

**BYLAWS
NATIONAL PORK BOARD**

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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 known 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, Vice President and Treasurer.

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

Section 3. Term of Office. Elected officers shall serve for a term of one year or until their successors are elected, and may serve no more than two consecutive terms in the same office.

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. If the Vice President is unable to assume the duties of the President, the Treasurer shall fulfill this responsibility. At the next properly convened meeting of the Board, an election will be held by majority vote of the Board, for the office of President and/or Vice President and/or Treasurer 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, Executive Committee and Delegate Body.
- B. Be an ex-officio member of all committees.
- C. 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.
- D. Sign contracts, mortgages, bonds or other official documents, with the Vice President, except where delegated to others by the Board or required by Law.
- E. Perform such other duties as are established via board policy and incorporated into the Board Policy & Procedures Manual.

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. Serve as Administrative Committee chair and participate as a vital part of the Board of Directors' leadership.
- E. Perform such other duties as are established via board policy and

incorporated into the Board Policy & Procedures Manual.

Section 7. Duties of Treasurer. The duties of the Treasurer shall be to:

- A. Serve as Finance Committee Chair and participate as a vital part of the Board of Directors' leadership.
- B. Report regularly to the Board of Directors and the Secretary on key Finance Committee items.
- C. Collaborate with the CEO and staff Controller in oversight of the financial matters of the organization.
- D. Annually provide for an audit by a Certified Public Accountant and submit a copy to the Secretary for review.
- E. Perform such other duties as are established via board policy and incorporated into the Board Policy & Procedures Manual.

ARTICLE VIII Committees

Section 1. Standing Committees of the Board. The 15 member Pork Board is ultimately responsible for compliance with the Pork Act and Order, and the collection, distribution, and accountability of the national pork checkoff. To accomplish this governance work, three standing committees of the Board have been established: 1) Executive, 2) Administrative, and 3) Finance. The duties of each Committee are defined in the Board Policy and Procedures Manual.

Section 2. Special Committees. Special committees may be created, as necessary, to address specific matters on behalf of the Board. These special committees may include a Nominating Committee, a Resolutions/Advisement Committee, or other Task Forces or Working Groups as required by the Board.

Section 3. Advisory Committees. Advisory committees, which may include persons other than the Board, may be appointed in accordance with the Board Policy and Procedures Manual. 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:
Date: **September 6-7, 2011**
Location: Des Moines, Iowa