting. However, a quorum must also be balanced by regions, prohibiting any one region from having the majority of votes at an Administrative Committee meeting where less than a full attendance might alter the balance. Administrative Committee meetings shall be conducted within the guidelines, actual or implied, which have been established by the Board. In those circumstances where Board policy is not clear, the Administrative Committee may act in their own collective judgment. All votes shall be decided by a simple majority of those in attendance or otherwise voting on the basis of one person one vote. The procedure applicable to voting by mail, e-mail, telephone, or virtual meeting (Article X, Section 2) shall also apply to voting by the Administrative Committee. However, no proxy votes shall be used.

Section 7. The Administrative Committee shall act for the Board in implementing such research, development, advertising, and/or promotion activities as directed by the Board, and shall, subject to such direction, be charged with developing specific programs or projects in the Board's name. The Administrative Committee shall further act for the Board, as appropriate or necessary, to authorize entering into contracts or agreements for the development and carrying out of material or substantial programs or projects and the payment of the costs thereof. The Administrative Committee shall act on behalf of and in the name of the Board in administrative matters, including contracting with cooperating agencies.

Section 8. It shall be the responsibility of the Administrative Committee to report to the Board annually upon the completion or termination of all programs or projects or other substantive action.

Section 9. For administrative purposes, the fifty (50) states of the United States shall be divided into six (6) districts. The districts shall be as follows: Northeast – Pennsylvania, New Jersey, New York, Connecticut, Maine, Massachusetts, Rhode Island, Vermont and New Hampshire; Southeast – Louisiana, Arkansas, Mississippi, Tennessee, Kentucky, Alabama, Florida, Georgia, South Carolina, North Carolina, West Virginia, Virginia, Maryland and Delaware; North Central – Ohio, Indiana, Illinois, Missouri, Iowa, South Dakota, North Dakota, Minnesota, Wisconsin and Michigan; South Central – Kansas, Colorado, New Mexico, Oklahoma, Texas, Wyoming and Nebraska; Northwest – Montana, Idaho, Oregon, Washington and Alaska; Southwest – Arizona, California, Nevada, Utah and Hawaii.

ARTICLE VII

National Potato Promotion Board

Section 1. All Board members except the public member and importer member(s) shall be potato producers in the state which they represent.

Section 2. Each state shall be entitled to one (1) producer member on the Board for each five million (5,000,000) hundredweight of potato production or major fraction thereof produced within such state: Provided, that each state shall be entitled to not less than one (1) member. Such membership shall be determined on the basis of the average potato production during the three (3) preceding years as set forth in the Crop Production Annual Summary Report of the USDA.

Section 3. A state that fails to nominate a member for appointment may be combined by action of the Department of Agriculture with an adjacent state for the purpose of representation. However, the voting power of a member representing one or more additional states does not increase.

Section 4. The Administrative Committee shall hold, or cause to be held, nominations meetings within each state or area at which time the producers eligible to participate shall elect nominees to the Board. All nomination procedures must be in accordance with the rules issued pursuant to the Plan approved by the Administrative Committee.

Section 5. There shall be one (1) importer member for each five million (5,000,000) hundredweight or major fraction thereof of potatoes, potato products equivalent to fresh potatoes, and seed potatoes imported into the United States for the

average three (3) preceding years as determined by the Board's records. However, the number of importer members appointed to the Board shall not exceed five (5).

Section 6. Importer members shall be nominated by importers of potatoes, potatoes products, and seed potatoes at meetings of such importers. The Administrative Committee shall hold, or cause to be held, nomination meetings of importers at which time the importers eligible to participate shall elect nominees to the Board. All nomination procedures must be in accordance with the rules issues pursuant to the Plan and approved by the Administrative Committee.

Section 7. The Administrative Committee shall meet at least six (6) months prior to the expiration of the public member's term of office to nominate a public member from among the Districts' and importers' nominees. The public member shall have no direct financial interest in the commercial production or marketing of potatoes except as a consumer and shall not be a director, stockholder, officer, or employee of any firm so engaged. In addition, the public member shall not be an employee, retiree, or family member of any employee or retiree of the Board or USDA.

Section 8. Nominations shall be provided to the Secretary by November 1st of each year.

Section 9. Appointments to the Board shall be for a three-year term and until successors are nominated and appointed. In the event a state loses a member due to a decrease in production, the member with the longest remaining membership eligibility shall resign from the Board. If more than one Board member has the longest remaining membership eligibility, the member to resign will be decided by drawing a name from a container containing the names of those Board members involved.

Section 10. Nominees must not be in default of payment of assessments.

Section 11. No person shall serve more than two (2) full consecutive three-year terms. A member appointed to complete the remainder of an unexpired term of office of a vacant position may be eligible to serve two (2) full consecutive three-year terms.

