

**BYLAWS
NATIONAL PORK BOARD**

TABLE OF CONTENTS

			Page
ARTICLE	I.	Name	1
ARTICLE	II.	Purpose	1
ARTICLE	III.	Members	1
ARTICLE	IV.	Definitions	1
ARTICLE	V.	Powers and Duties of the Board	1-2
ARTICLE	VI.	Meetings	2
ARTICLE	VII.	Officers and Duties	2-4
ARTICLE	VIII.	Committees	4
ARTICLE	IX.	Employees and Agents	4
ARTICLE	X.	Fidelity Bonds	5
ARTICLE	XI.	Compensation and Reimbursement	5
ARTICLE	XII.	Fiscal Year	5
ARTICLE	XIII.	Rules and Parliamentary Authority	5
ARTICLE	XIV.	Amendment	5-6
	ARTICLE	XV. Compliance with the Law	5

BYLAWS NATIONAL PORK BOARD

ARTICLE I Name

Section 1. The National Pork Board, hereinafter called "the Board", is established under the authority of Title XVI, Subtitle B, of the Food Security Act of 1985, Pub. L. 99-198, hereinafter called "the Act", and the Pork Promotion, Research and Consumer Information Order (7 CFR Part 1230, 51 F.R. 31898 September 5, 1986), hereinafter called "the Order".

ARTICLE II Purpose

Section 1. The purpose of the Board is to administer the provisions of the Act and the Order.

ARTICLE III Members

Section 1. The Board shall be composed of 15 members consisting of pork producers representing at least 12 states or importers.

Section 2. Members of the Board shall be appointed by the Secretary of Agriculture, hereinafter called "the Secretary", from nominations selected as provided in 1230.39 (d) and 1230.52-53-54 of the Order.

Section 3. Members serving an unexpired term of 18 months or less are eligible to serve two additional consecutive three-year terms. However, no member shall serve more than seven and a half consecutive years.

ARTICLE IV Definitions

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

ARTICLE V
Powers and Duties of the Board

Section 1. The Board shall have the powers and duties as specified in Section 1230.58 of the Order, as may be amended from time to time.

Section 2. The Board may authorize, generally or in specific instances, an officer or officers, or their agents, to enter into contract and execute a contract on behalf of the Board, provided the contract has approval of the Secretary.

ARTICLE VI
Meetings

Section 1. The Board shall meet, at least annually, within ninety days following the end of each fiscal year, at a time and place to be determined by the Board, or in the absence of a specification by the Board, by the President of the Board.

Section 2. Special meetings may be called by the President and shall be called by the President upon request of five or more members of the Board.

Section 3. Notices of meetings, together with a written agenda stating the purpose if it is a special meeting, shall be mailed or provided to each member of the Board at their last know address, and to the Secretary, no less than ten days prior to convening the meeting. Attendance at the meeting shall waive prior notice.

Section 4. The Board may take action upon the concurring votes of a majority of its members by mail, telephone, telegraph or by other means of communication when, in the opinion of the President of the Board, such action must be taken before a meeting can be called. Action taken by this emergency procedure is valid only if all members are notified and provided the opportunity to vote and any telephone vote is confirmed promptly in writing and recorded in the Board minutes. Any action so taken shall have the same force and effect as though such action had been taken at a properly convened meeting of the Board.

Section 5. A majority of the members shall constitute a quorum at a properly convened meeting of the Board, and action shall be determined by no less than a majority of those voting. All votes shall be in person except as specified in Article VI, Section 4 of these Bylaws.

ARTICLE VII
Officers and Duties

Section 1. Officers. The Officers of the Board shall be the President and Vice President.

Section 2. Election and Appointment. The President and Vice President shall be elected by the Board from among the appointed members of the Board. Section 3.

Section 4. Vacancy. In the event of a vacancy of the office of President, the Vice President shall fulfill the responsibility of the office until the next properly convened meeting of the Board, at which time an election will be held by majority vote of the Board, for the office of President and/or Vice President to fill the remainder of the terms.

