

**BY-LAWS**  
**OF**  
**NATIONAL WATERMELON PROMOTION BOARD**

ARTICLE I

Name

The organization governed by these By-Laws shall be known officially as the NATIONAL WATERMELON PROMOTION BOARD, also doing business as THE WATERMELON BOARD, hereinafter referred to as the “Board.” The total program administered by the Board shall be known as the “Plan.”

ARTICLE II

Purpose

The purpose of the Board, the Plan, and these By-Laws shall be to implement the provisions of the Watermelon Research and Promotion Act (7 U.S.C. 4901-4916) and to carry out a coordinated program of advertising, promotion, development and research for watermelons, and to establish a fair and orderly procedure to assess the watermelon industry to sufficiently 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 Orlando, Florida.

ARTICLE IV

National Watermelon Promotion Board

Section 1. All Board members shall be qualified from the watermelon industry and a general public representative, as defined in the Plan. The Board shall be composed of two producers and two handlers from each of the five districts, importer(s) and one representative from the general public, as outlined in the Plan. Producer, handler and importer members will be appointed by the Secretary of Agriculture from nominations by the five District(s) and importers respectively. No single state in the multi-state Districts will have more than three representatives on the Board. The public member will be appointed by the Secretary of Agriculture from nominations by the Board.

Section 2. All nomination procedures must be in accord with rules and regulations issued pursuant to the Plan. A call for nominations shall be issued by the Board by February 1 of each year in which an election is to be held.

Section 3. Appointment to the Board shall be for three years beginning on January 1, with staggered terms of office so that continuity of the Board will be ensured. No Board member may serve more than two consecutive terms of office as outlined in the Plan.

Section 4. Board members and nominees for appointment to the Board must not be in default of payment of assessments required to be paid under the Plan. Failure of any member to attend two Board meetings for any reason shall be good cause for the Board to recommend to the Secretary of Agriculture that such member should be removed from the Board. A majority vote by the Board, to remove a member under the aforementioned terms, will waive the requirement of recommending to the Secretary of Agriculture such removal.

## ARTICLE V

### Officers and Their Duties

Section 1. The Officers of the Board shall consist of a President, First Vice-President, and four Vice-Presidents, one of whom shall serve as a secretary, and one of whom shall serve as a treasurer. No more than one officer shall be elected from any one District. The President shall not serve more than two consecutive terms.

Section 2. The Officers shall be elected by a majority vote of the Board for a period of one year beginning January 1. The election shall be held during the spring meeting. In the event of death, resignation or disqualification of an Officer, a successor shall be elected by the Board as soon as practical to serve the remainder of the unexpired term of office.

Section 3. The duties of the President shall be to: designate the particular office(s) for each of the remaining Executive Committee members, preside at all Board meetings, call special Board meetings when deemed necessary, call Executive Committee meetings authorized by the Board and preside as Chairperson of such meetings, have general supervision of Board affairs and perform all acts and duties incident to and required of an executive and presiding officer and be an ex-officio member of all committees.

Section 4. The duties of the First Vice-President shall be to act in the place of the President in his or her absence, disqualification, disability in his or her direction, and to represent District affairs of the Executive Committee.

Section 5. The duties of the Secretary shall be to: keep a complete record of the proceedings at all meetings of the Board and Executive Committee and attest to all papers, documents, and other instruments on behalf of the Board. The Secretary may delegate such duties to the Assistant Secretary. The Secretary shall act in place of the First Vice-President in his or her absence, disqualification, disability in his or her direction, and to represent District affairs of the Executive Committee.

Section 6. The duties of the Treasurer shall be to: have custody of all funds and property belonging to or under control of the Board, keep regular books of account under the direction of the Board, deposit all funds of the Board, in a bank or banks designated by the Board, submit to the Board and the Secretary of Agriculture each month a financial report which shall include: balance sheet, statement of receipts and disbursements, comparison of expenses with the budget, act as purchasing agent for the Board and serve as custodian of all insurance policies including any fidelity bonds covering officers, employees and agents of the Board. The Treasurer may delegate such duties to the Assistant Treasurer. The Treasurer shall act in place of the First Vice-President in his or her absence, disqualification, disability in his or her direction, and to represent District affairs of the Executive Committee.

Section 7. Contracts shall be signed on behalf of the Board by any two persons authorized by resolution of the Board. Checks shall be signed on behalf of the Board by use of manual or facsimile signature of the Treasurer or Assistant Treasurer (a facsimile or manual signature of the President will be used if the Treasurer or Assistant Treasurer becomes inaccessible).

## ARTICLE VI

### Executive Committee

Section 1. The Executive Committee shall consist of the six elected officers and the immediate Past-President. In the event the immediate Past-President is unavailable, then the next most recent available Past-President shall serve.

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

Section 3. The term of office of the Executive Committee shall be one year. 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 President, as necessary, or by call of a majority of its members.

Section 5. All meetings of the Executive Committee shall be in compliance with the provisions of Article VIII. A majority of the Executive Committee shall constitute a quorum for any Executive Committee meeting. Executive Committee meetings shall be conducted within the guidelines which have been established by the Board. All votes shall be decided by a majority. Voting may be conducted by mail, email and telephone or in person. However, no proxy votes shall be used.

Section 6. The Executive 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 name of the Board. As directed by the Board, the Executive Committee shall further act for the Board in authorizing contracts or agreements for the development and carrying out of such programs or projects and the payment of the costs thereof. The Executive Committee shall act on behalf of, and in the name of, the Board in all administrative matters, including but not limited to amending the budget, contracting with cooperating agencies, resolving litigation matters and authorizing the President to appoint advisory committees and sub-committees. The Executive Committee shall approve salary of the Executive Director.