ARTICLE VIII

Employees and Their Duties

Section 1. The Administrative Committee may hire a President/CEO (who shall also serve as the Assistant Secretary and the Assistant Treasurer), determine terms and conditions of employment, and shall have the authority to terminate the employment. The Administrative Committee shall have responsibility for the creation of staff positions as the Board may designate. The Board may provide by contract for management

services, in which case such management must designate one (1) individual who shall serve as President/CEO.

Section 2. Subject to the general supervision of the Administrative Committee, the President/CEO shall: (a) employ, supervise, and be responsible for the discharge of all Board employees; (b) be responsible for all notices the Board is required to give; (c) assemble, compile, and analyze all information necessary in connection with the performance of official Board duties; (d) prepare all resolutions setting forth actions of the Board; and (e) be responsible to the Board at all times for the proper administration of Board activities.

Section 3. The President/CEO, serving as Assistant Secretary and Assistant Treasurer, under the general supervision of the Secretary and Treasurer, respectively, 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) co-signing of contracts and checks on behalf of the Board; (c) collection and deposit of all funds due the Board; and (d) keeping of books of account.

Section 4. The President/CEO shall ensure that the performance of all other employees in relation to their official duties and responsibilities is evaluated annually. Under the supervision of the Executive Committee, salary adjustments and compensation for other employees shall be the responsibility of the President/ CEO.

ARTICLE IX

Meetings

Section 1. The Board shall hold its Annual Meeting at the Board's principal office, unless otherwise directed by the Chairperson. The date of the Annual Meeting shall be at the discretion of the Board.

Section 2. Special meetings on the Board may be held whenever called by the Chairperson, or by a Vice-Chairperson acting in the Chairperson's stead, or by joint call of 10 percent or more of the Board members. Any and all business coming before the Board may be transacted at such special meetings.

Section 3. Meetings may be held at locations that are selected for the convenience of the Board members or for enhancement of relations with program participants. Attendance may be in-person, by telephone, or by virtual meeting. Virtual meeting means the attendee uses video and/or audio to link up to the meeting. An attendee participating by telephone or virtual meeting must be able to hear all deliberations and make comments freely and immediately.

Section 4. Notice of all meetings, together with a written agenda, shall be sent by mail or email to each member of the Board at the member's last known address. Such notices will be sent at least fourteen (14) days prior to the meeting date: Provided, that in case of a circumstance requiring immediate action, all possible advance notice will be given by telephone or e-mail without regard to the fourteen (14) day requirement. The Secretary of Agriculture shall be given the same notice as members.

Section 5. The regular order of Board business, unless otherwise determined by the Chairperson, shall be as follows:

1. Roll Call
2. Approval of Previous Meeting Minutes
3. Action on Written Agenda Matters
4. New Business

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

ARTICLE X

Voting Procedure

Section 1. A simple majority of the Board membership shall constitute a quorum. Voting by the Board shall be on the basis of a "Yea" and "Nay," except that any Board member may request and obtain a roll call vote by production as provided for under Section 1207.325 of the Plan in which each State [or district or group of states established pursuant to Section 1207.320(e) which has a member on the Board] shall be entitled to not less than one (1) vote for any production up to one million (1,000,000) hundredweight, plus one (1) additional vote for each additional one million (1,000,000) hundredweight of production, or major fraction thereof, as determined by the latest crop production annual summary report issued by the Crop Reporting Board, U.S. Department of Agriculture. In a call to vote by production, importers shall vote the volume of imports on a fresh-weight basis and shall be entitled to not less than one (1) vote for any import volume up to one million (1,000,000) hundredweight plus one (1) additional vote for each additional one million (1,000,000) hundredweight, or major fraction thereof, of import volume as determined by the latest import data from the U.S. Department of Agriculture. The casting of votes for each State shall be determined by the Board members from that State and the casting of votes on the volume of imports shall be determined by the importer members.

Section 2. Any vote taken by mail, e-mail, telephone, or virtual meeting shall cover only: (a) non-controversial matters which do not require deliberation and the exchange of views; or (b) matters which require immediate action when it would be impossible or impractical to call an assembled Board meeting. Such votes shall be taken only upon the Chairperson's order, and a record of the vote taken shall become a part of the official Board minutes. Votes taken by telephone or virtual meeting shall be confirmed in writing.

Section 3. Voting by proxy on questions to be decided at specially-called or the Annual Meeting of Potatoes USA shall be permissible, subject to the provisions of this section. A qualified Potatoes USA member, as defined in Article VII, National Potato Promotion Board, Section 1, 2, 5 and 6, and present at a specially-called or Annual Meeting of Potatoes USA, may vote, in addition to his/her own, such additional votes as equals the number of certified proxies which he/she has in his/her possession, signed by a qualified Potatoes USA member, provided each proxy is separately prepared and its powers are specifically delegated to a specified meeting and time period, and provided further each proxy and its attendant vote have been approved by an officer of Potatoes USA, and a representative from USDA if there is one present. All proxies shall be exercised only on prescribed forms approved by the Administrative Committee. (Amended 2012 Potatoes USA Annual Meeting, March 16, 2012)

ARTICLE XI

Committees

Section 1. Upon Administrative Committee authorization, the Chairperson shall appoint Advisory Committees which may be composed of people other than Board members.

