

North American Blueberry Council, Inc.
BYLAWS

Approved: March 12, 2021

ARTICLE I
General Information

SECTION 1. Name. The name of this non-profit Association shall be North American Blueberry Council, Inc., herein referred to as NABC.

SECTION 2. Location. The principal office will be located in Folsom, California or elsewhere as determined by the Board of Directors.

SECTION 3. Purpose. NABC was established to encourage cooperation within the North American blueberry industry, later expanding to engage collaboration with the international blueberry community, serve as the advocate of the highbush blueberry industry and be a recognized leader and trusted partner in addressing issues, opportunities and industry practices that drive success and profitability of North American blueberry growers in the production and distribution of blueberries in North America and around the world.

SECTION 4. Powers. NABC shall have powers as are now or may hereafter be granted by rules and regulations governing not-for-profit corporations in the State of Michigan, by its Articles of Incorporation, and these Bylaws.

ARTICLE II
Membership

SECTION 1. Classifications. There shall be eight classifications of members: North American Grower, North American Distributor, International Grower, International Distributor, Supplier, Retail/Foodservice/School Program, Industry Trade Organization, and Affiliate.

SECTION 2. Eligibility, Rights and Privileges.

A. North American Grower

- i. Eligibility for Membership
North American Grower members are those individuals or companies who are actively producing highbush blueberries in the US, Canada or Mexico for commercial purposes, and who agree to abide by NABC bylaws, operating values and code of conduct.
- ii. Rights and Privileges
North American Grower members shall be eligible to vote, hold elected office, chair and serve on committees, and can use NABC artwork, photos and logos as approved by NABC. Each company shall appoint an

individual from the company as the designated member who will carry the rights and privileges of membership.

B. North American Distributor

i. Eligibility for Membership

North American Distributor members are those companies who are actively in the business of highbush blueberry distribution as a handler, marketer, packer, processor, broker or food manufacturer, and who agree to abide by NABC bylaws, operating values and code of conduct.

ii. Rights and Privileges

North American Distributor members shall be eligible to vote, hold elected office, chair and serve on committees, and can use NABC artwork, photos and logos as approved by NABC. Each company shall appoint an individual from the company as the designated member who will carry the rights and privileges of membership.

C. Industry Trade Organization

i. Eligibility for Membership

Industry Trade Organization members are organizations who operate a co-operative, commission, council or association representing highbush blueberry growers created by a state, province or other government entity, domestic or international, and who agree to abide by NABC bylaws, operating values and code of conduct.

ii. Rights and Privileges

Industry Trade Organization members shall be eligible to vote, hold elected office, chair and serve on committees, and can use NABC artwork, photos and logos as approved by NABC. Each organization shall appoint an individual from the organization as the designated member who will carry the rights and privileges of membership.

D. International Grower

i. Eligibility for Membership

International Grower members are those companies who are actively producing highbush blueberries imported into the US market from outside of North America, and who agree to abide by NABC bylaws, operating values and code of conduct.

ii. Rights and Privileges

International Grower members shall not be eligible to vote, hold elected office or chair committees, but are able to serve in an ex-officio non-voting seat on the NABC Board of Directors, serve on committees and can use NABC artwork, photos and logos as approved by NABC. Each company shall appoint an individual from the company as the designated member who will carry the rights and privileges of membership.

E. International Distributor

- i. Eligibility for Membership
International Distributor members are those companies who are actively distributing highbush blueberries imported into the US market from outside of North America, and who agree to abide by NABC bylaws, operating values and code of conduct.
- ii. Rights and Privileges
International Distributor members shall not be eligible to vote, hold elected office or chair committees, but are able to serve in an ex-officio non-voting seat on the NABC Board of Directors, serve on committees and can use NABC artwork, photos and logos as approved by NABC. Each company shall appoint an individual from the company as the designated member who will carry the rights and privileges of membership.

F. Supplier

- i. Eligibility for Membership
Supplier members are companies who operate a business within or outside of North America that supplies the blueberry industry with equipment, materials or services, and who agree to abide by NABC bylaws, operating values and code of conduct.
- ii. Rights and Privileges
Supplier members shall not be eligible to vote, hold elected office, but are able to serve in an ex-officio non-voting seat on the NABC Board of Directors, and serve on committees. Supplier members cannot chair committees with the exception of special committees composed of Supplier members, such as an Advisory Council or workgroup. Supplier members can use NABC artwork, photos and logos as approved by NABC. Each company shall appoint an individual from the company as the designated member who will carry the rights and privileges of membership.