Section 7. It shall be the responsibility of the Executive Committee to report to the Board annually upon the completion or termination of all programs or projects or other substantive action. The Board shall ratify actions taken by the Executive Committee on behalf of the Board.

Section 8. The Past-President cannot vote unless they are a current Board Member. If that member's term has ended, then that person serves as the Past-President in an Ex-Officio capacity without a vote.

Section 9. The Public Member can vote as he or she is appointed by the Secretary of Agriculture. The Public Member cannot serve on the Executive Committee.

Section 10. In the event of a tie vote, the committee will continue to vote until the tie is broken.

## ARTICLE VII

### Employees and Their Duties

Section 1. The Board, or the Executive Committee at the direction of the Board, shall hire an Executive Director, who shall also serve as the Assistant Secretary and the Assistant Treasurer, and such other employees as the Board may designate. The Board may contract for management services, in which case contractor must designate one individual who shall serve as Executive Director.

Section 2. Subject to the general supervision and control of the Board, the Executive Director shall: employ, supervise, and be responsible for the discharge of all Board employees, be responsible for all notices the Board is required to give, assemble and analyze all information necessary in the performance of official Board duties, prepare all resolutions setting forth Board actions and be responsible to the Board at all times for the proper administration of Board activities.

Section 3. The Executive Director, 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 the Treasurer may authorize and direct, including the: preparation and maintenance of minutes of all meetings, cosigning of contracts and checks on behalf of the Board, collection and deposit of all funds due to the Board, and keeping the books of accounts.

Section 4. All employees shall be given an annual performance evaluation.

## ARTICLE VIII

### Meetings

Section 1. The Board shall meet at least twice a year, one of which shall be its annual meeting on the first Monday in March of each year, unless otherwise directed by the Board, or the President.

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

Section 3. Notice of all meetings, together with a written agenda, shall be mailed to each member of the Board at the member's last known address. Such notices will be mailed at least twenty days prior to the meeting date. In case of an emergency, all possible advance notice will be given by telephone, email or facsimile without regard to the twenty-day requirement. The Secretary of Agriculture shall be given the same notice as members.

Section 4. The regular order of Board business, unless otherwise determined by the President, shall be as follows:

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

Section 5. All Board proposals, programs or recommendations, 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 Board policy and shall remain as such until amended by Board action.

## ARTICLE IX

### Voting Procedure

A majority of the Board membership shall constitute a quorum. Voting by the Board shall be on the basis of "Yea" and "Nay," except that any Board member may request and obtain a roll call vote. Any vote taken by mail, facsimile, email, or telephone shall cover only: non-controversial matters which do not require deliberation and the exchange of views, or matters of an emergency nature when it would be impossible or impractical to call an assembled Board meeting. Such votes shall be taken only upon order of the President and a record of the vote taken shall become a part of the official Board minutes. Votes taken by telephone shall be confirmed in writing. In the event of a tie vote, the full board will continue to vote until the tie is broken.

## ARTICLE X

### Committees

Section 1. Upon authorization of the Board, the President shall appoint advisory committees which may be composed of people other than Board members.

Section 2. Upon authorization of the Board, the President shall appoint such sub-committees and their respective chairpersons as deemed necessary.

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

## 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 Executive Committee. The Premiums on such bonds shall be paid by the Board.

## ARTICLE XII

### Procedure and Transaction of Business

The Board and the Executive Committee shall be governed in their deliberations and the transaction of business by these By-Laws, the Rules and Regulations, and the provisions of the Plan. Any matter of procedure not covered by these By-Laws shall be governed by "Robert's Rules of Order."

## ARTICLE XIII

### Powers of the Board

Any officer, agent, or employee appointed, elected, or employed by the Board or the Executive Committee shall be subject to removal or suspension by the Board at any time. If an employee is under an employment contract with the Board, then the terms of the contract shall govern the employee's employment status including, but not limited to, separation of service. No officer, member, employee or agent of the Board or the Executive Committee shall have the authority to

obligate the Board unless such authority has been expressly delegated by the Board. 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 XIV

##### Expenses

Section 1. Members of the Board, Executive Committee, other committees or sub-committees and employees, when acting on authorized business, shall be reimbursed for expenses necessarily incurred by them in the performance of their duties. In addition to reimbursement of actual expenses incurred, the Board shall establish a per diem allowance to cover meals and incidentals.

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 30 days following the date the expenses were incurred. Reimbursable expenses shall include the following: mileage for auto travel at the approved government rate; transportation charges of a common carrier; bridge and highway tolls, parking or other charges incidental to transportation, but excluding fuel, oil, auto repairs or service; hotel or motel room charges, at approved government rates, when Board business requires the claimant to be away from his or her place of residence overnight. The per diem shall be deemed to have covered all meal and incidental expenses. Claims for per diem reimbursement must be accompanied by adequate documentation and shall be paid only for the time claimant is engaged on behalf of authorized Board activities.

#### ARTICLE XV

##### Amendments

The Board may amend these By-Laws at any Board meeting in accordance with the prescribed voting procedure. Not less than ten days notice shall be given to all Board members that such amendment will be considered.

#### ARTICLE XVI

8 of 8



### Administrative Costs

Any research grants provided to universities or government agencies must be used in total toward the written objective of the grant, and not be used in any percentage or form to cover administrative costs of such university or agency. Dollar for dollar, 100% of the grant must be used for the research that the Board is paying for, to include labor, lab time, equipment, etc. that is agreed upon prior to grant approval.