Section 5. Duties of President. The duties of the President shall be to:

- A. Preside at all meeting of the Board and Delegate Body.
- B. Appoint all committees and subcommittees, with the approval of the Board.
- C. Be an ex-officio member of all committees.
- D. Have general supervision of the affairs of the Board and perform all acts and duties incidental to the office of the President and as principal officer of the Board.
- E. Sign contracts, mortgages, bonds or other official documents, with the Vice President, except where delegated to others by the Board or required by Law.

Section 6. Duties of Vice President. The duties of the Vice President shall be to:

- A. Assist the President in general supervision of the affairs of the Board as requested.
- B. Assume the duties and powers of the President in the absence or disability of that officer.
- C. Assume the following duties:
 - 1. Have custody of all funds and property belonging to or under contract of the Board.
 - 2. Maintain financial accounts and records.
 - 3. Be responsible for the collection and disbursement of all monies and the deposit and investment of funds as directed by the Board and these Bylaws.

4. Provide for an audit by a Certified Public Accountant at least annually and submit a copy to the Secretary for review.
 5. Submit to the Board and the Secretary the financial reports within 30 days of the end of each quarter.
- D. Give notice of meetings as required.
 - E. Be responsible for the recording of proceedings for all meetings of the Board.
 - F. Sign official documents with the President as required by these Bylaws.
 - G. Fulfill such other duties as may be assigned by the President or the Board.

ARTICLE VIII

Committees

Section 1. Standing Committees.

- A. The following shall be named as standing committees: Pork Board Administrative Committee, Pork Board Budget Committee and Pork Board Audit Committee, with duties to be assigned as appropriate by the President of the Board, with approval of the Board. All Pork Board members shall serve on at least one standing committee, to be appointed by the President with the approval of the Board.
- B. The term of committee members shall be one year.
- C. Subcommittees may be appointed to expedite the work of the committees.

Section 2. Special Committees. Special committees may be created as necessary to complete specific matters on behalf of the Board, and appointment of members shall be by the President with the approval of the Board.

Section 3. Advisory Committees. Advisory committees, which may include persons other than the Board, may be appointed by the President with the approval of the Board, and such appointment shall specify the authority under which such advisory committees will work. Reasonable expenses of the advisory committees shall be paid by the Board.

ARTICLE IX
Employees and Agents

Section 1. Employees and/or agents of the Board may be appointed, employed, or contracted for and reimbursed for reasonable expenses incurred, as the Board deems necessary to carry out the terms and provisions of the Act and the Order. In addition, employees of the Board shall be paid reasonable wages or salaries, as determined by the Board.

ARTICLE X
Fidelity Bonds

Section 1. Such members of the Board who handle Board funds shall be placed under a fidelity bond paid for by the Board.

Section 2. The Board may require contractors that receive Board funds to have fidelity bonds issued in the state of their respective office location.

Section 3. Bonds shall be a reasonable amount to be determined by the Board.

ARTICLE XI
Compensation and Reimbursement

Section 1. Members of the Board and committees shall serve without compensation, but may be reimbursed for reasonable expenses incurred when acting on the authorized business of the Board.

ARTICLE XII
Fiscal Year

Section 1. The fiscal year shall commence on January 1 and terminate on December 31 of each year.

ARTICLE XIII
Rules and Parliamentary Authority

Section 1. The Board shall have the authority to adopt special or standing rules to govern its proceedings.

Section 2. The rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws,

provisions of the Order, and any rules and regulations that may be adopted by the Board.

ARTICLE XIV
Amendment

Section 1. These Bylaws may be amended at any regular or special meeting of the Board by a majority vote provided that the amendment shall have been submitted to the members at least 30 days prior to the meeting, and that it shall have been included in the notice of the meeting.

Section 2. Amendments to these Bylaws, when adopted pursuant to the preceding section, shall be submitted to the Secretary of Agriculture for approval and shall become effective upon the Secretary's approval.

ARTICLE XV
Compliance with the Law

Section 1. To the extent that any provision of these Bylaws conflicts with the Act or the Order or any amendments, rules or regulations relating thereto, such Act, Order or any amendments, rules or regulations relating thereto, shall control.

Revised and Adopted by the National Pork Board
June 9, 1994
Indianapolis, IN