G. Retail/Foodservice/School Program

- i. Eligibility for Membership
Retail/Foodservice/School Program members are companies who are in the business of actively selling or using blueberries in products for direct consumption, and who agree to abide by NABC bylaws, operating values and code of conduct.
- ii. Rights and Privileges
Retail/Foodservice/School Program members shall not be eligible to vote, hold elected office, but are able to serve in an ex-officio non-voting seat on the NABC Board of Directors, and serve on committees. Retail/Foodservice/School Program members cannot chair committees with the exception of special committees composed of Retail/Foodservice/School Program members, such as an Advisory Council or workgroup. Retail/

Foodservice/School Program members can use NABC artwork, photos and logos as approved by NABC.

H. Affiliate

- i. Eligibility for Membership
Affiliate members are individuals or organizations who have a professional interest in the cultivation and distribution of highbush blueberries and who do not qualify for any other category of membership.
- ii. Rights and Privileges
Affiliate members shall not be eligible to vote, hold elected office or chair committees, but are able to serve on committees. If the Affiliate members is an organization, that organization shall appoint an individual from the organization as the designated member who will carry the rights and privileges of membership.

SECTION 3. Membership Application, Acceptance and Payment of Dues.

- A. Membership Application and Acceptance. Any individual or company eligible for membership may submit an application on forms approved by the NABC Board of Directors to the NABC headquarters for review to ensure qualifications are met. All applications should be submitted with payment of first annual dues.
- B. Payment of Dues. Dues payable per year for each class of membership and the timing and frequency of those payments shall be set by the Board of Directors. Any change to the dues can be made by a two-thirds (2/3) vote of the Board of Directors. Dues are payable in advance and are not refundable.
- C. List of Members. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

SECTION 4. Appointment of Membership Designee and Membership Termination.

- A. Appointment of Membership Designee. Each company member shall appoint an individual from the company as the designated member who will carry the rights and privileges of membership. A company may designate a replacement member by submitting a written request to NABC. If a designee leaves the company of employment, all rights and privileges of membership cease and are bestowed upon a new designee appointed by the company.

- B. **Membership Termination.** A member is automatically expelled from NABC without action of the Board of Directors for failure to pay applicable dues or failure to meet eligibility requirements of membership. Members who fail to pay their dues within thirty (30) days from the due date shall be notified of the delinquency and be dropped from the membership rolls if the dues are not paid within sixty (60) days after they are due.

Members may also be expelled from NABC by the Board of Directors for cause. Expulsion for cause shall take place as follows:

- i. The Board of Directors shall appoint a grievance committee which shall review the complaint and give the member an opportunity to present a defense.
 - ii. The report of the grievance committee shall be forwarded to the Board of Directors together with the recommendation of the committee. If so requested, the member will have the opportunity to present a defense to the Board of Directors.
 - iii. A three-fourths (3/4) vote of the Board shall be necessary for expulsion.
- C. **Resignation.** A member may resign by submitting a written resignation. Resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

ARTICLE III

Officers and Board of Directors

SECTION 1. Officers. The officers of the Association shall consist of the Chairperson, Chairperson-elect, Secretary, Treasurer, Immediate Past Chairperson, and President.

- A. **Chairperson.** The Chairperson shall be the chief elected officer of NABC, shall preside at all meetings of the Board of Directors, Executive Committee and membership, and shall appoint, subject to provisions of these bylaws and ratification by the Board, all chairs and members of committees and other groups. The Chairperson shall be a member of all committees of NABC. The Chairperson shall serve for a two-year term. The Chairperson position shall be a North American Grower member.
- B. **Chairperson-elect.** The Chairperson-elect shall preside at meetings in the absence of the Chairperson. The Chairperson-elect shall automatically succeed the Chairperson upon completion of the Chairperson's term of office. The Chairperson-elect shall chair the NABC Governmental Affairs Committee. The Chairperson-elect shall perform other duties as assigned by the Chairperson or the Board of Directors. The Chairperson-elect shall serve a two-year term. The Chairperson-elect position shall be a North American Grower member.
- C. **Secretary.** The Secretary is the custodian of the official records of NABC and shall keep or cause to be kept the minutes of all meetings of the Board of

Directors, Executive Committee and Membership. The Secretary shall ensure that notices are given in accordance with the provisions of these bylaws or as required by law and, in general, perform all duties incident to the office of Secretary and any other duties assigned by the Chairperson or the Board. The Secretary shall be a North American Grower, North American Distributor or Industry Trade Organization member and will serve for a one-year term and can be re-elected to serve two additional one-year terms.