Section 2. Upon Administrative Committee authorization, the Chairperson shall appoint such subcommittees and their respective Chairperson as deemed necessary.

Section 3. Each Board Advisory Committee and subcommittee of the Administrative Committee shall meet at the call of the Committee Chairperson with the consent of the Board Chairperson. No committee, nor any member thereof, shall have the authority to obligate the Board or the Administrative Committee. In the Secretary or Assistant Secretary's absence, the committee's chairperson shall arrange for and authenticate the committee meeting minutes.

ARTICLE XII

Bonds

Section 1. Board officers, employees and agents 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 Administrative Committee. The premiums on such bonds shall be paid by the Board.

ARTICLE XIII

Procedure and Transaction of Business

Section 1. The Board and its committees shall be governed in their deliberations and the transaction of business by these Bylaws, the Rules and Regulations and the provisions of the Plan. Any matter of procedure not covered by these Bylaws shall be governed by the Robert's Rules of Order Newly Revised, 11th edition, by Henry M. Robert, III, Daniel H. Honemann, and Thomas J. Balch or such other comparable publication as may be determined by the Executive Committee from time to time. No person who is not a Board 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 Board or its committees and subcommittees unless authorized by the Board's Chairperson or the Committee Chairperson.

ARTICLE XIV

Powers and Duties of the Board

Section 1. No officer, member, employee or agent of the Board or the Administrative Committee 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. The Board shall have, in addition to other provisions hereof, the following powers, subject to the provisions of the Plan: (a) to administer the provisions of the Plan in accordance with its terms and conditions; (b) to make rules and regulations to effectuate the terms and conditions of the Plan; (c) to receive, investigate, and report to the Secretary complaints of violations of the Plan; and (d) to recommend to the Secretary amendments to the Plan.

Section 2. The Board shall have the following duties: (a) to meet and organize and to select from among its members a chairperson and such other officers as may be necessary; to select committees and subcommittees of Board members; to nominate the public member; to adopt such rules for the conduct of its business as it may deem advisable; and to establish advisory committees of persons other than Board members;

(b) to protect the handling of Board funds through fidelity bonds; (c) at the beginning of each fiscal period, to prepare and submit to the Secretary for his/her approval a budget on a fiscal period basis of the anticipated expenses in the administration of the Plan including the probable costs of all programs or projects and to recommend a rate of assessment with respect thereto; (d) to develop programs and projects for the development and carrying out of programs or projects or research, development, advertising or promotion and the payment of the costs thereof; (e) to keep minutes, books, and records which clearly reflect all of the acts and transactions of the Board. Minutes of each Board meeting shall be promptly reported to the Secretary; (f) to cause the books of the Board to be audited by a certified public accountant at least once each fiscal period, and at such other time as the Board may deem necessary. The report of such audit shall be made available at the principal office of the Board for inspection by producers, handlers, and importers; (g) to cause to be given to the Secretary the same notice of meetings of the Board and its subcommittees as is given to its members; (h) to act as intermediary between the Secretary and any producer, handler, or importer; (i) to furnish the Secretary such information as the Secretary may request; (j) to cause to be prepared and submit to the Secretary such reports from time to time as may be prescribed by the Secretary for appropriate accounting with respect to the receipt and disbursement of funds entrusted to the Board.

ARTICLE XV

Expenses

Section 1. Members of the Board, Administrative Committee, other committees or subcommittees, 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 Administrative Committee 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 sixty (60) days following the date of the expenses were incurred. Reimbursable expenses may include the following, subject to specific policies from time to time established or modified by the Board which may limit or exclude any item from reimbursement: (a) mileage for auto travel at a rate to be determined by the Administrative Committee; (b) transportation charges of a common carrier (lowest fares available must be utilized on domestic flights); (c) bridge and highway tolls, tips, parking or other charges incidental to transportation, but excluding fuel, oil, auto repairs or service; (d) all meals while engaged in Board business; (e) hotel or motel room charges when Board business requires the claimant to be away from his or 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. In the event a per diem rate is established by the Administrative Committee, such per diem rate shall be deemed to cover meals and incidental expenses. Claims for per diem must be accompanied by adequate verification and shall be paid only for the time claimant is engaged on behalf of authorized Board affairs.

ARTICLE XVI

Amendments

Section 1. The Board may amend these Bylaws at any Board meeting in accordance with the prescribed voting procedure. Not less than a fifteen (15) day notice shall be given to all Board members that such amendment will be considered.

ARTICLE XVII

Effective Date

Section 1. These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board.

This printing incorporates all amendments approved by the Board and USDA through February 25, 2019.