- D. Treasurer. The Treasurer shall chair the Finance Committee and shall be required to submit an annual financial report and proposed budget, both of which shall be approved by the Board of Directors and presented to the membership at the Annual Meeting. The Treasurer is the custodian of NABC funds and shall perform all other duties incident to the office of Treasurer and as assigned by the Chairperson or Board of Directors. The Treasurer shall be a North American Grower, North American Distributor or Industry Trade Organization member and shall serve for a one-year term and can be re-elected to serve two additional one-year terms.
- E. Immediate Past Chairperson. The Immediate Past Chairperson shall chair the Nominating Committee, as well as Chair the Awards Committee. The Chairperson will automatically transition to the role of Immediate Past Chairperson at the end of the term as Chairperson. The Immediate Past Chairperson shall serve for a two-year term.
- F. President. The Board of Directors may engage a President who shall be the chief executive officer and chief spokesperson of NABC and have overall responsibility for management of the operations and business affairs of NABC. The President shall execute all policy and programs established by the Board of Directors and other duties as assigned by the Board. In the absence of a separately appointed President, the Chairperson shall serve as President.
- G. Election of Officers and the Additional Member of the Executive Committee. The Chairperson-elect, the Secretary and the Treasurer are elected by the Board of Directors from among its voting members currently serving or having served on the Board within the past two (2) years, according to the nominating process. The Chairperson-elect is elected every two (2) years, and the Secretary and Treasurer are elected each year. The Board will also elect one additional voting member, currently serving on the Board, to sit on the Executive Committee for a one-year term. Elections will take place before the Annual Meeting, and officers are installed at the Annual Meeting of the Members.
- H. Eligibility. Candidates for Chairperson-elect shall have completed a minimum of five (5) consecutive years of membership, must be a North American Grower member, and must be currently serving on the Board or have served on the Board within the past two (2) years. Candidates for Secretary and Treasurer shall have completed a minimum of three (3) consecutive years of membership, can be a North American Grower member, North American Distributor member

or Industry Trade Organization member, and must be currently serving on the Board or have served on the Board within the past two (2) years

- I. Resignation, Removal and Vacancy. An officer may resign by giving written notice to the Board of Directors. The Board of Directors may, by a vote of two-thirds (2/3), remove any officer. A vacancy in office because of death, resignation or removal may be filled by the Board of Directors for the unexpired term. In filling such vacancies, the Board of Directors shall observe the succession of the Chairperson-elect to a vacancy in the office of Chairperson. In the event that the Chairperson-elect is unable to serve, the Board of Directors shall appoint a qualified member of the Board to serve the remainder of the term. In the event a member of the Board of Directors ceases to be an NABC member, he or she will automatically cease serving as a Director without notice or resignation.

SECTION 2. Board of Directors. The governance of NABC shall be vested in the Board of Directors who shall exercise control over the affairs and business of NABC, approve policy and elect officers. The Board has the authority to employ a President and/or such other officers/employees to oversee the operations of NABC. The Board of Directors shall also fix and determine dues, assessments and other fees payable by the membership of NABC. The Board of Directors may authorize any officer or the President to enter into any contract or execute or deliver any instrument in the name of or on behalf of NABC, and such authority may be general or confined to special instances.

- A. Composition. The Board of Directors shall consist of
 - i. The Chairperson, Chairperson-elect, Secretary, Treasurer and Immediate Past Chairperson
 - ii. 6 North American Grower members, consisting of 4 Grower members from the United States, 1 Grower member from Canada and 1 Grower member from Mexico.
 - iii. 3 North American Distributor members
 - iv. 1 Trade Organization member, in an ex-officio voting capacity
 - v. NABC President, in an ex-officio non-voting capacity
 - vi. 1 International Grower member, in an ex-officio non-voting capacity
 - vii. 1 International Distributor member, in an ex-officio non-voting capacity
 - viii. 1 Supplier member, in an ex-officio non-voting capacity
 - ix. 1 Retail/Foodservice/School Program member, in an ex-officio non-voting capacity
- B. Eligibility. Other than for officer positions, as stipulated above, all members of the Board shall be members in good standing of NABC for a minimum of two (2) years, and qualify for membership in the classification for which they hold a seat.
- C. Election of the Board of Directors and Terms of Office. Nominations for voting members of the Board of Directors shall be made by the Nominating Committee in accordance with procedures approved by the Board of Directors. Voting members of the Board shall be elected by the membership in staggered three-

year terms, beginning and ending on the date of the Annual Meeting. Each Director will hold office until a successor has been duly elected or until death, resignation or removal. A Board member shall serve for no more than two (2) consecutive terms unless a director has been elected to serve in an officer position. After the two consecutive terms, Board members must leave the board for a minimum of one (1) year before they can be reconsidered for Board membership.

- D. Ex-officio non-voting members of the Board will be appointed for one-year terms by the Chairperson, with the advice and consent of the Board of Directors.
- E. Quorum and Voting. At all meetings of the Board of Directors, a majority of the voting members shall be necessary and sufficient to constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum shall be considered an act of the Board of Directors. A director may participate in a meeting of the Board of Directors by video, telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.
- F. Proceedings. The Chairperson shall preside at all meetings of the Board of Directors and shall consult the latest version of Robert's Rules or Order, on matters of procedure not covered by these bylaws.
- G. Vacancies. The vacancy in the position of any director may be filled by majority vote of the voting directors of the Board of Directors. A director elected to fill such a vacancy shall be elected to the unexpired term of the seat.
- H. Meetings. Meetings of the Board of Directors shall be held twice a year at a time and location as determined by the Board. Special meetings of the Board may also be called upon no less than 10 and not more than 60 days' written notice by the Chairperson or by a majority vote of the Board. Notice of meetings shall contain a statement of purpose, and the business shall be confined to such items, except that upon approval of a majority of the Board of Directors, other business may be transacted. Meetings, with the exception of those held in executive session, will be open to all NABC members. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- I. Resignation and Removal. A director may resign at any time by giving written notice thereof to the President and Chairperson. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary. The Board of Directors by a two-thirds (2/3) vote of voting members may remove any director at an official Board meeting.

- J. **Indemnification.** NABC shall indemnify all officers, Board members, employees and agents of NABC in accordance with NABC and to the full extent permitted by the law in the State of Michigan, and shall be entitled to purchase insurance for such indemnification as determined from time to time by the Board of Directors.

ARTICLE IV Committees

SECTION 1. Standing Committees. The Board may delegate specific authority to the following Standing Committees to act on its behalf or perform functions that support the Board in performing its responsibilities.

- A. **Executive Committee.** The Executive Committee shall be composed of the officers of NABC, and one other voting member of the Board, elected by the Board for a term of one year. The President shall also serve on the Executive Committee as an ex-officio, non-voting member. The Executive Committee will have all the powers of the Board to transact the business of NABC in between Board meetings in accordance with rules established by the Board and except where prohibited by these bylaws and not-for-profit corporation law in the State of Michigan. Actions by the Executive Committee shall be reported in a timely manner to the Board and be ratified by the Board at the next meeting of the Board of Directors.
- B. **Nominating Committee.** The Nominating Committee shall be composed of six (6) members, including the Immediate Past Chairperson, who shall chair the Committee, two (2) members currently serving on the Board and three (3) members at large, elected by the membership. Nominating Committee members shall serve in staggered 3-year terms, and can be reappointed for an additional term, after a minimum of one (1) year off the Committee. The Nominating Committee will solicit possible nominations for Officers and the additional Executive Committee member from the Board of Directors and for voting members of the Board of Directors from the membership and from the Board of Directors. After review of candidate qualifications according to procedures defined, the Nominating Committee will present to the Board of Directors a slate with a recommendation for the most qualified candidate for each position. For voting positions on the Board and the at-large Nominating Committee members, the Nominating Committee will present to the membership one or more qualified candidates for each position. The Nominating Committee must present the ballot to the membership at least 30 days before the voting process begins.
- C. **Finance Committee.** The Finance Committee will be chaired by the sitting Treasurer and shall oversee the development of an annual budget and the conduct of an annual financial review process, among other duties. The

Committee will be composed of the Treasurer, two (2) Board members and three (3) at-large members appointed by the Chairperson.

D. **Bylaws Committee.** The Bylaw Committee will be chaired by the most recent Past Chairperson willing to serve other than the Immediate Past Chairperson. The Committee will be composed of a Past Chairperson, two (2) Board members and three (3) at-large members appointed by the Chairperson.

E. **Government Affairs Committee.** The Governmental Affairs Committee will be chaired by the Chairperson-elect, and will include one (1) seat occupied by a North American Grower member for each growing region in the United States (West, Midwest, Southeast and Northeast), one (1) North American Grower member from Canada, one (1) North American Grower member from Mexico, two (2) North American Distributor members, and two (2) at-large members from any region or membership classification.

SECTION 2. Special Committees. The Board of Directors may establish from time-to-time other committees, taskforces or advisory groups to carry out the work of NABC and to engage the membership. Special committees report to the Board and are charged with making recommendations to the Board on issues within their charge. The Chairperson shall appoint, ratified by the Board, the chairperson and members of each special committee.

SECTION 3. Committee Terms. Unless otherwise specified in these Bylaws, committee members shall be appointed for staggered three-year terms, and can be reappointed for an additional term after a minimum of one (1) year off the committee.

SECTION 4. Committee Operation. A majority of committee members shall constitute a quorum at any given meeting and the act of a majority of committee members present shall be the act of the committee.

ARTICLE V

Membership Meetings

SECTION 1. Annual Meeting. The Annual Meeting of the membership shall be held each year at such time and place as may be selected by the Board of Directors. The Annual Meeting shall include the installation of officers and directors and the transaction of other business as may be properly brought before the meeting.

Notice of the Annual Meeting, stating time and place of the meeting, shall be delivered to the membership not less than thirty (30) days before the date of the meeting. A member may participate in a membership meeting by video, telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

SECTION 2. Special Meetings. A special meeting of the membership may be called by a two-thirds (2/3) vote of the Board or by petition of ten (10) percent of the voting members in good standing. Written notice of a special meeting, stating the time, place and purpose of the meeting, shall be delivered to the membership not less than ten (10) days before the start of the meeting.

SECTION 3. Quorum, Voting and Majority. Twenty (20) voting members in good standing shall constitute a quorum for the transaction of business at the annual meeting or special meeting. Each member eligible to vote shall have one vote. There shall be no proxy voting. Majority vote shall mean one vote more than 50 percent of the total votes cast by members present at any one meeting.

SECTION 4. Matters of Business. No matter of business for consideration at any meeting of the membership other than as contained in the Notice of the Meeting shall be presented for consideration and action at the meeting unless a written statement of that matter shall have been presented to the Chairperson of the Board not less than ten (10) days prior to the date of the meeting in writing bearing the signature of not less than ten (10) percent of the voting members.

SECTION 5. Waiver of Notice. The attendance of a member at a meeting shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, a member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

ARTICLE VI

Accounting Year and Audits

SECTION 1. Fiscal Year. The fiscal year of the Association shall be established by the Board of Directors, and as of the date of these bylaws is set as January 1 through December 31.

SECTION 2. Audits. At the end of the fiscal year, the books of NABC shall be closed and a financial statement prepared for such year. Such financial statement shall be certified by an independent accounting firm, the partners of which are certified public accountants. Such financial statement shall be promptly provided to each director and shall be submitted to the membership at the Annual Meeting.

ARTICLE VII

Contracting of Administrative Services

SECTION 1. Contracting of Administrative Services. NABC is given specific authority to offer the service of its administrative staff to conduct administrative, market development, and research assistance actions on behalf of the U.S. Highbush Blueberry Council. This authority includes the adoption of U.S. government contracting regulatory policies or promulgated processes and procedures as required.

ARTICLE VIII

Amendments and Dissolution

SECTION 1. Amendments. These bylaws may be amended by two-thirds (2/3) vote of the members present of the Board of Directors at any official meeting providing notice has been given at least ten (10) days in advance of the proposed bylaw changes.

SECTION 2. Dissolution. Upon the dissolution of NABC, the Board of Directors, after paying or making provision for the payment of all of the liabilities of NABC, shall dispose of all of the remaining assets of NABC to such organization or organizations as shall at the time qualify as a tax-exempt organization recognized under Section 501c of the Internal Revenue Code, as the Board shall determine.

ARTICLE IX

Legacy of NABC

SECTION 1. Legacy of NABC. It is noted for historical perspective within these by-laws that NABC was formed in 1965 by thirteen charter member organizations consisting of associations, cooperatives, and corporations “for the express purpose of exchanging information between certain associations across the United States and Canada and attempting to act as a joint advertising group and the setting of marketing standards and inspections procedures”, as referenced in the original 1965 application to the United States Treasury to be recognized as a Michigan – Not for Profit corporation.

The Charter Members are as follows: American Foods, Inc., Atlantic Blueberry Company, Atlantic County Blueberry Growers Association, Atlantic County Market Growers Association, British Columbia Blueberry Cooperative Association, Carolina Blueberry Cooperative Association, Inc., Hammonton Blueberry Exchange, Hammonton Cooperative Fruit Auction Association, Inc., Michigan Blueberry Growers Association, Oregon Blueberry Growers Association, Pacific Northwest Blueberry Growers Association, Inc., Pakco Companies, Inc., and Tru Blue Cooperative Association.